

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

JULY 9, 2014

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

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, July 9, 2014, beginning at 11:01 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

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

W. Paul Segura, Jr., Chairman
Thomas L. Arnold, Jr., Vice-Chairman
Emile B. Cordaro
Beverly Hodges, Undersecretary, on behalf of Stephen Chustz, DNR Secretary
Thomas W. Sanders
Darryl D. Smith
Dan R. Brouillette
Robert "Michael" Morton
Theodore M. "Ted" Haik, Jr.
Louis J. Lambert

The following member of the Board was recorded as absent:
Chip Kline (Governor Jindal's designee to the Board)

Ms. Talley announced that ten (10) members of the Board were present and that a quorum was established.

Also recorded as present were:

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

Upon motion of Mr. Arnold, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board recessed the regular meeting to continue the Committee Meetings at 11:02 a.m.

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Upon motion of Mr. Sanders, seconded by Mr. Cordaro, and unanimously adopted by the Board, the Board reconvened the regular meeting at 11:04 a.m.

The Chairman stated that the first order of business was the approval of the June 11, 2014 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Sanders and unanimously adopted by the Board. (No public comment was made at this time.)

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

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

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

At this time, the Chairman announced that the Board would recess its regular meeting at 11:07 a.m. to go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Arnold, seconded by Mr. Brouillette, 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. Lambert, seconded by Mr. Smith, and unanimously adopted by the Board, the Board reconvened in open session at 11:29 p.m.

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

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

Mr. Vaughn stated that staff recommended that the bids received on all tracts be accepted.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43977, said portion being 899.630 acres, more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

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Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43980, said portion being 425.380 acres, more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43980, said portion being 2,065.12 acres, more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43984, said portion being 63.480 acres, more particularly described in said bid and outlined on accompanying plat, to Allen & Kirmse, Ltd.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43985, said portion being 379.520 acres, more particularly described in said bid and outlined on accompanying plat, to Allen & Kirmse, Ltd.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43988, said portion being 61.000 acres, more particularly described in said bid and outlined on accompanying plat, to Justiss Oil Company, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on Tract 43990 to Westwind Exploration, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43991, said portion being 181.740 acres, more particularly described in said bid and outlined on accompanying plat, to ORX Exploration, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on Tract 43992 to ORX Exploration, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43996, said portion being 333.640 acres, more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 43997, said portion being 675.420 acres, more particularly described in said bid and outlined on accompanying plat, to Harold J. Anderson, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on Tract 43999 to Crosskeys Energy, L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 44006, said portion being 979.010 acres, more particularly described in said bid and outlined on accompanying plat, to Patrick L. Donohue Petroleum Properties, Inc.

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Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 44007, said portion being 206.820 acres, more particularly described in said bid and outlined on accompanying plat, to Patrick L. Donohue Petroleum Properties, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to award a lease on a portion of Tract 44010, said portion being 862.440 acres, more particularly described in said bid and outlined on accompanying plat, to Harold J. Anderson, Inc.

This concluded the awarding of the leases.

The following announcements were then made:

Ms. Talley stated that "the total (and new fiscal year total) for today's Lease Sale is \$1,512,670.89." Ms. Talley reminded the audience about the Oil and Gas Seminar that will be held August 27th and 28th in Baton Rouge at the Hilton Baton Rouge Capitol Center. She also asked the Board Members to contact Becky Roberts if they plan to attend the Oil and Gas Seminar so that registrations may be completed.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Brouillette, seconded by Mr. Haik, the meeting was adjourned at 11:15 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

LAW OFFICES
MARTIN O. MILLER, II
315 METAIRIE ROAD SUITE 202
P. O. BOX 9206
METAIRIE, LOUISIANA 70055-9206
TELEPHONE (504) 832-7938
FACSIMILE (504) 833-8422

2014 JUN 19 11:19:21

June 16, 2014

CERTIFIED MAIL RETURN RECEIPT REQUESTED

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

Re: My File No. 75-4673, State of Louisiana
Mineral Board – State Lease Sale July 9,
2014 - Tract No. 44008

Dear Mr. Chustz:

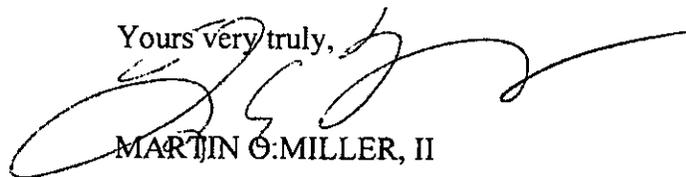
Please be advised that the undersigned along with others the undersigned represents and believes that they own a portion of the southern boundary of lands located in Tract No. 44008 that is being advertised for the July 9, 2014 Mineral Lease Sale as same adjoins Section 29, T15-S R1W, Vermilion Parish, Louisiana.

Without waiving any of the undersigned's rights, the undersigned is claiming ownership of those lands located outside of White Lake as the lake existed when patents were issued to the undersigned's predecessor in title in 1883. If any part of the above captioned tract was located outside of White Lake in 1883, the undersigned is claiming ownership thereof based on the theory that White Lake was non-navigable and that any erosion along White Lake has been caused by act of man and not by nature. In the past, whenever the State has advertised lands close to lands owned by the M. O. Miller Estate, the undersigned has written a letter of protest as to possible ownership of these lands.

Additionally, the undersigned is claiming ownership of those lands located inside of White Lake as to rights obtained and certificate No.1035 N.S.S. which made no mention of White Lake but merely described property that at the time was located in White Lake.

Please read this letter to the prospective bidders at the July 9, 2014, State Lease Sale to advise them of the undersigned's position and also please make this letter part of the minutes of the State Lease Sale to be held in Baton Rouge on July 9, 2014.

Yours very truly,



MARTIN O. MILLER, II

MARTIN O. MILLER, II

Mr. Stephen Chustz
June 16, 2014
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MOM,II/kp

cc: By email to:
Mr. Robert O. Boulet
Mr. John M. Currier
Mr. Greg O. Currier
Mrs. Edna M. Stoebner
Mr. Martin O. Miller, III

By mail to:
Mr. Patrick L. Donohue
Angelle & Donohue
2110 W. Pinhook Rd.
Lafayette, LA 70508

Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive
Patterson, Louisiana 70392
Phone (985) 395-9576

OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD

2014 JUL -2 PM 12:07

June 27, 2014

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Office of Mineral Resources
State Land and Natural Resources Building
Post Office Box 2827
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43991
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for July 9, 2014, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Section 9, T10S-R9E, St. Martin Parish, included within the proposed Tract 43991. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43991. Additionally, portions of Salt Domes Partnership lands located within Tract 43991 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43991 purports to state a land ownership claim by the State of Louisiana to our fee lands in Section 9, T10S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks
Manager

RCS/dh

Cc: File copy

Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive
Patterson, Louisiana 70392
Phone (985) 395-9576

#7 1111 1111
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD
2014 JUL -2 PM 12:07

June 27, 2014

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Office of Mineral Resources
State Land and Natural Resources Building
Post Office Box 2827
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43992
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for July 9, 2014, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with certain interest in lands in Section 3, T10S-R9E, St. Martin Parish, included within the proposed Tract 43992. To the extent that the notice for Tract 43992 purports to state a land ownership claim by the State of Louisiana adverse to interest in certain of our fee lands in Section 3, T10S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks
Manager

RCS/dh

Cc: File copy

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

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

A public meeting for the purpose of opening sealed bids was held on Wednesday, July 9, 2014, beginning at 8:34 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

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

July 9, 2014

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

Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 43973 through 44011, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

Mr. Vaughn then stated that letters of protest were received for today's Lease Sale from Martin O. Miller, II on Tract No. 44008 and Salt Domes Partnership on Tract Nos. 43991 and 43992.

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

STATE MINERAL AND ENERGY BOARD

Opening of Sealed Bids Minutes

July 9, 2014

Tract 43980
(Portion – 2,065.12 acres)

Bidder	:	K-Exploration Co.
Primary Term	:	Five (5) years
Cash Payment	:	\$309,768.00
Annual Rental	:	\$154,884.00
Royalties	:	22.00% on oil and gas
	:	22.00% on other minerals
Additional Consideration	:	None

Tract 43981

No Bids

Tract 43982

No Bids

Tract 43983

No Bids

Tract 43984
(Portion – 63.480 acres)

Bidder	:	Allen & Kirmse, Ltd.
Primary Term	:	Five (5) years
Cash Payment	:	\$15,870.00
Annual Rental	:	\$7,935.00
Royalties	:	22.00% on oil and gas
	:	22.00% on other minerals
Additional Consideration	:	None

Tract 43985
(Portion – 379.520 acres)

Bidder	:	Allen & Kirmse, Ltd.
Primary Term	:	Five (5) years
Cash Payment	:	\$94,880.00
Annual Rental	:	\$47,440.00
Royalties	:	22.00% on oil and gas
	:	22.00% on other minerals
Additional Consideration	:	None

INLAND TRACTS

Tract 43986

No Bids

Tract 43987

No Bids

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

Tract 43988
 (Portion – 61.000 acres)

