



APR 13 2004

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

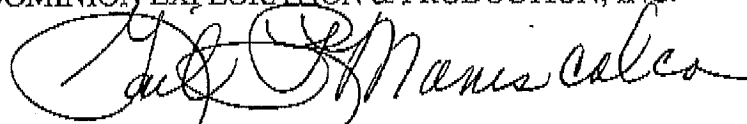
of rights bearing upon the Assigned Interest shall be void, unless such assignee, transferee, exchange party or rights recipient expressly agrees to assume the liabilities and obligations of the Leases.

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 D. Lago

Date: 5/4/2004

**ST. CHARLES PARISH COUNCIL**

By: Albert D. Lago

Date: 5/4/2004