Texas
Independent
Producers and
Royalty Owners
Association

TIPRO MEMBERS, OIL AND GAS EXECUTIVES TO OPEN NASDAQ STOCK MARKET

In efforts to highlight the positive economic impact and growth of the oil and gas industry, the Texas Independent Producers & Royalty Owners Association (TIPRO) and executives of independent oil and gas companies will convene in New York City on Tuesday, April 23, 2013, to open the NASDAQ Stock Market.

"As the premier state advocacy organization representing independent oil and gas producers and royalty owners in Texas, TIPRO and our members strive to inform the public and elected officials on the importance of oil and gas development for the local, state and national economy," said David Martineau, chairman of TIPRO. "Rising domestic production of oil and gas is providing hope for a bright future for our country, contributing billions to our government coffers and supporting millions of American jobs, while at the same time lessoning our dependence on foreign oil and reducing carbon dioxide emissions through increased use of natural gas."

New innovations and advancements in horizontal drilling and hydraulic fracturing in recent years have made it possible to produce increased levels of oil and natural gas from shale formations unlike ever before in the past. This in turn has helped provide a remarkable surge in the production of oil and gas from unconventional shale plays. Independent oil and gas producers, who collectively drill up to 95 percent of the oil and natural gas wells in America, continue to lead the industry in this growth and the many related contributions for the country.

According to TIPRO, the U.S. oil and gas industry employed 971,200 in 2012, up 7 percent from the year prior. Additionally, last year the oil and gas industry paid a national annualized wage of \$107,200, approximately 119 percent more than the average private sector wage of \$48,900, and higher than average wages for construction, manufacturing, wholesale trade, information, professional services, health care, financial services and education services. Payroll in the U.S. oil and gas industry was \$104 billion in 2012, up by 12 percent, which accounts for a considerable amount of the federal and state income taxes paid.

More specifically, in Texas, the oil and gas industry employed 379,800 during 2012 and added the highest number of new jobs in the nation, rising by 34,600. When examining employment in the various industry sectors that make up the oil and gas industry, Texas was the top state for employment in every single sector. In fact, oil and gas employment is so concentrated in Texas that of the ten industry sectors used to define oil and gas, six of the sectors had 40 percent or more of the jobs located in the Lone Star State.

"Texas continues to lead the country in oil and gas production, innovation and employment, due to our favorable business and regulatory climate," said Ed Longanecker, president of TIPRO. "The economic contributions of our industry at the state and national level are unmatched."

Executives attending TIPRO's NASDAQ Market Open on April 23 represent leading oil and gas companies and employers, including both emerging companies and some of the largest independent producers in the U.S.

Plan to watch TIPRO members ring the opening bell live on Tuesday, April 23, 2013 at 8:15 a.m. Central Time by visiting: www.nasdaq.com/about/marketsitetowervideo.asx.

EIA: ENERGY-RELATED CO, EMISSIONS CONTINUE TO DECLINE

Last year energy-related carbon dioxide (CO₂) emissions were the lowest in the U.S. since 1994, reports the U.S. Energy Information Administration (EIA). Much of the decline is attributed to the rising use of natural gas across the country.

According to the EIA, "The largest drop in emissions in 2012 came from coal, which is used almost exclusively for electricity generation. During 2012, particularly in the spring and early summer, low natural gas prices led to competition between natural gas-and coal-fired electric power generators. Lower natural gas prices resulted in reduced levels of coal generation, and increased natural gas generation, a less carbon-intensive fuel for power generation, which shifted power generation from the most carbon-intensive fossil fuel (coal) to the least carbon-intensive fossil fuel (natural gas)."

Increasing use of Natural Gas Vehicles (NGVs) also is helping reduce air emissions of CO₂. On average, alternative vehicles emit 25 percent less CO₂ than vehicles that run on traditional gasoline or diesel.

As more Americans take advantage of this clean, abundant natural resource in the years to come, air emissions associated with energy development can be expected to continue to decrease.

CHAIRMAN'S MESSAGE

incentive solely for those in the oil and gas sector.

