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AMENDMENT TO MERGER AFFIDAVIT

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

THIS AMENDMENT TO MERGER AFFIDAVIT (this "Amendment") is made by **Black Stone Natural Resources II, L.P.**, a Delaware limited partnership, **Black Stone Natural Resources II-B, L.P.**, a Delaware limited partnership, **Black Stone Natural Resources III, L.P.**, a Delaware limited partnership, **Black Stone Natural Resources III-B, L.P.**, a Delaware limited partnership, **Hatfield Royalty, L.P.**, a Delaware limited partnership, **Riverbend Production, L.P.**, a Delaware limited partnership, **BSNR III, Inc.** a Delaware corporation, and **BSAP II, Inc.**, a Texas corporation (collectively herein referred to as "Merged Entities").

WHEREAS, reference is hereby made to that certain Merger Affidavit dated September 23, 2013, filed of record in the records of Shelby County, Alabama in Document # 20131007000400400 (the "Merger Affidavit");

WHEREAS, the Merger Affidavit was inadvertently filed without Exhibits A through H being attached thereto; and

WHEREAS, it is the desire of the Merged Entities to amend the Merger Affidavit.

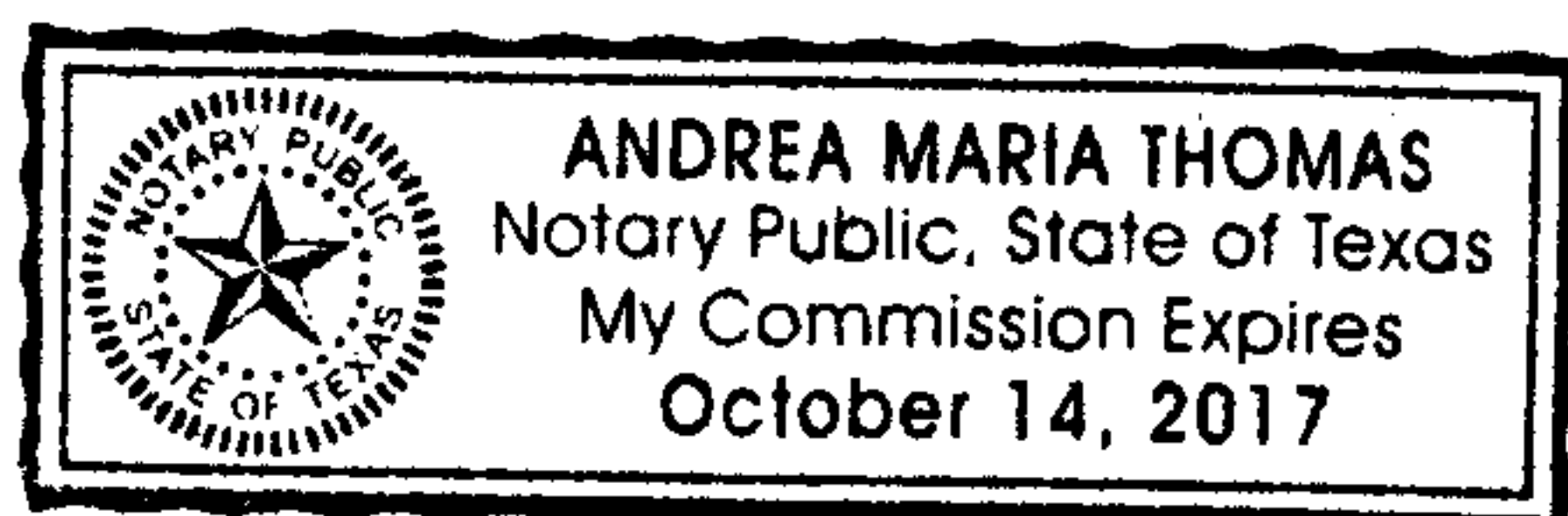
NOW, THEREFORE, the Merged Entities hereby amend the Merger Affidavit to include the attached Exhibits A, B, C, D, E, F, G and H.

