

May 10, 2024

Ref: 7822-37644

Bv email (boemadjudication@boem.gov)

Bureau of Ocean Energy Management
Attention: Adjudication Section
Gulf of Mexico OCS Region
1201 Elmwood Park Boulevard
Mail Stop 276A
New Orleans, LA 70123

Re: Adjudication filings – Green Canyon 943,
OCS-G 36060; Green Canyon 944, OCS-G
36061; Green Canyon 987, OCS-G 36309; and
Green Canyon 988, OCS-G 35417

Ladies and Gentlemen:

Please find attached the following instrument for filing in your records:

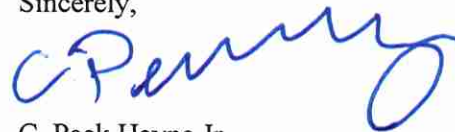
Ratification, Stipulation, Second Amendment of Memorandum of Operating Agreement and Financing Statement, Fourth Amendment of Operating Agreement and Notice of Reinscription effective March 1, 2024, executed by BOE Exploration & Production LLC (GOM No. 3572), Alta Mar Energy (Winterfell), LLC (GOM No. 3656), Beacon Offshore Energy Exploration LLC (GOM No. 3570), CSL Exploration, LP (GOM No. 3194), Kosmos Energy Gulf of Mexico Operations, LLC (GOM No. 3362), Red Willow Offshore, LLC (GOM No. 2668) and Westlawn GOM Asset 3 Holdco LLC (GOM No. 3723), covering Green Canyon 943, OCS-G 36060; Green Canyon 944, OCS-G 36061; Green Canyon 987, OCS-G 36309 and Green Canyon 988, OCS-G 35417.

This document should be categorized under “**No. 7, Contracts, Agreements and Conveyances**”.

Please file this letter, together with the attached instrument, in the non-required filings maintained for each of OCS-G 36060, OCS-G 36061, OCS-G 36309 and OCS-G 35417. Also submitted is a pay.gov receipt for \$136 (\$34 x 4) to cover the fees for filing this instrument.

Should you have any questions or need any additional information, please do not hesitate to contact me at phayne@gamb.com.

Sincerely,



C. Peck Hayne Jr.

Enclosures

Terrebonne Parish Recording Page

RECEIVED
ADJUDICATION SECTION
MAY 10 2024

Theresa A. Robichaux
Clerk Of Court
P.O. Box 1569
Houma, LA 70361-1569
(985) 868-5660

Received From :
CSC ERECORDING ACCOUNT

First VENDOR

BOE EXPLORATION & PRODUCTION L L C

First VENDEE

ALTA MAR ENERGY WINTERFELL L L C

Index Type : CONVEYANCES

File # : 1689978

Type of Document : RATIFICATION

Book : 2737

Page : 192

Recording Pages : 19

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Terrebonne Parish, Louisiana.

Theresa A. Robichaux

Clerk of Court

eRecorded

On (Recorded Date) : 05/10/2024

At (Recorded Time) : 8:42:15AM

CLERK OF COURT
THERESAA. ROBICHAUX
Parish of Terrebonne

I certify that this is a true copy of the attached document that was filed for registry and
Recorded 05/10/2024 at 8:42:15
Recorded in Book 2737 Page 192
File Number 1689978



Lisa B. Lape

Deputy Clerk

Additional Index Recordings			
Index Type	Book	Page	File #
MTG	3505	251	1689978

Return To : CSC ERECORDING ACCOUNT

Terrebonne Parish Recording Page

Theresa A. Robichaux
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Return To : CSC ERECORDING ACCOUNT

**RATIFICATION, STIPULATION, SECOND AMENDMENT OF
MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT, FOURTH
AMENDMENT OF OPERATING AGREEMENT
AND
NOTICE OF REINSCRIPTION**