TIPRO Members -

Last week, the Obama administration released its budget proposal for Fiscal Year 2014, which again takes aim on the oil and gas industry. Critical tax provisions such as Intangible Drilling Costs (IDCs), Depletion Allowances and many others remain in jeopardy that are necessary for the domestic development of oil and natural gas. Altogether, the 2014 budget proposal includes over \$90 billion in tax increases for the oil and gas industry alone. Although some of the targeted provisions are also enjoyed by other businesses and sectors, the administration appears to be dedicating efforts to repealing such deductions solely for oil and gas companies.

Case-in-point, President Obama would like to repeal Sec. 199, known as the Manufacturer's Tax Deduction, but only for oil and natural gas companies. Established in 2004, this deduction was created as part of the "American Jobs Creation Act" to help U.S. businesses create and maintain well-paying jobs, and further grow our national economy. With this tax provision, businesses that have qualified production activities may take a tax deduction from net income. While U.S. manufacturers, as well as software, construction, engineering and architectural companies, can utilize this tax provision as well, the president hopes to repeal this tax



David F. Martineau

Similarly, the new budget proposal also calls for an increase in the G&G amortization period, which would negatively impact producers. G&G expenses are incurred to conduct research and analysis used to locate and develop oil and natural gas reserves. This information in turn helps producers minimize unnecessary drilling operations. Extending the amortization period would remove capital from efforts to find and develop new American production, and ultimately discourage companies from investing in the recovery of oil and gas deposits from unknown reserves.

Other provisions that were outlined in the 2014 budget proposal also could diminish investments for exploration and production activities. Many of these tax provisions have been a part of the U.S. tax code for 100 years, and should not be eliminated.

At a time when the oil and gas industry remains one of the few to be creating American jobs and boosting our economy at the local, state and national levels, it is outstanding that our own President continues to propose policies which would stifle the positive momentum gained over the last couple years. Last year alone, the nation's oil and gas industry employed more than 971,200 individuals.

Put simply, if this proposed budget were to be passed in its current form by Congress, the impact would be detrimental. The smallest of our nation's producers, many of whom are members of TIPRO, would fall victim, no longer able to utilize tax provisions for the large costs incurred during the drilling of a well. These independent producers collectively drill up to 95 percent of the country's oil and gas, and together are helping reduce America's reliance on foreign imports.

Considering the substantial impact this budget proposal could have, we should not just stand back and allow our industry to be singled out and punished for its success. Selecting only one industry to target with punitive tax increases is not the way to get Washington's finances in control, particularly when our industry already does so much to stimulate the economy and support jobs.

Meanwhile, outside of Washington, and back here in Texas, our elected officials seem to possess a much greater understanding of the importance of maintaining an environment that is conducive to business. Our governor just recently unveiled a new four-point plan to provide nearly \$1.6 billion in tax relief for all Texas businesses currently subject to the state's franchise tax. The initiative would cut the franchise tax rates by up to 5 percent and grant a \$1 million deduction for businesses with revenue up to \$20 million. This approach will help smaller businesses grow, giving employers more capital to invest and additional money to hire additional employees. Many of our legislators are also reviewing similar proposals at the capitol this legislative session to see if there are other ways to provide incentives for companies so they will conduct their business here in Texas. They understand we should reward investments and encourage economic growth, any way possible, rather than enforce overly burdensome regulations and implement additional taxes.

In the days and weeks to come, we must continue with our efforts to educate and convince Washington's policymakers that domestic oil and gas development can provide a bright future for our nation, but only with the right policies in place. Our President and U.S. Congressmen do not need to look farther than Texas to see the substantial economic impact that the oil and gas industry can have.

Sincerely.

Calendar of Events

MAY 8, 2013 HOUSTON — IPAA/TIPRO Leaders in Industry Luncheon, 11:30 a.m. Houston Petroleum Club. For info, call: (832) 233-5502.

JUNE 12, 2013 HOUSTON — IPAA/TIPRO Leaders in Industry Luncheon, 11:30 a.m. Houston Petroleum Club. For info, call: (832) 233-5502.

JULY 10, 2013 HOUSTON — IPAA/TIPRO Leaders in Industry Luncheon, 11:30 a.m. Houston Petroleum Club. For info, call: (832) 233-5502.