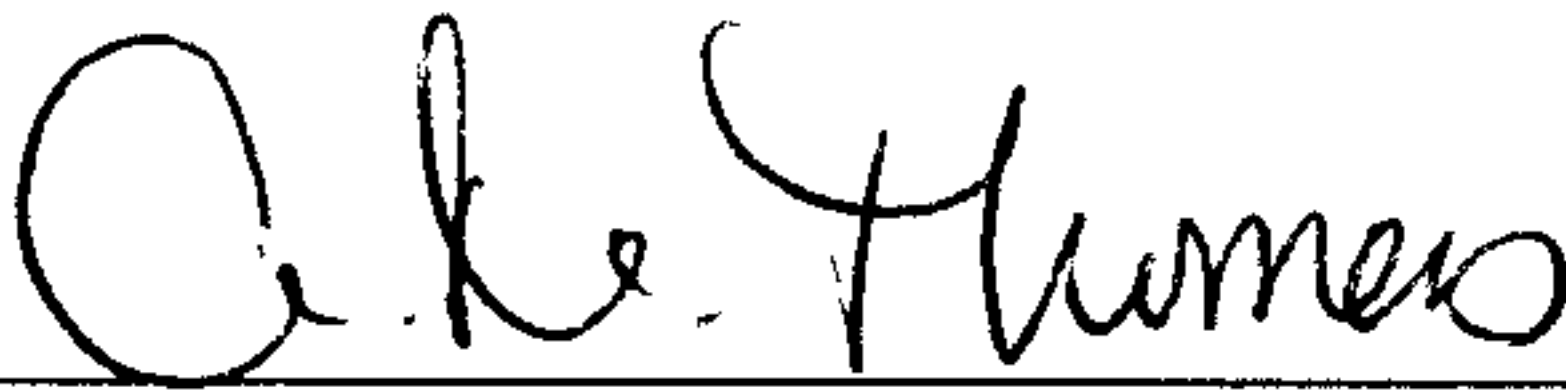
EXECUTED this 28th day of October, 2013.

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.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

SWORN TO AND SUBSCRIBED before me on October 28, 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.





Notary Public in and for the State of Texas

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLACK STONE NATURAL RESOURCES II, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "BLACK STONE MINERALS COMPANY, L.P." UNDER THE NAME OF "BLACK STONE MINERALS COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 2013, AT 1:45 O'CLOCK P.M.



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AUTHENTICATION: 0647306

DATE: 08-07-13

CERTIFICATE OF MERGER
OF
BLACK STONE NATURAL RESOURCES II, L.P.
WITH AND INTO
BLACK STONE MINERALS COMPANY, L.P.

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), the undersigned limited partnership submits the following Certificate of Merger for the purpose of effecting a merger under the Act.

1. The name and jurisdiction of formation of each of the constituent entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
Black Stone Natural Resources II, L.P.	Limited Partnership	Delaware
Black Stone Minerals Company, L.P.	Limited Partnership	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the Act.

3. The name of the surviving limited partnership is "Black Stone Minerals Company, L.P."

4. The Certificate of Limited Partnership of Black Stone Minerals Company, L.P. existing prior to the merger shall be the Certificate of Limited Partnership of the surviving limited partnership, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the surviving limited partnership, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the constituent limited partnerships.

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IN WITNESS WHEREOF, the undersigned, being the surviving limited partnership, has executed this Certificate of Merger as of July 31, 2013.


BLACK STONE MINERALS COMPANY, L.P.

By: Black Stone Natural Resources, L.L.C., its
general partner

By: _____

R. Marc Carroll

Senior Vice President and Chief
Financial Officer


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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLACK STONE NATURAL RESOURCES II-B, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "BLACK STONE MINERALS COMPANY, L.P." UNDER THE NAME OF "BLACK STONE MINERALS COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 2013, AT 9:31 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0538589

DATE: 06-25-13

CERTIFICATE OF MERGER
OF
BLACK STONE NATURAL RESOURCES II-B, L.P.
WITH AND INTO
BLACK STONE MINERALS COMPANY, L.P.

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), the undersigned limited partnership submits the following Certificate of Merger for the purpose of effecting a merger under the Act.

1. The name and jurisdiction of formation of each of the constituent entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
Black Stone Natural Resources II-B, L.P.	Limited Partnership	Delaware
Black Stone Minerals Company, L.P.	Limited Partnership	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the Act.

3. The name of the surviving limited partnership is "Black Stone Minerals Company, L.P."

4. The Certificate of Limited Partnership of Black Stone Minerals Company, L.P. existing prior to the merger shall be the Certificate of Limited Partnership of the surviving limited partnership, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the surviving limited partnership, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the constituent limited partnerships or any member of the constituent limited liability company.

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IN WITNESS WHEREOF, the undersigned, being the surviving limited partnership, has executed this Certificate of Merger as of June 24, 2013.

BLACK STONE MINERALS COMPANY, L.P.

By: Black Stone Natural Resources, L.L.C.
General Partner

By: *Hallie A. Vanderhider*
Hallie A. Vanderhider
President and Chief Operating Officer



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLACK STONE NATURAL RESOURCES III, L.P.", A DELAWARE LIMITED PARTNERSHIP,