Bidder	:	Justiss Oil Company, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$9,150.00
Annual Rental	:	\$4,575.00
Royalties	:	18.750% on oil and gas
	:	18.750% on other minerals
Additional Consideration	:	None

Tract 43989

No Bids

Tract 43990

Bidder	:	Westwind Exploration, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$3,575.00
Annual Rental	:	\$1,787.50
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 43991
 (Portion – 181.740 acres)

Bidder	:	ORX Exploration, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$48,161.10
Annual Rental	:	\$24,080.55
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 43992

Bidder	:	ORX Exploration, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$79,765.00
Annual Rental	:	\$39,882.50
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 43993

No Bids

Tract 43994

No Bids

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

No Bids
Tract 43995

Tract 43996
(Portion – 333.640 acres)

Bidder	:	K-Exploration Co.
Primary Term	:	Three (3) years
Cash Payment	:	\$50,046.00
Annual Rental	:	\$25,023.00
Royalties	:	22.00% on oil and gas
	:	22.00% on other minerals
Additional Consideration	:	None

Tract 43997
(Portion – 675.420 acres)

Bidder	:	Harold J. Anderson, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$138,461.10
Annual Rental	:	\$69,230.55
Royalties	:	23.00% on oil and gas
	:	23.00% on other minerals
Additional Consideration	:	None

No Bids
Tract 43998

STATE AGENCY TRACTS

Tract 43999

Bidder	:	Crosskeys Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$13,085.45
Annual Rental	:	\$6,542.73
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	The Caddo Levee District requests that the lease specifically contain a provision restricting the depth limitation of this lease to 1,250 feet subsurface.

WHITE LAKE TRACTS

No Bids
Tract 44000

No Bids
Tract 44001

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

No Bids Tract 44002

No Bids Tract 44003

No Bids Tract 44004

No Bids Tract 44005

Tract 44006
 (Portion – 979.010 acres)

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$166,431.70
Annual Rental	:	\$83,215.85
Royalties	:	16.66700% on oil and gas
	:	16.66700% on other minerals
Additional Consideration	:	None

Tract 44007
 (Portion – 206.820 acres)

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$35,159.40
Annual Rental	:	\$17,579.70
Royalties	:	16.66700% on oil and gas
	:	16.66700% on other minerals
Additional Consideration	:	None

No Bids Tract 44008

No Bids Tract 44009

PASS-A-LOUTRE WMA TRACTS

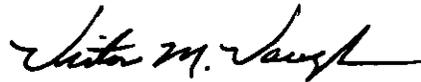
Tract 44010 (Portion – 862.440 acres)		
Bidder	:	Harold J. Anderson, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$307,028.64
Annual Rental	:	\$153,514.32
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 44011
No Bids

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:55 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board



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

Lease Review Committee Report

A meeting of the Lease Review Committee of the State Mineral and Energy Board convened on Wednesday, July 9, 2014 at 10:50 a.m. with the following members of the Board in attendance: Mr. Thomas L. Arnold, Jr., Mr. Dan R. Brouillette, Mr. Emile B. Cordaro (arrived at 10:51 a.m.), Mr. Theodore M. "Ted" Haik, Ms. Beverly Hodges representing Mr. Stephen Chustz, Mr. Louis J. Lambert, Mr. Robert "Michael" Morton, Mr. Thomas W. Sanders, Mr. W. Paul Segura, Jr., and Mr. Darryl D. Smith.

I. Geological and Engineering Staff Review

According to SONRIS there are 1,801 active State Leases covering almost 751,000 acres. The Geological and Engineering Division has reviewed 119 leases covering approximately 36,000 acres.

II. Committee Review

1. A staff report on the development status of **State Lease 1217**, Bay De Chene Field, Jefferson and Lafourche Parishes. Swift Energy Operating, LLC is the lessee. The recommendation was to grant Swift a thirty (30) day extension to submit a plan of development for State Lease 1217.

III. Force Majeure

Hilcorp Energy Company requests recognition of a force majeure event that occurred after Hurricane Isaac in 2012, affecting State Lease Nos. 17193 and 17381. The well was shut-in on August 27, 2012 and remained shut-in for a period of 97 days. However, due to a computer error in allocating production in their lease tracking system, Hilcorp failed to notice that the lease was in jeopardy of expiring and furthermore, failed to notify the OMR staff within 90 days of the force majeure event. Since this notice occurred greater than 90 days after the event, Hilcorp requests that the Board recognize the event for extenuating circumstances in accordance with the 2005 Force Majeure Policy. The recommendation was to approve recognition of the Force Majeure event.

Force Majeure Report Summary - Updated 06/30/2014

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

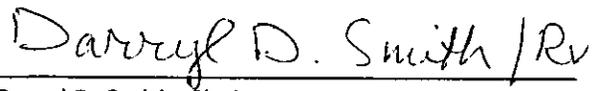
The Committee may discuss other matters as it desires pursuant to R.S. 42:7(A)(1)(b)(ii) as well as Executive Session matters pursuant to R.S. 42:6.1(A)(2) and R.S. 42:6.1(A)(6).

Lease Review Committee Report
July 9, 2014
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On motion by Mr. Lambert, seconded by Mr. Sanders, the Committee moved to accept and approve all items and recommendations by the staff.

On motion by Mr. Lambert, seconded by Mr. Sanders, the Committee moved to adjourn the July 9, 2014 meeting at 10:54 a.m.

Respectfully submitted,

Handwritten signature of Darryl D. Smith in cursive script, followed by a horizontal line.

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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEASE REVIEW COMMITTEE

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

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

WHEREAS, on August 28, 2012, Hurricane Isaac made landfall in Louisiana disrupting oil and gas production and operations and damaging production facilities; and

WHEREAS, Hilcorp Energy Corporation, (herein "Hilcorp") shut-in State Lease Nos. 17193 and 17381 in Plaquemines Parish in advance of the hurricane on August 27, 2012 and Hilcorp did not make a request for force majeure recognition within the 90 day period required by the Board's 2005 Force Majeure Policy; and

WHEREAS, the well remained shut-in for a period of 97 days until December 3, 2012 when production was finally restored; and

WHEREAS, upon notice from the Office of Mineral Resources in May, 2014, Hilcorp reviewed their production reports and determined that an error in production allocation reported the leases erroneously back on production when, in fact, it was not actually on production, which in turn led responsible parties at Hilcorp to believe that no force majeure request was required in 2012; and

WHEREAS, Hilcorp requests recognition after-the-fact due to extenuating circumstances of a force majeure condition preventing the continuous operation and production of the State Lease Nos. 17193 and 17381 in Plaquemines Parish for the period of August 27, 2012 through December 3, 2012; and

WHEREAS, according to the Board's 2005 Force Majeure Policy, the Board, may recognize a force majeure condition after more than 90 days of the occurrence of the event under extenuating circumstances; and

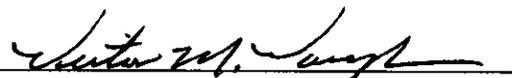
WHEREAS, State Lease Nos. 17193 and 17381 would otherwise expire and cannot be maintained by any other means under the leases other than the recognition of a force majeure; and

WHEREAS, Hilcorp has submitted the initial report by submitting a notarized affidavit attesting to the facts in this matter;

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 after-the-fact due to extenuating circumstances the force majeure event as of August 27, 2012 due to damage caused by Hurricane Isaac that prevented production and operations to maintain State Lease Nos. 17193 and 17381 in Plaquemines Parish, Louisiana. The Board suspends the ninety (90) day continuous operations and production clause until such time as facility repairs are completed permitting Hilcorp to restore production to the state leases or until the December 3, 2012.