AUGUST 8-10, 2013 SAN ANTONIO — TIPRO's Summer Conference & Golf Tournament Westin La Cantera For info, call: (512) 477-4452

Texas Railroad Commission sunset bill voted out of committee

The House Energy Resources Committee has voted favorably to approve the Committee Substitute for House Bill 2166, the Texas Railroad Commission (RRC) sunset bill authored by Rep. Dennis Bonnen. Twenty-nine amendments were offered to the bill's substituted language, eight of which were approved and voted out with the bill. Approved amendments address increasing Texas' pipeline safety and regulatory penalties and fees, changing the name Texas Energy Commission, proposed in the committee substitute, back to the RRC, and putting in place a resign-to-run provision for the statewide elected RRC Commissioners, which would require the automatic resignation of a commissioner who announces or becomes a candidate for another office when a commissioner's unexpired term exceeds 18 months, amongst other measures.

The C.S.H.B. 2166 passed out of committee with seven members voting to support, three opposing and one showing present, not voting. The movement of the sunset bill from committee to the house floor comes at an integral time in the 83rd Legislative Session. With less than two months remaining to finish business, it is imperative to get the sunset bill through the Texas House and over to the Senate quickly for discussion.

The bill is likely to be heard on the house floor next week. Meanwhile, the bill's companion, Senate Bill 212 by Senator Robert Nichols, has been introduced and referred to the Senate Natural Resources Committee. No other developments have occurred with the Senate legislation pertaining to the RRC Sunset.

LEGISLATIVE UPDATE: LESS THAN SIX WEEKS LEFT IN 83RD REGULAR SESSION

The Texas capitol remains busy as ever, as lawmakers make their final push to vote legislation out of committees and have their bills taken up on the floor of the Texas House and Senate.

Of the bills filed this session that pertain to the oil and gas industry, some that were up for consideration by committees this week, which TIPRO supported, included:

- House Bill 2577, authored by Rep. Lyle Larson, requires the Texas Water Development Board (TWDB) to consult with water districts and develop additional rules to require the owner or operator of a well to report groundwater withdrawals. This legislation strives to standardize water use reporting in the state of Texas.
- House Bill 2578, also filed by Rep. Larson, relates to the development of brackish groundwater and calls for additional regulation of its production. The new rules must include a minimum term of 30 years for a permit issued for a well producing brackish water and a prohibition on reducing the authorized amount of brackish water that may be withdrawn from a well.
- House Bill 3317, by Rep. Jim Keffer, adds completions to the list of oil and gas exploration activities exempt from obtaining a water well permit from a groundwater conservation district.

This week, TIPRO testified in opposition of the following bills:

- House Bill 3599, filed by Rep. Lon Burnam, requires the Texas Railroad Commission (RRC) to adopt rules applicable to oil and gas wells that are drilled within 1,000 feet of an occupied building. Individuals drilling in the specified area would have comply with a number of detailed rules, including providing advance notice to all political subdivisions in which the well site is located, conducting public outreach programs to supply information on the nearby well site, using closed loop drilling and more.
- House Bill 3600, also by Rep. Burnam, mandates oil and gas operators provide written notice to each surface owner whenever they plan to survey or inspect a property. The notice would have to include a description of the oil and gas operations, the schedule for conducting operations, a statement advising the surface owner of their rights, the contact information of the developer and a proposed surface use agreement. The producer may enter lands to begin construction or conduct operations without a written agreement only if 30 days have passed since the surface owner received notice and the developer deposits a surety bond in the amount of \$10,000 for each well location or a blanket surety of \$25,000 or more.

All of these bills have been left pending in committee for now.

WATER LEGISLATION CONTINUES TO MOVE, MAKE ITS WAY THROUGH THE HOUSE AND SENATE

This week, the Senate Natural Resources committee voted favorably on two pieces of legislation that will help provide revenue for the development of state water projects. Rep. Allan Ritter's House Bill 4, which allocates funding for state water infrastructure, already passed by the House, now moves to the Senate floor for consideration.

Senate Bill 4, also voted out of committee, would create the State Water Implementation Fund of Texas (SWIFT) to provide a revolving fund to finance projects in the state water plan. At least 10 percent of the financing would be set aside for water conservation or reuse projects and another 10 percent would be set aside for projects in rural Texas. It would reorganize Texas Water Development Board (TWDB) and require it to prioritize projects in each regional planning area.

"We must keep up with the population growth and the resulting increased demand on our state's limited water supply," said Senator Troy Fraser, author of Senate Bill 4. "We need to start planning for that growth so that people continue moving to Texas. Whether we build new reservoirs, conserve, or reuse the water, Texans are resourceful. We will find solutions which allow us to maintain an adequate supply to sustain and grow our economy."

