

MINUTES

**STATE MINERAL AND
ENERGY BOARD**

**REGULAR MEETING
AND
LEASE SALE**

MAY 12, 2010

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, May 12, 2010, 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., acting as Chairman in the absence of Chairman Scott A. Angelle, called the meeting to order. He then requested Mr. Louis Buatt, Acting Secretary to the State Mineral and Energy Board, to call the roll for the purpose of establishing a quorum.

W. Paul Segura, Jr., Vice-Chairman
Thomas L. Arnold, Jr.
Emile B. Cordaro
Bay E. Ingram
Robert "Michael" Morton
Darryl D. Smith
Robert D. Harper, DNR Undersecretary sitting in for Chairman Scott A. Angelle

The following members of the Board were recorded as absent:

Scott A. Angelle, Chairman
John C. "Juba" Diez
Thomas W. Sanders
Helen G. Smith

Mr. Buatt announced that seven (7) members of the Board were present and that a quorum was established.

Also recorded as present were:

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

The Chairman then stated that the next order of business was the approval of the April 14, 2010 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted by the Executive Officer of the State Mineral and Energy Board and to waive reading of same. His motion was seconded by Mr. Morton and unanimously adopted by the Board.

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Arnold, seconded by Mr. Morton, the recommendations of the following respective Committees regarding their reports were unanimously adopted by resolutions of the Board.

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 11:02 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Ingram, seconded by Mr. Smith, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board, the Board reconvened in open session at 11:06 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.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41417, said portion being 530.80 acres more particularly described in said bid and outlined on accompanying plat, to EPL of Louisiana, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41418, said portion being 153.46 acres more particularly described in said bid and outlined on accompanying plat, to EPL of Louisiana, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41422 to Classic Petroleum, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41423, said portion being 56.0 acres more particularly described in said bid and outlined on accompanying plat, to Robert A. Schroeder, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on another portion of Tract 41423, said portion being 87.0 acres more particularly described in said bid and outlined on accompanying plat, to Robert A. Schroeder, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41428, said portion being 762.56 acres more particularly described in said bid and outlined on accompanying plat, to SunCoast Land Services, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41429 to South Louisiana Minerals, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41437, said portion being 2.086 acres more particularly described in said bid and outlined on accompanying plat, to Energy XXI Onshore, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41445, said portion being 600.00 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P., by Hilcorp Energy Company, its General Partner.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41454, said portion being 296.84 acres more particularly described in said bid and outlined on accompanying plat, with a cash payment of \$82,224.68, to Pride Oil & Gas Properties, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41457, said portion being 127.77 acres more particularly described in said bid and outlined on accompanying plat, to EPL of Louisiana, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41458 to Encana Oil & Gas (USA), Inc.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41470 to BP America Production Company.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41471 to Apache Corporation, et al, a joint bid.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41472, said portion being 168.80 acres more particularly described in said bid and outlined on accompanying plat, to Walter Oil & Gas Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 41473, said portion being 579.20 acres more particularly described in said bid and outlined on accompanying plat, to Walter Oil & Gas Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 41479 to Gardner Oil and Gas, L.L.C.

This concluded the awarding of the leases.

At this time, Secretary Buatt gave the following update on the oil spill:

Secretary Buatt: I wanted to give the Board a short update on the oil spill and how it may impact state mineral leases and mineral income derived from those leases. As you all know, the BP Deepwater Horizon accident which occurred on April 20th began releasing substantial amounts of oil into the Gulf of Mexico. Estimated initially to be 1,000 barrels per day, that was quickly revised to around 5,000 barrels per day. There has been an effort as the oil comes to the surface to apply dispersants to the oil to disperse the oil. There have also been some efforts to apply and test the application of dispersants down at the source of the leak to see if they could mitigate the amount of oil reaching the surface that could ultimately impact coastal Louisiana and other coastal states as well.

In addition, there have been other preventative measures employed. There have been controlled burns. There have been substantial skimming operations and booming of the Louisiana coast. The Louisiana coast, as you know, is in a state of crisis. Unfortunately, we don't have a solid coastline especially in the areas of St. Bernard and Plaquemine. We have a very broken coastline due to erosion since the leveeing of the Mississippi River and some other manmade events that has caused substantial erosion to coastal Louisiana which has broken that coast and which leaves us very vulnerable to this oil spill. A lot of the most serious impacts from landfall of this oil are impacts to the back marsh areas. Unfortunately, we don't have a strong or a line of beaches and barrier islands that would capture this oil and then you could scoop it up like stuff out of a litter box or whatnot. You hear that (word unclear) so broken and it is conducive or provides avenues for it to contaminate critical habitat in Louisiana which some of the other states, fortunately, do not experience the same problems that we have.

So, with that in mind, the State of Louisiana has also provided a plan that goes above and beyond the booming and preventative strategies that BP and the Coast Guard have provided. We have submitted that plan to ... This is worked through incident command structure. You have a federal on-scene coordinator which is the Coast Guard and you have a series of federal agencies and the like that work under that command and you have state on-scene coordinator who coordinates with the federal on-scene coordinator so there is a whole lot coordinating. We have a series of state agencies that also participate, DNR being one of those agencies. Also, Wildlife & Fisheries, GOHSEP, State Police, LOSCO, so on and so forth. The Governor has declared a state of emergency. The Governor is hosting unified command group meetings on a daily basis and has been doing so for quite some time. He has been personally involved in the response to this oil spill.

One of the things that has been and continues to be of concern to DNR is as this oil is released and this oil has been drifting towards Louisiana's coast, Louisiana's coast, of course, is a working coast. A lot of the oil and gas development and production and the income derived by the State of Louisiana comes from this production and exploration off of our coast for which some of this oil may impact.

These facilities have compressors and other potential ignition sources. We, out of an abundance of caution, are quantifying how many of these facilities may be in these projected areas that could be impacted. As of yesterday, there were more than 1500 production facilities that could have been impacted – 1244 of those are on state-owned water bottoms or provide royalty to the State in addition to severance taxes. We did a calculation and that number was over \$957,000 per day in the worse case scenario if all of those wells and activities were shut-in. The bad news is each day as this oil spill expands, that zone of potential impact has been growing almost exponentially. So, we expect today what was impacting over 1500 production facilities will impact substantially more and that \$957,000 per day that I mentioned to you will likely be a higher estimate. The good news is that no facilities have really been shut down as a result of this. We have a report of two wells that are shut in – one a production well, one a saltwater disposal well that is related to that production well. When you peel back the onion on that one, it appears more that they needed to rework this well and they have just simply been unable to get out there and they may not be able to because the Coast Guard may not let them out there with that operation at this time, with this response going on. That's what it appears.

In response, the Commissioner of Conservation has issued a Conservation Order declaring an emergency requiring all these operators to keep abreast of the location of oil and when they determine ... NOAA posts the projections on where the oil is likely going to be impacting. When they see that oil is in a potential zone of impact, the Commissioner has ordered them to be on alert to monitor for that oil and take all necessary action to protect public safety. Also, put them on notice that the federal on-scene coordinator could at a point in time, if circumstances warrant, issue orders or directives evacuating or shutting in those facilities. The Commissioner also advised these folks to be prepared to immediately shut down and shut in those facilities if instructed or ordered to do so by the federal on-scene coordinator. That is pretty much the briefing that I had for you all.

In response to a question from someone in attendance at the meeting, Secretary Buatt further stated that the Coast Guard is the federal on-scene coordinator. They are the lead response agency. They ultimately call the shots. Are there any other questions? Thank you very much.

For the record, no one came forward for public comment.

The following announcements were then made:

Secretary Buatt: The first thing I would like to announce is that Mr. Bob Harper is now the Secretary of the Department of Natural Resources. Mr. Scott Angelle has been appointed Lt. Governor by Governor Jindal pending the election this fall. I just wanted to make folks aware of that. Bob, do you have anything to say?

Robert Harper: Not quite. When Scott becomes Lt. Governor, hopefully Friday, I will become Secretary. I am still Undersecretary as of today but I think as far as the Mineral Board is concerned and the Department of Natural Resources you are going to find very little change under my administration. I'm trying to use a maritime analogy and intend to keep the ship going in the same direction and take on as little water as possible for the next seven months. Thank you.

Secretary Buatt: In addition, I want to announce total cash payments for May 12, 2010 Lease Sale are \$1,820, 157.40 which brings year-to-date cash payments to \$55,343,696.77.

I also would like to announce the annual SONRIS to SUNSET Oil & Gas Conference. We will be sending out a "save the date" to you all in announcing it to the public. This year's conference is going to be held at the Roosevelt Hotel. The dates that we are looking to hold the conference will be August 23 and 24. Thank you.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Morton, seconded by Mr. Smith, 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 MAY 12, 2010 MINUTES
BY REFERENCE

A public meeting for the purpose of opening sealed bids was held on Wednesday, May 12, 2010, beginning at 8:30 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

Mr. Victor Vaughn, at the request of Acting Secretary Louis Buatt, 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:

May 12, 2010

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. 41417 through 41479 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)

Louis Buatt
Acting Secretary

Mr. Vaughn then stated that there were three (3) letters of protest received and had been examined by legal counsel for the Board who advised that the Board was in a position to consider bids and award a lease on the protested tracts if so desired. Mr. Vaughn stated that the letters of protest were as follows:

1. Williams, Inc., dated April 12, 2010, involving Tract No. 41427.
2. Williams Land Company, L.L.C., dated April 12, 2010, involving Tract No. 41427.
3. Miami Corporation, dated April 23, 2010, involving Tract Nos. 41438, 41439, 41440, 41441, 41442, 41447, 41448, 41449 & 41450.

The Letters of Protest are hereby attached and made a part of the Minutes by reference.

