

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

FEBRUARY 13, 2013

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, February 13, 2013, beginning at 11:00 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

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

W. Paul Segura, Jr., Chairman
Emile B. Cordaro
John C. "Juba" Diez
Robert "Michael" Morton
Darryl D. Smith
Helen G. Smith
Robert Harper, DNR Undersecretary (sitting in for Interim Secretary Stephen Chustz)
Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the Board)

The following members of the Board were recorded as absent:

Thomas L. Arnold, Jr., Vice-Chairman
Thomas W. Sanders
Stephen Chustz, DNR Interim Secretary

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

Also recorded as present were:

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

The Chairman then stated that the next order of business was the approval of the January 9, 2013 Minutes. A motion was made by Ms. Smith to adopt the Minutes as submitted and to waive reading of same. Her motion was seconded by Mr. Cordaro and unanimously adopted by the Board. (No public comment was made at this time.)

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

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

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

The Chairman then announced that the Board would recess its regular meeting at 11:03 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Ms. Smith, seconded by Mr. Smith, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Ms. Smith, seconded by Mr. Morton, and unanimously adopted by the Board, the Board reconvened in open session at 11:12 a.m.

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

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

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43051, said portion being 273.000 acres more particularly described in said bid and outlined on accompanying plat, to Sunnyside Resources, Inc.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43052 to Patrick L. Donohue Petroleum Properties, Inc.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43060, said portion being 658.890 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43064 to Tacoma Energy Corporation.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43065 to Tacoma Energy Corporation.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43066 to Tacoma Energy Corporation.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43067 to Tacoma Energy Corporation.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43068 to Texas Petroleum Investment Company.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43069 to Texas Petroleum Investment Company.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43070 to Texas Petroleum Investment Company.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on Tract 43071 to Hilcorp Energy I, L.P., A Texas Limited Partnership, with a cash payment of \$29,073.24.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43074, said portion being 357.000 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43092, said portion being 516.340 acres more particularly described in said bid and outlined on accompanying plat, to Catapult Exploration, LLC.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43095, said portion being 115.940 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners LP.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on another portion of Tract 43095, said portion being 1.810 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners LP.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43096, said portion being 111.230 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners LP.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43099, said portion being 58.020 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners LP.

Upon motion of Mr. Cordaro, seconded by Mr. Diez, the Board voted unanimously to award a lease on a portion of Tract 43101, said portion being 3.740 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners LP.

This concluded the awarding of the leases.

The following announcements were then made:

The Chairman stated that "I would like to announce that a good friend of mine who was a former Board member, John Bernhardt, and who served on this Board in the late 80s/early 90s, passed away this Friday. He was in the oil and gas business and was an attorney but was mainly in the oil and gas business. I just wanted to mention that. He was a good friend who served on this Board at one time. Mary Beth knew him very well.

Also, I would like you to keep in your thoughts and prayers Rick Heck and Tom Sanders who both had some health issues recently. Please keep them in your thoughts."

Stacey Talley stated that "we have two new geologists on our staff who I would like to introduce to the Board. Mr. Andrew Lewin and Ms. Ann Wiley both joined us within the last month.

Also, the total for today's Lease Sale is \$756,594.75 bringing the fiscal year-to-date total to just over \$12.8 million."

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

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

**THE FOLLOWING BID OPENING MEETING REPORT,
COMMITTEE REPORTS AND RESOLUTIONS
WERE MADE A PART OF THE FEBRUARY 13, 2013 MINUTES
BY REFERENCE**

A public meeting for the purpose of opening sealed bids was held on Wednesday, February 13, 2013, beginning at 8:33 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

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

February 13, 2013

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

Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 43042 through 43107, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

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

For the record, Mr. Vaughn stated that Tract Nos. 43055 & 43059 would be recommended by staff to be withdrawn and would be taken up at the Nomination and Tract Committee meeting. It was further stated that if there were any bids received on these tracts, the bids would be returned unopened at the conclusion of the Board meeting.

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

OFFSHORE TRACTS

Tract 43042

No Bids

Tract 43043

No Bids

Tract 43044

No Bids

Tract 43045

No Bids

Tract 43046

No Bids

Tract 43047

No Bids

Tract 43048

No Bids

Tract 43049

No Bids

Tract 43050

No Bids

INLAND TRACTS

Tract 43051
(Portion – 273.000 acres)

Bidder	:	Sunnyside Resources, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$47,775.00
Annual Rental	:	\$23,887.50
Royalties	:	20.5% on oil and gas
	:	20.5% on other minerals
Additional Consideration	:	None

Tract 43052

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,614.00
Annual Rental	:	\$2,807.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43053

No Bids

Tract 43054

No Bids

Tract 43055

Withdrawn

Tract 43056

No Bids

Tract 43057

No Bids

Tract 43058

No Bids

Tract 43059

Withdrawn

Tract 43060
(Portion – 658.890 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$190,419.21
Annual Rental	:	\$95,209.61
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43061

No Bids

Tract 43062

No Bids

Tract 43063

No Bids

STATE AGENCY TRACTS

Tract 43064

Bidder	:	Tacoma Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$14,957.25
Annual Rental	:	\$7,478.63
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43065

Bidder	:	Tacoma Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$3,868.35
Annual Rental	:	\$1,934.18
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43066

Bidder	:	Tacoma Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$12,526.35
Annual Rental	:	\$6,263.18
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43067

Bidder	:	Tacoma Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$5,061.60
Annual Rental	:	\$2,530.80
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43068

Bidder	:	Texas Petroleum Investment Company
Primary Term	:	Three (3) years
Cash Payment	:	\$2,659.60
Annual Rental	:	\$1,329.80
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43069

Bidder	:	Texas Petroleum Investment Company
Primary Term	:	Three (3) years
Cash Payment	:	\$3,509.73
Annual Rental	:	\$1,754.87
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43070

Bidder	:	Texas Petroleum Investment Company
Primary Term	:	Three (3) years
Cash Payment	:	\$145.33
Annual Rental	:	\$72.67
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43071

Bidder	:	Hilcorp Energy I, L.P., a Texas Limited Partnership
Primary Term	:	Three (3) years
Cash Payment	:	\$29,073.24
Annual Rental	:	\$14,536.62
Royalties	:	25.25% on oil and gas
	:	25.25% on other minerals
Additional Consideration	:	None

Tract 43071
(Portion – 3.022 acres)

Bidder	:	Hilcorp Energy I, L.P., a Texas Limited Partnership
Primary Term	:	Three (3) years
Cash Payment	:	\$7,500.60
Annual Rental	:	\$3,750.30
Royalties	:	26.50% on oil and gas
	:	26.50% on other minerals
Additional Consideration	:	None

ROCKEFELLER WMA TRACTS

Tract 43072

No Bids

Tract 43073

No Bids

Tract 43074
(Portion – 357.000 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$128,877.00
Annual Rental	:	\$64,438.50
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43075

No Bids

Tract 43076

No Bids

Tract 43077

No Bids

ATCHAFALAYA DELTA WMA-ST. MARY TRACTS

Tract 43078

No Bids

Tract 43079

No Bids

Tract 43080

No Bids

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Tract 43081

No Bids

Tract 43082

No Bids

Tract 43083

No Bids

Tract 43084

No Bids

Tract 43085

No Bids

Tract 43086

No Bids

Tract 43087

No Bids

Tract 43088

No Bids

Tract 43089

No Bids

Tract 43090

No Bids

Tract 43091

No Bids

Tract 43092
(Portion – 516.340 acres)

Bidder	:	Catapult Exploration, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$184,333.38
Annual Rental	:	\$92,166.69
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43093

No Bids

Tract 43094

No Bids

Tract 43095
(Portion – 115.940 acres)

Bidder	:	Castex Energy Partners LP
Primary Term	:	Three (3) years
Cash Payment	:	\$43,013.74
Annual Rental	:	\$21,506.87
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43095
(Portion – 1.810 acres)

Bidder	:	Castex Energy Partners LP
Primary Term	:	Three (3) years
Cash Payment	:	\$671.51
Annual Rental	:	\$335.76
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43096
(Portion – 111.230 acres)

Bidder	:	Castex Energy Partners LP
Primary Term	:	Three (3) years
Cash Payment	:	\$61,176.50
Annual Rental	:	\$30,588.25
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43097

No Bids

Tract 43098

No Bids

Tract 43099
(Portion – 58.020 acres)

Bidder	:	Castex Energy Partners LP
Primary Term	:	Three (3) years
Cash Payment	:	\$21,525.42
Annual Rental	:	\$10,762.71
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43100

No Bids

Tract 43101
(Portion – 3.740 acres)

Bidder	:	Castex Energy Partners LP
Primary Term	:	Three (3) years
Cash Payment	:	\$1,387.54
Annual Rental	:	\$693.77
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43102

No Bids

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Tract 43103

No Bids

Tract 43104

No Bids

Tract 43105

No Bids

Tract 43106

No Bids

Tract 43107

No Bids

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:57 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, February 13, 2013 at 9:47 a.m. with the following members of the board in attendance: Mr. Emile B. Cordaro, Mr. John C. "Juba" Diez, Mr. Robert "Michael" Morton, Mr. Darryl D. Smith, Mr. W. Paul Segura Jr. and Mr. Robert D. Harper, sitting in for DNR Interim Secretary Stephen Chutz .