U.S. GAS SUPPLY ESTIMATES SURGE WITH DISCOVERIES OF NEW SHALE FORMATIONS

The U.S. could possess more than 2,384 trillion cubic feet of natural gas (Tcf) estimates the Potential Gas Committee (PGC) in their latest biennial assessment of the nation's natural gas resources. This is the highest evaluation of natural gas made in the 48-year history of the PGC, representing a rise of 26 percent since the PGC's 2010 estimate, an increase of more than 486 Tcf.

"The PGC's year-end 2012 assessment reaffirms the Committee's conviction that abundant, recoverable natural gas resources exist within our borders, both onshore and offshore, and in all types of reservoirs -- from conventional, 'tight' and shales, to coals," said Dr. John B. Curtis, professor of geology and geological engineering at the Colorado School of Mines and director of the Potential Gas Agency.

The PGC's report does not factor in future gas prices, technology or regulation, making it difficult to forecast how much gas will actually be produced from shale formations or how fast production levels will grow in the years to come. Nonetheless, the amount of technically recoverable resource base of natural gas provides great promise for producers in the future. Specifically the PGC predicts the Eagle Ford Shale in South Texas could hold a much more substantial supply of natural gas than previously thought, as much as 21.7 tcf, a growth of 58 percent from just 2010. The PGC also outlined estimations for other formations across the country, including the Niobrara formation in Colorado and the Marcellus and Utica shale plays in the Northeast.

"New and advanced exploration, well drilling, completion and stimulation technologies are allowing us increasingly better delineation of and access to domestic gas resources -- especially 'unconventional' gas -- which, not all that long ago, were considered impractical or uneconomical to pursue," Curtis added.

House committee approves bill to improve the science behind EPA regulations

The U.S. House Committee on Science, Space, and Technology has approved a new bill aiming to reform regulatory rule-making by the U.S. Environmental Protection Agency (EPA). Specifically, H.R. 1422 enacts new requirements for the EPA's Science Advisory Board (SAB) to provide more transparency and balance.

"Time and again, we see instances where American businesses are unnecessarily harmed by the EPA's regulatory and political agenda," said Congressman Lamar Smith (R-Texas).

H.R. 1422 strives to address current deficiencies in the EPA's scientific advisory process by:

- Strengthening public participation and public comment opportunities;
- Improving the make-up of SAB and its sub-panels by reinforcing peer review requirements regarding balance and independence. The bill also aims to reduce any potential conflicts of interest by requiring enhanced disclosure of members' financial relationships relevant to board activities;
- Requiring opportunities for dissenting panelists to make their views known;
- Requiring communication of uncertainties in scientific findings and conclusions; and
- Limiting non-scientific policy advice and recommendations, while requiring explicit disclosure of such advice when SAB feels compelled to provide it.

"The bill before us, the EPA Science Advisory Board Reform Act, would help address a variety of concerns with the SAB and its sub-panels by expanding transparency requirements, improving the process for selecting expert advisors, strengthening public participation, and limiting non-scientific policy advice," noted Environment Subcommittee Chairman Chris Stewart (R-Utah), who introduced the legislation to the committee.

RRC announces new \$6 million grant program to promote NGVs, clean Texas air

The Texas Railroad Commission (RRC) will now offer grants to help companies replace their older forklifts and medium- and heavy-duty diesel vehicles with ultra, low-emission natural gas- and propane—fueled equipment. The program will produce significant air-quality benefits, is funded by the Texas Emissions Reduction Plan (TERP) through the Texas Commission on Environmental Quality (TCEQ). In total, more than \$6 million in funds will be offered to businesses who qualify for the grants.

"We're pleased to help operators use Texas-produced alternative fuels to save money and help continue to clean up Texas air," said Barry Smitherman, chairman of the RRC. "Our program works for large and small operators in eligible counties, whether they have a single piece of warehouse equipment or an entire fleet of heavy-duty trucks."

According to the agency, to be eligible for the grants, new equipment must meet the latest emissions standards and operate in one of the 43 counties designated by the TCEQ as having substandard air quality. The grant amount on average will equal \$9,500.