CERTIFICATE

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


Louisiana State Mineral and Energy Board



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: July 21, 2014 12:47 PM

District Code 1 New Orleans- East

Get Review Date July 9, 2014

Case No	Case Name	Case Description	Case Date	Case Value	Case Status	Case Notes
01350	QUARANTINE BAY	QB 0 2 RF SU 05/01/1992		320.4	320.4	JUL. AR 6-9-14 JMB RELEASE REQUESTED.
02090	SOUTHEAST PASS	75.133 01/12/2006		400	832.188	JUL. AR 6-9-14 JMB HBP - 2 UNITS
04407	BRETON SOUND BLOCK 31			160	677.227	JUL. AR 6-9-14 JMB WORKING ON RELEASE (MANY WIO'S)
04458	BRETON SOUND BLOCK 31 , BRETON SOUND BLOCK 33	BIG HUM I RA SUA; SL 4458 05/01/1985		40	439.63	JUL. AR 6-9-14 JMB WORKING ON RELEASE (MANY WIO'S)
04708	BRETON SOUND BLOCK 32	237365-SL 4708-018 06/05/2008		454.431	454.431	JUL. AR 6-9-14 JMB HBP - 5 SL WELLS
04865	BRETON SOUND BLOCK 31			160	367	JUL. AR 6-9-14 JMB WORKING ON RELEASE (MANY WIO'S)
11352	POINTE A LA HACHE	12.863 11/09/2006		9.798	9.798	JUL. AR 6-9-14 JMB HBP - 2 UNITS
12104	LIVINGSTON	LVG WX 1 RA SU 11/01/1986		.34	.34	JUL. AR 6-9-14 JMB HBP - 1 UNIT
12806	BRETON SOUND BLOCK 45 , BRETON SOUND BLOCK 53	UV B RA VUA;SL 17675 03/10/2004		921.53	921.53	JUL. AR 6-9-14 JMB HBP - 2 UNITS
16713	CHANDELEUR SOUND BLOCK 71	5900 RA SUA;SL 12789 09/19/1989 1086-E 89-307		70.509	70.509	JUL. AR 6-9-14 JMB HBP - 1 UNIT
17277	CHANDELEUR SOUND BLOCK 71	230204-VUA;SL 17277-001 10/12/2004		26.87	26.87	JUL. AR 6-9-14 JMB HBP - 1 VU
17278	CHANDELEUR SOUND BLOCK 71	VUA;SL 17277 08/11/2004		23.37	23.37	JUL. AR 6-9-14 JMB HBP - 1 VU
17279	CHANDELEUR SOUND BLOCK 71	VUA;SL 17277 08/11/2004		53.66	53.66	JUL. AR 6-9-14 JMB HBP - 1 VU
17303	BRETON SOUND BLOCK 16			250	541.52	JUL. AR 6/9/14 JMB HBP - 1 SL WELL - CHECK AGAIN IN 3 MONTHS
17545	LAKE BORGNE	SL 17546 03/12/2003		97.87	97.87	JUL. AR 6/9/14 JMB HBP - 1 SL WELL
17655	LAKE BORGNE	SL 17546 03/12/2003		102.56	102.56	JUL. AR 6/9/14 JMB HBP - 1 SL WELL
18043	CHANDELEUR SOUND BLOCK 71	VUA;SL 17277 08/11/2004		31.06	31.06	JUL. AR 6/9/14 JMB HBP - 1 VU
18077	POINTE A LA HACHE	SL 18077		228	228	JUL. AR 6/9/14 JMB HBP - 1 SL WELL
18654	LAKE CAMPO	532.681 04/09/2009		127.642	401.319	JUL. AR 6/9/14 JMB WAITING FOR RELEASE.
19065	BAY BOUDREAU	37.099		94.901	94.901	JUL. AR 6/9/14 JMB RECEIVED



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LEASE NUM	QTY	FRAGS	DATE/LEASE/VAL/ST	PRODUCTION PERCENT	PRODUCTION AMOUNT	REMARKS FOR REVIEW, IF
			10/29/2009			RELEASE.
20906				0	412.67	JUL. PT 6/9/14 JMB PAID RENTAL.
20907				0	121.08	JUL. PT 4/11/15 OFFSHORE, 3 YR;; 6/9/14 JMB PAID RENTAL.
20908				0	889.91	JUL. PT 4/11/17;; 6/9/14 JMB PAID RENTAL.
20909				0	211.12	JUL. PT 4/11/15 OFFSHORE, 3 YR;; 6/9/14 JMB PAID RENTAL.



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Lease No	File#	Lease Description	Acres	Production	Review Date	Comments
00192A		BASTIAN BAY J S ABERCROMBIE	400.459	3229		JULY QR 6/12/14 AJL NO CHANGE FROM APRIL'S LEASE REVIEW;; 4/21/14 SJL LETTER TO HILCORP ENERGY REQ. FOR PLAT 051472 LUW, 17 MKR 2 AL RA SUA;; 3/28/14 LETTER TO HILCORP REQ FOR DEVELOPMENT OR RELEASE BY 6/11/14;; 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION
00348		BAYOU DES ALLEMANDS U X1 RA VUA;SL 348 08/13/2003	45 42	319.2		JULY QR 6/12/14 AJL NO CHANGE FROM APRIL'S LEASE REVIEW;; 4/14/14 LETTER FROM TPIC RE: POD;; 3/24/14 AJL HBP FROM TWO UNITS. DEVELOPMENT LETTER HAS BEEN WRITTEN.
01464		LAKE WASHINGTON VUI;LL&E	194	642.192		JUL AR 6/12/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION.
01467		BAYOU PLAQUEMINE 31.718 07/08/1981	.282	282		JUL AR 6/12/14 AJL HBP FROM ONE UNIT THAT COVERS ALL OF THE STATES INTEREST
02474		SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97	SPB24 9400 RA SU; 05/27/1998 227-KKK 98-318	288	344	JUL AR 6/12/14 AJL HBP FROM SEVERAL UNITS.
03528		WEST DELTA BLOCK 27 WDB27 SU	1904	2135		JULY AR 6/12/14 AJL NO CHANGE FROM JANUARY, HBP FROM ONE UNIT
03529		WEST DELTA BLOCK 27 WDB27 SU	1676	1834		JULY AR 6/12/14 AJL NO CHANGE FROM JANUARY, HBP FROM ONE UNIT
03978		WEST DELTA BLOCK 27 WDB27 SU	571	1234		JULY AR 6/12/14 AJL NO CHANGE FROM JANUARY, HBP FROM ONE UNIT
05021		MANCHAC POINT MARG H B RA SUA;SL 5021 807-L 07-99	145	185		JUL AR 6/12/14 AJL HBP FROM TWO UNITS
05913		BAYOU PLAQUEMINE EAST RA SUA; WILBERTS 05/01/1979	13	14.035		JUL AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
07501		KINGS RIDGE 244458-KRG 9900 RB SU;SL 7501-003 03/02/2012	264.122	264.122		JUL AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
15009		BAYOU DE FLEUR, SOUTH 73.521 12/14/2000	33.479	33 479		JUL AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
15057		BAYOU DE FLEUR, SOUTH 4.123 12/14/2000	5.877	5.877		JUL AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
15276		COLLEGE POINT-ST JAMES KARSTEIN RD SUA;E H KARSTEIN	45.064	45.064		JUL AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE



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Parcel ID	File #	Lease/Case Number	Productive Acreage	Residual Acreage	Intangible Cost
		01/28/2003 106-A-5 03-54			ENTIRE LEASE.
17203	WEST DELTA BLOCK 83	1273.401 10/16/2006	125.599	125.599	JUL. AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
18804	PROFIT ISLAND	495 12/08/2008	141.88	141.88	JULY AR 6/12/14 AJL HBP BY ONE UNIT WHICH COVERS ENTIRE LEASE.
19384	MANILA VILLAGE, SOUTHEAST	5.51 06/23/2010	122.49	122.49	JUL. AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
20581			0	235.4	JUL. PT 4/13/16 JUL. AR 6/12/14 AJL HELD BY RENTAL PAID ON 05/23/2014;; 5/23/14 RECD RENTAL PAYMENT OF \$21,186.00 FOR PERIOD 5/22/14 TO 5/22/15
20625	LAKE SALVADOR, WEST	CRIS I RD SUA;SL 19774 02/26/2013 1543-A-3 13-63	85.21	85.21	JUL. AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
20643	LAKE SALVADOR, WEST	247276-CRIS I RE SUA;SL 20643-001-ALT 12/16/2013	152.91	152.91	JUL. AR 6/12/13 AJL HBP BY ONE UNIT THAT COVERS THE ENTIRE LEASE.
21136			0	378.94	JUL. PT 5/10/18 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21139			0	2	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 02/10/2014.
21140			0	5	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 03/25/2014.
21141			0	926	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21142			0	19	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21143			0	883	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21144			0	83	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21145			0	964	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 04/01/2014.
21146			0	196	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 02/07/2014.
21147			0	62	JUL. PT 4/10/16 JUL. AR 6/12/13 AJL HELD BY RENTAL PAID ON 02/07/2014.