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

I. Geological and Engineering Staff Review

According to SONRIS there are 1,886 active State Leases covering almost 839,000 acres. The Geological and Engineering Division has reviewed approximately 150 leases covering 73,000 acres.

II. Committee Review

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

The recommendation was to accept their report and that Hilcorp be granted until June 12, 2013 to meet with the Staff to present definite plans of development on the non-productive portion of State Lease 192-C, West Bay Field.

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

The recommendation was to defer action until March 13, 2013, pending further review by the staff.

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

III. Report on Force Majeure

Sylvan Energy's request for an extension of force majeure for State Lease 1337 due to rig availability for a period of 60 days, until the April 10, 2013 meeting, was granted.

The staff's request for permission to rescind recognition of force majeure for Aviva for State Leases 4407, 4458, 4865 and 5049 due to the fact no activity has occurred and there have been no reports including plans to restore production since the force majeure was recognized in November 2012, was granted.

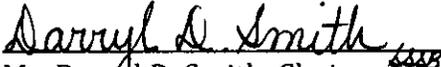
Updated 01/31/2013

Company Name	Lease Numbers
Leases Off Production Due to Hurricane Isaac	
Aviva America Inc.	4407, 4458, 4865, 5049
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Black Elk Energy	14905
Chevron U. S. A. Inc.	19534, 19536, 19547
Energy Properties Inc.	725
Saratoga / The Harvest Group, LLC	A0311
Stone Energy Offshore, L.L.C.	15074, 17309, A0285
Sylvan Energy	1337

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

On motion by Mr. Cordaro, seconded by Mr. Diez, the Committee moved to adjourn the February 13, 2013 meeting at 9:53 a.m.

Respectfully submitted,


Mr. Darroyl 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. Cordaro, seconded by Mr. Diez, the following resolution was offered and adopted:

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

WHEREAS, a request was made by Sylvan Energy, LLC (herein "Sylvan") to recognize that a force majeure condition exists for State Lease 1337 in Saint Mary Parish, Louisiana due to availability of a workover rig necessary to complete reworking operations affecting the State Lease beginning December 25, 2012;

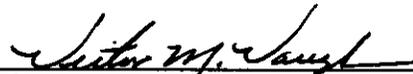
WHEREAS, at the January 9, 2013 meeting, the Board recognized force majeure until the meeting on February 13, 2013;

WHEREAS, Sylvan notified the Board that the conditions of the force majeure had not abated and requested two additional months to restore production to the State Lease mentioned herein;

NOW THEREFORE BE IT RESOLVED that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present does hereby extend recognition of the force majeure event until the April 10, 2013 meeting, or until such time as Sylvan Energy, L.L.C. obtains a rig to complete reworking operations affecting State Lease 1337, Saint Mary Parish, Louisiana, whichever occurs earlier. Once production operations begin Sylvan Energy, L.L.C. shall maintain the lease in accordance with the normal language in the lease concerning continuing operations and production. The Board requires that Sylvan Energy, L.L.C. submit to the staff monthly updates due no later than the 1st of each month. The Board will reserve its rights to review and reconsider whether additional action is necessary at the April 10, 2013 meeting. Furthermore, the Board requires that Sylvan continue in a due diligent manner, to mitigate or negate the effect of said activities which caused the force majeure.

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEASE REVIEW COMMITTEE

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

WHEREAS, pursuant to Louisiana Revised Statute 30:129, the State Mineral and Energy Board ("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;

WHEREAS, Aviva America Inc. ("Aviva") requested recognition of a force majeure condition preventing the continuous operation and production of State Leases 4407, 4458, 4865 and 5049 in Plaquemines Parish;

WHEREAS, State Leases 4407, 4458 and 4865 were producing at the time of the hurricane and shut-in in advance of the storm;

WHEREAS, State Lease 5049 was shut-in 70 days prior to the hurricane and had 20 days remaining to restore production prior to the occurrence of the force majeure event;

WHEREAS, the State Mineral and Energy Board recognized a force majeure event affecting these lease until the February 14, 2013 meeting;

WHEREAS, the Board required that the operator submit monthly updates and diligently pursue re-establishing production and reserved its rights to reconsider the force majeure recognition;

WHEREAS, based upon the information provided the staff of the Office of Mineral Resources there was neither a plan nor any progress by Aviva to restore these leases to production;

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 rescind recognition the force majeure event as of the February 14, 2013 meeting on State Leases 4407, 4458, 4865 and 5049 Plaquemines Parish, Louisiana. With this action by the Board, Aviva America, Inc. shall have from 90 days February 13, 2013, to establish downhole operations or restore production to State Leases 4407, 4458 and 4865 and 20 days to establish downhole operations or restore production to State Lease 5049.

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 14th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2013 10:12 AM

District Code 1 New Orleans- East

Get Review Date February 13, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00508		POTASH	216866-SL 508-025 08/26/1994	150	450	FEB. RCD 1/14/13 SUNDOWN LTR 7/13/12 OMR TO SUNDOWN. DRL WELL BY 1/9/13 OR MTG BY 2/13/13. APR AR
01277		MAIN PASS BLOCK 69	227889-SL 1277-039 03/02/2003	1600	1953	FEB. AR
02090		SOUTHEAST PASS	75.133 01/12/2006	400	832.188	FEB. 3RD EXTENSION TO 1/9/13 & MTG PRIOR TO 2/13/13 APACHE 2ND EXT GRANTED TO 7/11/12 < RCD APACHE 2/29/12 POD 12/22/11 OMR APPROVED RQD EXTENSION TO 3/1/12 >< APACHE, POD OR REL NP AC BY 1/11/12 DEC. AR
13306		CHANDELEUR SOUND BLOCK 71	.832 07/21/2003	3.689	3.689	FEB. AR
16667		MAIN PASS BLOCK 46 , MAIN PASS BLOCK 47	165.29 07/08/2008	73.05	73.05	FEB. AR
16798		CHANDELEUR SOUND BLOCK 69		160.01	160.01	FEB AR
17689		BRETON SOUND BLOCK 45	85.7 12/19/2007	176.3	176.3	FEB. AR
17691		BRETON SOUND BLOCK 45	110.88 12/19/2007	336.12	336.12	FEB. AR
17772		BAYOU BILOXI	20.692 06/06/2006	168.308	168.308	FEB. AR LITIGATION- ESCROWED
20160		MAIN PASS BLOCK 49	VUA;SL 19445 04/14/2010	101.23	101.23	FEB. CK PRD 306346 PRD TO 5/12, ZERO 6/12 WHEN CKED 9/20/12 OCT. AR
20781				0	1109.82	FEB. PT 11/9/14