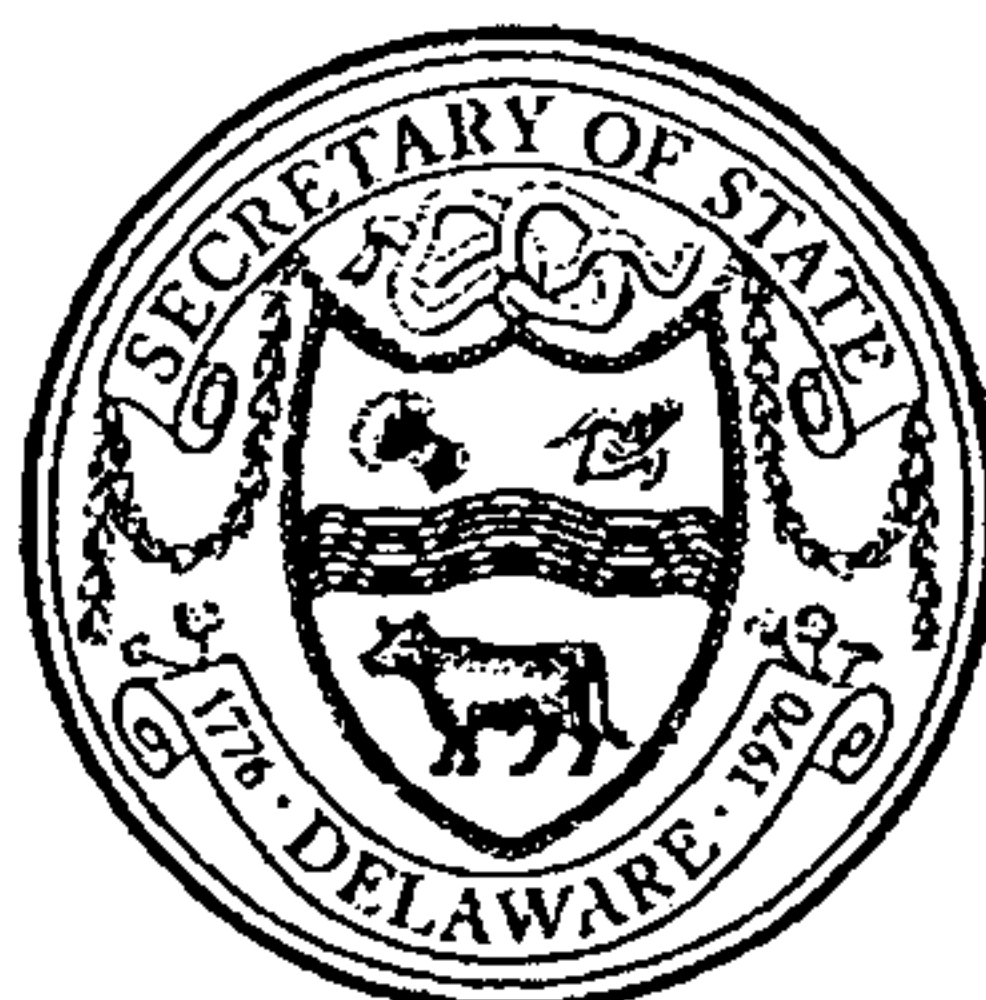
WITH AND INTO "BLACK STONE MINERALS COMPANY, L.P." UNDER THE NAME OF "BLACK STONE MINERALS COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2013, AT 3:34 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0552267

DATE: 06-28-13

CERTIFICATE OF MERGER
OF
BLACK STONE NATURAL RESOURCES III, L.P.
WITH AND INTO
BLACK STONE MINERALS COMPANY, L.P.

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), the undersigned limited partnership submits the following Certificate of Merger for the purpose of effecting a merger under the Act.

1. The name and jurisdiction of formation of each of the constituent entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
Black Stone Natural Resources III, L.P.	Limited Partnership	Delaware
Black Stone Minerals Company, L.P.	Limited Partnership	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the Act.

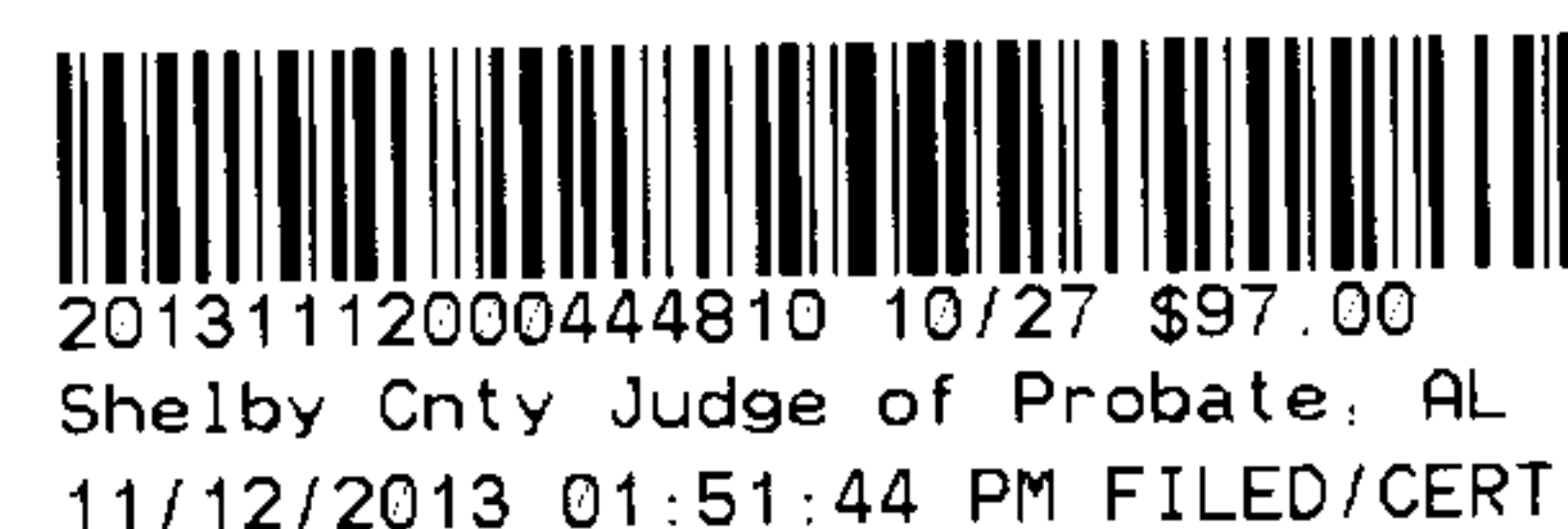
3. The name of the surviving limited partnership is "Black Stone Minerals Company, L.P."