Commissioner David Porter said, "The grants provide an incentive to replace older forklifts and medium- or heavy-duty equipment and also help offset initial capital costs of new natural gas- or propane-fueled equipment for operators who retire their older gasoline or diesel vehicles by sending them to the scrapyard."

"As natural gas and propane costs about half of diesel, this grant program can help Texas companies cut their fuel costs," added Commissioner Christi Craddick. "In addition, the new natural gas and propane vehicles and forklifts will lower smog-forming NOx emissions by more than 600 tons over the vehicles' useful lives."

For more information, visit www.altenergy.rrc.state.tx.us or contact the RRC's Alternative Energy Division at (512) 463-6933.



Email: fgspipe@nov.com

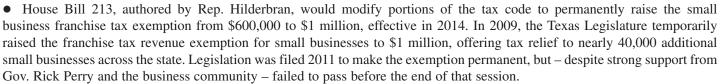
LEGISLATORS CONSIDER CHANGES TO STATE TAXES

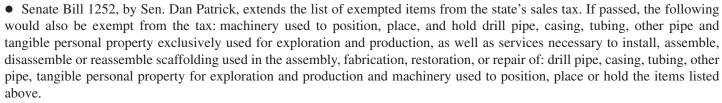
As the Lone Star State experiences a surge in oil and gas activity thanks to recent advancements in technology, lawmakers at the Texas capitol are considering different ways to improve the state's tax code. Some proposals strive to provide additional tax relief for businesses, particularly the smallest companies in the state, while others look to reform existing tax provisions.

During his State of the State address at the start of session, Gov. Perry called on this legislature to provide at least \$1.8 billion in tax relief, which will help keep Texas on an upward trajectory and provide a strong economic outlook for the future.

"Texas' positive business climate, including the \$1 million franchise tax exemption, has helped keep unemployment below the national average and job-creation above it," commented Rep. Harvey Hilderbran. "I am proud that Texas has led the nation in job growth, but I know that we can create even more jobs and get unemployment even lower."

Some of the bills being considered this session relevant to taxes on the oil and gas industry include:





Meanwhile, the high-cost gas tax incentive remains a hot topic of debate this session. This tax reduction was created by the Texas Legislature in 1989 to help operators invest and produce in areas that are difficult and expensive to develop. It helps generate nearly \$4 of economic growth for every dollar that is invested, providing a substantial economic return. With high-cost gas wells located in more than half of all Texas counties, this tax provision boosts local economic growth, creates jobs and supports regional business activity. Several bills were filed earlier this session to eliminate or reduce the high-cost gas incentive, including:

- House Bill 55, by Rep. Lon Burnam, would eliminate any high-cost gas tax reductions not applied for by September 1, 2013.
- Senate Bill 71, by Sen. Rodney Ellis, prohibits certification of gas as high-cost during any month that the average certified closing price of natural gas is more than \$4/mcf. The bill also states that if the price of natural gas later falls below \$4/mcf, any drilling and completion costs incurred during months when the gas price exceeded \$4/mcf are excluded from the calculation of cumulative value of the of the exemption.

All legislation currently remains pending in committee.

New website provides the facts on critical tax provisions for energy industry

A new website has been launched aimed at informing the public and lawmakers on domestic energy production and critical tax provisions for development of oil and gas. Created by the Independent Petroleum Association of America (IPAA), EnergyTaxFacts.com serves as an educational resource to set the record straight on deductions provided to America's independent oil and natural gas producers.

The website has been officially released as a counterweight to the great obstacles for the petroleum industry laid out in President Obama's recent budget proposal. At the center of the IPAA's concern is the President's intent to cut critical industry tax provisions that stimulate energy investment.

"The deductions provided to our industry are functionally no different than those provided to technology companies for research and development, or to farms for fertilizer and animal feed... With this campaign, IPAA will continue to fight to ensure that historical provisions, such as the intangible drilling costs deduction, percentage depletion deduction, and passive loss exclusion are maintained, allowing independent producers to continue investment and exploration here in the United States," said Barry Russell, president and CEO of IPAA.

Writers for the website further elaborate that "despite the common misuse of terms like 'tax-breaks' and 'giveaways,' America's oil and natural gas producers do not receive a single dollar in government subsidies." Energy Tax Facts also features educational resources about vital tax provisions including to Intangible Drilling Costs (IDCs), passive loss exceptions and percentage depletion deductions.