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2013 10:12 AM

District Code 1W New Orleans- West

Get Review Date February 13, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00192C		WEST BAY	VU60;SL 192 PP	6825	20600	FEB. OB RCD 1/9/13 HLCP WORK DONE IN LAST 6 MOS & PLANS FOR FUTURE 6 MOS
00356D		QUEEN BESS ISLAND	LBLD RB SUA;SL 17617 747-D-4	64.85	4159	FEB. 1/25/13 JPT EMAIL TO 4 HLCP REPS REQG ACTION FOR 5 PREVIOUS OMR LTRS TO HLCP 7/31/12 OMR TO HLCP MTG BY 2/13/13 TO DISCUSS RESULTS OF GEOPHYSICAL STUDY
01450		LAKE RACCOURCI	48.977 07/15/2011	1004.143	1004 143	FEB. OB RCD EXMOB OR HLCP 1/9/13 RPT ON PROSPECTS FROM GEOPHYSICAL STUDY (2/5/13 JPT CHNGD PRD AC FROM 480 TO 1004.143)
01451		LAKE RACCOURCI	30.456 07/15/2011	345	712.224	FEB. OB RCD EXMOB / HLCP 1/9/13 RPT ON PROSPECTS FROM GEOPHYSICAL STUDY
01480		LAKE RACCOURCI , PLAIN DEALING	265.822 07/15/2011	85	2016.798	FEB. OB RCD EXMOB OR HLCP 1/9/13 RPT ON PROSPECTS FROM GEOPHYSICAL STUDY
03010		BASTIAN BAY	537 06/09/2009	53	53	FEB. SAR 1/25/13 JPT EMAIL TO 4 HLCP REPS REQG ACTION FOR 5 PREVIOUS OMR LTRS TO HLCP 9/12/12 LTR TO HLCORP- SUBMIT PLAN TO RESTORE PROD. IN PAYING QUANTITIES ON 3010 & 3011 BY 12-12-12
03011		BASTIAN BAY	239 06/09/2009	500	500	FEB. SAR 1/25/13 JPT EMAIL TO 4 HLCP REPS REQG ACTION FOR 5 PREVIOUS OMR LTRS TO HLCP 9/12/12 LTR TO HLCORP- SUBMIT PLAN TO RESTORE PROD. IN PAYING QUANTITIES ON 3010 & 3011 BY 12-12-12
12415		LAKE WASHINGTON	LW R RB SU 09/01/1996	2.742	2.742	FEB. AR
14589		LAKE RACCOURCI	21.42 07/15/2011	261	1677.25	FEB. RCD EXMOB OR HLCP 1/9/13 RPT ON PROSPECTS FROM GEOPHYSICAL
15421		MORGANZA	335 01/24/2000	243	243	FEB. 10/2/12 RS: 90 DAY STARTED 8/4/12 LAST DWNHL OPS CRTCL DATE 11/4/12 ;; 6/8/12 JPT BY 8/1/12 COMMENCE OPS OR PRD;; 3/23/12 CCB: HB DWNHL OPS, CRTCL DATE 6/8/12 PER CCB < 3/1/12 REL RQD 2/29/12 APP EXP PER SS
16338		SATURDAY ISLAND	82.098 03/17/2004	4.902	4.902	FEB. AR
19531		GOLDEN MEADOW	TEX W RB SUA;LL&E GM 07/26/2011 14-NNN-2	36.845	140	FEB. SUGGEST AR UPON RCT OF PR 12/26/12 PR RQD ;; 12/18/12 LEASE PARTIALLY HELD BIG HUM R DUA/TEX W



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						RB SUA PER JASON FINAL DD 11/14/12 PT 11/14/10
19645		BASTIAN BAY	N RL SUA;LL&E C 08/26/2008 339-N-24	6.506	43	FEB. 1/18/13 REL RQD 1/16/13 RS JPT: APP EXP WELL RECOMP INTO DISC 12 LI RA SUA WHERE WE HAVE NO MINERAL INTERESTS. FINAL DD 4/9/13 PT 4/09/11
20199				0	483.04	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20201				0	273.7	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20202				0	646	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20203				0	251.7	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20204				0	365.9	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20205				0	200	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20206				0	120	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20209				0	1453.18	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20210				0	263.19	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/9/12
20225				0	886.36	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/8/12
20226				0	822.89	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B PT 12/8/12 OPTION
20482		MAIN PASS BLOCK 35		160	242.39	FEB. PT 11/10/13 6/27/12 JMB: ~ 160 PRD AC VIA 218826 / 050821 SL WELL PRD 2 & 3/2012
20483				0	115	FEB. PT 11/10/13
20500				0	2000	FEB. 245687 SPUD 12/3/12 + 90 DAYS = 3/3/13 REL REQD IN ERROR 1-31-13 1/10/13 REL RQD PT 12/8/13
20512		MANILA VILLAGE	9400-BIG T RA SUA;HASSINGER 12/20/2011 582-BB	12.795	40	FEB. 1/10/13 PR RQD ;; 12/18/12 PARTIALLY HBP SN 25512- LUW 050980 27.205 AC PR PER MIKE B PT 12/8/13



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20513				0	544	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER MIKE B ;PT 12/8/13
20514				0	500	FEB. 245687 SPUD 12/3/12 + 90 DAYS = 3/3/13 REL REQD IN ERROR 1-31-13 1/10/13 REL RQD PT 12/8/13
20775				0	30	FEB. PT 11/9/14
20777				0	325	FEB. PT 11/9/14 JPT. 4/5/12 (THREE BAYOU BAY) HILCORP MADE APPLICATION TO FORM 8900 RA SUA (UNDRLD) UNIT INCLDG
20778				0	839	FEB. PT 11/9/14
20779		THREE BAYOU BAY	245068-11000 RC SUA;SL 20779-001 07/20/2012	74.007	124	FEB. 1/7/13 RCD UNOFL PR OF 49.993, RTNG 74.007 AC 1/4/13 EFF 3/20/12 JMB NEW 245068 051146 THE 11000 RC SUA;SL 20779 W PLAT OOC DATED 9/4/12 W/ 74.007 AC. 1ST ILR PD 11/9/12 TO 5/9/13, OUTSIDE AC APP EXP PT 11/9/14
20780				0	21	FEB. PT 11/9/14
20782				0	15	FEB. 12/26/12 RQD REL 12/18/12 APP EXP PER MIKE B PT 11/9/14 *AC 10% FEE=\$310 AND \$20/AC=\$300
20783				0	1530	FEB. PT 11/9/14 JPT: F 6/1/12 MANTI OPRTG IS PROPOSING TO FILE W/ OC 3 DRLG UNITS INCLUDING SL 20783.



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00340A	0	BAYOU SALE	BS ROB 6 RL SU	1204	1204	FEB. AR 9/14/12 VMV 1221 > 1204 (GIS)
00725		BAY JUNOP , OAKS	14100 RA SUA;LL&E A 09/01/1997	361	409.78	FEB. AR 2ND QTRLY ILR PD TO 2/8/13 (9/12 SMB RECOGNIZED FM TO 3/13/13)
00861		VERMILION BLOCK 14	223141-SL 861-002 05/19/1999	2435.342	2435.342	FEB. AR 1/24/13 SSB RQD JPT INPUT = JPT:100% HBP ST/FED UNIT 2APOD
00862		VERMILION BLOCK 14	463.672 01/22/2001	173.328	173.328	FEB. AR 1/24/13 SSB RQD JPT INPUT = JPT: 100% HBP ST/FED UNIT
00872		VERMILION BLOCK 14	VB14 NVUA 01/01/1984	354	354	FEB. AR 1/24/13 SSB RQD JPT INPUT = JPT:100% HBP ST/FED UNIT 2APOD
01392		DUCK LAKE	DL OPERC 2 RA SU	1562.5	1562.5	FEB. AR 1/24/13 SSB RQD JPT INPUT= JPT: HBP MULTIPLE UNITS, NO CHANGE
01536		EUGENE ISLAND BLOCK 18	SL 16988 04/01/2004 302-N-4 SUP	1387.469	1387.469	FEB. AR 1/25/13 JPT: HBP, MULTIPLE UNITS & LEASE WELLS, NO CHANGE 1/24/13 SSB RQD JPT INPUT
02669		RAYNE	RY NOD A RA SU 04/01/1996	18	18	FEB. AR 1/22/13 SSB 18.33 AC HBP 602715 TO 11/12
03522		VERMILION BLOCK 14	VB14 NVUA 01/01/1984	1337	1337	FEB. AR 1/25/13 JPT: HBP ST/FED UNIT CHANGE 633 TO 1337 PRD AC < 1/24/13 SSB REQD JPT INPUT 2APOD
14157		SHIP SHOAL BLOCK 45		234.612	234.612	FEB. AR 1/22/13 SSB 234.612 AC HBP 048599 & 303680 TO 11/12
14792		SHIP SHOAL BLOCK 47 , SHIP SHOAL BLOCK 65	VUB,SL 14796	175	519	FEB. AR 1/25/13 OMR TO HELIS: PLAT OF PRD LIMITS & POD BY 4/10/13 250 PRD>175 PER JPT <1/24/13 SSB REQD JPT INPUT 1/22/13 SSB VUB 148874 W/ 10.65 AC TO 11/12 & SL WELL 304290 TO 11/12
14832		SHIP SHOAL BLOCK 47		318.22	318.22	FEB. AR 1/22/13 SSB 318.22 AC HBP SL WELL 148873 TO 10/12
14914		MYETTE POINT, NW	241212-VUB;SL 14914-003 05/22/2010	485.996	485.996	FEB. AR 1/22/13 SSB 485.996 AC HBP 303335 TO 11/12
14915		MYETTE POINT, NW	VUB;SL 14914 11/14/2001	121.059	121.059	FEB AR 1/22/13 SSB 121.059 AC HBP 303335 TO 11/12
14953		MYETTE POINT, NW	VUB;SL 14914 11/14/2001	82.645	82.645	FEB. AR 1/22/13 SSB 82.645 AC HBP 303335 TO 11/12
14954		MYETTE POINT, NW	VUB;SL 14914 11/14/2001	123.967	123.967	FEB. AR 1/22/13 SSB 123.967 AC HBP 303335 TO 11/12
15074		SOUTH PELTO BLOCK 1		160	333.03	FEB. 1/9/13 FM EXTENDED TO