For the record, Mr. Vaughn stated that Tract No. 41478 will be recommended by staff to be withdrawn and will be taken up at the Nomination and Tract Committee meeting. It was further stated that if there were any bids received on this tract, 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 41417
(Portion – 530.80 acres)

Bidder	:	EPL of Louisiana, L.L.C.
Primary Term	:	Five (5) years
Cash Payment	:	\$186,310.80
Annual Rental	:	\$93,155.40
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

Tract 41418
(Portion – 153.46 acres)

Bidder	:	EPL of Louisiana, L.L.C.
Primary Term	:	Five (5) years
Cash Payment	:	\$53,864.46
Annual Rental	:	\$26,932.23
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

May 12, 2010

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Tract 41419

No Bids

Tract 41420

No Bids

INLAND TRACTS

Tract 41421

No Bids

Tract 41422

Bidder	:	Classic Petroleum, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$264,227.00
Annual Rental	:	\$132,113.50
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41423
(Portion – 56.0 acres)

Bidder	:	Robert A. Schroeder, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$14,280.00
Annual Rental	:	\$7,140.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41423
(Portion – 87.0 acres)

Bidder	:	Robert A. Schroeder, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$22,185.00
Annual Rental	:	\$11,092.50
Royalties	:	24% on oil and gas
	:	24% on other minerals
Additional Consideration	:	None

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Tract 41424

No Bids

Tract 41425

No Bids

Tract 41426

No Bids

Tract 41427

No Bids

Tract 41428
(Portion – 762.56 acres)

Bidder	:	SunCoast Land Services, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$272,996.48
Annual Rental	:	\$136,498.24
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41429

Bidder	:	South Louisiana Minerals, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$260,443.40
Annual Rental	:	\$130,221.70
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41430

No Bids

Tract 41431

No Bids

Tract 41432

No Bids

May 12, 2010

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Tract 41433

No Bids

Tract 41434

No Bids

Tract 41435

No Bids

Tract 41436

No Bids

Tract 41437
(Portion – 2.086 acres)

Bidder	:	Energy XXI Onshore, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$1,000.00
Annual Rental	:	\$500.00
Royalties	:	25.0% on oil and gas
	:	25.0% on other minerals

Additional Consideration The attention of the Board is respectfully requested to the fact that Energy XXI Onshore, LLC is the present owner and holder of several Oil, Gas and Mineral Leases adjacent to the lands described in this Tract No. 41437 and as such, Energy XXI Onshore, LLC would be in the best position to develop the mineral interest of the State of Louisiana in Tract No. 41437.

Tract 41438

No Bids

Tract 41439

No Bids

Tract 41440

No Bids

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Tract 41441

No Bids

Tract 41442

No Bids

Tract 41443

No Bids

Tract 41444

No Bids

Tract 41445
(Portion -- 600.00 acres)

Bidder	:	Hilcorp Energy I, L.P., by Hilcorp Energy Company, its General Partner
Primary Term	:	Three (3) years
Cash Payment	:	\$165,000.00
Annual Rental	:	\$82,500.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 41446

No Bids

Tract 41447

No Bids

Tract 41448

No Bids

Tract 41449

No Bids

Tract 41450

No Bids

May 12, 2010

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Tract 41451

No Bids

Tract 41452

No Bids

Tract 41453

No Bids

Tract 41454
(Portion – 296.84 acres)

Bidder	:	Pride Oil & Gas Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$82,224.68
Annual Rental	:	\$41,112.34
Royalties	:	21.00% on oil and gas
	:	21.00% on other minerals
Additional Consideration	:	None

Tract 41454
(Portion – 296.84 acres)

Bidder	:	Pride Oil & Gas Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$120,813.88
Annual Rental	:	\$60,406.94
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 41455

No Bids

Tract 41456

No Bids

Tract 41457
(Portion – 127.77 acres)

Bidder	:	EPL of Louisiana, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$44,847.27
Annual Rental	:	\$22,423.64
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 41458

Bidder	:	Encana Oil & Gas (USA), Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$48,723.34
Annual Rental	:	\$24,361.67
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41459

No Bids

Tract 41460

No Bids

Tract 41461

No Bids

Tract 41462

No Bids

Tract 41463

No Bids

Tract 41464

No Bids

May 12, 2010

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Tract 41465

No Bids

Tract 41466

No Bids

Tract 41467

No Bids

Tract 41468

No Bids

Tract 41469

No Bids

Tract 41470

Bidder	:	BP America Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$13,052.00
Annual Rental	:	\$6,526.00
Royalties	:	25.25% on oil and gas
	:	25.25% on other minerals
Additional Consideration	:	None

Tract 41471

Bidder	:	Apache Corporation-50%
		Castex Energy Partners, L.P., by Castex
		Energy II, LLC General Partner-25%
		Energy XXI Onshore, LLC-25%
Primary Term	:	Three (3) years
Cash Payment	:	\$11,921.91
Annual Rental	:	\$5,960.96
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

ROCKEFELLER WMA TRACTS

Tract 41472
(Portion – 168.80 acres)

Bidder	:	Walter Oil & Gas Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$68,701.60
Annual Rental	:	\$34,350.80
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41473
(Portion – 579.20 acres)

Bidder	:	Walter Oil & Gas Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$294,233.60
Annual Rental	:	\$147,116.80
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41474

No Bids

Tract 41475

No Bids

Tract 41476

No Bids

Tract 41477

No Bids

TAX ADJUDICATED LANDS TRACT

Tract 41478

Withdrawn

VACANT STATE LAND TRACT

Tract 41479

Bidder	:	Gardner Oil and Gas, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$16,145.86
Annual Rental	:	\$8,072.93
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:00 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

Williams, Inc.
Land Office
107 McGee Drive
P. O. Box 460
Patterson, La. 70392

RECEIVED
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD

2010 APR 21 PM 1:41

April 12, 2010

Telephone
(985) 395-9576
Telecopier
(985) 395-9578

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

RE: Proposed State Lease Sale on Tract 41427
Assumption Parish, Louisiana

Gentlemen:

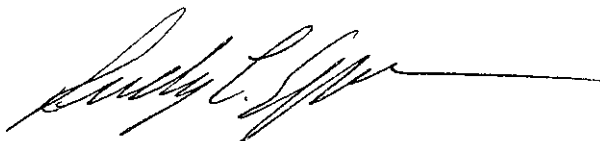
We have received notice of a proposed mineral lease sale for May 12, 2010, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Williams, Inc. is a private landowner with lands in Section 24, T13S-R12E, Assumption Parish, included within the proposed Tract 41427. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Williams, Inc. located within proposed Tract 41427. To the extent that the notice for Tract 41427 purports to state a land ownership claim by the State of Louisiana affecting Williams, Inc.'s properties in Section 24, T13S-R12E, Williams, Inc. objects to and opposes the proposed lease.

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

Very truly yours,

WILLIAMS, INC.



Rudy C. Sparks
Vice President

RCS/dh

cc: New Orleans office

WILLIAMS LAND COMPANY, L.L.C.

P. O. Box 460
Patterson, LA 70392

RECEIVED
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD

2010 APR 21 PM 4:41

April 12, 2010

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

RE: Proposed State Lease Sale on Tract 41427
Assumption Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 12, 2010, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Williams Land Company, L.L.C. owns the minerals in certain lands in Section 24, T13S-R12E, Assumption Parish, included within the proposed Tract 41427. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands in which Williams Land Company, L.L.C. owns the minerals located within proposed Tract 41427. To the extent that the notice for Tract 41427 purports to state a land ownership claim by the State of Louisiana affecting Williams Land Company, L.L.C.'s mineral interest in properties in Section 24, T13S-R12E, Williams Land Company, L.L.C. objects to and opposes the proposed lease.

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

Very truly yours,

WILLIAMS LAND COMPANY, L.L.C.



Rudy C. Sparks
Vice President

RCS/dh

cc: New Orleans office

MIAMI CORPORATION
666 S. EUGENE STREET
SUITE B
BATON ROUGE, LOUISIANA 70806-5470

TELEPHONE (225) 377-2033
FAX (225) 377-8562

RECEIVED
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD

2010 APR 27 PM 1:32

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

April 23, 2010

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

Re: Tract Nos. 41438, 41439, 41440, 41441, 41442, 41447, 41448, 41449 and 41450
St. Mary Parish, Louisiana
May 12, 2010 State Lease Sale

Gentlemen:

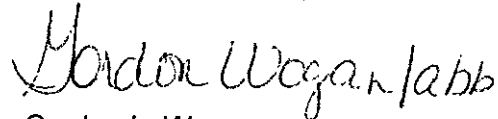
It has come to our attention that Tract Nos. 41438, 41439, 41440, 41441, 41442, 41447, 41448, 41449 and 41450 are being advertised for lease at the upcoming May 12, 2010 State lease sale.

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

Accordingly, we hereby request that the subject Tracts be withdrawn from the May 12, 2010 lease sale. In the event that you do not withdraw these Tracts, please advise any prospective bidder of the protest by furnishing a copy of this letter. Please inform the prospective bidder that Miami Corporation fully intends to take all action necessary to protect its interests in the premises.

Very truly yours,

MIAMI CORPORATION



Gordon L. Wogan
Vice President

GLW:abb

A_3158



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, May 12, 2010 at 9:33 a.m. with the following members of the board in attendance: Mr. Robert D. Harper, Undersecretary of the Louisiana Department of Natural Resources (representing Secretary Scott A. Angelle), Mr. Thomas L. Arnold, Jr., Mr. Emile B. Cordaro, Mr. Robert "Michael" Morton, Mr. Darryl D. Smith and Mr. W. Paul Segura, Jr.

Items on the Lease Review Committee Agenda submitted to the Board by Mr. Gregory J. Dugas, Geologist Supervisor, were as follows

I. Geological and Engineering Staff Review

According to SONRIS there are 1794 active State Leases covering approximately 847,680 acres. The Geological and Engineering Division has reviewed 155 leases covering nearly 84,165 acres.

II. Committee Reviews

1. A staff report on **State Lease 335-B**, Delta Duck Club Field Selection located in Plaquemines Parish. Texas Petroleum Investment Company (TPIC) is the lessee.

The recommendation was that TPIC be granted until April 13, 2011 to submit a definite plan of development affecting the non-productive acreage on this lease.

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

The recommendation was that Swift is to meet with the staff prior to August 11, 2010 to present a definite plan of development affecting the non-productive state lease acreage on State Lease 340-H, Cote Blanche Island Field.