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Well ID	Area	Operator	Productive Acreage	Reserve	Notes
02906	LAPEYROUSE	VUB;J B SMITH ETAL	4.33	40.4	JUL. AR 6/10/14 AW HBP IN 2 UNITS (PELICAN RE SUA & GG RA SUA); 2 PRODUCING WELLS; NOTE - DUVAL SUE NO LONGER PRODUCING, SO NEW NET PRODUCTIVE ACREAGE; LETTER SENT REQUESTING PRODUCTION PLANS
03475	LAKE PAGIE	VUA;LATERRE CO INC	337.74	657	JUL. AR 6/10/14 AW HBP IN 4 UNITS (6100 RA SUA, TEX W 7 RB SUA, VUA; LATERRE CO. INC. (2 LUWS), & VUB; LATERRE CO. INC.); 4 PRODUCING WELLS
14807	JEFFERSON ISLAND		360	442	JUL. AR 6/10/14 AW HBP IN LEASE WELLS; 2 PRODUCING WELLS
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 6/10/14 AW HBP IN 2 UNITS (BOL M A RB SUA & BOL M B RA SUA); 2 PRODUCING WELLS (IN UNIT)
16120	CAILLOU ISLAND	108.803 06/16/2004	8.304	8.304	JUL. AR 6/10/14 AW HBP IN 1 UNIT (D12 RA VUA); 1 PRODUCING WELL (IN UNIT)
16212	PATTERSON	MA 3 RC SUA;A B ZENOR A 395-Z-2 00-382	11.388	11.388	JUL. AR 6/10/14 AW HBP IN 1 UNIT (MA-3 RC SUA); 1 PRODUCING WELL (IN UNIT)
16528	CAILLOU ISLAND	258.695 02/09/2005	42.131	42.131	JUL. AR 6/10/14 AW HBP IN 1 UNIT (D12 RA VUA); 1 PRODUCING WELL (IN UNIT)
16945	CAILLOU ISLAND	698.241 11/19/2009	7.169	7.169	JUL. AR 6/10/14 AW HBP IN 1 UNIT (D12 RA VUA); 1 PRODUCING WELL (IN UNIT)
17435	CAILLOU ISLAND	60.73 06/16/2004	4.89	4.89	JUL. AR 6/10/14 AW HBP IN 1 UNIT (D12 RA VUA); 1 PRODUCING WELL (IN UNIT)
19139	LAKE SAND	LSA ROB 5 RA SU 216-C-1	106	800	JUL. AR 6/10/14 AW HBP IN 2 UNITS (ROB 5 RA SUA & 8700 RA VUA) AND LEASE WELL; 2 PRODUCING WELLS (1 IN LEASE)
19141	ISLES DERNIERES		251.38	251.38	JUL. AR 6/10/14 AW HBP IN LEASE WELL, 1 PRODUCING WELL
20912			0	208	JUL. PT 4/11/15 6/10/14 AW RENTAL PAYMENT MADE 4/2/14
20913			0	233	JUL. PT 4/11/15 6/10/14 AW RENTAL PAYMENT MADE 4/2/14
20914			0	14	JUL. PT 4/11/15 6/10/14 AW RENTAL PAYMENT MADE 4/2/14
20915			0	248	JUL. PT 4/11/15 6/10/14 AW RENTAL PAYMENT MADE



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						4/2/14
21137				0	225.46	JUL. PT 4/10/18 6/10/14 AW RENTAL PAYMENT MADE 3/7/14
21138				0	89.15	JUL. PT 4/10/18 6/10/14 AW RENTAL PAYMENT MADE 3/7/14
21148	LAKE BARRE		31-19 RA SUA;SL 21148 08/20/2013 662-LL-1 13-595	125.8	125.8	JUL. PT 4/10/16 6/10/14 AW HBP IN 1 UNIT (31-19 RA SUA); 1 PRODUCING WELL
21149				0	69	JUL. PT 4/10/16 6/10/14 AW RENTAL PAYMENT MADE 2/7/14
21150				43	43	JUL. PT 4/10/16 6/10/14 AW HBP IN 1 UNIT (CIB CARST RA SUA); 1 PRODUCING WELL;; 4/21/14 AW/JPT ROUTE SHEET SL NOT EXP. LEASE HBP UNIT ACTIVITY IN CIB CARST RA SUA, UNIT PLAT CLAIMS 46.82 ACRES OF SL 21150 IS IN THE UNIT;;
21151	LAKE BARRE			160	165.61	JUL. PT 4/10/16 6/10/14 AW HBP IN LEASE WELL; 1 PRODUCING WELL;; 4/21/14 AW/JPT ROUTE SHEET, SL HAS NOT EXP., LEASE HBP 100% IN LEASE WELL SN 246701, ASSIGNED TO GCER/OTHERS.
21152				1.86	22	JUL. PT 4/10/16 6/10/14 AW HBP IN 1 UNIT (CIB CARST RA SUA); 1 PRODUCING WELL (IN UNIT); PARTIAL RELEASE REQUESTED 4/22/14;; 4/21/14 AW/JPT ROUTE SHEET SL PARTIALLY HELD, BY UNIT ACTIVITY IN CIB CARST RA SUA, NO DD PAYMENT MADE ON OUTSIDE ACREAGE, 20.14 NEEDS TO BE RELEASED;;
21153				0	41	JUL. PT 4/10/16 6/10/14 AW RENTAL PAYMENT MADE 2/7/14
21157				10.48	14	JUL. PT 4/10/16 OPTION 6/10/14 AW HBP IN 1 UNIT (CIB CARST RA SUA); 1 PRODUCING WELL (IN UNIT); DEFERRED DEVELOPMENT PAYMENT MADE 4/15/14;; 4/16/14 DEF. DEV. PAYMENT APPROVED 4/10/14 TO 4/10/15 \$1,984.65;;



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License No.	City	License (BBS) Activity	Production Average	Reserve Average	Flagged for Review
02066	SENTELL	CV RA SUC;ATKINS-LINCOLN 18 01/16/2008	116	287	JUL. AR 5/15/2014 SKR AR - NON PUGH LEASE HBP
14073	CADDO PINE ISLAND		40	40	JUL. AR 5/25/14 SKR AR - 100% HBP SL WSN 14073
14260	UNIONVILLE	CV DAVIS RA SUQQ;L G HANNA 01/29/1980 206-E-1 80-50	4	4	JUL. AR / TC 5/15/2014 AR 100% HBP 1 PROD UNIT LUW. 3 PROD WELLS. ROYALTY HELD DUE TO TITLE CONFLICT.
14261	UNIONVILLE	CV DAVIS RA SUN;H W WRIGHT 12/13/1978 206-E 78-771	8	8	JUL. AR / TC 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 4 PROD WELLS. ROYALTY WITHHELD DUE TO TITLE CONFLICT
14262	UNIONVILLE	CV DAVIS RA SUO,M C BABINEAUX 12/13/1978 206-E 78-771	12	12	JUL. AR / TC 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 2 PROD WELLS. ROYALTY WITHHELD DUE TO TITLE CONFLICT
14713	SAILES	HOSS B SUBB;WILLAMETTE 01/01/1995	120	120	JUL. AR 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 1 PROD WELL
15719	SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	40	40	JUL. AR 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 1 PROD WELL
15720	SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	31	31	JUL. AR 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 1 PROD WELL
16036	ELM GROVE	LCV RA SUMM;MERCER 9 05/18/1999 361-E-21 99-269	1.838	1.838	JUL. AR 5/15/14 SKR AR - 100% HBP 3 PROD LUW. 19 PROD WELLS
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 5/23/14 (7/9/13) SKR CORRECT. 616362 HA RA SUG;; 5/15/14 SKR AR - 100% HBP 3 PROD LUW. 4 PROD WELLS
17161	ELM GROVE	HA RA SU93;HUTCHINSON 28 H 11/10/2009 361-L-66 09-1187	10	10	JUL. AR 5/15/14 SKR AR - 100% HBP 4 PROD LUW. 12 PROD WELLS
17162	VIXEN	MH B SUC;DEVON-DONNER 02/20/1964 139-F-14 04-645	40	40	JUL. AR 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 1 PROD WELL
17732	ELM GROVE	CV RA SU107;BROWN 4	15	15	JUL. AR 5/15/14 SKR AR - 100% HBP 12 PROD LUW. 20 PROD WELL
17734	ELM GROVE , SWAN LAKE	HA RA SUH;POOLE ANT 15-15-11 H 01/27/2009 691-C-1 09-94	24.36	24.36	JUL. AR 5/15/14 SKR AR - 100% HBP 9 PROD LUW. 13 PROD WELL



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Lease Name	DA	Field	Water Lease Activity	Production Average	Payment Average	Notes to Reviewer
19123		ELM GROVE	HA RA SU87;CUPPLES H 09/10/2009 361-L-56 09-945	51	51	JUL. AR 5/15/14 SKR AR - 100% HBP 2 PROD LUW. 2 PROD WELL
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 5/15/14 SKR AR - 100% HBP 3 PROD LUW. 9 PROD WELL
20039		GAHAGAN , RED RIVER- BULL BAYOU	HA RA SUDD;DUPREE LAND 28 H 02/15/2011 909-H-16 11-79	127	127	JUL. AR 5/15/14 SKR AR - 100% HBP 4 PROD LUW. 4 PROD WELL
20040		GAHAGAN	HA RA SUX;MICIOTTO 16 H 03/16/2010 909-H-7 10-275	161	161	JUL. AR 5/15/14 SKR AR - 100% HBP 2 PROD LUW. 3 PROD WELL
20287		ELM GROVE	HA RA SU104;POWERS 28 H 11/03/2009 361-L-62	28.709	28.709	JUL. AR 5/15/14 SKR AR - 100% HBP 1 PROD LUW. 2 PROD WELL
20916				0	40	JUL. PT 4/11/15 TAX ADJUDICATED 5/15/14 SKR RENTAL PAID TO 2015