This Ratification, Stipulation, Second Amendment of Memorandum of Operating Agreement and Financing Statement, Fourth Amendment of Operating Agreement and Notice of Reinscription (this "*Amendment and Reinscription*") is entered into effective March 1, 2024 (the "*Effective Date*") by and among **BOE Exploration & Production LLC** ("*BOE*"), a Delaware limited liability company; **Alta Mar Energy (Winterfell), LLC** ("*Alta Mar*") (formerly known as HEDV Winterfell, LLC), a Texas limited liability company; **Beacon Offshore Energy Exploration LLC** ("*Beacon Offshore*"), a Delaware limited liability company; **CSL Exploration, LP** ("*CSL*"), a Texas limited partnership; **Kosmos Energy Gulf of Mexico Operations, LLC** ("*Kosmos*"), a Delaware limited liability company; **Red Willow Offshore, LLC** ("*Red Willow*"), a Colorado limited liability company; and **Westlawn GOM Asset 3 Holdco LLC** ("*Westlawn*"), a Delaware limited liability company. These parties are sometimes referred to below each as a "*Party*" and collectively as the "*Parties*."

RECITALS

A. Reference is made to the following four leases (collectively, the "*Leases*"), which comprise the Parties' Winterfell Prospect:

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36060, dated effective June 1, 2017 from the United States of America, as lessor, to Ridgewood Energy Corporation and others, as lessee, covering all of Block 943, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres,

(the "*GC943 Lease*");

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36061, dated effective June 1, 2017 from the United States of America, as lessor, to Ridgewood Energy Corporation and others, as lessee, covering all of Block 944, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres,

(the "*GC944 Lease*");

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36309, dated effective June 1, 2018 from the United States of America, as lessor, to LLOG Bluewater Holdings, L.L.C. and others, as lessee, covering all of Block 987, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres,

(the "*GC987 Lease*"); and

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 35417, dated effective June 1, 2014 from the United States of America, as lessor, to Houston Energy, L.P. and another, as lessee, covering all of Block

988, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres,

(the “*GC988 Lease*”).

B. Reference is made to the following document (the “*Original MOA*”): Memorandum of Operating Agreement and Financing Statement effective November 1, 2019 by and among Red Willow, Houston Energy, L.P. (“*Houston Energy*”), BOE and Beacon Offshore, which document was filed or recorded (without limitation) as follows:

Filing/Recordation Jurisdiction	Filing/Recordation Data	Filing/Recordation Date
Terrebonne Parish, Louisiana	Conveyance Book 2593, Page 283 and Mortgage Book 3118, Page 728, all under File No. 1594907	December 18, 2019
Bureau of Ocean Energy Management	in the adjudication (non-required) files for the GC988 Lease	February 6, 2020
Bureau of Ocean Energy Management	in the adjudication (non-required) files for the other three Leases	January 4, 2024

Reference is also made to the following document (the “*1st MOA Amendment*”), which ratified and amended the Original MOA: Ratification and Amendment of Memorandum of Operating Agreement and Financing Statement dated effective as of November 1, 2019 by and among BOE, Beacon Offshore, Beacon Asset Holdings LLC (“*Beacon Asset*”), Red Willow, Houston Energy, CL&F Offshore LLC (“*CL&F*”), Ridgewood Monarch North, LLC (“*Ridgewood Monarch*”), CSL and Kosmos, which document was filed or recorded (without limitation) as follows:

Filing/Recordation Jurisdiction	Filing/Recordation Data	Filing/Recordation Date
Terrebonne Parish, Louisiana	Conveyance Book 2629, Page 529 and Mortgage Book 3228, Page 322, all under File No. 1621912	March 8, 2021
Bureau of Ocean Energy Management	in the adjudication (non-required) files for the four Leases	September 22, 2021

As used herein, the term “*MOA*” refers to the Original MOA as ratified and amended by the 1st MOA Amendment. The term “*Memorandum*” refers to this MOA as amended by this Amendment and Reinscription.

C. Financing statements under the Uniform Commercial Code in connection with the MOA have been filed in the following jurisdictions as follows:

Filing Jurisdiction	Filing Data
Terrebonne Parish, Louisiana	UCC File No. 55-1594910
Colorado Secretary of State	UCC File No. 20202010249
Delaware Secretary of State	UCC File No. 2020 0715476
Delaware Secretary of State	UCC File No. 2021 7699490
Delaware Secretary of State	UCC File No. 2021 7699508
Texas Secretary of State	UCC File No. 20-0004047299
Texas Secretary of State	UCC File No. 21-0043264648