3. A staff report on **State Lease 1337**, Bateman Lake Field located in St. Mary and Terrebonne Parishes. Sylvan Energy & Environmental, LLC is the lessee.

The recommendation was that Sylvan is to meet with the staff prior to August 11, 2010 to present a definite plan of development on the non-productive acreage on the lease.

4. A staff report on State Lease 2620, Lake Peltto Field located in Terrebonne Parish. Phoenix Exploration Louisiana B, LLC is the lessee.

The recommendation was that Phoenix is to meet with the staff prior to August 11, 2010 to present a definite plan of development for the non-productive acreage on the lease.

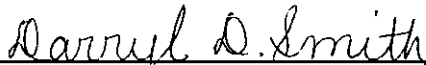
III. Report on Force Majeure

Last Updated: 05/06/2010		Leases Off Production Due to Ida	
Company Name		Lease Numbers	
Chevron		1482, 1486	
Leases Off Due to Non-storm Related Force Majeure Events			
Apache		16473, 16475, 18121	
Mariner Energy		8690, 12457, 13287	

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

On motion of Mr. Segura, seconded by Mr. Arnold, the Committee moved to adjourn its May 12, 2010 meeting at 9:40 a.m.

Respectfully submitted,


Mr. Darryl D. Smith, Chairman *SSSB*
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.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 7, 2010 11:15 AM

District Code 1 New Orleans- East
Get Review Date May 12, 2010

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 Breton Sound Block, Delacroix Island, and Delta Duck Club.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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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 BRETON SOUND BLOCK, RIGOLETS, CHANDELEUR SOUND BLOCK, LAKE FORTUNA, and LAKE BORGNE.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
18549		BRETON SOUND BLOCK 53	TEX W-CRIS I VUA;SL 19050 07/08/2009	18.75	465.25	MAY. DD APPROVED TO 5/11/11 PT 5/11/10
19271				0	121.08	MAY. 2010 RENTAL PAID PT 2/14/12
19272				0	211.12	MAY. 2010 RENTAL PAID PT 2/14/12
19277		STUARDS BLUFF, EAST	TEX W RA SUA;DELACROIX CORP 01/06/2009 891-F 09-18	162.282	305	MAY. ?DD/RNTL/DRLG? PT 2/14/10 237067=615442 PROD THRU 01/10
19669		BRETON SOUND BLOCK 53	TEX W-CRIS I VUA;SL 19050 07/08/2009	6.07	137.39	MAY. DD APPROVED TO 5/14/11 PT 5/14/11
20019				0	900.57	MAY. 2010 RENTAL PAID PT 2/11/12
20021				0	38.46	MAY. 2010 RENTAL PAID PT 2/11/12
20034				0	495.89	MAY. 3/11/10 RCD RNTL DATED 3/4/10 PT 3/11/12 *AC* WELL BY 3/11/12 OR \$49,589 BY 4/11/12



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 7, 2010 11:15 AM

District Code 1W New Orleans- West
Get Review Date May 12, 2010

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 details like 'VENICE', 'GRAND ISLE BLOCK 18', 'SOUTH PASS BLOCK 24', etc.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 7, 2010 11:15 AM

District Code 1W New Orleans- West

Get Review Date May 12, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
18475		BASTIAN BAY	136.41 02/21/2008	17.59	17.59	MAY. AR SN 235604 LUW 615078 PROD THRU 01/10
18997		LITTLE LAKE	L TP 6 RA SUA;SL 19864 12/16/2008 604-T	2.536	2.536	MAY. AR 4/22/10 SN 239208 LUW 615565 PROD 01/10
19250				110.837	232	MAY. 4/22/10 RQD SRVY PLAT MANTI 615817 DD 1/10/11 PT 1/10/10
19282		MANILA VILLAGE	9800 RA VUA;SL 19282 06/10/2009	240.247	318	MAY. SUGGEST AR 4/28/10 RCD UNOFL PR OF 77.75, RTNG 240.25 AC PT 2/14/10
20020				0	85.37	MAY. PT 2/11/12
20026				0	75	MAY. PT 2/11/12



Louisiana Department of Natural Resources (DNR)

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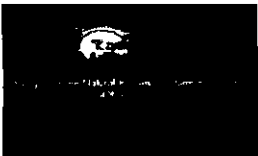
Staff Reviews

Report run on: May 7, 2010 11:15 AM

District Code 2 Lafayette

Get Review Date May 12, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00293		FAUSSE POINTE	943 04/04/2005	2211	2648	MAY. AR 4/13/10 JPT: HBP FROM LEASE & UNIT PRD
00340D	7	MOUND POINT	1130 03/12/2010	160	3148	MAY. MCMORAN RPTS APR & OCT, 2010
00340H	0	COTE BLANCHE BAY, EAST		2810	6240	MAY. OB SWIFT POD BY 4/14/10 (10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
00340H	0	COTE BLANCHE BAY, WEST		2810	6240	MAY. OB SWIFT POD BY 4/14/10 (10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
00340H	0	COTE BLANCHE ISLAND		2810	6240	MAY. OB SWIFT POD BY 4/14/10 (10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
01316		EGAN	EGAN HAYES SU 08/01/1983	.52	.52	MAY. AR 4/7/10 SSSB: 603445 TO 2/10
01337		BATEMAN LAKE , SWEET BAY LAKE	9700 RSW1B SUA;SL 1337 WAX U1 89-K-3 90-110	600	2076	MAY. OB LOUISIANA ENERGY AND ENVIRONMENTAL POD BY 4/14/10
01814		LAKE SAND	UL 5 RB SUA;SL 1814 07/20/2004 216-S-2 04-657	120.82	160	MAY. AR 4/13/10 JPT: HBP FROM UNIT PRD 4/7/10 SSSB: 615207 PRD TO 2/10
02620		LAKE PELTO	302.5 03/23/2009	1350	2672.422	MAY. OB PHOENIX POD/REL BY 4/14/10. (4/13/10 JPT: HBP FROM LEASE AND UNIT PRD)
03172		PERRY POINT	31.76 07/02/2004	2.71	2.71	MAY. AR 4/13/10 JPT: HBP FROM UNIT PRD 4/7/10 SSSB: 033026 PRD TO 2/10
03797		KLONDIKE	K. L. LORIO SU 07/01/1976	5.51	5.51	MAY. AR 4/7/10 SSSB: 026376 PRD TO 2/10
13470		BAYOU CARLIN	MA 7 RA SUD;KEARNEY 570-C-3	170.662	170.662	MAY. AR 4/7/10 SSSB: 607991 PRD TO 1/10
14571		SHIP SHOAL BLOCK 65 , SHIP SHOAL BLOCK 66	158.026 01/22/2001	486.614	486.614	MAY. AR 4/7/10 SSSB: 048735 PRD TO 1/10 9/15/09 JPT: 6/09 PRD BACK UP, RECK 3/10
14572		SHIP SHOAL BLOCK 65 , SHIP SHOAL BLOCK 66	40.123 01/22/2001	202.757	202.757	MAY. AR 4/7/10 SSB: 048735 TO 1/10 9/15/09 JPT: 6/09 PRD BACK UP, RECK 3/10
14832		SHIP SHOAL BLOCK 47		320	683.31	MAY. 4/22/10 MTG 2/25/10 S2 ENERGY 1 LP: SPOD BY 4/14/10. MAR. AR
14912		MYETTE POINT, NW	SL 14520 11/10/1999	543.9	543.9	MAY AR 4/7/10 SSSB: 303337 & 303338 TO 1/10
14915		MYETTE POINT, NW	VUB,SL 14914 11/14/2001	121.059	121.059	MAY. AR 4/7/10 SSSB: 303335 TO 1/10



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Staff Reviews

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District Code 2 Lafayette
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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
15110		CAILLOU ISLAND	1583.44 01/31/1997	8.6	8.6	MAY. AR 4/7/10 SSSB: 612246 TO 12/09
15470		DEER ISLAND, WEST	52.5 01/29/1999	97.61	97.61	MAY. AR 4/7/10 SSSB: 048537 TO 1/10
15855		DEER ISLAND, WEST	40.26 12/27/1999	8.6	8.6	MAY. AR 4/7/10 SSSB: 048537 TO 1/10
16558		SHIP SHOAL BLOCK 43		160	349.69	MAY. SAR 4/7/10 SSSB: 305135 SPOTTY PRD TO 1/10
16723		DUSON	NOD A RA SUC;A ROBERTSON ET UX 03/14/2000 197-N-2 00-125	.11	.11	MAY. AR 4/7/10 SSSB: 613184 TO 1/10
18114				0	17	MAY. REC'D REL, NEED REL FROM DOMINION 4-1-10 REC'D REL FROM GOLDKING, NEED REL FROM OTHER WIOS 7-2-07
18582		DULAC	157.002 08/31/2007	177.15	177.15	MAY. AR 4/7/10 SSSB: 614952 TO 1/10
18807		IOTA	2.447 03/20/2009	7.013	7.013	MAY. AR 4/7/10 SSSB: 049984 TO 1/10
19131				0	4	MAY. 4/7/10 CCB EMAILED FORZA FOR UPDATE SINCE 1/6/10 PT 10/11/09 (12/29/09 CCB: CRITICAL DATE WILL BE 17 DAYS FROM DATE JS OIL CAN GET THROUGH THE LOCKS)
19257				0	74.34	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19258				0	439.15	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19259				0	298.33	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19260				0	165.17	MAY 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19261		EUGENE ISLAND BLOCK 6	SL 18860 02/13/2008	51.65	51.65	MAY. 4/7/10 SSSB: 306035 PRDG TO 1/10 PT 2/14/12
19262				0	52.41	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19266		EUGENE ISLAND BLOCK 10 , EUGENE ISLAND BLOCK 6	VUB;SL 19266 06/11/2008	1005	1436.26	MAY. 4/7/10 SSSB: 3 LUWS PRDG TO 1/10 PT 2/14/12
19268				0	183.37	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19270				0	63.24	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19296				0	251.38	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12
19298				0	312.54	MAY. 4/7/10 SSSB: RNTL PAID 2/14/10 PT 2/14/12



