

MERGER AFFIDAVIT

THE STATE OF ALABAMA §
 § KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF SHELBY §

BEFORE ME, the undersigned Notary Public, on this day personally appeared G. Allen Goodling, Authorized Signatory of the general partners of the limited partnerships and corporations listed below, known to me to be a credible person and of lawful age, who swore upon his oath as follows:

“I am the Authorized Signatory of the general partners of the limited partnerships and corporations listed below and am knowledgeable concerning the matters referenced in this Affidavit.

The limited partnerships and corporations listed below have changed their names as set forth below, pursuant to duly filed amendments to their organizational documents, as evidenced by the corresponding ‘Certificates of Merger’ attached hereto and made a part hereof. This Affidavit is made for the purpose of reflecting the merger of each partnership and corporation and also to reflect the change of each of the company’s names in regards to their record ownership interests, if any, in and to all property of any kind or character (including without limitation all oil, gas and other mineral interests, all royalty interests in and to all oil, gas and other minerals, all lands and improvements thereon and all appurtenances thereto, and all personalty, located in or otherwise relating to the County in which this shall be filed) now or hereafter owned, held or claimed by such partnership or corporation.

1. **BLACK STONE NATURAL RESOURCES II, L.P.**, a Delaware limited partnership, has merged with and into **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit A and made a part hereof.

2. **BLACK STONE NATURAL RESOURCES II-B, L.P.**, a Delaware limited partnership, has merged with and into **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit B and made a part hereof.

3. **BLACK STONE NATURAL RESOURCES III, L.P.**, a Delaware limited partnership, has merged with and into **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit C and made a part hereof.

4. **BLACK STONE NATURAL RESOURCES III-B, L.P.**, a Delaware limited partnership, and **BSNR III GP, L.L.C.**, a Delaware limited liability company, have merged with and into **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit D and made a part hereof.


5. **HATFIELD ROYALTY, L.P.**, a Delaware limited partnership, has merged with and into **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit E and made a part hereof.


6. **RIVERBEND PRODUCTION, L.P.**, a Delaware limited partnership, and **BSNR III WORKING INTERESTS GP, L.L.C.**, a Delaware limited liability company, has merged with and into **BLACK STONE ENERGY COMPANY, L.L.C.**, a Delaware limited liability company, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit F and made a part hereof.

7. **BSNR III, INC.**, a Delaware corporation, has merged with and into **BLACK STONE ENERGY COMPANY, L.L.C.**, a Texas limited liability company, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit G and made a part hereof.

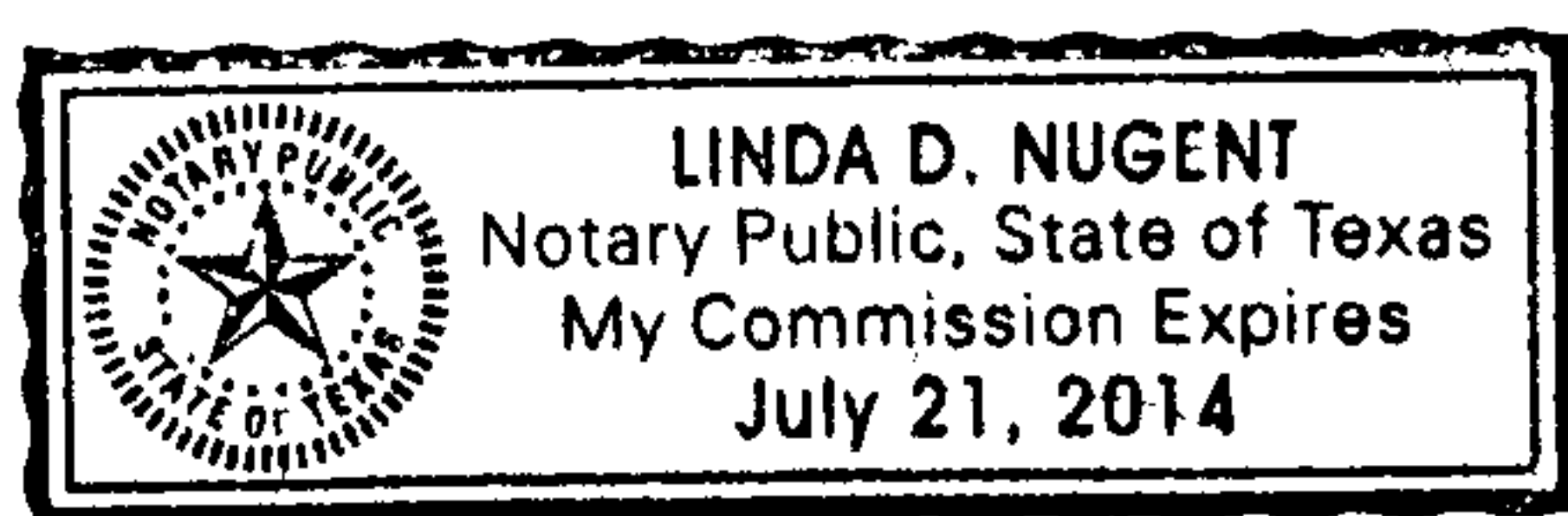
8. **BSAP II, INC.**, a Texas corporation, has merged with and into **BLACK STONE ENERGY COMPANY, L.L.C.**, a Texas limited liability company, pursuant to an Agreement and Plan of Merger, as evidenced by the Certificate of Merger attached hereto as Exhibit H and made a part hereof.

EXECUTED this 23rd day of September, 2013.


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Shelby Cnty Judge of Probate, AL
10/07/2013 08:04:37 AM FILED/CERT


G. Allen Goodling, Authorized Signatory for (i) BSAP II GP, L.L.C., general partner of Black Stone Natural Resources II, L.P., (ii) BSAP II GP, L.L.C., general partner of Black Stone Natural Resources II-B, L.P., (iii) BSAP III GP, L.L.C., general partner of Black Stone Natural Resources III, L.P., (iv) BSAP III GP, L.L.C., general partner of Black Stone Natural Resources III-B, L.P., (v) BSAP II GP, L.L.C., general partner of Hatfield Royalty, L.P., (vi) BSNR III Working Interests GP, L.L.C., general partner of Riverbend Production, L.P., (vii) BSNR III, Inc., and (viii) BSAP II, Inc.

SWORN TO AND SUBSCRIBED before me on September 23, 2013, by G. Allen Goodling, Authorized Signatory of (i) BSAP II GP, L.L.C., a Delaware limited liability company, general partner of Black Stone Natural Resources II, L.P., a Delaware limited partnership, (ii) BSAP II GP, L.L.C., a Delaware limited liability company, general partner of Black Stone Natural Resources II-B, L.P., a Delaware limited partnership, (iii) BSAP III GP, L.L.C., a Delaware limited liability company, general partner of Black Stone Natural Resources III, L.P., a Delaware limited partnership, (iv) BSAP III GP, L.L.C., a Delaware limited liability company, general partner of Black Stone Natural Resources III-B, L.P., a Delaware limited partnership, (v) BSAP II GP, L.L.C., a Delaware limited liability company, general partner of Hatfield Royalty, L.P., a Delaware limited partnership, (vi) BSNR III Working Interests GP, L.L.C., a Delaware limited liability company, general partner of Riverbend Production, L.P., a Texas limited partnership, (vii) BSNR III, Inc., a Delaware corporation, and (viii) BSAP II, Inc., a Texas corporation.



Linda D. Nugent
Notary Public in and for the State of Texas

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