4. The Certificate of Limited Partnership of Black Stone Minerals Company, L.P. existing prior to the merger shall be the Certificate of Limited Partnership of the surviving limited partnership, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the surviving limited partnership, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the constituent limited partnerships.

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IN WITNESS WHEREOF, the undersigned, being the surviving limited partnership, has executed this Certificate of Merger as of June 27, 2013.

BLACK STONE MINERALS COMPANY, L.P.

By: Black Stone Natural Resources, L.L.C.
General Partner

By: Hallie A. Vanderhider
Hallie A. Vanderhider
President and Chief Operating Officer


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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLACK STONE NATURAL RESOURCES III-B, L.P.", A DELAWARE LIMITED PARTNERSHIP,

"BSNR III GP, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BLACK STONE MINERALS COMPANY, L.P." UNDER THE NAME OF "BLACK STONE MINERALS COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2013, AT 1:55 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0547879

DATE: 06-27-13

CERTIFICATE OF MERGER
OF
BLACK STONE NATURAL RESOURCES III-B, L.P.
AND
BSNR III GP, L.L.C.
WITH AND INTO
BLACK STONE MINERALS COMPANY, L.P.

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "RULPA") and 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), the undersigned limited partnership submits the following Certificate of Merger for the purpose of effecting a merger under the Act.

1. The name and jurisdiction of formation of each of the constituent entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
Black Stone Natural Resources III-B, L.P.	Limited Partnership	Delaware
BSNR III GP, L.L.C.	Limited Liability Company	Delaware
Black Stone Minerals Company, L.P.	Limited Partnership	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the RULPA and LLC Act.

3. The name of the surviving limited partnership is "Black Stone Minerals Company, L.P."

4. The Certificate of Limited Partnership of Black Stone Minerals Company, L.P. existing prior to the merger shall be the Certificate of Limited Partnership of the surviving limited partnership, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the surviving limited partnership, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the constituent limited partnerships or any member of the constituent limited liability company.

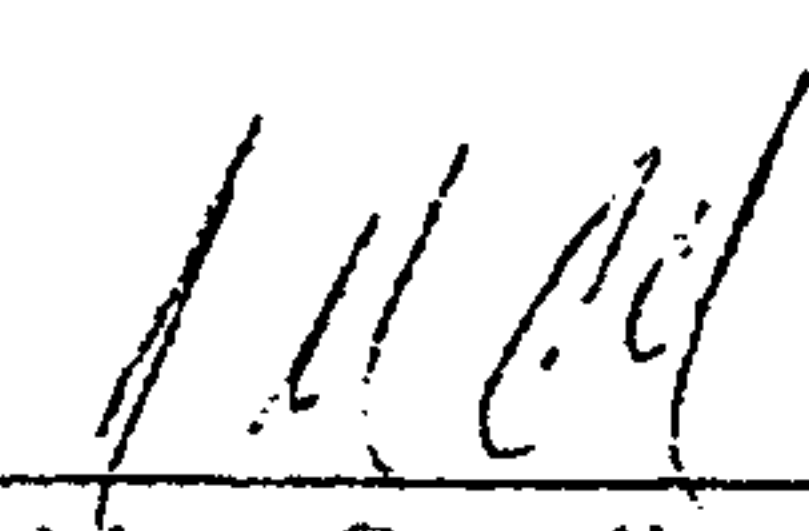
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IN WITNESS WHEREOF, the undersigned, being the surviving limited partnership, has executed this Certificate of Merger as of June 27, 2013.

BLACK STONE MINERALS COMPANY, L.P.