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 2 Lafayette
Get Review Date May 12, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
19357		LAKE PALOURDE, EAST	ROB 2 RB SUA;L LANDRY ESTATE 10/13/2010 357-E-4 09-1109	2.172	5	MAY. DD APPROVED TO 5/9/11 PT 5/9/10
19372		KENT BAYOU	HLYWD 2 RA SUA;CL&F 7 01/13/2009 313-G 09-28	10.109	33	MAY. DD APPROVED TO 5/9/11 PT 5/9/10 -DISPUTED AC W/ CL&F
19585				0	32	MAY. 4/7/10 SSSB: RNTL PAID 2/13/10 PT 2/13/11
19587				0	20	MAY. 4/7/10 SSSB: RNTL PAID 2/13/10 PT 2/13/11
20022				0	19	MAY. 4/7/10 SSSB: RNTL PAID 2/11/10 PT 2/11/12
20024				0	74	MAY. 4/7/10 SSSB: RNTL PAID 2/11/10 PT 2/11/12
20025				0	13.3	MAY. 4/7/10 SSSB: RNTL PAID 2/11/10 PT 2/11/12
20027				0	25.24	MAY. 4/7/10 SSSB: RNTL PAID 2/11/10 PT 2/11/12



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 3 Lake Charles- North
Get Review Date May 12, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00082		CADDO PINE ISLAND	1922/11/29 00:00:00 3 No Activity - No Rental (Rt.Sheet has been circ.)	40	83.75	MAY. AR 4/7/10 SAM: PRDG, OK
05500		SENTELL	H RA SUE;PITTMAN 11/01/1993	1.845	12	MAY. AR 4/7/10 SAM: PRDG, OK
05501		SENTELL	H RA SUE,PITTMAN 11/01/1993	14.3	22	MAY. AR 4/7/10 SAM: PRDG, OK
05502		SENTELL	SNT MPT L SU, 01/01/1988	1.805	4	MAY. AR 4/7/10 SAM: PRDG, OK
05580		HONORE , SENTELL	H RA SUC;SIBLEY ET AL 01/01/1996	171.011	450	MAY. AR 4/7/10 SAM: PRDG, OK
05664		CASPIANA , ELM GROVE	ROD RC SUA; 04/11/2000 361-H 00-175	41.3	45	MAY AR 4/7/10 SAM: PRDG, OK
06002		MISSIONARY LAKE, NORTH	SMK A RA SUC;MCCALMAN 09/01/1989	44.552	250	MAY. AR 4/7/10 RS SAM: PARTIALLY HELD
6111		CASPIANA	237426-CV RA SUL;SL 6111 12-003-ALT 04/23/2008	100	100	MAY. AR 4/7/10 SAM: PRDG, OK
08699		ARKANA	CV RB SU30;BARNETT 06/01/1987	29.77	29.77	MAY. AR 4/7/10 SAM: PRDG, OK
08935		CADDO PINE ISLAND	CAPI VIV RA SU 03/01/1993	80	80	MAY. AR 4/7/10 SAM: PRDG, OK
10415		SLIGO	9.363 01/15/1988	26.2	35.637	MAY. AR 4/9/10 RQD PR 4/7/10 RS SAM:PARITALLY HELD
14400		SHREVEPORT	MPT RA SUH;WOOLWORTH 06/01/1996	154.857	154.857	MAY. AR 4/7/10 SAM: PRDG, OK
14818		HODGE	HOSS B RB SUD;NOMEY 07/01/1997	5	5	MAY. AR 4/7/10 SAM: PRDG, OK
16531		ELM GROVE	227826-CV RA SU133;SL 16531 31- 001-ALT 02/09/2003	365.178	397	MAY. AR 4/7/10 SAM: PRDG, OK
17129		LAKE CURRY	8 02/21/2003	12	12	MAY. AR 4/7/10 SAM: PRDG, OK
18243		ELM GROVE	LCV RA SU90;COWLEY 12 12/15/2004 361-E-231 04-1149	126.276	271	MAY. 4/9/10 RQD PR 4/8/10 RS GJD: PARTIALLY EXP. SUGGEST AR UPON RCT OF PR
18371		CASPIANA	362.825 12/29/2009	166.032	167.332	MAY. AR 3/31/10 RCD OFL PR OF OMR=362.825, RTNG 266.175 -- COHORT=362.825,



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Staff Reviews

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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						RTNG 167.332 EFF 12/29/09
19124		RED RIVER-BULL BAYOU	HA RD SUA,REX YOUNG 20 H 06/25/2008 109-X	0	35	MAY. 3/8/10 GJD:TRNSMTL 615852 (239748) W/ 7.283 AC. PRD 2/10 DD 10/11/10 PT 10/11/09
19125		RED RIVER-BULL BAYOU	HA RD SUI;JOSEPH BOLAN 34 H 06/25/2009 109-X 08-858	25.326	53	MAY. 4/20/10 SRVY PLAT RQD 615920, 239966 DD 10/11/10 PT 10/11/09
19294				0	40	MAY. 4/7/10 RS TO GARY: APP EXP PT 2/14/10
19304				0	349	MAY. 4/2/10 RS SAM: APP EXP PT 3/14/10
19349		CEDAR GROVE	ROD RA SUN;BICKHAM DICKSON 37 08/26/2008 967-B-1 08-1282	58.13	326	MAY. 4/6/10 SRVY PLATS RQD 615901, 239822 AND 615900, 239789 PT 5/9/10
19581		ROSELAND	30.7 06/01/2009	37.8	37.8	MAY. PT 2/13/11 2/13/10 RNTL PAID
19632				0	40.01	MAY. 4/2/10 RS SAM: APP EXP PT 3/12/11 SCHOOL INDEMNITY
19662		COTTON VALLEY	GRAY RD SUF, PARDEE 36 08/31/2004 10-EE-16 04-770	14	14	MAY. SUGGEST AR 2/24/10 GAD TRNSMTL 615427=238333 PRD 1/10 100% HBP PT 5/14/10 *INLAND, 2 YR PT
19759		ELM GROVE	LCV RA SU81;MOON 27 H 04/22/2009 361-E-511	0	34	MAY. 3/8/10 GJD:TRNSMTL 615854 (240080) W/ 11.949 AC, PRD NOT DISPLAYED, YET PT 8/13/11
19763				105	138	MAY. 4/6/10 SRVY PLAT RQD 615898, 239646
19767				1.6	14	MAY. 2ND ILR PD 2/13/10 TO 8/13/10 DD TO 8/13/10 PT 8/13/11
19830				0	353	MAY. 4/6/10 SRVY PLAT RQD 615888, 239506 MAR. PT 12/10/11 10/8/11
19835				0	23	MAY. 4/20/10 SRVY PLAT RQD 615916, 239835 2/26/10 RS GJD: NOT EXP, HBP/ACTIVITY IN 2 HAYNESVILLE UNITS 2/4/10 SRVY PLAT RQD 615813, 239266 PT 12/10/11 10/8/11
20014		WOODARDVILLE	HA RA SU56;CONNIE GRZESIEK 8 H 03/03/2009 990-D-8 09-230	56	56	MAY. 4/20/10 SRVY PLAT RQD 615915 3/30/10 G.DUGAS AGREED W/TRINITY LTR. 2/8/10 TRINITY E&P, PRG, DRLG, OPS PT 2/11/12
20015				0	85	MAY. 3/30/10 G.DUGAS AGREED W/ 2/8/10 TRINITY LTR:: ENTIRE LEASE HBP &/OR OPERATIONS. PT 2/11/12



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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Get Review Date May 12, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20023				0	129.96	MAY. PT 2/11/12 RNTL PAID 2/11/10
20036				33.045	44	MAY. DD PD TO 4/8/11 4/27/10 GAD TRNSMTL: 615948, 240264 W/ 33.045 AC. NO PRD, YET. 4/16/10 LEASE PARTIALLY HELD PER SAM PT 4/8/12
20037				19.51	25	MAY. 3/30/2010 DDPMT APPROVED TO 4/8/11 3/24/2010 DDPMT TO GARY PT 4/8/12
20038				0	49	MAY. DD PD TO 4/8/11 PT 4/8/12



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 7, 2010 11:15 AM

District Code 3S Lake Charles- South
Get Review Date May 12, 2010

Table with columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Includes summary row at the bottom with totals: 155, 43,548.785, 83,703.137.



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 **9:39 a.m.** on Wednesday, **May 12, 2010** with the following members of the Board in attendance:

Mr. Thomas L. Arnold, Jr.	Mr. Emile B. Cordaro	Mr. Robert D. Harper (DNR Undersecretary)
Mr. Robert M. Morton	Mr. W. Paul Segura, Jr.	Mr. Darryl D. Smith

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the July 14, 2010 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 Committee was informed of a letter of protest from Miami Corporation dated April 23, 2010 pertaining to Tract Nos. 41438, 41439, 41440, 41441, 41442, 41447, 41448, 41449 and 41450, St. Mary Parish, Louisiana. No action was required

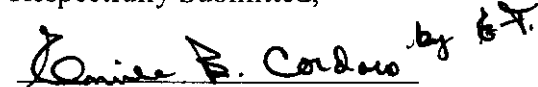
The Committee was informed of a letter of protest from Williams, Inc. dated April 12, 2010 pertaining to Tract No. 41427, Assumption Parish, and Louisiana. No action was required.

The Committee recommended that tract No. 41478 be withdrawn. On the motion of **Mr. Segura**, duly seconded by **Mr. Arnold**, the Committee voted unanimously to withdraw Tract No. 41478 from today's lease sale.

Nomination and Tract Committee Report
May 12, 2010
Page -2-

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

Respectfully Submitted,


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:

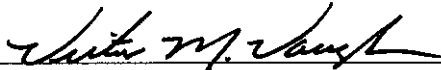
WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board 29 tracts that had been nominated for the July 14, 2010 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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 12th day of May 2010, 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 *Ms. Arnold*, the following Resolution was offered and adopted:

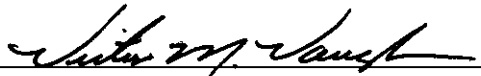
WHEREAS, the staff presented to the Board a recommendation to withdraw Tract No. 41478.