D. Reference is also made to the following documents:

(i) Operating Agreement referenced in the Original MOA (namely, that Operating Agreement dated effective November 1, 2019 by Red Willow, Houston Energy, BOE and Beacon Offshore with respect to the Contract Area and Lease described in the Original MOA) (the “*Original OA*”);

(ii) Ratification, Amendment and Joinder of Offshore Operating Agreement dated September 1, 2020 but effective November 1, 2019 by BOE, Beacon Offshore, Beacon Asset, Red Willow, Houston Energy, CL&F and Ridgewood Monarch (the “*1st OA Amendment*”);

(iii) Ratification, Second Amendment and Joinder of Operating Agreement dated October 15, 2020 but effective November 1, 2019 by BOE, Beacon Offshore, Beacon Asset, Red Willow, Houston Energy, CL&F, Ridgewood Monarch, CSL and Kosmos (the “*2nd OA Amendment*”);

(iv) Ratification, Third Amendment and Joinder of Operating Agreement (Winterfell Prospect) dated effective January 1, 2024 by BOE, Beacon Offshore, Kosmos, Westlawn, Red Willow, Alta Mar and CSL (the “*3rd OA Amendment*”).

As used herein, the term “*OA*” refers to the Original OA as ratified and amended by the 1st OA Amendment and then as further ratified and amended by the 2nd OA Amendment and then as further ratified and amended by the 3rd OA Amendment. The term “*Operating Agreement*” refers to the OA as amended by this Amendment and Reinscription.

E. By various assignments, the Parties are the current parties to the OA and have designated BOE as the Operator under and as defined in the OA.

F. The Parties desire to ratify and amend the MOA and OA as set forth herein and to be bound by the terms of the MOA and OA as amended herein and to receive the benefits thereof.

G. The Parties desire to stipulate and agree how the overriding royalty interests set forth on Exhibit 1 hereto are to be borne among the Parties.

H. The Parties desire to reinscribe each of the Original MOA, the Memorandum, the Original OA and the Operating Agreement (as well as each mortgage created or evidence in any or all of the foregoing).

NOW THEREFORE, considering the recitals above, the provisions below and other good and valuable cause and consideration, the Parties agree as follows:

1. The Parties amend the MOA as follows:

- (a) The term “Non-Operators” both as it appears in the second-to-last line of paragraph 2.0 of the Original MOA and as it appears in the 1st MOA Amendment is amended to read “Non-Operating Parties” instead and includes all parties to the OA other than the party thereto designated as the Operator on Attachment 1 thereto.
- (b) The phrase “Operator (a non Working Interest Owner)” as it appears in paragraph 5.0(a)(iv) of the Original MOA is hereby amended to read “Operator” instead.

- (c) Wherever the term “Party” or “Parties” appears in the MOA, such term refer to the Parties to this Amendment and Reinscription.
- (d) The Attachment "1" to the MOA is hereby deleted in its entirety and replaced with the Attachment I attached hereto and made a part hereof.

2. The Parties amend the OA as follows:

- (a) The phrase “Operator (a non Working Interest Owner)” as it appears in the second and third lines of paragraphs 6.3(a)(iii) and 6.3(a)(iv) of Exhibit “F” of the Original OA is hereby amended to read “Operator” instead.

3. The Parties acknowledge and agree that each of Beacon Asset, Houston Energy, CL&F and Ridgewood Monarch is no longer a party to the MOA or the OA.

4. The Parties acknowledge, stipulate and agree as follows (capitalized ORRI references below are defined in Attachment 2):

- (a) The GC943/944 Five Stones ORRI, the GC987 Five Stones ORRI and the GC988 Five Stones ORRI are borne by each Party in the same proportion as such Party’s working interest in the Leases.
- (b) The GC943/944 Zinni et al. ORRIs, the GC987 Zinni et al. ORRIs and the GC988 Zinni et al. ORRIs are borne by each Party as follows:

Alta Mar	$7.55\% \times 3\%$	0.226500%
Beacon Offshore	$([35.579\% \times 2.2\%] + [4.5\% \times 3\%]) \times (35.079\%/40.79\%)$	0.803247%
BOE	$0.32725\% \times 2.2\%$	0.007200%
CSL	$4.5\% \times 3\%$	0.135000%
Kosmos	$(19.54375\% \times 2.2\%) + (5.5\% \times 3\%)$	0.594962%
Red Willow	$12.5\% \times 3\%$	0.375000%
Westlawn	$[10\% \times 2.2\%] + [(35.579\% \times 2.2\%) + (4.5\% \times 3\%)] \times (5\%/40.79\%)$	0.334491%
Total		2.476400%