By: Black Stone Natural Resources, L.L.C.
General Partner

By: _____


R. Marc Carroll,
Senior Vice President
and Chief Financial Officer



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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HATFIELD ROYALTY, L.P.", A DELAWARE LIMITED PARTNERSHIP,
WITH AND INTO "BLACK STONE MINERALS COMPANY, L.P." UNDER THE
NAME OF "BLACK STONE MINERALS COMPANY, L.P.", A LIMITED
PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-FOURTH DAY OF JUNE, A.D. 2013, AT 9:30 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0538570

DATE: 06-25-13

CERTIFICATE OF MERGER
OF
HATFIELD ROYALTY, L.P.
WITH AND INTO
BLACK STONE MINERALS COMPANY, L.P.

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), the undersigned limited partnership submits the following Certificate of Merger for the purpose of effecting a merger under the Act.

1. The name and jurisdiction of formation of each of the constituent entities are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
Hatfield Royalty, L.P.	Limited Partnership	Delaware
Black Stone Minerals Company, L.P.	Limited Partnership	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the Act.

3. The name of the surviving limited partnership is "Black Stone Minerals Company, L.P."

4. The Certificate of Limited Partnership of Black Stone Minerals Company, L.P. existing prior to the merger shall be the Certificate of Limited Partnership of the surviving limited partnership, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the surviving limited partnership, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.


6. A copy of the Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of the constituent limited partnerships or any member of the constituent limited liability company.

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IN WITNESS WHEREOF, the undersigned, being the surviving limited partnership, has executed this Certificate of Merger as of June 24, 2013.

BLACK STONE MINERALS COMPANY, L.P.

By: Black Stone Natural Resources, L.L.C.
General Partner

By: 

R. Marc Carroll
Senior Vice President and Chief
Financial Officer


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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

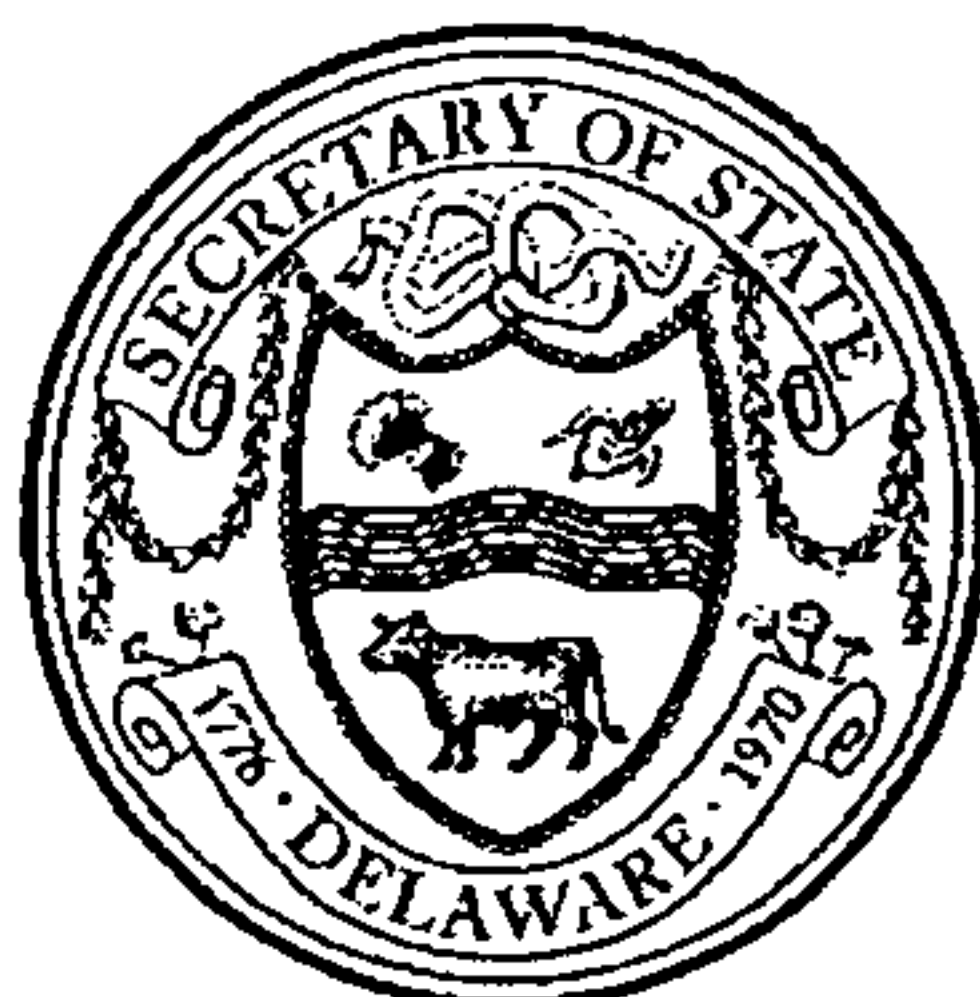
"BSNR III WORKING INTERESTS GP, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"RIVERBEND PRODUCTION, L.P.", A TEXAS LIMITED PARTNERSHIP,
WITH AND INTO "BLACK STONE ENERGY COMPANY, L.L.C." UNDER THE NAME OF "BLACK STONE ENERGY COMPANY, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2013, AT 2:09 O'CLOCK P.M.