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 authorize the withdrawal of said tract from the May 12, 2010 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 12th day of May 2010, 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, May 12, 2010, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.
W. Paul Segura, Jr.

Emile B. Cordaro
Darryl D. Smith

Robert "Michael" Morton

Mr. Arnold convened the Committee at 9:42 a.m.

The first matter considered by the Committee was a penalty waiver requested by Castex Energy, Inc.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Smith, the Committee voted to approve 75% penalty waiver of \$35,715.31.

The second matter considered by the Committee was a penalty waiver requested by LLOG Exploration Company, L.L.C.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Smith, the Committee voted to approve 75% penalty waiver of \$25,281.77.

The third matter considered by the Committee was a penalty waiver requested by McMoran Oil & Gas, LLC.

Upon recommendation of the staff and upon motion of Mr. Morton, seconded by Mr. Cordaro, the Committee voted to approve 75% penalty waiver of \$17,213.65.

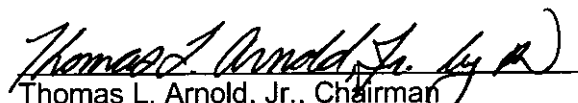
The fourth matter considered by the Committee was a penalty waiver requested by Maritech Resources, Inc.

Upon recommendation of the staff and upon motion of Mr. Morton, seconded by Mr. Cordaro, the Committee voted to approve 50% penalty waiver of \$60,752.44.

The fifth matter considered by the Committee was the election of the May 2010 Texaco 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. Segura, seconded by Mr. Morton, the Board voted unanimously to adjourn the Audit Committee at 9:48 a.m.


Thomas L. Arnold, Jr., Chairman
Audit Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

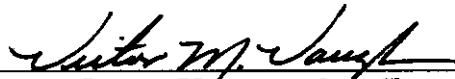
WHEREAS, Castex Energy, Inc. has made a letter application for reduction of penalties assessed in the amount of \$47,620.41 due to late royalty payments in the Rabbit Island Field, State Lease 19022; and

WHEREAS, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by Castex Energy, Inc. and does recommend that a portion of the penalty be waived;

THEREFORE BE IT RESOLVED, that the Board does waive seventy-five percent (75%), which amounts to \$35,715.31 of the total penalty assessed to Castex Energy, Inc.

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 12th day of May, 2010, 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. Cordaro, seconded by Mr. Smith, the following Resolution was offered and adopted:

WHEREAS, LLOG Exploration Company, L.L.C. has made a letter application for reduction of penalties assessed in the amount of \$33,709.02 due to late royalty payments in the Pecan Lake and West Cameron Block 1 Fields, State Leases 19402, and 18949; and

WHEREAS, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by LLOG Exploration Company, L.L.C. and does recommend that a portion of the penalty be waived;

THEREFORE BE IT RESOLVED, that the Board does waive seventy-five percent (75%), which amounts to \$25,281.77 of the total penalty assessed to LLOG Exploration Company, L.L.C.

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 12th day of May, 2010, 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. Cordaro, the following Resolution was offered and adopted:

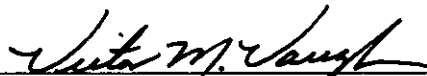
WHEREAS, McMoran Oil & Gas LLC has made a letter application for reduction of penalties assessed in the amount of \$22,951.53 due to late royalty payments in the South Pass Block 24 Field, State Lease 998; and

WHEREAS, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by McMoran Oil & Gas LLC and does recommend that a portion of the penalty be waived;

THEREFORE BE IT RESOLVED, that the Board does waive seventy-five percent (75%), which amounts to \$17,213.65 of the total penalty assessed to McMoran Oil & Gas 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 12th day of May, 2010, 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. Cordaro, the following Resolution was offered and adopted:

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Maritech Resources, Inc. payments of state royalty in the Ship Shoal Block 47, Ship Shoal Block 65, and Timbalier Bay Onshore fields; State Leases 192, 1772, 1773, 14795, and 14832 which audit revealed that Maritech Resources, Inc. owed the state \$577,430.80 in underpayment of royalty and \$194,270.39 in interest and penalty for a total of \$771,701.19; and

WHEREAS, Maritech Resources, Inc. has remitted payment of \$650,196.31 for the outstanding principal and interest; and

WHEREAS, Maritech Resources, Inc. has made a letter application for reduction of penalties assessed in the amount of \$121,504.88 due to incorrect royalty payments; and

WHEREAS, the Mineral Income Division has reviewed the background and circumstances connected with Maritech Resources, Inc.'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 Maritech Resources, Inc.; and

WHEREAS, the Mineral Income Division staff recommends that fifty percent (50%) 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 fifty percent (50%), which amounts to \$60,752.44 of the total penalty assessed to Maritech Resources, Inc..

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 12th day of May 2010, 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



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 May 12, 2010, 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. Bay Elliott Ingram
Mr. Emile B. Cordaro
Mr. Darryl David Smith

Mr. W. Paul Segura, Jr.
Mr. Robert "Michael" Morton
Mr. Thomas L. Arnold, Jr.

The Legal and Title Controversy Committee was called to order by Mr. Segura at 9:50 a.m.

The first matter considered by the Committee was an appearance by Richard W. Revels, Jr. on behalf of Dynamic Offshore Resources, LLC on its on behalf and that of DEIMI Exploration, LLC, Vermilion Bay Exploration, Inc., Sundown Energy, LP, RPK Investments, L.L.C., Marsh Island Energy, L.L.C., Marsh Island, LP, All Aboard Development Corporation, RVCKaiser, L.L.C., West Indies Energy, LLC, GEBII Marsh Island 3D Program, LLC, Orion Resources, Inc., H. Hal McKinney, JEK Marsh, L.L.C., NWP Partners, L.L.C., Ryan Oil & Gas Partners, L.L.C., Paul & Betty Jacobs, The Paul & Cathy Schroeder Family Trust, Bridgepoint Exploration, LLC, Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interest, II, LLC, William Thurwachter, Garuda Holdings, LLC, DRV Energy, LLC and Catwalk LLC for a request for the waiver of all or a portion of the liquidated damage assessment levied on the late releases of the following state leases:

- (a) State Lease No. 19148 in the amount of \$5,600.00, Iberia Parish, Louisiana;
- (b) State Lease No. 19151 in the amount of \$5,600.00, Iberia Parish, Louisiana;
- (c) State Lease No. 19153 in the amount of \$5,600.00, Iberia Parish, Louisiana;
and
- (d) State Lease No. 19184 in the amount of \$5,600.00, Iberia Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Ingram, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant a complete waiver to Dynamic Offshore Resources, LLC, DEIMI

Exploration, LLC, Vermilion Bay Exploration, Inc., Sundown Energy, LP, RPK Investments, L.L.C., Marsh Island Energy, L.L.C., Marsh Island, LP, All Aboard Development Corporation, RVCKaiser, L.L.C., West Indies Energy, LLC, GEBII Marsh Island 3D Program, LLC, Orion Resources, Inc., H. Hal McKinney, JEK Marsh, L.L.C., NWP Partners, L.L.C., Ryan Oil & Gas Partners, L.L.C., Paul & Betty Jacobs, The Paul & Cathy Schroeder Family Trust, Bridgepoint Exploration, LLC, Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interest, II, LLC, William Thurwachter, Garuda Holdings, LLC, DRV Energy, LLC and Catwalk LLC of the liquidated damage assessments levied on late releases of State Lease Nos. 19148, 19151, 19153, and 19184.

The second matter considered by the Committee was an appearance by Richard W. Revels, Jr. on behalf of Anadarko Petroleum Corporation for the request for the waiver of all or a portion of the liquidated damage assessments levied on the late releases of the following state leases:

- (a) State Lease No. 18789 in the amount of \$13,900.00, Caldwell Parish, Louisiana;
- (b) State Lease No. 18790 in the amount of \$13,900.00, Caldwell Parish, Louisiana;
- (c) State Lease No. 15843 in the amount of \$89,500.00, Vernon Parish, Louisiana; and
- (d) State Lease No. 18435 in the amount of \$17,300.00, Calcasieu Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted to recommend that the Louisiana State Mineral and Energy Board grant a 50% waiver of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 18789, or a total assessment due of \$6,950.00.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted to recommend that the Louisiana State Mineral and Energy Board grant a 50% waiver of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 18790, or a total assessment due of \$6,950.00.

Upon motion of Mr. Ingram, seconded by Mr. Arnold, the Committee voted to recommend that the Louisiana State Mineral and Energy Board grant a reduction of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 15843 to \$10,000.00.

Upon motion of Mr. Arnold, seconded by Mr. Ingram, the Committee voted to recommend that the Louisiana State Mineral and Energy Board grant a reduction of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 18435 to \$2,000.00.

The third matter considered by the Committee was an appearance by Patrick L. Donohue on behalf of All Aboard Development Corporation, Bridgepoint Exploration, LLC, Garuda Holdings, LLC, Kash Oil & Gas, Inc., Marsh Island, L.P., Orion Resources, Inc., Panther Bayou Energy, LLC, Paul and Betty Jacobs, Paul and Cathy Schroeder Family Trust, Pfeffer Investments, Inc., R. Alan Jacobs, RVCKaiser, L.L.C., Ryan Oil & Gas Partners, L.L.C., Summit Energy Company, L.L.C., Sundown Energy LP, Vermilion Bay Exploration, Inc., and William Allen Thurwachter for the waiver of all or a portion of the liquidated damage assessment levied on the late releases of the following state leases:

- (a) State Lease No. 19802 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (b) State Lease No. 19803 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (c) State Lease No. 19805 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (d) State Lease No. 19806 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (e) State Lease No. 19807 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (f) State Lease No. 19869 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (g) State Lease No. 19872 in the amount of \$1,200.00, Iberia Parish, Louisiana;
and
- (h) State Lease No. 19809 in the amount of \$1,200.00, Iberia Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Cordaro, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant a 99% waiver of the liquidated damage assessments against All Aboard Development Corporation, Bridgepoint Exploration, LLC, Garuda Holdings, LLC, Kash Oil & Gas, Inc., Marsh Island, L.P., Orion Resources, Inc., Panther Bayou Energy, LLC, Paul and Betty Jacobs, Paul and Cathy Schroeder Family Trust, Pfeffer Investments, Inc., R. Alan Jacobs, RVCKaiser, L.L.C., Ryan Oil & Gas Partners, L.L.C., Summit Energy Company, L.L.C., Sundown Energy LP, Vermilion Bay Exploration, Inc., and William Allen Thurwachter for the late releases of State Lease Nos. 19802, 19803, 19805, 19806, 19807, 19869, 19872, and 19809, or a total assessment due of \$12.00 for each state lease.

