

2004-0165

INTRODUCED BY: ALBERT D. LAQUE, PARISH PRESIDENT
(CHIEF ADMINISTRATIVE OFFICER)

RESOLUTION NO. 5181

A resolution to approve and authorize the Execution of
a Consent to Partial Assignment to State Agency
Lease No. 17631 and State Agency Lease No. 17495.

WHEREAS, State Agency Lease No. 17631 by and between St. Charles Parish Government and Dominion Exploration & Production, Inc. is recorded as Entry No. 272202 and State Agency Lease No. 17495 by and between Dominion Exploration & Production, Inc. is recorded as Entry No. 269074 in the records of the Clerk of Court of St. Charles Parish; and

WHEREAS, said leases provide for the right of the Lessee to assign its interest to other parties upon the consent of the Lessor; and

WHEREAS, Dominion Exploration & Production, Inc. have requested consent to assign a 37.5% interest in said lease to other parties as specified in their letter of April 8, 2004; and

WHEREAS; it is the desire of the Parish Council to grant said consent of assignment.

NOW THEREFORE, BE IT RESOLVED THAT WE THE MEMBERS OF THE ST. CHARLES PARISH COUNCIL do hereby consent and approve the assignment of 37.5% interest in said leases as per the request of Dominion Exploration & Production, Inc. dated April 8, 2004.

BE IT FURTHER RESOLVED, that the Parish President is hereby authorized to execute said Consent to Partial Agreement on behalf of St. Charles Parish Government and the St. Charles Parish Council.

The foregoing resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: MARINO, FAUCHEUX, FABRE, RAMCHANDRAN, WALLS, BLACK, DUHE,
MINNICH
NAYS: NONE
ABSENT: HILAIRE

And the resolution was declared adopted this 3rd day of May, 2004,
to become effective five (5) days after publication in the Official Journal.

CHAIRMAN: Lance Mann

SECRETARY: Brian Jacob-Teehan

DLVD/PARISH PRESIDENT: May 4, 2004

APPROVED: ✓

DISAPPROVED: _____

PARISH PRESIDENT: Albert D. Laque

RETD/SECRETARY: May 4, 2004

AT: 10:55 AM

RECD BY: Bj2



April 8, 2004

Mr. Tim Vial
St. Charles Parish Government
P. O. Box 302
Hahnville, Louisiana 70057

Re: Consent to Partial Assignment
St. Charles Parish Government State Agency Lease No. 17631
St. Charles Parish Council State Agency Lease No. 17495

Dear Mr. Vial,

Reference is made to that certain Lease for Oil, Gas and Other Liquid or Gaseous Minerals by and between the St. Charles Parish Government, as Lessor, and Dominion Exploration & Production, Inc., as Lessee, State Agency Lease No. 17631, effective September 16, 2002, recorded in Book 610, Page 144, Entry No. 272202 St. Charles Parish, Louisiana and that certain Lease for Oil, Gas and Other Liquid or Gaseous Minerals by and between the St. Charles Parish Council, as Lessor, and Dominion Exploration & Production, Inc., as Lessee, State Agency Lease No. 17495, effective June 17, 2002, recorded in Book 605, Page 630, Entry No. 269074 ("Leases"). A copy of the Leases are attached for your convenience.

In accordance with said Leases, Dominion Exploration & Production, Inc. ("DEPT") hereby requests your consent to assign 37.5% of its interest in the Leases to The William G. Helis Company, L.L.C., The Gray Exploration Company, Solomon Energy, L.L.C. and SouthLa Energy, L.L.C. ("Assignees") in the following proportions to-wit:

The William G. Helis Company, L.L.C.	12.500000%
The Gray Exploration Company	11.750000%
Solomon Energy, L.L.C.	12.500000%
SouthLa Energy, L.L.C.	<u>00.750000%</u>
	37.500000%

such interest being assigned to Assignees hereinafter being referred to as the "Assigned Interest".

The Assignees will assume the duties and obligations under the Lease and the Louisiana Mineral Code with DEPT, as they bear upon the Assigned Interest and agree that such Assigned Interest or any portion thereof may not be further assigned, transferred, sublet, mortgaged or exchanged without the express further consent of the St. Charles Parish Government and the St. Charles Parish Council and that any such further assignment, transfer, exchange or other deliver

of rights bearing upon the Assigned Interest shall be void, unless such assignee, transferee, exchange party or rights recipient expressly agrees to assume the liabilities and obligations of the Leases.

Please acknowledge your consent and approval of the abovementioned Partial Assignment, by signing in the space provided below and returning this letter to the undersigned in the enclosed stamped envelope.

If you have any questions or comments, I can be reached at 504-593-7813.

Respectfully,

DOMINION EXPLORATION & PRODUCTION, INC.



Gail B. Maniscalco, CPL

Enclosure

ST. CHARLES PARISH GOVERNMENT

By: Albert O. Laguerre

Date: 5/4/2004

ST. CHARLES PARISH COUNCIL

By: Albert O. Laguerre

Date: 5/4/2004