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						7/10/13 4TH ILR PD 10/3/12 TO 4/3/13
16859		MYETTE POINT, NW	538.904 01/09/2003	55.096	55.096	FEB. AR 1/22/13 SSB 55.096 AC HBP 303335 TO 11/12
16942		LAKE PELTO	230733-SL 16942-001 02/23/2005	350	350	FEB. AR 1/22/13 SSB 350 AC HBP 304558 TO 11/12
16943		LAKE PELTO	VUB;SL 16970 12/12/2001	25	25	FEB. AR 1/22/13 SSB 25 AC HBP 304558 TO 11/12
16995		INTRACOASTAL CITY	74.023 11/15/2011	86.947	86.947	FEB. AR 1/22/13 SSB 100% HBP 228882 616977 7-10/12 < 1/24/13 CCB LEASE HELD 1-6/12 < RECOMPD 7/14/12 < CK 228882
17208		INTRACOASTAL CITY	35.841 11/15/2011	1.691	1.691	FEB. AR 1/22/13 SSB 100% HBP 228882 616977 7-10/12 < 1/24/13 CCB LEASE HELD 1-6/12 < RECOMPD 7/14/12 < CK 228882
17226		INTRACOASTAL CITY	31.329 11/15/2011	10.831	10.831	FEB. AR 1/22/13 SSB 100% HBP 228882 616977 7-10/12 < 1/24/13 CCB LEASE HELD 1-6/12 < RECOMPD 7/14/12 < CK 228882
17309		SHIP SHOAL BLOCK 67		279.97	279.97	FEB. 1/11/13 TO 7/11/13 2ND ILR PMT (1/9/13 FM EXTENED TO 7/10/13)
17315		BROUSSARD	8.67 04/09/2007	2.33	2.33	FEB. 1/22/13 CCB SPOKE TO CAROL COOLEY W MILAGRO > 10/5/12 CCB: CRITIAL CATE OF 11/26/12 MILAGRO 4/10/12 FU REL RQD 7/7/11 REL RQD 6/22/11 RS REID: APP EXP, LAST PRD 10/09
17647		PATTERSON	DB 3 RG SUA;SHADYSIDE CO LTD 07/12/2011 395-AA-7 11-378	16	19.882	FEB. AR 1/25/13 PR RQD 1/25/13 RS JPT 16 AC HBP, 4 AC APP EXP. 1/24/13 SSB REQD JPT INPUT 1/22/13 SSB 8.07 AC HB 617058 TO 11/12, 614057 OFF, LAST PRD 8/12 10/19/12 EFF 7/1/12 JPT 232687 617445 DB 5 RD SUA PRELIM 163
18060		MERMENTAU, WEST	76.775 04/26/2006	.85	85	FEB. AR 1/22/13 SSB: 100% HBP 610243 TO 11/12
19139		LAKE SAND	LSA ROB 5 RA SU 216-C-1	48	800	FEB. 1/25/13 JPT EMAIL TO 4 HLCP REPS REQQ ACTION FOR 5 PREVIOUS OMR LTRS TO HLCP 1/24/13 SSB REQD JPT INPUT 10/17/12 OMR TO HLCP: RQD TO SUBMIT BY 1/9/13, A PLAT SHOWING PROD LIMITS & PLANS FOR FUTURE DEV
19261		EUGENE ISLAND BLOCK 6	SL 18860 02/13/2008	51.65	51.65	FEB. AR 1/22/13 SSB: 100% HBP 306035 TO 10/12
19640		INTRACOASTAL CITY	83.873 05/08/2012	148.127	148.127	FEB. AR 1/22/13 SSB 100% HBP 228882 616977 7-10/12 < 1/24/13 CCB LEASE HELD 1-6/12 < RECOMPD 7/14/12 < CK 228882



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19641		INTRACOASTAL CITY	K-O RB SUA;EXXONMOBIL 07/18/2011 468-L-1 10-930	16.831	16.831	FEB. AR 1/22/13 SSB 100% HBP 228882 616977 7-10/12 < 1/24/13 CCB LEASE HELD 1-6/12 < RECOMP 7/14/12 < CK 228882
19727		DONNER	1.246 08/31/2011	3.754	3.754	FEB. AR 1/22/13 SSB: 100% HBP 050530 TO 11/12 11/27/12 EFF 12/1/08 JPT CORRECTION 240033 050530 ROBU L RC SUA
19915				0	11.4	FEB. 1/10/12 REL RQD PT 12/10/11 10/8/11
19979				0	51	FEB. 1/26/12 REL REQD
20180		ABBEVILLE	HEB BROOK RA SUA; 08/07/2012 155-YYY-3 12-471	4.137	8 68	FEB. 11/9/12 DD APPROVED TO 11/12/13 11/9/12 DDPMT TO JPT 10/1/12 EFF 8/1/12 RWB 050778 HEB BROOK RA SUA - REVISION W/ 4 1372 AC PT 11/12/12
20182				0	210.79	FEB. 12/26/12 REL RQD 12/18/12 APP EXP PER MIKE B PT 11/12/12
20183		LAKE DE CADE		160	403.55	FEB. 1/25/13 OMR TO PETROQUEST: PRD LIMITS & POD BY 4/10/13 1/22/13 SSB: SL WELL 306469 TO 11/12, END OF PT, REQD JPT INPUT PT 11/12/12
20530		ATCHAFALAYA BAY	VUA;SL 20221 12/14/2011	117.13	198.19	FEB. DD PD TO 1/12/14 PT 1/12/14 ATCHAFALAYA DELTA WMA
20774				0	215.44	FEB. 2012 RNTL PD PT 11/9/16 *AC WELL W/IN 1 YR OR \$250/AC. 1/22/13 SSB: AC MET?, REQD JPT INPUT=1/28/13 LD RCD 10/22/12



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Table with 7 columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Contains 20 rows of lease data including fields like Caddo Pine Island, Elm Grove, Cocodrie Lake, etc.



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
18394		CASPIANA	10/30/2008 191-H-25 08-1690 HA RB SUQ;RATZBURG 18 H 07/14/2009 191-H-53 09-774	82.598	82.598	FEB. AR 12/6/12 SAM: 100% HBP
18395		CASPIANA	HA RB SUA;CLD 23-15- 12 H 05/28/2008 191-H--6 08-729	8 953	8 953	FEB. AR 12/6/12 SAM: 100% HBP
18605		CASPIANA	HA RB SUO;ZIMMERMAN 36- 15-12 H 12/09/2008 191-H-26 08-1817	12.94	12.94	FEB. AR 12/6/12 SAM: 100% HBP
18741		CASPIANA	HA RA SU139;GUY FARMS 9 H 12/01/2009 191-H-71 09-1242	12	12	FEB. AR 12/6/12 SAM: 100% HBP
18820		THORN LAKE	HA RA SUB;LA WILDLIFE 05/20/2010 1145-B-32 10-515	308.2	308.2	FEB AR 12/6/12 SAM: 100% HBP SAL OMR MANAGED WLF 1/13/12 AC CHANGED TO 308.2 PER 6/21/11 PLAT.
19180		CASPIANA , THORN LAKE	HA RA SU117;CHK MIN 16-14-12 H 03/15/2011 191-H-131 11-117	1	1	FEB. AR 12/6/12 SAM: 100% HBP 7/16/12 EFF 1/1/12 JPT 617308 CORTN REPLACES PRELIM 141 & 140. CERTIFIED PLAT DATED 6/28/12; ADD'L AC & SLS ID'D SINCE PRELIM
19756		ELM GROVE , SLIGO	9 01/30/2012	20.38	20.38	FEB. AR 12/6/12 SAM: 100% HBP 3/19/12 OFL PR 9.00 AC, RET 21 AC. EFF 1/30/12
19845		BENSON , CONVERSE	HA RA SUU;BSMC 14- 23 H 08/04/2009 496-L-5 09-848	43.678	95	FEB. SUGGEST AR UPON RCT OF PR, 1/10/13 PR RQD 1/6/13 PROD ACRES CHANGED TO 43.678 PER JASON T DD 12/10/12 PT 12/10/11 10/8/11
19848		CONVERSE	HA RA SUG;GREER 15 04/07/2009 501-G 09-376	38.01	92	FEB SUGGEST AR UPON RCT OF PR, RQD 1/10/13 12/18/12 LEASE PARTIALLY HELD PR OF 54 AC PER SAM R DD 12/10/12 & PT 12/10/11 11/12/11
20186		CASPIANA	HA RB SUG;LEGRAND 35-15-12H 05/28/2008 191-H-6	93.552	93.552	FEB. SUGGEST AR, 100% HBP PER SAM 12/6/12 PT 11/12/12 VACANT STATE LAND
20187				0	3	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER SAM R PT 12/9/12
20188				0	7	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER SAM R PT 12/9/12
20189				0	14	FEB. 1/10/13 REL RQD 12/18/12 APP EXP PER SAM R PT 12/9/12
20190				0	17	FEB. 1/10/13 REL RQD