The fourth matter considered by the Committee was a request by Manti Exploration Operating, LLC to initiate payment of royalties attributable to a unit well for the K RA SUA, Drakes Bay Field, Plaquemines Parish, Louisiana, as it pertains to State Lease Nos. 19250 and 19550 and put at interest those funds on disputed tracts for a period of ninety (90) days or a settlement is reached. If no settlement is reached, then put in concursus.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the request of Manti Exploration Operating, LLC to initiate payment of

royalties attributable to a unit well for the K RA SUA, Drakes Bay Field, Plaquemines Parish, Louisiana, as it pertains to State Lease Nos. 19250 and 19550 and put at interest those funds on disputed tracts for a period of ninety (90) days or a settlement is reached. If no settlement is reached, then the matter will be put in concursus.

The fifth matter considered by the Committee was a request by Petrohawk Properties, LP to put at interest in the Registry of Court royalty payments owed to the State of Louisiana for Unit Tract 3 of the HA RB SUX; Allbritton Cattle Co. 8 No. 1 Well, Red River, Bull Bayou Field, Red River and DeSoto Parishes, as it pertains to State Lease No. 19832.

Upon recommendation of the staff and upon motion of Mr. Ingram, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the request of Petrohawk Properties, LP to put at interest or into the Registry of Court royalty payments owed to the State of Louisiana for Unit Tract 3 of the HA RB SUX; Allbritton Cattle Co. 8 No. 1 Well, Red River, Bull Bayou Field, Red River and DeSoto Parishes, as it pertains to State Lease No. 19832.

The sixth matter considered by the Committee was a request for final approval of an Operating Agreement presented by Mack Energy Co., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 23% before payout, increasing to 23.5% after payout in and to the Operating Tract, whereas operator desires and intends to re-establish production in the Walker Louisiana Properties Corp No. 1 (SN 235862) Well, being the existing well for the 8400 RB SUA unit, in the Mallard Bay Field, containing 31.599 acres, more or less, covering a portion of former State Lease No. 18507, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-19.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Ingram, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Operating Agreement presented by Mack Energy Co., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 23% before payout, increasing to 23.5% after payout in and to the Operating Tract, whereas operator desires and intends to re-establish production in the Walker Louisiana Properties Corp No. 1 (SN 235862) Well, being the existing well for the 8400 RB SUA unit, in the Mallard Bay Field, containing 31.599 acres, more or less, covering a portion of former State Lease No. 18507, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-19.

A request was made by Staff to add a discussion in executive session of the litigation entitled: **State of Louisiana ex rel Plaquemines Parish School Board vs. Department of Natural Resources, Case No. 57-419-A, 25th Judicial District Court, Parish of Plaquemines**, as Item No. 11 of the Legal & Title Controversy Committee Agenda.

Upon recommendation of the staff, no objections made from the public, and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board add a discussion in executive session of the litigation entitled: **State of Louisiana ex rel Plaquemines Parish School Board vs. Department of Natural Resources**, 25th Judicial District Court, Case No. 57-419-A, Parish of Plaquemines, as Item No. 11 of the Legal & Title Controversy Committee Agenda.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee went into Executive Session at 10:23 a.m.

Upon motion of Mr. Arnold, seconded by Mr. Ingram, the Legal and Title Controversy Committee returned to open session at 10:53 a.m.

The seventh matter considered by the Committee was a discussion in executive session of the litigation entitled:

- (a) **Petrohawk Operating Company v. Allbritton Cattle Company LLC et al**, Civil Docket No. 588123, 19th Judicial District Court, East Baton Rouge Parish;
- (b) **Petrohawk Operating Company v. Allbritton Cattle Company LLC et al**, Civil Docket No. 588124, 19th Judicial District Court, East Baton Rouge Parish;
- (c) **Petrohawk Operating Company v. Allbritton Cattle Company LLC et al**, Civil Docket No. 588125, 19th Judicial District Court, Parish of East Baton Rouge;
- (d) **Petrohawk Operating Company v. Allbritton Cattle Company LLC et al**, Civil Docket No. 588126, 19th Judicial District Court, Parish of East Baton Rouge; and
- (e) **Petrohawk Operating Company v. Allbritton Cattle Company LLC et al**, Civil Docket No. 588127, 19th Judicial District Court, Parish of East Baton Rouge.

This matter was merely a discussion and required no action.

The eighth matter considered by the Committee was a discussion in executive session of the litigation entitled: **State and Vector v. Sonat, et al**, No. 40284, 3rd Judicial District Court, Lincoln Parish.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Cordaro, the Committee voted unanimously to recommend that the Board accept, in

principal, the settlement proposal of XTO Energy Inc., subject to the drafting and execution of an appropriate settlement agreement, and its due advertisement and placement on the Docket for final approval.

The ninth matter considered by the Committee was a discussion in executive session of the litigation entitled: **Helis Oil & Gas Company, L.L.C. v. State of Louisiana, through the State Mineral Board and Plaquemines Parish Government**, No. 52-061, 25th Judicial District Court, Parish of Plaquemines.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the Board authorize Staff to negotiate with Plaquemines Parish Government.

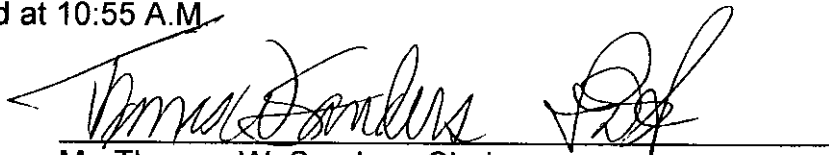
The tenth matter considered by the Committee was a discussion in executive session of the litigation entitled: **Davis Petroleum Corp. v. State of Louisiana et al**, 38th Judicial District Court, Docket No. 10-18571, Parish of Cameron.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board Board accept, in principal, the settlement proposal of Davis Petroleum Corp., subject to the drafting and execution of an appropriate settlement agreement, and its due advertisement and placement on the Docket for final approval.

The eleventh matter considered by the Committee was a discussion in executive session of the litigation entitled: **State of Louisiana ex rel Plaquemines Parish School Board vs. Department of Natural Resources**, 25th Judicial District Court, Case No. 57-419-A, Parish of Plaquemines.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the Board give Staff the authority to seek writs to the Fourth Circuit and above if necessary in the suit based upon the judgment by Plaquemines Parish District Court denying the change of venue.

On motion of Mr. Arnold, seconded by Mr. Cordaro, the Legal and Title Controversy Committee meeting adjourned at 10:55 A.M



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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, an appearance was made by Richard W. Revels, Jr. on behalf of Dynamic Offshore Resources, LLC on its on behalf and that of DEIMI Exploration, LLC, Vermilion Bay Exploration, Inc., Sundown Energy, LP, RPK Investments, L.L.C., Marsh Island Energy, L.L.C., Marsh Island, LP, All Aboard Development Corporation, RVCKaiser, L.L.C., West Indies Energy, LLC, GEBII Marsh Island 3D Program, LLC, Orion Resources, Inc., H. Hal McKinney, JEK Marsh, L.L.C., NWP Partners, L.L.C., Ryan Oil & Gas Partners, L.L.C., Paul & Betty Jacobs, The Paul & Cathy Schroeder Family Trust, Bridgepoint Exploration, LLC, Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interest, II, LLC, William Thurwachter, Garuda Holdings, LLC, DRV Energy, LLC and Catwalk LLC for a request for the waiver of all or a portion of the liquidated damage assessment levied on the late releases of the following state leases:

- (a) State Lease No. 19148 in the amount of \$5,600.00, Iberia Parish, Louisiana;
- (b) State Lease No. 19151 in the amount of \$5,600.00, Iberia Parish, Louisiana;
- (c) State Lease No. 19153 in the amount of \$5,600.00, Iberia Parish, Louisiana; and
- (d) State Lease No. 19184 in the amount of \$5,600.00, Iberia Parish, Louisiana.

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant a complete waiver to Dynamic Offshore Resources, LLC, DEIMI Exploration, LLC, Vermilion Bay Exploration, Inc., Sundown Energy, LP, RPK Investments, L.L.C., Marsh Island Energy, L.L.C., Marsh Island, LP, All Aboard Development Corporation, RVCKaiser, L.L.C., West Indies Energy, LLC, GEBII Marsh Island 3D Program, LLC, Orion Resources, Inc., H. Hal McKinney, JEK Marsh, L.L.C., NWP Partners, L.L.C., Ryan Oil & Gas Partners, L.L.C., Paul & Betty Jacobs, The Paul & Cathy Schroeder Family Trust, Bridgepoint Exploration, LLC, Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interest, II, LLC, William Thurwachter, Garuda Holdings, LLC, DRV Energy, LLC and Catwalk LLC of the liquidated damage assessments levied on late releases of State Lease Nos. 19148, 19151, 19153, and 19184.