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Lease ID	Lease Name	Lease Data	Acres	Value	Comments
00050	BIG LAKE , HACKBERRY, EAST	245527-SL 50-169 03/11/2013	1433	2639	JUL. AR 6/10/14 MS AR, LEASE HELD BY LEASE PRODUCTION, LETTER FOR A DEVELOPMENT PLAN OR RELEASE REQUEST NEEDED
02340	DEEP LAKE	15400 RB SUA;SL 2340 10/29/2013 243-A-4 13-547	1372.97	1648.77	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM DLK 15400 RA SU, 15100 RB SUA; AND LEASE PRODUCTION
03762	VERMILION BLOCK 16	SL 3762	191	875.69	JUL. AR JUL. AR 6/30/14 JPT FLAG FOR SEPT. TO CHECK FOR MAY PRODUCTION;; 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUB;SL 3763, LETTER FOR A DEVELOPMENT PLAN OR RELEASE REQUEST NEEDED
03763	VERMILION BLOCK 16	244687-VUB;SL 3763-014 05/14/2012	903	1279.14	JUL. AR 6/30/14 JPT FLAG FOR SEPT. TO CHECK MAY PRODUCTION;; 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUB;SL 3763
04318	FRISCO , JUDGE DIGBY	SP U WX RA SUA;I J CHENEVERT 11/01/2011 688-H 11-652	27.18	27.18	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM FRS U WX RA SU, SP U WX RA SUA;I J CHENEVERT AND U TUSC RA SUN;MARTIN ETAL
17156	VERMILION BLOCK 16		100	813	JUL. AR 6/10/14 MS AR, LEASE HELD BY GAS LEASE PRODUCTION. HARVEST OIL RELEASED 605 ACRES OF THE ORIGINAL 1,418 ACRES ON 09/04/2013
17774	WEST CAMERON BLOCK 21	VUA;SL 17774 04/13/2005	750	750	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA;SL 17774
17775	WEST CAMERON BLOCK 21	390.267 06/15/2010	461.993	461.993	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA;SL 17774
18284	WEST CAMERON BLOCK 21	55.852 09/28/2010	11.948	11.948	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA;SL 17774
18292	WEST CAMERON BLOCK 21	25.851 09/28/2010	104.209	104.209	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA;SL 17774
18356	WEST CAMERON BLOCK 21	64.184 09/28/2010	46.666	46.666	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA;SL 17774
18529	BAYOU CHOUPIQUE	52.929 06/06/2007	15.07	15.07	JUL. AR 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM 8800 RB SUA;TODD PERKINS ETAL
20041	ABBEVILLE	DUHON 1-2 RB SUA;BLANCHET 03/15/2011	3.14	3.14	JUL. AR 6/10/14 MS AR, 3.14 ACRES HELD BY UNIT PRODUCTION FROM DUHON 1-



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License No.	Dist	State	Licensee Name/Address	Production Average	Reserve Average	Regulatory Ref
			155-XXX-2			2 RB SUA;BLANCHET. PARTIAL RELEASE FOR REMAINING 8.64 NON PRODUCTIVE ACRES RECEIVED;; 5/27/14 PARTIAL RELEASE OF 8.64 ACRES, RETAINING 3.14 ACRES;; 4/21/14 ROUTE SHEET SL PARTIALLY EXP. 8.64 ACRES TO BE RELEASED
20390		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	.749	.749	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20391		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	1	1	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20392		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	3	3	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20393		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	3	3	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20394		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	3	3	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20395		EDGERLY	Y RB SUA;LABOKAY CORP 11 10/05/2010 168-E 10-1016	1	1	JUL. AR TAX ADJUDICATED 6/10/14 MS AR, LEASE HELD BY UNIT PRODUCTION FROM Y RB SUA;LABOKAY CORP 11
20910				0	35	JUL. PT 4/11/15 6/10/14 MS AR, LEASE HELD BY RENTALS PAYMENTS
20911				0	104	JUL. PT 4/11/15 6/10/14 MS LEASE HELD BY RENTALS PAYMENTS
				119	17,595,282	35,699,032



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 **10:55 a.m.** on Wednesday, *July 9, 2014* with the following members of the Board in attendance:

Ms. Beverly Hodges	Mr. Dan R. Brouillette	Mr. Louis J. Lambert
Mr. Paul Segura, Jr.	Mr. Darryl D. Smith	Mr. Theodore M. Haik, Jr.
Mr. Thomas W. Sanders	Mr. Robert M. Morton	Mr. Emile B. Cordaro
	Mr. Thomas Arnold, Jr.	

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the September 10, 2014 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of *Mr. Lambert*, duly seconded by *Mr. Smith*, the Committee voted unanimously to recommend to the Board the granting of authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

A letter of protest from Martin O. Miller, II, dated June 16, 2014, pertaining to Tract No. 44008, Vermilion Parish, Louisiana. Staff reviewed the tract in question, and after determining that there were claimable waterbottoms, Staff will recommend that the tract remain in today's lease sale. No action was required.

Letters of Protest from Salt Domes Partnership, dated June 27, 2014, pertaining to Tract Nos. 43991 and 43992, St. Martin Parish, Louisiana. Staff reviewed the tracts in question, and after determining that there are claimable waterbottoms, Staff will recommend the tracts remain in today's lease sale. No action was required.

Energy XXI has requested authority to nominate approximately 4,892.821 acres belonging to the State for an Exclusive Geophysical Agreement Type 3, referred to as the Franklin Gap 3-D Project, St. Mary Parish, Louisiana. The staff has negotiated minimum terms with Energy XXI and recommends the Board grant approval to advertise this acreage for this EGA with the following minimum terms:

- \$42.00 per acre for the initial eighteen month geophysical term with an option to extend for an additional six month period.
- The six month option period is exercised by payment of one-half of the full fee.
- \$600.00 per acre bonus and \$300.00 per acre rental with a 25% royalty on acreage selected.

- A full fee is payable as liquidated damage for failure to conduct the EGA within the designated term of eighteen or twenty-four months.
- As an additional consideration, Energy XXI will furnish a copy of the 3-D data acquired.

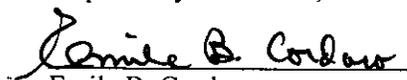
The Committee heard the report of Mr. Emile Fontenot regarding Energy XXI's request to nominate acreage belonging to the State for an Exclusive Geophysical Agreement Type 3 referred to as the Franklin Gap 3-D Project in St. Mary Parish with negotiated minimums. On the motion of *Mr. Haik*, duly seconded by *Mr. Smith*, the Committee voted unanimously to approve Energy XXI's request to advertise said acreage with the aforementioned minimums.

The Committee heard the report of Mr. Byron Miller regarding the re-adoption of seismic permit fees. On the motion of *Mr. Brouillette*, 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 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 the motion of *Mr. Smith*, seconded by *Mr. Lambert*, voted to adjourn at *11:01 a.m.*

Respectfully Submitted,

 by *G.F.*

Emile B. Cordaro
Chairman
Nomination and Tract Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

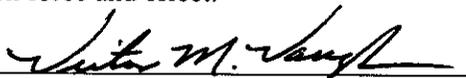
WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 29 tracts had been nominated for the September 10, 2014 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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

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

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

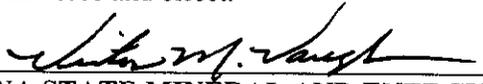
WHEREAS, the Staff presented to the Board a request by Energy XXI to nominate approximately 4,892.821 acres belonging to the State for an Exclusive Geophysical Agreement Type 3, referred to as the Franklin Gap 3-D Project, St. Mary Parish, Louisiana. The staff negotiated minimum terms with Energy XXI, and recommends the Board grant approval to advertise this acreage for this EGA with said minimum terms.

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 Energy XXI's request to nominate said acreage for an Exclusive Geophysical Agreement Type 3 referred to as the Franklin Gap 3-D Project, St. Mary Parish, Louisiana and advertise the acreage for this EGA with said minimum terms.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

On motion of *Mr. Brouillette*, 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 9, 2014, 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.

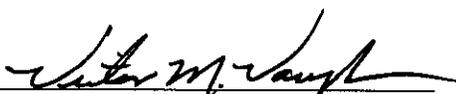
NOW THEREFORE, BE IT RESOLVED, that the State Mineral Board does herein and hereby adopt the recommendations and set a fee of **\$15.00** per acre, or a minimum of \$1,000.00, whichever is greater, to be paid for obtaining a non-exclusive, regular seismic permit on lands belonging to the State of Louisiana 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral 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 9, 2014, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.	Beverly Hodges	Thomas W. Sanders
Dan R. Brouillette	Louis J. Lambert	W. Paul Segura, Jr.
Theodore M. "Ted" Haik, Jr.	Robert "Michael" Morton	Darryl D. Smith

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:58 a.m.

The first matter considered by the Committee was an update on Poydras Energy Partners, LLC outstanding oil royalties for the months of January and February 2014.

No action required.

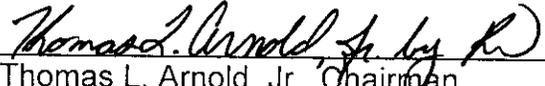
The second matter considered by the Committee was to place Poydras Energy Partners LLC and all associated lessees on demand for unpaid audit exceptions.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Haik, the Committee voted unanimously to approve the demand request. Added to the motion was a directive for the Attorney General's office to follow through with court proceedings if the demand request is not adhered to.

The third matter considered by the Committee was the election of the July 2014 gas royalty to be paid on a processed basis at the Discovery Plant at Larose and the Sea Robin Plant at Henry per the terms of the State Texaco Global Settlement Agreement.

No action required.