- (c) The GC943/944 LDRC ORRI is not borne by Alta Mar, CSL, Kosmos or Red Willow and is borne by each remaining Party as follows:

Beacon Offshore	$99\% \times (35.079\%/40.079\%)$ of 0.528957%	0.458338%
BOE	1% of 0.528957%	0.005290%
Westlawn	$99\% \times (5\%/40.079\%)$ of 0.528957%	0.065329%
Total		0.528957%

- (d) The GC987 LDRC ORRI is not borne by Alta Mar, CSL or Red Willow and is borne by each remaining Party as follows:

Beacon Offshore	$[(32.3977\% + [8.8106\% * 3.18125\% / 16.3625\%]) * (35.079\% / 40.079\%)] / 50.3462\%$	0.487990%
BOE	0.32725% / 50.34620%	0.005349%
Kosmos	$[(8.8106\% + [8.8106\% * 3.18125\% / 16.3625\%]) / 50.3462\%$	0.172010%
Westlawn	$[(32.3977\% + [8.8106\% * 3.18125\% / 16.3625\%]) * (5\% / 40.079\%)] + [8.8186\% * 10\% / 16.3625\%] / 50.3462\%$	0.157569%
Total		0.822918%

- (e) The GC943/944 Beacon ORRI is not borne by Alta Mar, CSL, Kosmos or Red Willow and is borne by each remaining Party as follows and is not merged with or inter the working interest of Beacon Offshore:

Beacon Offshore	$([(22.75119\% / 23.10119\%] * 22.75119\%) + 11.89881\% / 34.65\%) * (35.079\% / 40.079\%)$ of 0.272493%	0.236126%
BOE	$(0.35\% / 23.10119\%) * (22.75119\% / 34.65\%)$ of 0.272493%	0.002711%
Westlawn	$([(22.75119\% / 23.10119\%] * 22.75119\%) + 11.89881\% / 34.65\%) * (5\% / 40.079\%)$ of 0.272493%	0.033656%
Total		0.272493%

- (f) The GC987 Beacon ORRI is not borne by Alta Mar, CSL or Red Willow and is borne by each remaining Party as follows and is not merged with or inter the working interest of Beacon Offshore:

Beacon Offshore	30.32942% / 49.84274% of 0.423927%	0.251401%
BOE	0.32229% / 49.84274% of 0.423927%	0.002741%
Kosmos	10.27152% / 49.84274% of 0.423927%	0.088611%
Westlawn	8.91950% / 49.84274% of 0.423927%	0.081174%
Total		0.423927%

- (g) Each of the GC943/944 AEON ORRI and the GC943/944 Joden ORRI is not borne by Alta Mar, CSL or Red Willow and is borne by each remaining Party as follows:

Beacon Offshore	$(35.579\% / 65.45\%) * (35.079\% / 40.079\%)$ of 0.3%	0.142737%
BOE	0.32725% / 65.45% of 0.3%	0.001500%
Kosmos	19.54375% / 65.45% of 0.3%	0.089582%
Westlawn	$([10\% / 65.45\%] + [(35.579\% / 65.45\%) * (5\% / 40.079\%)])$ of 0.3%	0.066181%
Total		0.300000%

The Parties transfer, convey, assign and deliver to each other such interests in the Leases effective March 1, 2024 as may be necessary in order for the Parties to bear the various overriding royalty interests in the proportions set forth above.

5. The Parties acknowledge and agree that, except as amended in paragraphs 1-3 above, (a) no changes or modifications are hereby made to the MOA or OA; (b) the MOA and OA shall remain in full force and effect as originally written; and (c) the Parties hereby expressly ratify, join, approve, adopt and confirm the MOA and OA and agree to be bound by all of the terms, conditions, recitals, stipulations and provisions in the MOA and OA to the same extent as if the same were set

out fully and incorporated herein, it being the Parties' intent for the execution of this Amendment and Reinscription by the Parties to have the same force and effect as if each Party had originally executed the Original MOA, the 1st MOA Amendment and each document referenced in Recital D above.