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, an appearance was made by Richard W. Revels, Jr. on behalf of Anadarko Petroleum Corporation for the request for the waiver of all or a portion of the liquidated damage assessments levied on the late releases of State Lease No. 18789 in the amount of \$13,900.00, Caldwell Parish, Louisiana and State Lease No. 18790 in the amount of \$13,900.00, Caldwell Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant a 50% waiver of the liquidated damage assessments against Anadarko Petroleum Corporation for the late releases of State Lease No. 18789 and State Lease No. 18790, or a total assessment due of \$6,950.00 for each state lease.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, 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. Ingram, seconded by Mr. Arnold, the following resolution was offered and unanimously adopted:

WHEREAS, an appearance was made by Richard W. Revels, Jr. on behalf of Anadarko Petroleum Corporation for the request for the waiver of all or a portion of the liquidated damage assessment levied on the late release of State Lease No. 15843 in the amount of \$89,500.00, Vernon Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant a reduction of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 15843 to \$10,000.00.

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

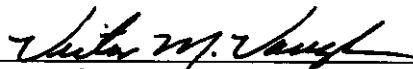
WHEREAS, an appearance was made by Richard W. Revels, Jr. on behalf of Anadarko Petroleum Corporation for the request for the waiver of all or a portion of the liquidated damage assessment levied on the late release of State Lease No. 18435 in the amount of \$17,300.00, Calcasieu Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant a reduction of the liquidated damage assessment against Anadarko Petroleum Corporation for the late release of State Lease No. 18435 to \$2,000.00.

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, was an appearance by Patrick L. Donohue on behalf of All Aboard Development Corporation, Bridgepoint Exploration, LLC, Garuda Holdings, LLC, Kash Oil & Gas, Inc., Marsh Island, L.P., Orion Resources, Inc., Panther Bayou Energy, LLC, Paul and Betty Jacobs, Paul and Cathy Schroeder Family Trust, Pfeffer Investments, Inc., R. Alan Jacobs, RVCKaiser, L.L.C., Ryan Oil & Gas Partners, L.L.C., Summit Energy Company, L.L.C., Sundown Energy LP, Vermilion Bay Exploration, Inc., and William Allen Thurwachter for the waiver of all or a portion of the liquidated damage assessment levied on the late releases of the following state leases:

- (a) State Lease No. 19802 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (b) State Lease No. 19803 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (c) State Lease No. 19805 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (d) State Lease No. 19806 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (e) State Lease No. 19807 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (f) State Lease No. 19869 in the amount of \$1,200.00, Iberia Parish, Louisiana;
- (g) State Lease No. 19872 in the amount of \$1,200.00, Iberia Parish, Louisiana; and
- (h) State Lease No. 19809 in the amount of \$1,200.00, Iberia Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant a 99% waiver of the liquidated damage assessments against All Aboard Development Corporation, Bridgepoint Exploration, LLC, Garuda Holdings, LLC, Kash Oil & Gas, Inc., Marsh Island, L.P., Orion Resources, Inc., Panther Bayou Energy, LLC, Paul and Betty Jacobs, Paul and Cathy Schroeder Family Trust, Pfeffer Investments, Inc., R. Alan Jacobs, RVCKaiser, L.L.C., Ryan Oil & Gas Partners, L.L.C., Summit Energy Company, L.L.C., Sundown Energy LP, Vermilion Bay Exploration, Inc., and William Allen Thurwachter for the late releases of State Lease Nos. 19802, 19803, 19805, 19806, 19807, 19869, 19872, and 19809, or a total assessment due of \$12 00 for each state lease.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

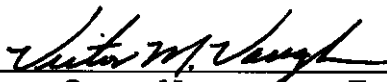
WHEREAS, a request was made by Manti Exploration Operating, LLC to initiate payment of royalties attributable to a unit well for the K RA SUA, Drakes Bay Field, Plaquemines Parish, Louisiana, as it pertains to State Lease Nos. 19250 and 19550 and put at interest those funds on disputed tracts for a period of ninety (90) days or a settlement is reached. If no settlement is reached, then put in concursus;

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 Louisiana State Mineral and Energy Board grant the request of Manti Exploration Operating, LLC to initiate payment of royalties attributable to a unit well for the K RA SUA, Drakes Bay Field, Plaquemines Parish, Louisiana, as it pertains to State Lease Nos. 19250 and 19550 and put at interest those funds on disputed tracts for a period of ninety (90) days or a settlement is reached. If no settlement is reached, then the matter will be put in concursus.

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 12th day of May, 2010, 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. Ingram, seconded by Mr. Smith, the following resolution was offered and unanimously adopted:

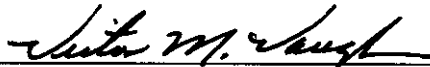
WHEREAS, a request was made by Petrohawk Properties, LP to put at interest or into the Registry of Court royalty payments owed to the State of Louisiana for Unit Tract 3 of the HA RB SUX; Allbritton Cattle Co. 8 No. 1 Well, Red River, Bull Bayou Field, Red River and DeSoto Parishes, as it pertains to State Lease No. 19832;

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 Louisiana State Mineral and Energy Board grant the request of Petrohawk Properties, LP to put at interest or into the Registry of Court royalty payments owed to the State of Louisiana for Unit Tract 3 of the HA RB SUX; Allbritton Cattle Co. 8 No. 1 Well, Red River, Bull Bayou Field, Red River and DeSoto Parishes, as it pertains to State Lease No. 19832.

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made for final approval of an Operating Agreement presented by Mack Energy Co., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 23% before payout, increasing to 23.5% after payout in and to the Operating Tract, whereas operator desires and intends to re-establish production in the Walker Louisiana Properties Corp No. 1 (SN 235862) Well, being the existing well for the 8400 RB SUA unit, in the Mallard Bay Field, containing 31.599 acres, more or less, covering a portion of former State Lease No. 18507, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-19;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant final approval of the Operating Agreement presented by Mack Energy Co., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 23% before payout, increasing to 23.5% after payout in and to the Operating Tract, whereas operator desires and intends to re-establish production in the Walker Louisiana Properties Corp No. 1 (SN 235862) Well, being the existing well for the 8400 RB SUA unit, in the Mallard Bay Field, containing 31.599 acres, more or less, covering a portion of former State Lease No. 18507, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-19.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

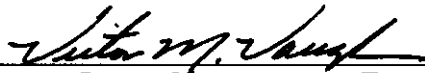
WHEREAS, a discussion in executive session of the litigation entitled: State and Vector v. Sonat, et al, No. 40284, 3rd Judicial District Court, Lincoln Parish;

WHEREAS, after discussion in executive session 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 Louisiana State Mineral and Energy Board accept, in principal, the settlement proposal of XTO Energy Inc., subject to the drafting and execution of an appropriate settlement agreement, and its due advertisement and placement on the Docket for final approval.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

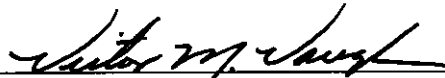
WHEREAS, a discussion in executive session of the litigation entitled: Helis Oil & Gas Company, L.L.C. v. State of Louisiana, through the State Mineral Board and Plaquemines Parish Government, No. 52-061, 25th Judicial District Court, Parish of Plaquemines;

WHEREAS, after discussion in executive session 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 Louisiana State Mineral and Energy Board authorize Staff to negotiate with Plaquemines Parish Government.

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

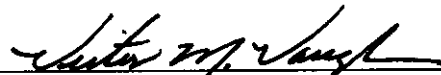
WHEREAS, a discussion in executive session of the litigation entitled: Davis Petroleum Corp. v. State of Louisiana, et al, No. 10-18571, 38th Judicial District Court, Cameron Parish;

WHEREAS, after discussion in executive session 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 Louisiana State Mineral and Energy Board accept, in principal, the settlement proposal of Davis Petroleum Corp., subject to the drafting and execution of an appropriate settlement agreement, and its due advertisement and placement on the Docket for final approval.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

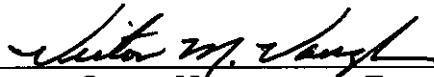
WHEREAS, a discussion in executive session of the litigation entitled: State of Louisiana ex rel Plaquemines Parish School Board vs. Department of Natural Resources, 25th Judicial District Court, Case No. 57-419-A, Parish of Plaquemines;

WHEREAS, after discussion in executive session 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 Louisiana State Mineral and Energy Board give Staff the authority to seek writs to the Fourth Circuit and above if necessary in the suit based upon the judgment by Plaquemines Parish District Court denying the change of venue.

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 12th day of May, 2010, 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 10:55 a.m. on Wednesday May 12, 2010. Board Members present were Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Robert "Michael" Morton, Mr. Bay E. Ingram Mr. Darryl D. Smith and Mr. W. Paul Segura, Jr.

The Committee made the following recommendations:

Approve State Agency Leases A on page 1;

Approve all Assignments on pages 2 through 9 with the following exceptions: Nos. 1, 2, 3, 5 and 6 on pages 2 and 3 would be deferred and Nos. 14, 23 and 25 on pages 6 and 9 would be approved subject to the approval of the Governor of Louisiana;

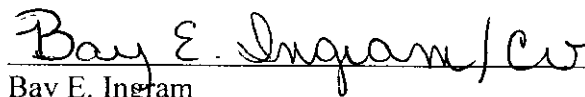
Approve the following: Docket Item Nos. 10-17 and 10-18 on page 10;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item No. 10-19 on page 10.

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

There being no further business to come before the committee, upon motion of Mr. Arnold, and seconded by Mr. Segura, the committee voted unanimously to adjourn the meeting at 10:58 a.m.

Respectfully submitted,



Bay E. Ingram
Vice-Chairman
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the May 12, 2010 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the West Baton Rouge Parish School Board, dated February 18, 2010, awarded to TMR Exploration, Inc., covering lands located in all of Section 16, Township 7 South, Range 11 East, West Baton Rouge Parish, Louisiana, containing 642.76 acres, more or less, with further contractual obligations being more enumerated in the instrument.