On motion of Mr. Sanders, seconded by Mr. Haik, the Board voted unanimously to adjourn the Audit Committee at 10:19 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. Haik, the following Resolution was offered and adopted:

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Poydras Energy Partners LLC respecting the royalty payments under State Lease Nos. 1958 and 20101 in the Main Pass Block 26 and fields; and

WHEREAS, there are differences between Poydras Energy Partners LLC and the Board regarding the amount of royalty due and interest and penalty charges due by Poydras Energy Partners LLC; and

WHEREAS, the staff of the Office of Mineral Resources has been unable to resolve and settle the outstanding audit issues and interest and penalty billings with Poydras Energy Partners LLC,

THEREFORE BE IT RESOLVED, that James Caldwell, Attorney General of the State of Louisiana is hereby authorized to place formal demand upon Poydras Energy Partners LLC and other related parties, and further is authorized to take all appropriate action, including the filing of suit on behalf of the Board against Poydras Energy Partners LLC and other current lessees for collection of all royalty due, along with interest, penalty, and all other remedies prescribed by law.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral 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 9, 2014, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Ms. Beverly Hodges
Mr. Theodore M. "Ted" Haik, Jr.
Mr. W. Paul Segura, Jr.
Mr. Robert "Michael" Morton

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

The Legal and Title Controversy Committee was called to order by Mr. Segura at 9:30 a.m.

The first matter considered by the Committee was request to include an Addendum to the Legal and Title Controversy Committee being a request by Staff to re-open negotiations with Pardee Minerals/Falconer for a Compromise Agreement and the resulting Operating Agreement on the compromised acreage in Bayou Nezpique, Reddell Field, Evangeline Parish, Louisiana, pertaining to State Lease No.18803.

Upon recommendation of the staff and upon motion of Mr. Haik, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff's request to add this item to the Legal and Title Controversy Committee. Said item is referred to as the sixth matter in this report. No comments were made by the public

The second matter considered by the Committee was a request for final approval of Three (3) Communitization Agreements pertaining to:

- (a) Hilcorp Energy I., L.P, and the State, covering 320 acres of lands within the 10500 RA SUA Unit affecting State Lease Nos. 1922, 2227, and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-24;
- (b) Hilcorp Energy I., L.P, and the State, covering 40.8 acres of lands within the VU-3 Unit, affecting State Lease Nos. 1922 and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-25; and

- (c) Hilcorp Energy I., L.P, and the State, covering 40.8 acres of lands within the VUB-11 Unit, affecting State Lease Nos. 1922 and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-26.

Upon recommendation of Staff and upon motion of Mr. Lambert, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the above referenced Communitization Agreements on the docket as Item Nos. 14-24, 14-25, and 14-26. No comments were made by the public.

The third matter considered by the Committee was a request was made by Hilcorp Energy Company for a waiver of all or a portion of the liquidated damage assessment in the amount of \$31,200.00 levied on the late release of State Lease No. 19978, Terrebonne Parish, Louisiana.

Upon recommendation of Staff and upon motion of Mr. Lambert, seconded by Mr. Haik, the Committee voted unanimously to recommend that the State Mineral and Energy Board deny Hilcorp Energy Company's request for a waiver of all or a portion of the liquidated damage assessment in the amount of \$31,200.00 levied on the late release of State Lease No. 19978, Terrebonne Parish, Louisiana. No comments were made by the public.

The fourth matter being considered by the Committee was a request by GCER Onshore, LLC for authority to escrow funds related to title disputed acreage affecting State Lease No. 21092, situated within the GCER Onshore, LLC 86 RA SUA, Terrebonne Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Brouillette, seconded by Mr. Haik, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant GCER Onshore, LLC's request to escrow the amounts attributable to the disputed acreage in an interest bearing bank account with a financial institution in good financial standing and having a presence in Louisiana and insured by the FDIC, subject to the standard OMR escrow requirements, for a period of ninety (90) days commencing July 9, 2014. No comments were made by the public.

Upon motion of Mr. Lambert, seconded by Mr. Brouillette, the Committee voted unanimously to go into Executive Session at 9:47 A.M.

Upon motion of Mr. Segura, seconded by Mr. Cordaro, the Committee voted unanimously to return to Open Session at 9:57 A.M.

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

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Brouillette, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the Attorney General the authority to negotiate settlement as discussed in executive session. No comments were made by the public.

Upon motion of Mr. Segura, seconded by Mr. Arnold, the Legal & Title Controversy Committee meeting was recessed for the Audit Committee's executive session item to be held.

The Legal & Title Controversy Committee was resumed at 10:19 a.m.

The sixth matter considered by the Committee was a request by Staff to re-open negotiations with Pardee Minerals/Faulconer for a Compromise Agreement and the resulting Operating Agreement on the compromised acreage in Bayou Nezpique, Reddell Field, Evangeline Parish, Louisiana, pertaining to State Lease No.18803.

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Haik, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff the authority to re-open negotiations with Pardee Minerals/Faulconer for a Compromise Agreement and the resulting Operating Agreement on the compromised acreage in Bayou Nezpique, Reddell Field, Evangeline Parish, Louisiana, pertaining to State Lease No.18803. No comments were made by the public.

The seventh matter considered by the Committee was a report to the Board regarding the meeting with interested parties that was held on June 25, 2014 pertaining to the proposed new lease form.

No action was taken by the Board.

Upon motion of Mr. Segura, seconded by Mr. Arnold, the Legal and Title Controversy Committee meeting adjourned at 10:48 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. Lambert, seconded by Mr. Smith, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made for final approval of Three (3) Communitization Agreements pertaining to:

(a) Hilcorp Energy I., L.P, and the State, covering 320 acres of lands within the 10500 RA SUA Unit affecting State Lease Nos. 1922, 2227, and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-24;

(b) Hilcorp Energy I., L.P, and the State, covering 40.8 acres of lands within the VU-3 Unit, affecting State Lease Nos. 1922 and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-25; and

(c) Hilcorp Energy I., L.P, and the State, covering 40.8 acres of lands within the VUB-11 Unit, affecting State Lease Nos. 1922 and 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, on the docket as Item No. 14-26.

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 above referenced Communitization Agreements on the docket as Item Nos. 14-24, 14-25, and 14-26.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

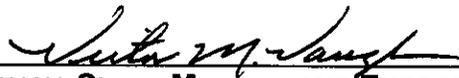
WHEREAS, a request was made by Hilcorp Energy Company for a waiver of all or a portion of the liquidated damage assessment in the amount of \$31,200.00 levied on the late release of State Lease No. 19978, Terrebonne Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board deny Hilcorp Energy Company's request for a waiver of all or a portion of the liquidated damage assessment in the amount of \$31,200.00 levied on the late release of State Lease No. 19978, Terrebonne Parish, Louisiana.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

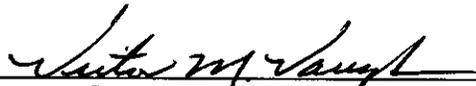
WHEREAS, a request was made by GCER Onshore, LLC for authority to escrow funds related to title disputed acreage affecting State Lease No. 21092, situated within the GCER Onshore, LLC 86 RA SUA, Terrebonne Parish, LA;

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 GCER Onshore, LLC's request to escrow the amounts attributable to the disputed acreage in an interest bearing bank account with a financial institution in good financial standing and having a presence in Louisiana and insured by the FDIC, subject to the standard OMR escrow requirements, for a period of ninety (90) days commencing July 9, 2014.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

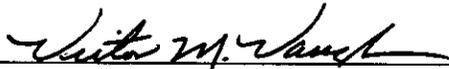
WHEREAS, a discussion in executive session was held regarding the demand of Sturling Oaks Properties, L.L.C. and the dispute regarding the ownership of Cut A Round Bayou, Cameron Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED that the Committee recommends that the State Mineral and Energy Board grant the Attorney General the authority to negotiate settlement as discussed in executive session.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Staff to re-open negotiations with Pardee Minerals/Faulconer for a Compromise Agreement and the resulting Operating Agreement on the compromised acreage in Bayou Nezpique, Reddell Field, Evangeline Parish, Louisiana, pertaining to State Lease No.18803;

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

NOW, BE IT THEREFORE RESOLVED that the Committee recommends that the State Mineral and Energy Board grant Staff the authority to re-open negotiations with Pardee Minerals/Faulconer for a Compromise Agreement and the resulting Operating Agreement on the compromised acreage in Bayou Nezpique, Reddell Field, Evangeline Parish, Louisiana, pertaining to State Lease No.18803.

CERTIFICATE

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



STEPHEN CHUSTZ
SECRETARY

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

DOCKET REVIEW COMMITTEE REPORT

The Docket Review Committee convened at 10:49 a.m. on Wednesday, July 9, 2014. Board Members present were Ms. Beverly Hodges, Mr. W. Paul Segura, Jr., Mr. Thomas W. Sanders, Mr. Louis J. Lambert, Mr. Darryl D. Smith, Mr. Theodore M. "Ted" Haik, Jr. and Mr. Robert "Michael" Morton.