6. The Parties further acknowledge and agree as follows:
- (a) The Original MOA (as well as the Original OA) created and evidenced various mortgages. The names of the mortgagors as they appear in the Original MOA and also the names of the mortgagors as they appear in the Original OA are Red Willow Offshore, LLC, Houston Energy, L.P., BOE Exploration & Production LLC and Beacon Offshore Energy Exploration LLCBOE and Beacon Offshore.
 - (b) The names of mortgagors as they appear in the Memorandum and also the names of the mortgagors as they appear in the OA are BOE Exploration & Production LLC, Alta Mar Energy (Winterfell), LLC, Beacon Offshore Energy Exploration LLC, CSL Exploration, LP, Kosmos Energy Gulf of Mexico Operations, LLC, Red Willow Offshore, LLC and Westlawn GOM Asset 3 Holdco LLC.

Pursuant to Louisiana Civil Code article 3362 and otherwise, the Parties declare that each of the Original MOA, the Memorandum, the Original OA and the OA (as well as each mortgage created or evidenced in any or all of the foregoing) is **reinscribed**.

7. The Parties authorize the Operator under the OA (which the Parties acknowledge and agree is currently BOE) to file (a) this Amendment and Reinscription in the conveyance and mortgage records of Terrebonne Parish, Louisiana, (b) this Amendment and Reinscription in the adjudication (non-required) files of the Bureau of Ocean Energy Management (the "**BOEM**") for each of the four Leases and (c) one or more pertinent UCC financing statement amendments (including, as appropriate, with a copy of this Amendment and Reinscription attached hereto) in any pertinent Uniform Commercial Code records (including without limitation as reflected in Recital D above).
8. The Parties hereby request, authorize and direct (a) the recorder of mortgages for Terrebonne Parish, Louisiana to make note of this Amendment and Reinscription in the margins of the inscription of each of the Original MOA and the 1st MOA Amendment as each such document was recorded in the mortgage records of that office and (b) the BOEM to make note of, and file, this Amendment and Reinscription in its adjudication (non-required) files for each of the four Leases.
9. This Amendment and Reinscription shall be binding on the Parties and their respective successors and assigns.
10. This Amendment and Reinscription may be signed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute the same, single agreement.

[remainder of page intentionally blank; signature pages follow]

State of Texas

County of Harris

THUS DONE AND SIGNED by BOE on this 1st day of May, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with BOE and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

BOE:

BOE Exploration & Production LLC,
a Delaware limited liability company

Signature: [Signature]
Name printed: Derek Rippe

By: [Signature]
Name: Jay Register
Title: **Vice President Land & Business
Development and Secretary**

Signature: [Signature]
Name printed: Scott Chalkley

[NOTE: Neither the notary nor the person signing for BOE is to be a witness.]

[Signature]
Notary Public, State of Texas
Name of Notary: Felicia Barsh
Notarial Identification No. 125818677
My notarial commission expires 8/28/26

[SEAL]



State of Texas

County of Harris

THUS DONE AND SIGNED by Alta Mar on this 1st day of May, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Alta Mar and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Alta Mar:

Alta Mar Energy (Winterfell), LLC
(formerly known as HEDV Winterfell, LLC),
a Texas limited liability company

Signature: [Signature]
Name printed: Demetrio

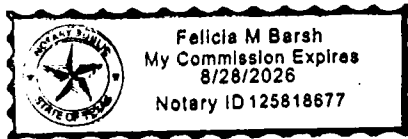
By: [Signature]
Name: Will Cross
Title: CEO

Signature: [Signature]
Name printed: [Signature]

[NOTE: Neither the notary nor the person signing for Alta Mar is to be a witness.]