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Newfield Exploration Company to Dynamic Offshore Resources, L.L.C, of all of Assignor's right, title and interest in and to State Lease Nos 19731 and 19746, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

Dynamic Offshore Resources, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

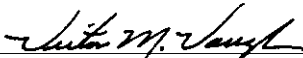
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Newfield Exploration Company to Dynamic Offshore Resources, LLC, an undivided 56.25% of 8/8ths right, title and interest in and to State Lease No. 19732, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument

Dynamic Offshore Resources, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

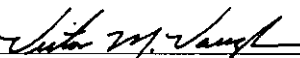
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Newfield Exploration Company to Dynamic Offshore Resources, LLC, an undivided 43.75% of 8/8ths right, title and interest in and to State Lease No. 19732, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

Dynamic Offshore Resources, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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,

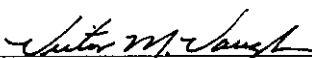
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Maritech Resources, Inc to LLOG Exploration Company, LLC, an undivided 50% interest in and to State Lease Nos 20048, 20049 and 20110, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument.

Maritech Resources, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the May 12, 2010, Meeting be deferred, said instrument being an Assignment from Kerr-McGee Oil & Gas Onshore LP to Southern G Holdings, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 16505 and 17221, Jefferson Davis Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD


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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the May 12, 2010, Meeting be deferred, said instrument being a Merger whereby Southern G Holdings, LLC is merging with and into Crimson Exploration Operating Inc., affecting State Lease Nos. 16505 and 17221, Jefferson Davis Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from New Holdings, L.L.C. to ConocoPhillips Company, of all of Assignor's right, title and interest in and to State Lease No. 19961, Jefferson and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument.

ConocoPhillips Company is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from New Holdings, L.L.C to ConocoPhillips Company, of all of Assignor's right, title and interest in and to State Lease No. 20055, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

ConocoPhillips Company is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Classic Petroleum, Inc. to Chesapeake Louisiana, L.P., of all of Assignor's right, title and interest in and to State Lease No. 20234, Bienville Parish, Louisiana, with further particulars being stipulated in the instrument.

Classic Petroleum, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Madison, L.L.C. to Deep South Energy, Inc, a 1 000000% working interest in and to State Lease Nos 18423, 18521, 18524, 19031, 19190, 19192, 20086 and 20087, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Rozel Energy II, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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,

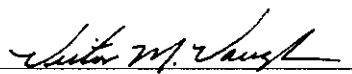
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the May 12, 2010 Meeting be approved, said instrument being a Change of Name whereby Beryl Oil & Gas, LP is changing its name to Bandon Oil and Gas, LP, affecting State Lease No. 9680, St Bernard Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Ric Bajon & Associates to Wilcox Operating Corporation, of all of Assignor's right, title and interest in and to State Lease No. 20235, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Wilcox Operating Corporation is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from the Estate of William G. Helis, a partnership to Helis Oil & Gas Company, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 14157, 14158, 14310, 14311, 14571, 14572, 14792, 14793, 14796, 14851, 15067 and 16558, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

Helis Oil & Gas Company, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the May 12, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Estate of William G. Helis, a partnership to Helis Oil & Gas Company, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 195, 2410 and Operating Agreement "A0045", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Helis Oil & Gas Company, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral Board Resolution dated September 10, 1975.

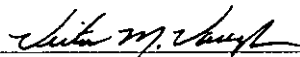
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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.

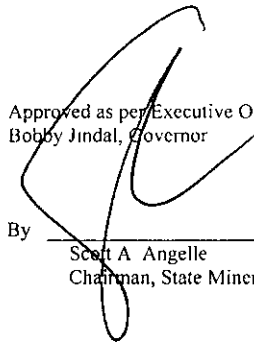
CERTIFICATE

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

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

By 

Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Rafidi Oil & Gas, Inc. to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease Nos 11036 and 12721, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from BASA Interest, Inc to XPLORE Energy SPV-I, Inc., of all of Assignor's right, title and interest in and to State Lease Nos. 1450, 1451, 1480, 14284 and 14589, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

XPLORE Energy SPV-I, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

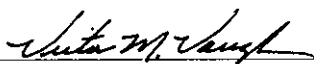
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Andex Resources, L L C . of all of Assignor's right, title and interest to the following in the proportions set out below

Century Exploration New Orleans, Inc.	57.142857%
PXP Louisiana L L C	37.142857%
Continental Resources, Inc	5.714286%

in and to State Lease Nos. 17767 and 17965, Plaquemines Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover and affect 356.01 acres of land being all that portion of the leases included within the boundaries of the BS 33 VUA, with further particulars being stipulated in the instrument.

Century Exploration New Orleans, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Goodrich Petroleum Company, L.L.C. to Hilcorp Energy I, L.P., an undivided 77.09818% of 8/8ths in and to State Lease No. 1480, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease lies within the surface boundaries of the MW- Goodrich-Exxon Lake Raccourci Voluntary Unit, **AND INSOFAR AND ONLY INSOFAR AS** to all depths from the surface to the base of the stratigraphic equivalent of the BOL 6 Sand, 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 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the May 12, 2010 Meeting be approved, said instrument being a Second Correction of that certain Assignment and Correction of Assignment, dated effective July 1, 2006, from Goodrich Petroleum Company, L.L.C. to Hilcorp Energy I, L.P., whereas said parties desire to correct the Assignment and Correction of Assignment to read the following... "INSOFAR AND ONLY INSOFAR AS said State Lease No 1480 lies outside the surface boundaries of the MW-Goodrich-Exxon Lake Raccourci Voluntary Unit", affecting State Lease No 1480, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Rockingham Exploration Co to Energy XXI Onshore, LLC, of all of Assignor's right, title and interest in and to State Lease No. 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Exxon Mobil Corporation is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from NCNG Exploration Corp. to Energy XXI Onshore, LLC, of all of Assignor's right, title and interest in and to State Lease No. 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Exxon Mobil Corporation is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the May 12, 2010 Meeting be approved, said instrument being an Assignment from Piedmont Exploration Co, Inc to Energy XXI Onshore, LLC, of all of Assignor's right, title and interest in and to State Lease No. 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Exxon Mobil Corporation is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

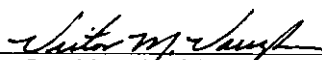
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the May 12, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Castex Energy 2005, L P and Castex Energy 2008, L P to Phoenix Exploration Louisiana C I.L.C, an undivided 80% of 8/8ths interest in and to State Lease No. 340, St Mary Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said Interest cover that portion of that certain 860 acre tract of the Belle Isle selection of State Lease #340, **AND FURTHER LIMITED TO** rights from the surface down to the stratigraphic equivalent of a depth of 14,766' MD, with further particulars being stipulated in the instrument

Castex Energy, Inc is designated as the joint account Lessee (contact person) pursuant to State Mineral 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

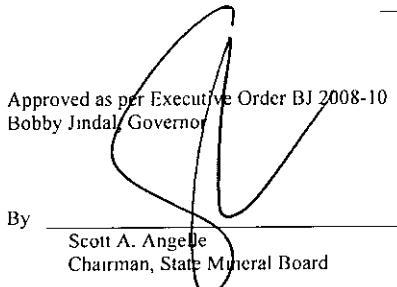
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

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 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

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

By 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the May 12, 2010 Meeting be approved, said instrument being a Correction of that certain Assignment dated August 24, 2007, but effective April 1, 2007, from Pogo Producing Company to Nippon Oil Exploration U.S.A Limited, whereas said parties desire to replace the two Exhibits "A" attached to the original Assignment with the Exhibit "A" attached hereto, affecting State Lease Nos. 12457, 13287 and 15024, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the May 12, 2010 Meeting be approved, said instrument being a Correction of that certain Assignment, dated effective August 1, 2009, from Burlington Resources Oil & Gas Company L.P. to Hilcorp Energy I, L.P., whereas said parties desire to correct the Schedule I to Exhibit A as follows: The specification of 13,500' TVD wherever appearing in the sentence commencing with the words "INSOFAR AND ONLY INSOFAR AS" appearing on the first page of Schedule I to Exhibit A, "Lake Pelto Leases" (Shallow Rights), and also appearing on Page 11 of Schedule I Exhibit A, "Lake Pelto Leases" (Deep Rights) is hereby changed from 13,500' TVD to the following 15,000' TVD, as to all lands that are covered and affected by State Lease No. 18295 AND 15,300' TVD, but only as to those lands that are included within the exterior surface boundaries of Voluntary Unit A, and that are covered and affected by State Lease No. 188 and State Lease No. 2620, affecting State Lease Nos. 188, 2620 and 18295, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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


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

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

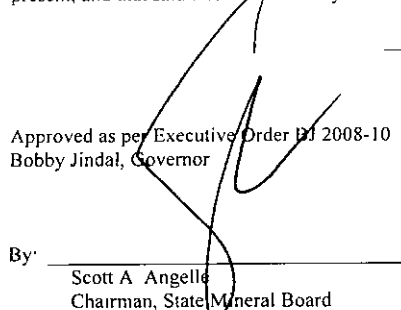
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of May, 2010, 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 #1 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-17 from the May 12, 2010, Meeting be approved, said instrument being a Unitization Agreement presented by Dynamic Offshore Resources, LLC, to create a 309.914 acre unit, more or less, identified as the "CIB OP G VUA", with 16.564 acres being attributable to State Lease No. 19299, 148.183 acres being attributable to State Lease No. 19411, 102.761 acres being attributable to State Lease No. 19731 and 42.406 acres being attributable to State Lease No. 19746, Iberia 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 12th day of May, 2010 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD


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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-18 from the May 12, 2010, Meeting be approved, said instrument being a Unitization Agreement presented by Clayton Williams Energy, Inc., Phoenix Exploration Louisiana C LLC and Tauber Exploration Production Co., to create a 564 acres, more or less, identified as the "**Voluntary Unit "A"**", with 506 acres being attributable to State Lease No. 19963 and 58 acres being attributable to State Lease No. 19964, 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 12th day of May, 2010 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-19 from the May 12, 2010, Meeting be approved, said instrument being an Operating Agreement presented by Mack Energy Co., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 23% before payout, increasing to 23.5% after payout in and to the Operating Tract, whereas operator desires and intends to re-establish production in the Walker Louisiana Properties Corp No. 1 (SN 235862) Well, being the existing well for the 8400 RB SUA unit, in the Mallard Bay Field, containing 31.599 acres, more or less, covering a portion of former State Lease No. 18507, Cameron 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 12th day of May, 2010 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