20131112000444810 18/27 \$97.00
Shelby Cnty Judge of Probate, AL
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0547900

DATE: 06-27-13

CERTIFICATE OF MERGER
(DELAWARE)
OF
RIVERBEND PRODUCTION, L.P.
AND
BSNR III WORKING INTERESTS GP, L.L.C.
WITH AND INTO
BLACK STONE ENERGY COMPANY, L.L.C.

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DE LLC Act") and Section 10.151 of the Texas Business Organization Code (the "TBOC"), the undersigned limited liability company submits the following Certificate of Merger for the purpose of effecting a merger among Riverbend Production, L.P., a Texas limited partnership (the "Partnership"), BSNR III Working Interests GP, L.L.C., a Delaware limited liability company (the "LLC"), and Black Stone Energy Company, L.L.C., a Texas limited liability company (the "Surviving Limited Liability Company") under the DE LLC Act and the TBOC.

1. The name, organizational form and jurisdiction of organization of each of the merging entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
Riverbend Production, L.P.	Limited Partnership	Texas
BSNR III Working Interests GP, L.L.C.	Limited Liability Company	Delaware
Black Stone Energy Company, L.L.C.	Limited Liability Company	Texas

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the merging entities in accordance with the DE LLC Act and the TBOC.

3. The name of the Surviving Limited Liability Company is "Black Stone Energy Company, L.L.C."

4. The Certificate of Formation of Black Stone Energy Company, L.L.C. existing prior to the merger shall be the Certificate of Formation of the Surviving Limited Liability Company, with no amendment thereto as a result of the merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the Surviving Limited Liability Company, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the Surviving Limited Liability Company, on request and without cost, to any partner of the Partnership, any member of the LLC or any member of the Surviving Limited Liability Company.

7. The Surviving Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any

obligation of the Partnership or the LLC. The mailing address where the Secretary of State may accept service of process is 1001 Fannin, Suite 2020, Houston, Texas 77002.

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IN WITNESS WHEREOF, the undersigned, being the surviving limited liability company, has executed this Certificate of Merger as of June 27, 2013.

BLACK STONE ENERGY COMPANY, L.L.C.

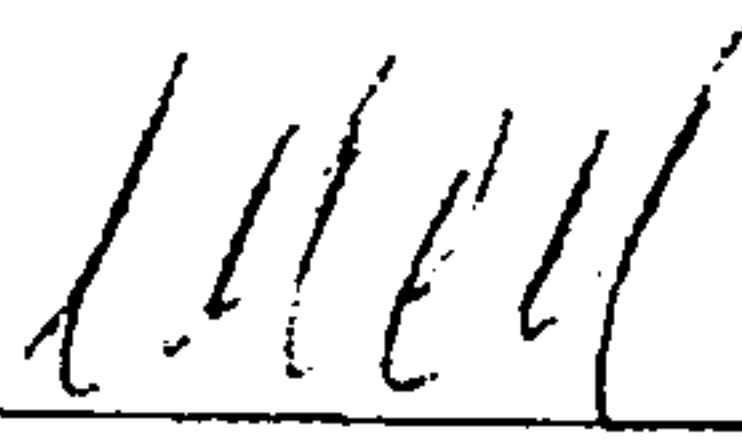
By: 
R. Marc Carroll,
Senior Vice President and Chief
Financial Officer

EXHIBIT G

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

BSNR III, INC.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

BLACK STONE ENERGY COMPANY, L.L.C.
Domestic Limited Liability Company (LLC)
[File Number: 800120172]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 06/28/2013

Effective: 06/28/2013



A handwritten signature of John Steen in black ink.

John Steen
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Jones

Fax: (512) 463-5709
TID: 10343

Dial: 7-1-1 for Relay Services
Document: 487917950002



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FILED
In the Office of the
Secretary of State of Texas
JUN 28 2013

CERTIFICATE OF MERGER
(TEXAS)
OF
BSNR III, INC.
WITH AND INTO
BLACK STONE ENERGY COMPANY, L.L.C.

Corporations Section

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 10.151 of the Texas Business Organization Code (the "TBOC"), the undersigned limited liability company submits the following Certificate of Merger for the purpose of effecting the merger (the "Merger") of BSNR III, Inc., a Delaware corporation (the "Corporation"), with and into Black Stone Energy Company, L.L.C., a Texas limited liability company (the "Surviving Limited Liability Company") under the DGCL and the TBOC.

1. The name and jurisdiction of formation of each of the merging entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
BSNR III, Inc.	Corporation	Delaware
Black Stone Energy Company, L.L.C.	Limited Liability Company	Texas

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the Surviving Limited Liability Company in accordance with each entity's governing documents, Section 264 of the DGCL and the TBOC.