The Committee made the following recommendations:

Approve State Agency Lease A on page 1;

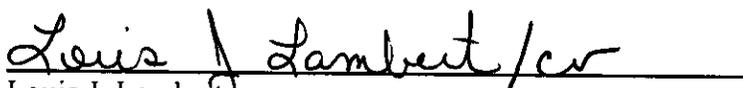
Approve all Assignments on pages 2 through 17; Docket Nos. 39 and 40 on page 14 would be approved subject to the approval of the Governor of Louisiana;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 14-24, 14-25 and 14-26 on page 18.

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

There being no further business to come before the committee, upon motion of Mr. Arnold, and seconded by Mr. Smith, the committee voted unanimously to adjourn the meeting at 10:52 a.m.

Respectfully submitted,


Louis J. Lambert
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the July 9, 2014 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Cameron Parish School Board on behalf of itself and the Cameron Parish Police Jury (who owns minerals in division, with each entity owning 50% of the minerals), dated April 14, 2014, awarded to Cypress Minerals, LLC, covering lands located in Section 18, Township 12 South, Range 9 West, Louisiana Meridian, Cameron Parish, Louisiana, containing approximately 4 acres, more or less, with further contractual obligations being more enumerated in the instrument.

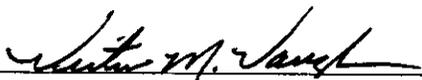
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from GOM-C Exploration, LLC to Castex Energy Partners, L.P., 12.5% of Assignor's right, title and interest in and to State Lease Nos. 20625, 20643, 20850 and 21061, St. Charles Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from GOME 172, LLC to Castex Energy Partners, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 20221, 20367, 20368, 20369, 20528, 20529, 20530 and 20753, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

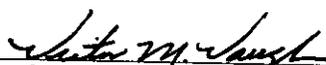
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from EnergyQuest II, LLC to Smith Production Company, of all of Assignor's right, title and interest in and to State Lease No 5623, St. Mary Parish, Louisiana, **LIMITED** in depth to that interval from the surface down to 9,528' **AND INSOFAR AND ONLY INSOFAR AS** said lease is situated within the confines of the 8,500' RA SUA, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

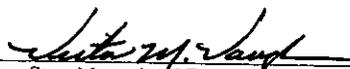
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Penterra Services, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Badger Energy, L.L.C.	50%
Mack Oil Co.	50%

in and to State Lease No. 20984, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

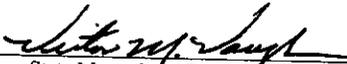
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Wilcox Energy Company, of all of Assignor's right, title and interest in and to State Lease No. 21389, Avoyelles and Concordia Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

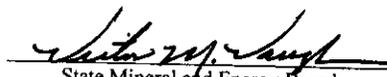
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Wilcox Energy Company, of all of Assignor's right, title and interest in and to State Lease No. 21374, Concordia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

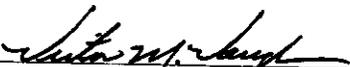
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 7 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Wilcox Energy Company, of all of Assignor's right, title and interest in and to State Lease No. 21415, Avoyelles and Concordia Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

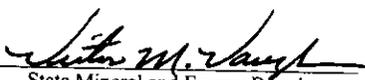
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from GreenBriar Energy LP IV to CP Energy, Inc., of all of Assignor's right, title and interest in and to State Lease No. 2669, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

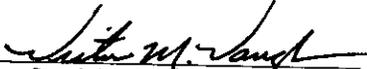
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from IPR USA Corp. to Wynn-Crosby Partners III, Ltd., of all of Assignor's right, title and interest in and to State Lease No. 724, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

Wynn-Crosby Partners III, Ltd. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

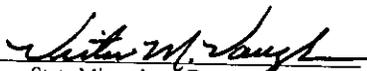
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 10 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from EP Energy E&P Company, L.P. to Indigo II Louisiana Operating LLC, of all of Assignor's right, title and interest in and to State Lease No 13828, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

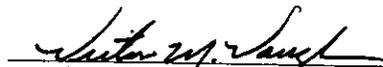
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from EP Energy E&P Company, L.P. to Indigo II Louisiana Operating LLC, of all of Assignor's right, title and interest in and to State Lease No. 20623, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

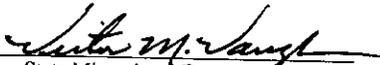
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Stephen M. Jenkins, Inc. to Chuy Midway Texas, Inc., of all of Assignor's right, title and interest in and to State Lease Nos. 21359, 21360, 21375 and 21376, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument.

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

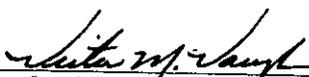
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Sequel Energy Ventures II, LLC, JAG Operating, L.L.C and RLI Properties, LLC to Arkana Natural Resources, LLC, of all of Assignor's right, title and interest in and to State Lease No. 8699, Bossier Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

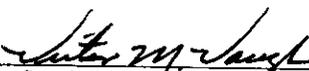
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Trek Resources, Inc., MBOE, Inc., Anderson O&G Inc., Loin Energy Corporation, Heath Asset Management, L.P. and Fog Interests LLC to Swift Energy Operating, LLC, of all of Assignor's right, title and interest in and to State Lease No. 10854, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

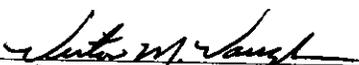
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereas MWP North Louisiana, LLC is changing its name to Holly Ridge Oil & Gas, LLC, affecting State Lease Nos. 1360 and 9749, Catahoula 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,

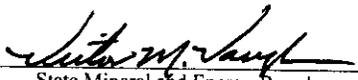
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Petro-Guard Company, Inc., of all of Assignor's right, title and interest to the following in the proportions set out below:

Big Thicket Oil & Gas, L.P.	50%
Petro-Guard Production, L.L.C.	50%

in and to State Lease No. 17880, Avoyelles Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said Lease covers lands lying within the exterior geographical boundaries of the WX RA SUA, with further particulars being stipulated in the instrument.

Petro-Guard Production, 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 17 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Red Willow Offshore, LLC, of all of Assignor's right, title and interest to the following in the proportions set out below:

Helis Oil & Gas Company, L.L.C.	2.7953%
CL&F Resources LP	1.5529%
TC Oil Louisiana LLC	6.9018%
HE&D Offshore, L.P.	1.2500%

in and to State Lease Nos. 17774, 17775, 18284, 18292 and 18356, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

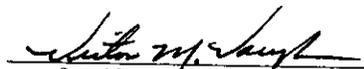
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Red Willow Offshore, LLC, of all of Assignor's right, title and interest to the following in the proportions set out below

Helis Oil & Gas Company, L.L.C.	0.4180%
Tana Exploration Company LLC	0.9240%
TC Oil Louisiana LLC	1.0270%
SandRidge Energy Offshore, LLC	2.1560%
HE&D Offshore, L.P.	0.4750%

in and to State Lease No. 18287, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

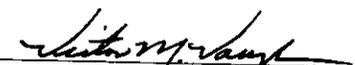
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Wynn-Crosby Partners, III, Ltd to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease No. 724, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease lies within the geographic boundaries and subsurface depths of that certain unit known as the CIB CARST RA SUA, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

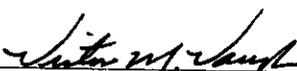
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Greenbriar Energy LP IV to Wagner Oil Company, of all of Assignor's right, title and interest in and to State Lease Nos. 458, 17265, 17714, 17716, 17717, 17718 and 17720, Plaquemines 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.

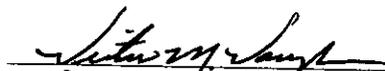
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Wagner Oil Company to Cupula, LP, of all of Assignor's right, title and interest in and to State Lease Nos. 458, 17265, 17714, 17716, 17717, 17718 and 17720, Plaquemines 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Noble Energy, Inc. to Hyperion Oil & Gas LLC, of all of Assignor's right, title and interest in and to State Lease Nos 6629, 7028 and 13920, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Hyperion 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Noble Energy, Inc. to Hyperion Oil & Gas LLC, of all of Assignor's right, title and interest in and to State Lease No 6111, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Hyperion 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;

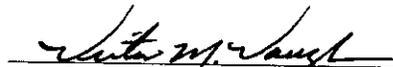
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 24 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereas Reef Exploration, Inc. is changing its name to OREI, Inc., affecting State Lease No 15358, Iberville Parish, Louisiana, with further particulars being stipulated in the instrument.

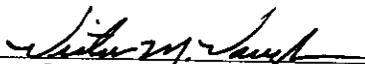
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Castex Energy 2008, L.P. is changing its name to Castex Energy Partners, L.P., affecting State Lease Nos. 5683, 14108, 19201, 19774, 20221, 20367, 20368, 20369, 20515, 20531, 20532, 20533, 20534, 20535, 20625, 20643, 20719, 20720, 20753, 20754, 20755, 20850, 21061 and Operating Agreements "A0072" and "A0301", Jefferson, Lafourche, St. Charles, St. Mary and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

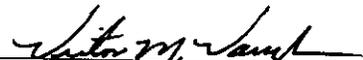
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 26 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby SandRidge Onshore, LLC is changing its name to Fieldwood Onshore LLC, affecting State Lease Nos. 2102, 15358 and 20609, Iberville 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 29th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby SandRidge Energy Offshore, LLC is changing its name to Fieldwood Energy Offshore LLC, affecting State Lease Nos. 3770, 12806, 14519, 14520, 14912, 14914, 14915, 14953, 14954, 15683, 16735, 16736, 16737, 16738, 17674, 17675, 17942, 18287, 19155, 19269, 19397 and 19718, Cameron, Iberia, Plaquemines, St. Mary, St. Martin and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

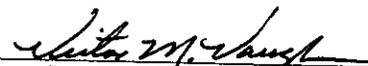
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 28 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Etoco, L.P to Indian Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No 18985, St. Landry Parish, Louisiana, with further particulars being stipulated in the instrument.