[Signature]
Notary Public, State of Texas
Name of Notary: Felicia Barsh
Notarial Identification No. 125818677
My notarial commission expires 8/28/26

[SEAL]



State of Texas

County of Harris

THUS DONE AND SIGNED by Beacon Offshore on this 1st day of May, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Beacon Offshore and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Beacon Offshore:

Beacon Offshore Energy Exploration LLC,
a Delaware limited liability company

Signature: [Signature]
Name printed: Derek Riffe

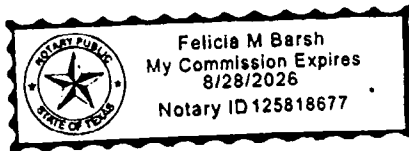
By: [Signature]
Name: Way Register
Title: **Vice President Land & Business
Development and Secretary**

Signature: [Signature]
Name printed: Gabe Chalmers

[NOTE: Neither the notary nor the person signing for Beacon Offshore is to be a witness.]

[Signature]
Notary Public, State of Texas
Name of Notary: Felicia Barsh
Notarial Identification No. 125818677
My notarial commission expires 8/28/24

[SEAL]



State of Texas

County of Harris

THUS DONE AND SIGNED by CSL on this 18 day of April, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with CSL and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

CSL:

CSL Exploration, LP,
a Texas limited partnership

Signature: *Cuca Hobson*
Name printed: Cuca Hobson

By: *Marshall T. White*
Name: Marshall T. White
Title: Vice President

Signature: *Kimberly Abbott*
Name printed: Kimberly Abbott

[NOTE: Neither the notary nor the person signing for CSL is to be a witness.]

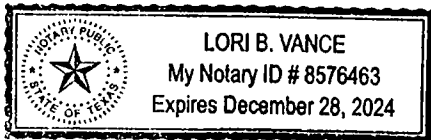
Lori B. Vance
Notary Public, State of Texas

Name of Notary: Lori B. Vance

Notarial Identification No. 8576463

My notarial commission expires 12-28-2024

[SEAL]



State of Texas

County of Harris

THUS DONE AND SIGNED by Kosmos on this 8th day of May, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Kosmos and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Kosmos:

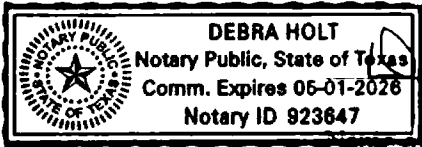
Kosmos Energy Gulf of Mexico Operations, LLC, a Delaware limited liability company

Signature: [Handwritten Signature]
Name printed: Jobana Perez

By: [Handwritten Signature]
Name: Tom Young
Title: Vice President and Assistant Secretary

Signature: [Handwritten Signature]
Name printed: Erica Vest

[NOTE: Neither the notary nor the person signing for Kosmos is to be a witness.]



[Handwritten Signature]
Notary Public, State of Texas
Name of Notary: Debra Holt
Notarial Identification No. 923647
My notarial commission expires 5-1-26

[SEAL]

State of Texas

County of Harris

THUS DONE AND SIGNED by Red Willow on this 6th day of May, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Red Willow and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Red Willow:

Red Willow Offshore, LLC,
a Colorado limited liability company

Signature: [Handwritten Signature]
Name printed: Tim Pindwar

By: [Handwritten Signature]
Name: Rex H. Richardson
Title: Director of Land

Signature: [Handwritten Signature]
Name printed: Catherine Cox Strong

[NOTE: Neither the notary nor the person signing for Red Willow is to be a witness.]

[Handwritten Signature]

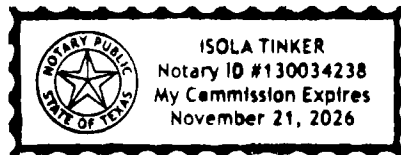
Notary Public, State of Texas

Name of Notary: Isola S. Tinker

Notarial Identification No. 130034238

My notarial commission expires November 21, 2026

[SEAL]



State of Texas

County of Harris

THUS DONE AND SIGNED by Westlawn on this 15th day of April, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Westlawn and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Westlawn:

Westlawn GOM Asset 3 Holdco LLC,
a Delaware limited liability company

Signature: [Handwritten Signature]
Name printed: Lori McClosky

By: [Handwritten Signature]
Name: Elisabeth Eljuri
Title: LLC and Chief Negotiator

Signature: [Handwritten Signature]
Name printed: Gabriele Linbarger

[NOTE: Neither the notary nor the person signing for Westlawn is to be a witness.]