3. The Surviving Limited Liability Company will survive the Merger, and the separate existence of the Corporation will cease when the Merger takes effect.

4. No amendments to the certificate of formation of the Surviving Limited Liability Company are desired to be effected by the Merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the Surviving Limited Liability Company, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.


6. A copy of the Merger Agreement will be furnished by the Surviving Limited Liability Company, on request and without cost, to any stockholder of the Corporation.

7. Upon the Merger taking effect, the Surviving Limited Company will be responsible for the payment of all fees and franchise taxes of the Corporation as required by law, and the Surviving Limited Liability Company will be obligated to pay such fees and franchise taxes if the same are not timely paid.

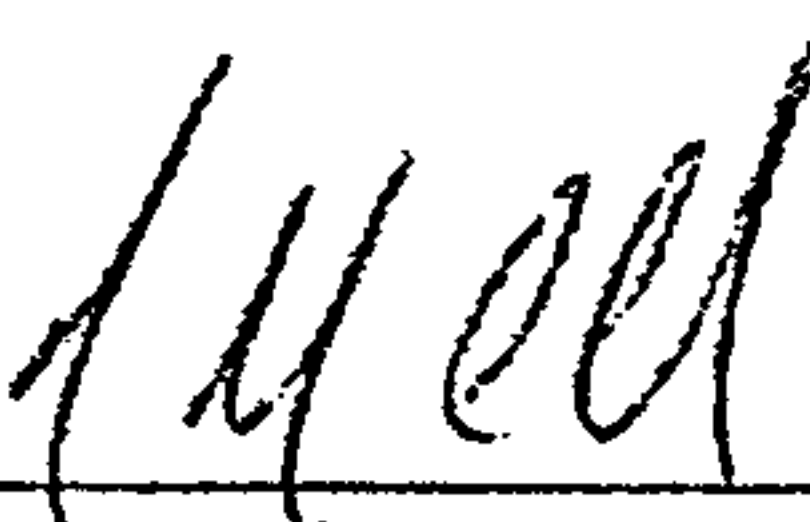
[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned, being the surviving limited liability company, has executed this Certificate of Merger as of June 27, 2013.

BLACK STONE ENERGY COMPANY, L.L.C.

By: 
R. Marc Carroll,
Senior Vice President and Chief
Financial Officer

BSNR III, INC.

By: 
R. Marc Carroll,
Senior Vice President and Chief
Financial Officer

52768738.3


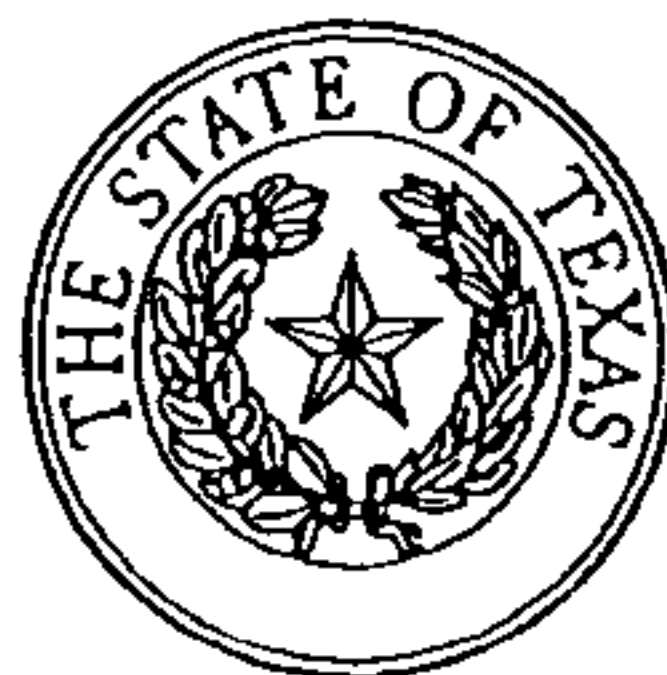

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EXHIBIT H

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

BSAPII, Inc.
Domestic For-Profit Corporation
[File Number: 800319518]

Into

BLACK STONE ENERGY COMPANY, L.L.C.
Domestic Limited Liability Company (LLC)
[File Number: 800120172]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 08/07/2013

Effective: 08/07/2013



A handwritten signature of John Steen in black ink.

John Steen
Secretary of State

Phone: (512) 463-5555
Prepared by: Lisa Jones

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10343

Dial: 7-1-1 for Relay Services
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Corporations Section

CERTIFICATE OF MERGER
(TEXAS)
OF
BSAPII, INC.
WITH AND INTO
BLACK STONE ENERGY COMPANY, L.L.C.

Pursuant to Section 10.151 of the Texas Business Organization Code (the "TBOC"), the undersigned limited liability company submits the following Certificate of Merger for the purpose of effecting the merger (the "Merger") of BSAPII, Inc., a Texas corporation (the "Corporation"), with and into Black Stone Energy Company, L.L.C., a Texas limited liability company (the "Surviving Limited Liability Company") under the TBOC.