SCHLUMBERGER, FOREST OIL PARTNER TO INCREASE OPERATIONS IN THE EAGLE FORD

In a new partnership announced on Friday, April 12, 2013, Schlumberger and Forest Oil Corporation will work together to increase future development of the Eagle Ford Shale. Specifically targeting Forest's acreage in Gonzales County, Texas, Schlumberger will help to provide the technology, integrated services and capital resources necessary to retain and develop a substantial portion of the play.

"We are pleased to be part of this exciting opportunity, in which Forest and Schlumberger are fully aligned and committed to the development of Forest's Eagle Ford unconventional resources," said Carl Trowell, president of Schlumberger's production management. "Our primary goal will be to support and complement Forest's current team, and to develop and deploy industry-leading technologies; develop the best unconventional resource workflows; and implement new reservoir management techniques in order to maximize production and reserves."

In the deal, Schlumberger will pay a \$90 million drilling carry in the form of future drilling and completion services and related development capital in order to earn a 50 percent working interest in Forest's Eagle Ford Shale acreage position. Upon completion of the phased contribution of the drilling carry, Forest and Schlumberger will participate in future drilling on a 50/50 basis.

Forest Oil also plans to accelerate development in the shale play by increasing drilling activity to four rigs by the end of the third quarter, up from one to two rigs that are currently running. According to the company, Forest anticipates their accelerated development program will hold an aggregate of 55,000 gross (27,500 net) acres in Gonzales County, compared to 40,000 gross (40,000 net) acres based on the current development program.

UT releases new poll on public perception of domestic energy development

A new poll conducted by The University of Texas at Austin (UT) finds that a majority of Americans support expanding domestic development of natural gas, primarily from shale formations. The online nationwide survey was conducted March 11-20, 2013, among more than 2,100 U.S. residents aged 18 and over. It was the fourth wave of the poll, which has been held biannually since 2012, in efforts to provide an objective, authoritative look at consumer attitudes and perspectives on key energy issues.

The survey showed strong partisan divide on many of the topics tied to energy, as well as other demographic gaps between those with different ages, races and gender. "People lock in on a position, and then they interpret any new news as reinforcing their original positions. They frame it in a certain way, and their initial positions are hard to dislodge," commented David Spence, associate professor of Business, Government and Society at UT's McCombs School of Business.



The new poll indicates that approximately 39 percent of Americans believe the U.S. should keep the natural gas it produces at home rather than sell or export it to other foreign nations - a number which could be low due to concerns of energy security. Interestingly, the poll reveals that of those survey participants who are familiar with hydraulic fracturing, 37 percent support natural gas exports, as opposed to 20 percent of those who are unfamiliar with fracing.

In general, the number of individuals who consider themselves familiar with hydraulic fracturing has risen in over the last year, with close to 42 percent counting themselves as in-the-know, up 10 percent from March 2012.

The new UT Energy poll also found that over 64 percent support increasing the funding for research of new technologies related to energy development.

YALE, PENN STATE TO ESTABLISH NEW PROGRAMS FOR ENERGY RESEARCH

With an American revolution in oil and gas development taking place, more universities and colleges are creating new research programs related to energy. Most recently, Penn State and Yale have announced plans to allow students to study energy, new technologies, the environmental impact of drilling, policy, economics and other issues at their prospective educational institutions.

Penn State recently established the Institute for Natural Gas Research, which will focus on natural gas exploration, production, transmission, storage, processing, combustion, infrastructure and water transport, usage and impact.

"The Institute for Natural Gas Research will have the depth and breadth of expertise to tackle comprehensive problems encountered in the exploration, drilling, transport and use of natural gas, including the environmental challenges of extraction," said William E. Easterling, dean of the College of Earth and Mineral Sciences at Penn State.

This fall, Yale University also will offer undergraduate students the opportunity to enroll in a new energy studies program through the school's Climate & Energy Institute. The program will promote a multi-disciplinary approach to the linked challenges of energy and climate, and provide students with training in the science and technology of energy development, the environmental and social impacts of energy production and use, and the economics, planning, and regulation of energy systems and markets.





Texas Independent Producers & Royalty Owners Association

With more than 2,500 members, TIPRO is the nation's largest statewide association representing both independent producers and royalty owners. Our members include small family-owned companies, the largest publicly traded independents and large and small mineral estates and trusts.

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