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20191				0	5	12/18/12 APP EXP PER SAM R PT 12/9/12 FEB. 1/10/13 REL RQD 12/17/12 RS TO SAM R PT 12/9/12
20260		TRENTON	HA RA SUBB;BEDSOLE 21-12-13 H 05/12/2009 1199-E-6	6	6	FEB. SUGGEST AR, 100% HBP PER SAM 12/6/12 PT 2/10/13 7/9/12 EFF 2/1/10 SAM CORRECTION 616240 HA RA SUBB DUE TO RCT OF CERTIFIED UNIT SRVY PLAT 6/19/12.
20474		THORN LAKE	HA RA SUR;LOTT 1-14-11 H 07/14/2009 1145-B-18 09-764	110	110	FEB. 12/6/12 SAM: 100% HBP PT 11/10/13
20475		THORN LAKE	HA RA SUDD;EDGAR CASON 14 H 08/26/2010 1145-B-36 10-798	96	96	FEB 12/6/12 SAM: 100% HBP PT 11/10/13
20476		THORN LAKE , WOODARDVILLE	HA RA SUV;EDGAR CASON 13H 03/03/2009 1145-B-9 09-263	45.509	45.509	FEB. 12/6/12 SAM: 100% HBP PT 11/10/13
20478		RED RIVER-BULL BAYOU	HA RD SUO;CASON 24-14-11 H 03/03/2009 109-X-26 09-233	169	169	FEB. 12/6/12 SAM: 100% HBP PT 11/10/13 241565 617200 HA RD SUO
20479		RED RIVER-BULL BAYOU	HA RD SUQ;JAMES MARSTON 30 H 03/03/2009 109-X-26 09-233	31.36	33	FEB. 12/6/12 SAM: HBP PT 11/10/13 12/7/12 JPT WAITING ON SHORELINE PRIOR TO DD APPROVAL 2/1/12 JPT: NO RS NECESSARY 6/14/11 JPT: PRELIMINARY19 TRNSMTL 616202 NO CERTIFIED SRVY PLAT
20788		ALABAMA BEND	HA RA SUV;BURKETT 5-15-10 H 03/16/2010 1490-C-9 10-274	8.95	8.95	FEB. 12/6/12 SAM: 100% HBP PT 11/9/14 VACANT LANDS 3/21/12 JPT 242819 617277 PRELIM 117 PRDG 1-3/12



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District Code 3S Lake Charles- South
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Table with 7 columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Contains multiple rows of lease data including KROTZ SPRINGS, STARKS, WEST, WEST CAMERON BLOCK, GRAND CHENIERE, SOUTH, CREOLE OFFSHORE, SABINE LAKE, and DEEP LAKE.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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142

28,612.522

69,875.126



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

NOMINATION AND TRACT COMMITTEE REPORT

The Nomination and Tract Committee, convened at **9:53 a.m.** on Wednesday, **February 13, 2013** with the following members of the Board in attendance:

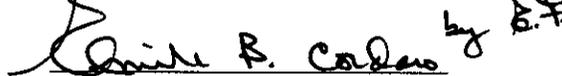
Mr. Emile B. Cordaro Mr. Robert D. Harper Mr. John C. Diez
Mr. Robert M. Morton Mr. Paul Segura, Jr. Mr. Darryl D. Smith
Mr. Chip Kline (sitting in for
Garret Graves, Gov. Jindal's
Designee)

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

The Staff recommended that Tract Nos. 43055 and 43059 located in Terrebonne Parish, Louisiana be withdrawn from today's Lease Sale. On the motion of **Mr. Segura**, duly seconded by **Mr. Diez**, the Committee voted unanimously to withdraw said tracts from the February 13, 2013 Lease Sale.

The Committee, on the motion of **Mr. Segura**, seconded by **Mr. Smith**, voted to adjourn at **9:55 a.m.**

Respectfully Submitted,

Handwritten signature of Emile B. Cordaro, with initials "E.B.C." and "by S.F." written to the right.

Emile B. Cordaro
Chairman
Nomination and Tract Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 70 tracts had been nominated for the April 10, 2013 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of February 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

WHEREAS, the Staff presented to the Board a recommendation to withdraw Tract Nos. 43055 and 43059 from the February 13, 2013 Lease Sale.

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

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the pulling of said Tracts from the February 13, 2013 Lease Sale

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of February 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, February 13, 2013, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Emile B. Cordaro
John D. "Juba" Diez

Robert D. Harper
Chip Kline for Garrett Graves

Robert "Michael" Morton
W. Paul Segura, Jr.
Darryl D. Smith

Mr. W. Paul Segura, Jr. convened the Committee at 9:55 a.m.

The first matter considered by the Committee was a recoupment request from Energy XXI GOM.

Upon recommendation of the staff and upon motion of Mr. Diez, seconded by Mr. Smith, the committee voted unanimously to approve the recoupment request of \$27,109.38.

The second matter considered by the committee was a penalty waiver request from Pennington Oil & Gas Interests, LLC.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Harper, the committee voted unanimously to approve the 100% penalty waiver of \$15,684.32.

The third matter considered by the committee was a request to place Renaissance Petroleum Company, LLC on demand.

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

The fourth matter considered by the Committee was a request to place Union Oil Company of California (UNOCAL) on demand.

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

The fifth matter considered by the Committee was a request to grant Chesapeake Operating a 90 day extension on their payment under protest.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Smith, the committee voted unanimously to approve the 90 day extension on their payment under protest period from January 31, 2013.

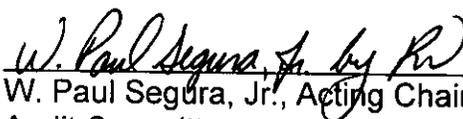
The sixth matter considered by the Committee was a request from Enervest Operating, LLC to withdraw the January 2, 2013 request for an extension on an audit payment made under protest.

Upon recommendation of the staff and upon motion of Mr. Morton, seconded by Mr. Kline, the committee voted unanimously to approve the rescindment of the extension and to refund \$280,412 paid under protest to Enervest.

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

No action required.

On motion of Mr. Cordaro, seconded by Mr. Smith, the Board voted unanimously to adjourn the Audit Committee at 10:08 a.m.