Indian 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 9th day of July, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 29 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Jordan Oil Company, Inc. is changing its name to Louisiana Jordan Oil Company, Inc., affecting State Lease No. 18593, Calcasieu 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;

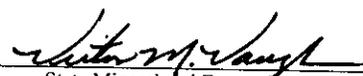
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 30 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from White Oak Oil & Gas Partners LP to Five-J.A.B., Inc., of all of Assignor's right, title and interest in and to State Lease No. 13566 and Operating Agreement "A0220", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Five-J.A.B., Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

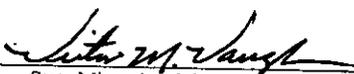
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

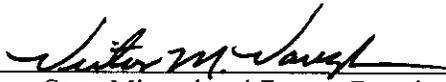
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the July 9, 2014, Meeting be deferred at the request of the staff, said instrument a Merger whereby Bedrock Energy Development, Inc. is merging with and into Swan Energy, Inc., affecting State Lease Nos. 20101 and 20103, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

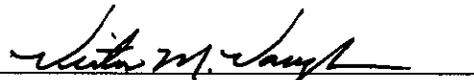
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the July 9, 2014, Meeting be approved, said instrument a Correction of Resolution No. 9 from the March 8, 1995 Meeting being a Change of Name whereby PW/Geodyne Production Partnership II-A is changing its name to Geodyne Production Partnership II-A, whereas State Lease No. 2630 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 2630, 4041, 4043, 7515, 7584, 7712, 9956, 10833, 11293, 11384 and 11859, Acadia, DeSoto, Jefferson, Jefferson Davis, Plaquemines and Vermilion Parishes, Louisiana

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

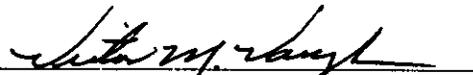
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 33 from the July 9, 2014, Meeting be approved, said instrument a Correction of Resolution No. 9 from the March 8, 1995 Meeting being a Change of Name whereby PW/Geodyne Production Partnership II-B is changing its name to Geodyne Production Partnership II-B, whereas State Lease No. 2630 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 2630, 4041, 4043, 7515, 7584, 7712, 9956, 10833, 11293, 11384 and 11859, Acadia, DeSoto, Jefferson, Jefferson Davis, Plaquemines and Vermilion Parishes, Louisiana

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

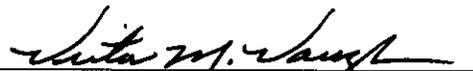
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 34 from the July 9, 2014, Meeting be approved, said instrument a Correction of Resolution No. 9 from the March 8, 1995 Meeting being a Change of Name whereby PW/Geodyne Production Partnership II-C is changing its name to Geodyne Production Partnership II-C, whereas State Lease No. 2630 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 2630, 4041, 4043, 7515, 7584, 7712, 9956, 10833, 11293, 11384 and 11859, Acadia, DeSoto, Jefferson, Jefferson Davis, Plaquemines and Vermilion Parishes, Louisiana

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 35 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Geodyne Production Partnership II-A is merging with and into Geodyne Resources, Inc., under the name of Geodyne Resources, Inc., affecting State Lease Nos. 2630, 4041, 4043 and 11384, Caddo, DeSoto, Jefferson Davis, St. Charles and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

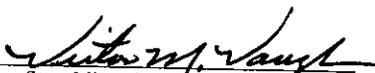
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 36 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Geodyne Production Partnership II-B is merging with and into Geodyne Resources, Inc., under the name of Geodyne Resources, Inc., affecting State Lease Nos. 2630, 4041, 4043 and 11384, Caddo, DeSoto, Jefferson, Jefferson Davis, St. Charles and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

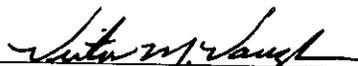
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 37 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Geodyne Production Partnership II-C is merging with and into Geodyne Resources, Inc., under the name of Geodyne Resources, Inc., affecting State Lease Nos. 2630, 4041, 4043 and 11384, Caddo, DeSoto, Jefferson, Jefferson Davis, St. Charles and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 38 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from GOM-C Exploration, LLC to Castex Energy Partners, L.P., of all of Assignor's right, title and interest in and to State Lease No. 19201, St. Charles and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

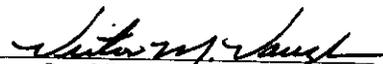
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 39 from the July 9, 2014 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Merger whereby St. Mary Operating Company is merging with and into St. Mary Land & Exploration Company, under the name of St. Mary Land & Exploration Company, affecting State Lease No. 329, St. Mary 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;

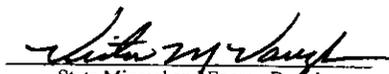
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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.

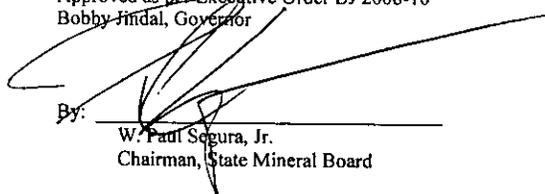
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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


State Mineral and Energy Board

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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 40 from the July 9, 2014 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Change of Name whereby St. Mary Land & Exploration Company is changing its name to SM Energy Company, affecting State Lease Nos. 329, 13734 and Operating Agreement "A0158", Lincoln, Red River, St. Mary and Union Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

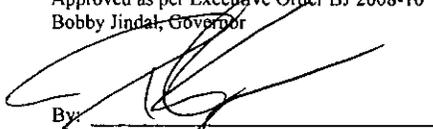
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

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


State Mineral and Energy Board

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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 41 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Occidental Oil and Gas Holding Corporation, as sole stockholder of Cotton Petroleum Corporation, dissolved to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No 1212, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 42 from the July 9, 2014 Meeting be approved, said instrument being an Assignment from Apache Corporation to Bass Partnership, of all of Assignor's right, title and interest in and to State Lease No 1212, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

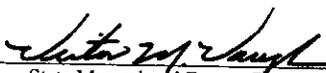
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 43 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Winchester Production Company is changing its name to Winchester Production Company, Ltd, affecting State Lease No. 18353, DeSoto 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;

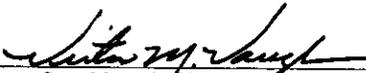
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 44 from the July 9, 2014 Meeting be approved, said instrument being a Change of Name whereby Winchester Production Company, Ltd is changing its name to EXCO Production Company, LP, affecting State Lease No. 18353, DeSoto 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;

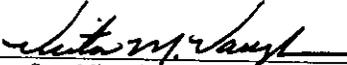
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 45 from the July 9, 2014 Meeting be approved, said instrument being a Merger whereby EXCO Production Company, LP is merging with and into EXCO Operating Company, LP, affecting State Lease Nos. 9312, 18353 and 18764, DeSoto and Red River Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

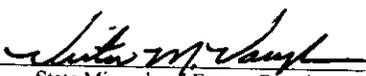
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

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


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

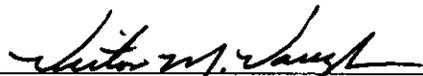
On motion of Mr. Arnold, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14-24 from the July 9, 2014, Meeting be approved, said instrument being a Communitization Agreement presented by Hilcorp Energy I, L.P., covering lands and sands of the 10500 RA SUA unit as established by Louisiana Office of Conservation Order 850-A, effective January 11, 2005. Said unit covers approximately 320 acres, more or less, affecting State Lease Nos. 1922, 2227, 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

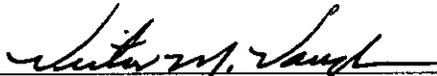
On motion of Mr. Arnold, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14-25 from the July 9, 2014, Meeting be approved, said instrument being a Communitization Agreement presented by Hilcorp Energy I, L.P., covering approximately 40.8 acres of the VU-3 Unit, said unit created by Unitization Agreement dated January 13, 1958, affecting State Lease Nos. 1922, 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

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



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

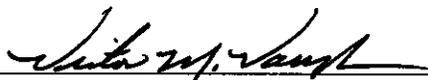
On motion of Mr. Arnold, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14-26 from the July 9, 2014, Meeting be approved, said instrument being a Communitization Agreement presented by Hilcorp Energy I, L.P., covering approximately 40.8 acres of the VUB-11 Unit, said unit created by Unitization Agreement dated September 29, 1959, affecting State Lease Nos. 1922, 2565, Private Lands and Federal Lands, Burrwood Field, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

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



State Mineral and Energy Board