1. The name and jurisdiction of formation of each of the merging entities are as follows:

Name	Type of Entity	Jurisdiction of Formation
BSAPII, Inc.	Corporation	Texas
Black Stone Energy Company, L.L.C.	Limited Liability Company	Texas

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the Surviving Limited Liability Company in accordance with each entity's governing documents and the TBOC.

3. The Surviving Limited Liability Company will survive the Merger, and the separate existence of the Corporation will cease when the Merger takes effect.

4. No amendments to the certificate of formation of the Surviving Limited Liability Company are desired to be effected by the Merger.

5. The executed Merger Agreement is on file at the principal place of business and office of the Surviving Limited Liability Company, located at 1001 Fannin, Suite 2020, Houston, Texas 77002.

6. A copy of the Merger Agreement will be furnished by the Surviving Limited Liability Company, on request and without cost, to any shareholder of the Corporation.

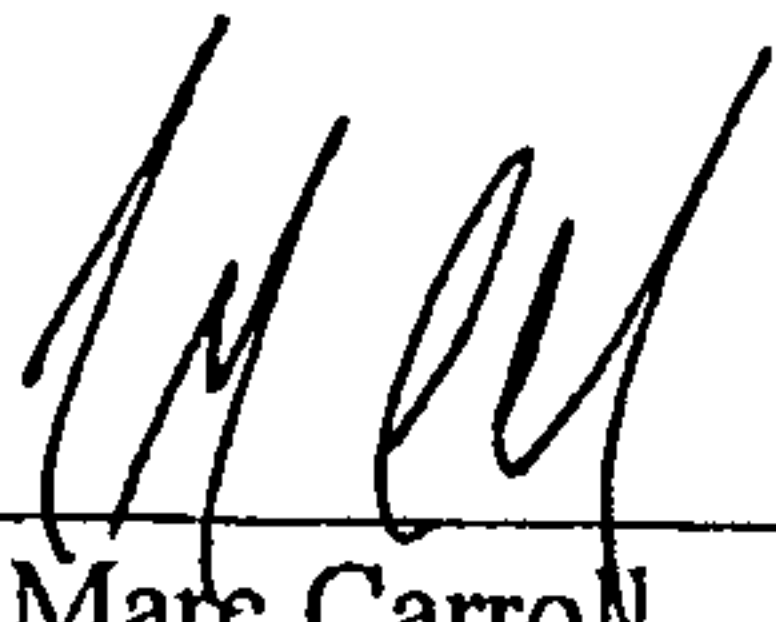
7. Upon the Merger taking effect, the Surviving Limited Company will be responsible for the payment of all fees and franchise taxes of the Corporation as required by law, and the Surviving Limited Liability Company will be obligated to pay such fees and franchise taxes if the same are not timely paid.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

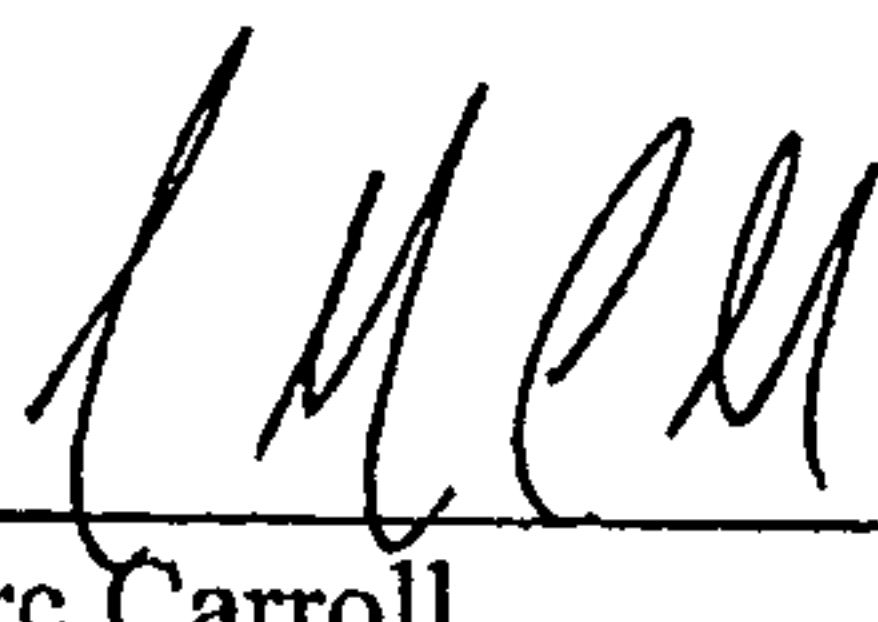
The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: July 31, 2013

BLACK STONE ENERGY COMPANY, L.L.C.

By: 
R. Marc Carroll,
Senior Vice President and Chief
Financial Officer

BSAPII, INC.

By: 
R. Marc Carroll,
Senior Vice President and Chief
Financial Officer