W. Paul Segura, Jr., Acting 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. Diez, seconded by Mr. Smith, the following resolution was offered and unanimously adopted:

WHEREAS, Energy XXI GOM has made a letter application for an adjustment of \$27,180.08 for the Main Pass Block 74 Field, State Leases 6706 and 6894; and

WHEREAS, this amount was based on Energy XXI GOM submitting an overpayment of plant product royalties based on incorrect volume and value for the month of May 2012 in the Main Pass Block 74 Field; and

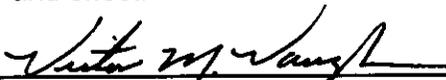
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$27,109.38 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow Energy XXI GOM to recoup the \$27,109.38 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$27,109.38 to Energy XXI GOM on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Pennington Oil & Gas Interests, LLC payments of state royalty in Profit Island Field; State Lease 18804 which audit revealed that Pennington Oil & Gas Interests, LLC owed the state \$56,029.63 in underpayment of royalty and \$26,569.27 in interest and penalty for a total of \$82,598.90; and

WHEREAS, Pennington Oil & Gas Interests, LLC has remitted payment of \$66,914.58 for the outstanding principal and interest; and

WHEREAS, Pennington Oil & Gas Interests, LLC has made a letter application for reduction of penalties assessed in the amount of \$15,684.32 due to incorrect royalty payments; and

WHEREAS, the Mineral Income Division has reviewed the background and circumstances connected with Pennington Oil & Gas Interests, LLC's penalty assessment, including the reason for incorrect payment, the company's response to the audit and any suggested corrective measures, and the degree of cooperation and timeliness of providing information, and has verified that the underpayment of royalties was discovered by a Field Audit and was in fact paid by Pennington Oil & Gas Interests, LLC; and

WHEREAS, the Mineral Income Division staff recommends that one hundred percent (100%) of the penalty be waived; and

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

THEREFORE, BE IT RESOLVED that the Board does waive one hundred percent (100%), which amounts to \$15,684.32 of the total penalty assessed to Pennington Oil & Gas Interests, LLC.

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 13th day of February 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Renaissance Petroleum Company, LLC respecting the royalty payments under State Lease Nos. 1706, 1814, 2276, 3317, 3498, 18677, 19139, 19290, 19978 and A0302 in the Four League Bay, and Lake Sand fields; and

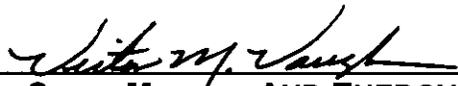
WHEREAS, there are differences between Renaissance Petroleum Company, LLC and the Board regarding the amount of royalty due and interest and penalty charges due by Renaissance Petroleum Company, LLC; and

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 Renaissance Petroleum Company, LLC,

THEREFORE BE IT RESOLVED, that James Caldwell, Attorney General of the State of Louisiana is hereby authorized to place formal demand upon Renaissance Petroleum Company, 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 Renaissance Petroleum Company, LLC and other related parties 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Union Oil Company of California (UNOCAL) respecting the royalty payments under State Lease Nos. 540, 861, 872, 2412, 2413, 2492, 2493, 2826, 2826A, 3090, 3090A, 3240, 3306, 3522, 4401, 5951, 11151, 13037, 13199, 13420, 15038, 15040, 15211, 15470, 15736, 15855, 16556, 18640, 19266, A0165 and B9956 in the Caillou Island; Deer Island, West; East Caneron Block 17; Eugene Island Block 19; Lake Palourde, East; Live Oak; Redfish Point, Starks, West; Vermilion Bay; and White Lake, West fields; and

WHEREAS, there are differences between Union Oil Company of California (UNOCAL) and the Board regarding the amount of royalty due and interest and penalty charges due by Union Oil Company of California (UNOCAL); 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 Union Oil Company of California (UNOCAL),

THEREFORE BE IT RESOLVED, that James Caldwell, Attorney General of the State of Louisiana is hereby authorized to place formal demand upon Union Oil Company of California (UNOCAL) and other related parties, and further is authorized to take all appropriate action, including the filing of suit on behalf of the Board against Union Oil Company of California (UNOCAL) and other related parties 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed on Chesapeake Operating Co. payments of state royalty in Caspiana, and Red River-Bull Bayou Field; State Leases 17947, 18393, 18395, 19351, 19695, 19830 and 19835 and

WHEREAS, Chesapeake Operating Co. paid \$84,187.66 royalty under protest and

WHEREAS, by the State Mineral and Energy Board Resolution passed August 8, 2012 any audits currently paid under protest and unresolved no later than January 31, 2013 will be considered unpaid and all funds previously received will be returned to auditee; and

WHEREAS, a request to grant Chesapeake Operating Co. an ninety (90) day extension was requested and

WHEREAS, A response was received by Chesapeake Operating Co. on November 11, 2012 stating their position and the staff is currently working with the Attorney General's office on a response and

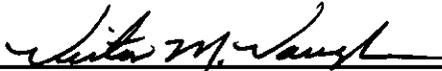
WHEREAS, the staff of the Office of Mineral Resources has been unable to resolve and settle the outstanding audit issues.

WHEREAS, The State Mineral and Energy Board after reviewing all information agreed to an ninety (90) day extension on their payment under protest period from January 31, 2013.

THEREFORE, BE IT RESOLVED, that the Board does approve a ninety (90) day extension on their payment under protest period from January 31, 2013.

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed on Enervest Operating, LLC payments of state royalty in Bay De Chene, Bateman Lake, Cote Blanche Island and Garden Island Bay Field; State Leases 214, 340, 341, 356, 1217, and 1393 and

WHEREAS, Enervest Operating, LLC paid \$213,510 in royalty and \$66,902 in interest for a total of \$280,412 under protest and

WHEREAS, by the State Mineral and Energy Board Resolution passed August 8, 2012 any audits currently paid under protest and unresolved no later than January 31, 2013 will be considered unpaid and all funds previously received will be returned to auditee; and

WHEREAS, Enervest Operating, LLC was granted a thirty (30) day extension to allow a representative from Enervest Operating, LLC to address the Board at the February 13, 2013 Audit Committee Meeting

WHEREAS, Enervest Operating, LLC sent a letter on February 7, 2013 asking that its request for an extension of payment made under protest be withdrawn and funds returned.

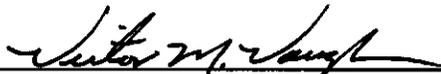
WHEREAS, the staff of the Office of Mineral Resources has been unable to resolve and settle the outstanding audit issues.

WHEREAS, The State Mineral and Energy Board after reviewing all information agreed to rescind the extension request and refund the \$280,412 paid under protest to Enervest Operating, LLC.

THEREFORE, BE IT RESOLVED, that the Board does approve the rescindment of the extension and refund of \$280,412 paid under protest to Enervest Operating, LLC.

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

LEGAL AND TITLE CONTROVERSY COMMITTEE REPORT

The regular meeting of the Legal and Title Controversy Committee of the State Mineral and Energy Board was held on February 13, 2013, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Mr. Robert D. Harper
Mr. W. Paul Segura, Jr.
Ms. Helen Godfrey Smith
Mr. Chip Kline for Garret Graves
(Governor's Designee)

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

The Legal and Title Controversy Committee was called to order by Mr. Segura at 10:09 a.m.

The first matter considered by the Committee was a request by QEP Energy Company to negotiate with Staff for Operating Agreements covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana. The operating agreements shall cover depths from the base of the Rodessa Sand to the base of the Cotton Valley Sand. QEP Energy Company also requests that this acreage be deemed unavailable for leasing while negotiations are ongoing for a period not to exceed the date of the third Mineral and Energy Board Meeting after the Board has authorized negotiations.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff the authority to negotiate with QEP Energy Company for operating agreements covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana from the depths of the base of the Rodessa Sand to the base of the Cotton Valley Sand, that said acreage be removed from availability for leasing pending confection of the operating agreements, but for no more than approximately ninety (90) days, or until the May 15, 2013 Mineral and Energy Board meeting. No comments were made by the public.

Upon motion of Mr. Cordaro, seconded by Mr. Smith, the Committee voted unanimously to go into Executive Session at 10:12 A.M.

Upon motion of Mr. Diez, seconded by Ms. Smith, the Committee voted unanimously to return to Open Session at 10:45 A.M.

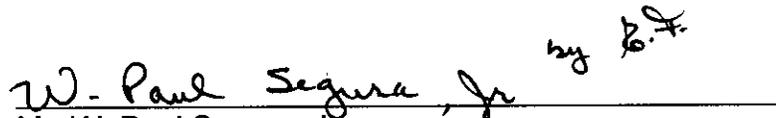
The second matter considered by the Committee was a discussion in executive session of the suit entitled: State of Louisiana, ex rel Plaquemines Parish School Board v. Louisiana Department of Natural Resources; Docket No. 2012-C-2192, Supreme Court of Louisiana.

This matter was merely a discussion and no action was taken.

The third matter considered by the Committee was a discussion in executive session of the suit entitled: Kenneth W. Webb, Rosey Carter Farris, Gerald Ray Dowden and Vellen Rose Roy Dowden vs. State of Louisiana Department of Natural Resources and Attorney General of the State of Louisiana, et al, Suit No. 72615A, 42nd Judicial District Court, DeSoto Parish.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the Attorney General's office the authority to negotiate settlement of this matter.