[Handwritten Signature]

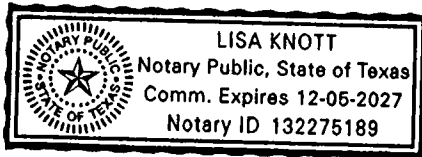
Notary Public, State of Texas

Name of Notary: Lisa Knott

Notarial Identification No. 132275189

My notarial commission expires 12/05/2027

[SEAL]



**Attachment 1 attached to and made a part of that
Ratification, Stipulation, Second Amendment of Memorandum of Operating Agreement
and Financing Statement, Fourth Amendment of Operating Agreement and Notice of Reinscription
dated effective March 1, 2024
by and among BOE Exploration & Production LLC, Alta Mar Energy (Winterfell), LLC, Beacon
Offshore Energy Exploration LLC CSL Exploration, LP, Kosmos Energy Gulf of Mexico
Operations, LLC, Red Willow Offshore, LLC and Westlawn GOM Asset 3 Holdco LLC**

A. OPERATOR: BOE Exploration & Production LLC

B. CONTRACT AREA:

DESCRIPTION OF LEASE(S):

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36060, dated effective June 1, 2017 from the United States of America, as lessor, to Ridgewood Energy Corporation and others, as lessee, covering all of Block 943, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres.

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36061, dated effective June 1, 2017 from the United States of America, as lessor, to Ridgewood Energy Corporation and others, as lessee, covering all of Block 944, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres.

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 36309, dated effective June 1, 2018 from the United States of America, as lessor, to LLOG Bluewater Holdings, L.L.C. and others, as lessee, covering all of Block 987, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres.

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 35417, dated effective June 1, 2014 from the United States of America, as lessor, to Houston Energy, L.P. and another, as lessee, covering all of Block 988, Green Canyon, as shown on OCS Official Protraction Diagram, NG 15-03, containing approximately 5,760 acres.

C. Parties, Notification Addresses and Company Representatives:

<p>BOE Exploration & Production LLC Beacon Offshore Energy Exploration LLC Attn: Jay Register 333 Clay Street, Suite 2400 Houston, Texas 77002 Email: jregister@beaconoffshore.com Telephone: 832-763-4992</p>	<p>Alta Mar Energy (Winterfell), LLC Attn: Will Sims 1201 Louisiana, Suite 730 Houston, Texas 77002 Email: wsims@altamarenergy.com Telephone: 713-823-9797</p>
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CSL Exploration, LP

Attn: Christopher Modica
1000 Louisiana St., Suite 7000
Houston, Texas 77002
Email: cmodica@cathexis.com
Telephone: 713-400-8182

**Kosmos Energy Gulf of Mexico
Operations, LLC**

Attn: Thomas E. Young
15011 Katy Freeway, Suite 700
Houston, Texas 77094
Email: tyoung@kosmosenergy.com
Telephone: 713-301-9602

Red Willow Offshore, LLC

Attn: Dan Greaser
1415 Louisiana Street, Suite 4000
Houston, Texas 77002
Email: dgreaser@rwpc.us
Telephone: 281-822-7542

Westlawn GOM 3 Asset Holdco LLC

Attn: Elisabeth Eljuri
4801 Woodway Dr., Suite 455 E
Houston, Texas 77056
Email: Elisabeth.Eljuri@westlawn.com
Telephone: 346-415-6223

[End of Attachment 1]

**Attachment 2 attached to and made a part of that
Ratification, Stipulation, Second Amendment of Memorandum of Operating Agreement
and Financing Statement, Fourth Amendment of Operating Agreement and Notice of Reinscription
dated effective March 1, 2024**

**by and among BOE Exploration & Production LLC, Alta Mar Energy (Winterfell), LLC, Beacon
Offshore Energy Exploration LLC CSL Exploration, LP, Kosmos Energy Gulf of Mexico
Operations, LLC, Red Willow Offshore, LLC and Westlawn GOM Asset 3 Holdco LLC**

1. the 1.00% of 8/8ths overriding royalty interest in the 943 Lease and GC944 Lease (the “**GC943/944 Five Stones ORRF**”) as conveyed by that Assignment of Overriding Royalty Interest in Oil and Gas Leases dated effective as of June 1, 2017 by Houston Energy, LLOG Bluewater Holdings, L.L.C. (“**LLOG Bluewater**”), LLOG Exploration Offshore, L.L.C. (“**LLOG Exploration**”), Ridgewood Monarch, ILX Prospect Monarch North, LLC (“**ILX**”), Red Willow and CL&F as assignors and WesternGeco L.L.C. as assignee, filed with the BOEM on May 25, 2018 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on June 5, 2018 at Conveyance Book 2538, Page 739, File No. 1559640 of the conveyance records of Terrebonne Parish, Louisiana.