Upon recommendation of the staff and upon motion of Ms. Smith, seconded by Mr. Diez, the Legal and Title Controversy Committee meeting adjourned at 10:46 a.m.


Mr. W. Paul Segura, Jr.
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. Cordaro, seconded by Mr. Smith, the following resolution was offered and unanimously adopted:

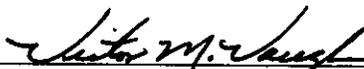
WHEREAS, a request was made by QEP Energy Company to negotiate with Staff for Operating Agreements covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana. The operating agreements shall cover depths from the base of the Rodessa Sand to the base of the Cotton Valley Sand. QEP Energy Company also requests that this acreage be deemed unavailable for leasing while negotiations are ongoing for a period not to exceed the date of the third Mineral and Energy Board Meeting after the Board has authorized negotiations;

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 negotiate with QEP Energy Company for operating agreements covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana from the depths of the base of the Rodessa Sand to the base of the Cotton Valley Sand, that said acreage be removed from availability for leasing pending confection of the operating agreements, but for no more than approximately ninety (90) days, or until the May 15, 2013 Mineral and Energy Board meeting.

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

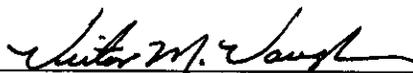
WHEREAS, a discussion in executive session was held regarding the suit entitled: Kenneth W. Webb, Rosey Carter Farris, Gerald Ray Dowden and Vellen Rose Roy Dowden vs. State of Louisiana Department of Natural Resources and Attorney General of the State of Louisiana, et al, Suit No. 72615A, 42nd Judicial District Court, DeSoto Parish;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant the Attorney General's office the authority to negotiate settlement of this matter.

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

DOCKET REVIEW COMMITTEE REPORT

The Docket Review Committee convened at 10:45 a.m. on Wednesday, February 13, 2013. Board Members present were Mr. Robert D. Harper, DNR Undersecretary, Ms. Helen G. Smith, Mr. W. Paul Segura, Jr., Mr. Robert "Michael" Morton, Mr. Emile Cordaro, Mr. Darryl D. Smith, Mr. John C. "Juba" Diez and Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the State Mineral and Energy Board).

The Committee made the following recommendations:

Approve all Assignments on pages 2 through 11; Nos. 4, 5 and 15 on pages 3 and 6 would be approved subject to the approval of the Governor of Louisiana;

Defer at the request of the staff: Docket Item Nos. 13-04 and 13-05 on page 23

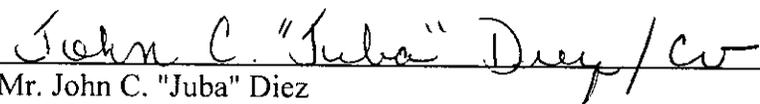
Withdraw at the request of the applicant: Docket Item No. 13-06 on page 12

Approve Docket Item Nos. 13-07 on page 13.

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

There being no further business to come before the committee, upon motion of Mr. Segura, and seconded by Ms. Smith, the committee voted unanimously to adjourn the meeting at 10:47a.m.

Respectfully submitted,



Mr. John C. "Juba" Diez
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. Segura seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from K-Exploration Co., of all of Assignor's right, title and interest to the following in the proportions set out below:

Castex Energy Partners, L.P.	87.50%
Castex Energy 2008, L.P.	12.50%

in and to State Lease Nos 20850, 20858, 20859, 20860 and 20861, 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,

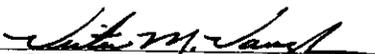
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from EOG Resources, Inc. to MCX Exploration (Louisiana), Ltd., of 50% of Assignor's right, title and interest in and to State Lease Nos. 20975, 20978 and 20979, Avoyelles and Catahoula Parishes, Louisiana, with further particulars being stipulated in the instrument

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

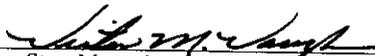
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

- 1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;
- 2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,
- 3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from LLTX, L.L.C. to LLOG Exploration Company, L.L.C., an undivided 25% of 8/8ths right, title and interest in and to State Lease No. 20344, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

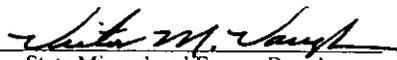
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 4 from the February 13, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from S2 Energy, LLC, an undivided 82.5% of 8/8ths working interest to the following in the proportions set out below

First Australian Resources, Inc. June Corp	8.065299% of 8/8ths .554104% of 8/8ths
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in and to State Lease No 328, Lafourche Parish, Louisiana, **LIMITED** in surface area to that certain portion of the above lease lying within the confines of Conservation Order No. 717-K and **LIMITED** in depth from the surface of the earth down to the base of the 5780' Sand, with further particulars being stipulated in the instrument.

S2 Energy, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

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

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

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

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

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

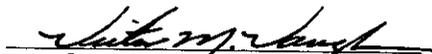
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

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

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

RESOLUTION

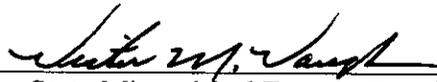
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the February 13, 2013, Meeting be approved, said instrument being a Correction of Resolution No. 27 from the March 11, 2009 Meeting being a Change of Name whereby KCS Resources, Inc. changed its name to KCS Resources, LLC, whereas State Lease Nos. 18741, 18768 and 19306 were omitted from said resolution and are hereby being added, affecting State Lease Nos. 249, 1764, 3435, 5849, 10415, 10643, 13190, 14574, 15057, 16397, 16503, 16833, 17216, 17217, 18635, 18641, 18741, 18768, 19306, 19501 and Operating Agreement "A0297", Bienville, Bossier, Caddo, DeSoto, Red River, St. Martin and Terrebonne Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Challenger Minerals Inc to Knight Resources, LLC, an undivided 10.00% interest in and to State Lease No. 19006, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Knight 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 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;

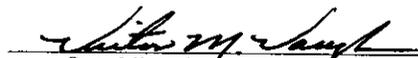
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Ramshorn Investments, Inc. to Penroc Oil Corporation, of all of Assignor's right, title and interest in and to State Lease No. 18804, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

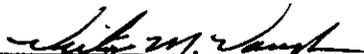
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L P to Larchmont Resources, L.L.C., an undivided 2.5% working interest in and to State Lease No. 20234, Bienville Parish, Louisiana, with further particulars being stipulated in the instrument

Larchmont Resource, 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,

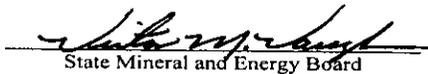
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L.P. to PXP Louisiana L.L.C., an undivided 20% of Assignor's right, title and interest in and to State Lease Nos. 20234 and 20273, Bienville and Bossier Parishes, Louisiana, with further particulars being stipulated in the instrument.

PXP Louisiana, 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 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,

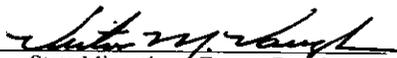
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby: and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Jamestown Resources, L.L.C., an undivided 2.5% working interest in and to State Lease No. 20273, Bienville and Bossier Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

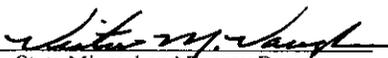
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L.P. to PXP Louisiana L.L.C., an undivided 20% of Assignor's right, title and interest in and to State Lease Nos. 20149 and 20260, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument.

PXP Louisiana 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 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;

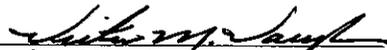
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 12 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L. P. to PXP Louisiana L.L.C., an undivided 20% of Assignor's right, title and interest in and to Stat Lease Nos 20146 and 20148, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

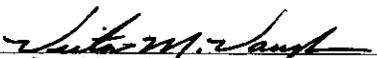
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Basinx, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Knight Resources, LLC	29.1710%
Pennington Oil & Gas Interests, LLC	27.3960%
HSV Resources, LLC	12.5000%
Howard Energy Co. Inc.	10.0000%
W Oil, LLC	5.0730%
St. Romain KR Brownell Kidd #1, LLC	2.0000%
Cadboro Petroleum, LLC	2.5370%
Southpaw, LLC	1.5000%
Verm Energy Resource Management Co., LLC	2.5000%
Schmid Properties, Inc.	1.2500%
RPR Oil LLC	5.0730%
Columbia Enterprises- Oil & Gas, LLC	1.0000%

in and to State Lease No. 20142, Assumption Parish, Louisiana, with further particulars being stipulated in the instrument.

Knight 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

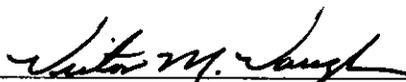
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the February 13, 2013, Meeting be approved, said instrument being a Correction of Resolution No. 34 from the December 12, 2012 Meeting being an Assignment and Correction of Assignment from Sandpiper Energy, Inc. to Wadi Petroleum, Inc., et al, whereas said resolution incorrectly read..."Sandpiper Energy, Inc." and is hereby being corrected to read..."Sandpiper Energy", affecting State Lease No. 20361, Cameron 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the February 13, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Chevron U S A. Inc to Hilcorp Energy I, L.P. of all of Assignor's right, title and interest in and to State Lease No. 334, Vermilion Bay, St. Mary and Iberia Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

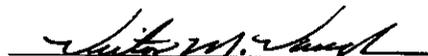
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Christopher N. O'Sullivan, Laurent Oil & Gas LLC, Leo R. Bader, Jr. Inc. and Roemer Oil Company Inc. to J&S 2010 Program, L.P., of all of Assignor's right, title and interest in and to State Lease No. 18077, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

J&S 2010 Program, 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Addison Oil, LLC to Silver Oak Energy Partners, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 2048, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument

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

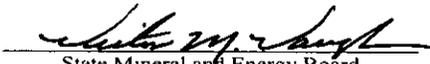
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Southwestern Energy Production Company, of all of Assignor's right, title and interest in and to State Lease No. 20880, Union Parish, Louisiana, with further particulars being stipulated in the instrument.

Southwestern Energy 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 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;

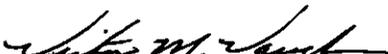
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

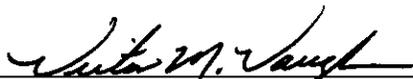
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the February 13, 2013, Meeting be approved, said instrument being a Correction of Resolution from the April 11, 2012 Meeting being a Merger whereby Cohort Energy Company is merging with and into J-W Operating Company, under the name of J-W Operating Company, whereas State Lease No. 16420 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 6111, 6629, 6760, 6931, 7028, 8702, 10965, 11155, 11855, 13920, 16034, 16035, 16036, 16305, 16420, 16530, 16531, 16677, 16717, 17128, 17161, 17732, 17366, 17640, 17946, 18096, 18181, 18243, 18368, 18371 and 19122, Bienville, Bossier, Caddo, DeSoto, Red River and Webster Parishes, 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the February 13, 2013 Meeting be approved, said instrument being a Sublease from J-W Operating Company to Kerr-McGee Oil & Gas Onshore LP, of all of Assignor's right, title and interest in and to State Lease Nos. 6931, 10965, 16034, 16035, 16036, 16305, 16420, 16531, 17640, 17946 and 18181, Bienville, Bossier and Caddo Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** State Lease Nos. 6931, 10965, 16034, 16035, 16036, 16305, 16420, 16531, 17640 and 18181 cover all subsurface depths below the top of the Haynesville Formation at the stratigraphic equivalent of the depth of 10,670', **AND INSOFAR AND ONLY INSOFAR AS** State Lease No. 17946 covers all subsurface depths below the top of the Haynesville Zone, Reservoir A at the stratigraphic equivalent of the depth of 9,650', with further particulars being stipulated in the instrument

J-W Operating 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 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;

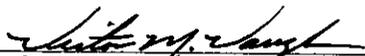
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the February 13, 2013 Meeting be approved, said instrument being a Sublease from Kerr-McGee Oil & Gas Onshore LP to J-W Operating Company, of all of Assignor's right, title and interest in and to State Lease Nos. 6931, 10965, 16034, 16035, 16036, 16305, 16420, 16531, 17640, 17946 and 18181, Bienville, Bossier and Caddo Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** State Lease Nos. 6931, 10965, 16034, 16035, 16036, 16305, 16420, 16531, 17640 and 18181 cover all subsurface depths above the top of the Haynesville Formation at the stratigraphic equivalent of the depth of 10,670', **AND INSOFAR AND ONLY INSOFAR AS** State Lease No. 17946 covers all subsurface depths above the top of the Haynesville Zone, Reservoir A at the stratigraphic equivalent of the depth of 9,650', with further particulars being stipulated in the instrument.

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

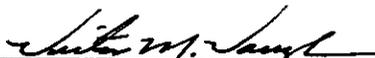
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the February 13, 2013 Meeting be approved, said instrument being an Assignment from LLOG Exploration Company, L.L.C. to LLOG Bluewater Holdings, L.L.C., an undivided 49.50% interest in and to State Lease No. 19718, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

LLOG Bluewater Holdings, 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;

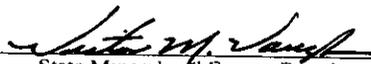
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura 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 February 13, 2013 Meeting be approved, said instrument being an Assignment from XTO Offshore, Inc. to XTO Energy Inc., of all of Assignor's right, title and interest in and to State Lease Nos 1450, 1451, 4534, 16563 and 16564, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

XTO 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura 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 February 13, 2013 Meeting be approved, said instrument being an Assignment from XTO Energy Inc. to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to State Lease Nos 1450, 1451, 4534, 16563 and 16564, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

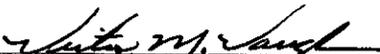
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura 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 February 13, 2013 Meeting be approved, said instrument being an Assignment from PetroQuest Energy, L.L.C., of an undivided interest to the following in the proportions set out below.

Yuma Exploration and Production Company, Inc	5.00000% of 8/8ths
JGC Energy Development (USA) Inc.	9.50000% of 8/8ths
Guardian Oil & Natural Gas, Inc.	1.08300% of 8/8ths
Walter Oil & Gas Corporation	16.14622% of 8/8ths
Wagner Oil Company	5.16912% of 8/8ths
Gulf Coast Mid West Energy Capital #5, LP	0.95000% of 8/8ths
The Chalkley Exploration Group, L.L.C	3.80000% of 8/8ths
Stone Energy Offshore, L.L.C.	34.69433% of 8/8ths

in and to State Lease No. 20761, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument

PetroQuest 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

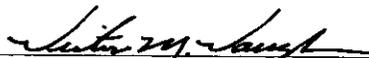
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

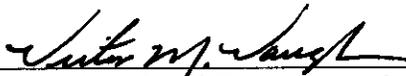
LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura, 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. 13-04 from the February 13, 2013, Meeting be deferred, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Hilcorp Energy I, L.P., Goodrich Oil Company, MWE Energy, Inc. and Ridge Exploration, Inc., whereas said parties desire to amend said leases to include a Force Majeure Provision and other required clauses, affecting State Lease No. 3258, Lafourche 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

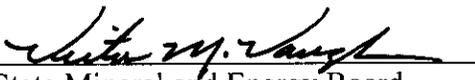
LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura, 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. 13-05 from the February 13, 2013, Meeting be deferred, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Hilcorp Energy I, L.P., Goodrich Oil Company, MWE Energy, Inc. and Ridge Exploration, Inc., whereas said parties desire to amend said leases to include a Force Majeure Provision and other required clauses, affecting State Lease No. 3599, Lafourche 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

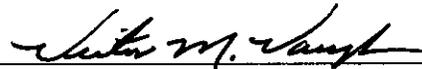
LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Segura, 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. 13-06 from the February 13, 2013, Meeting be withdrawn, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board and Apache Corporation, to create a 522 acre unit more or less, identified as the “**Apache Corporation-Atchafalaya Bay- Voluntary Unit “B”**”, with 55.4109 acres being attributable to State Lease No. 20685, 166.8441 acres being attributable to State Lease No. 20686, 45.8201 acres being attributable to State Lease No. 20687 and 253.9249 acres being attributable to State Lease No. 20688, Atchafalaya Bay Field, St. Mary 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 13th day of February, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

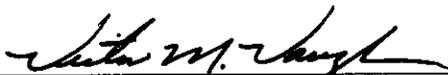
On motion of Mr. Segura, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-07 from the February 13, 2013, Meeting be approved, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board, acting on behalf of the State of Louisiana and Chevron U.S.A. Inc., to create a 69.00 acre Reservoirwide Unit, more or less, identified as the “**BM2 4800 RH SU**”, with 63.300 acres being attributable to State Lease No. 1367 and 5.700 acres being attributable to State Lease No. 18637, Bay Marchand Area, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of February, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board