2. the 1.00% of 8/8ths overriding royalty interest in the GC987 Lease (the “**GC987 Five Stones ORRF**”) as conveyed by that Assignment of Overriding Royalty Interest in Oil and Gas Lease dated effective June 1, 2018 by and between Houston Energy, LLOG Bluewater and Red Willow as assignors and WesternGeco L.L.C. as assignee, filed with the BOEM on February 28, 2019 in its adjudication (non-required) files for the GC987 Lease and recorded on March 4, 2019 at Conveyance Book 2565, Page 579, File No. 1576739 of the conveyance records of Terrebonne Parish, Louisiana.

3. the 1.00% of 8/8ths overriding royalty interest in the GC988 Lease (the “**GC988 Five Stones ORRF**”) as conveyed by that Assignment of Overriding Royalty Interest in Oil and Gas Lease dated effective June 1, 2014 by and between Houston Energy and Red Willow as assignors and WesternGeco L.L.C. as assignee, filed with BOEM on January 15, 2015 in its adjudication (non-required) files for the GC988 Lease and recorded on October 20, 2020 at Conveyance Book 2617, Page 658, File No. 1612865 of the conveyance records of Terrebonne Parish, Louisiana.

4. the combined 2.4764% of 8/8ths overriding royalty interests in and to the GC943 Lease and GC944 Lease (the “**GC943/944 Zinni et al. ORRIs**”) as conveyed by that Assignment of Overriding Royalty and Carried Working Interest in Oil and Gas Leases dated effective June 1, 2017 by and between Houston Energy, Red Willow, LLOG Bluewater, LLOG Exploration, Ridgewood Monarch, ILX and CL&F as assignors and HE&D Offshore, L.P. as assignee, filed with the BOEM on May 25, 2018 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on June 5, 2018 at Conveyance Book 2538, Page 727, File No. 1559639 of the conveyance records of Terrebonne Parish, Louisiana, *as amended by* that Stipulation of Ownership Interests and Assignment (OCS-G 36060, Green Canyon Block 943, and OCS-G 36061, Green Canyon Block, 944) dated effective July 20, 2020 by and among Beacon Asset, Beacon Offshore, BOE, CL&F, HE&D Offshore, L.P., Houston Energy, Red Willow and Ridgewood Monarch (collectively, the WI Owners) and James Hart 2017 Trust (by James R. Hart and Rajiv K. Jindia, Co-Trustees), Olivia Hart 2017 Descendant’s Trust (by Rajiv K. Jindia, Trustee), Winnie Hart 2016 Family Trust (by Winnie B. Hart, Trustee), Ishtaca, LLC, Zinni 2012 Family Trust (by Susan R. Zinni, Trustee), DKM Interests, LLC, AWA Investments, LLC, CCC Investments, LLC, On-Line Production, LLC and 4C Production Company, LLC (collectively as the ORRI Owners), filed with the BOEM on October 29, 2020 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on November 2, 2020 at Conveyance Book 2618, Page 637, File No. 1613558 of the conveyance records of Terrebonne Parish, Louisiana.

5. the combined 2.4764% of 8/8ths overriding royalty interests in and to the GC987 Lease (the “**GC987 Zinni et al. ORRIs**”) as conveyed by that Assignment of Overriding Royalty and Carried Working Interest in Oil and Gas Lease dated effective June 1, 2018 by and between Houston Energy, Red Willow and LLOG Bluewater as assignors and HE&D Offshore, L.P. as assignee, filed with the BOEM on February 28, 2019 in its adjudication (non-required) files for the GC987 Lease and recorded on March 4, 2019 at Conveyance Book 2565, Page 569, File No. 1576737 of the conveyance records of Terrebonne Parish, Louisiana, *as amended by* that Stipulation of Ownership Interests and Assignment (OCS-G 36309, Green Canyon Block 987) dated effective July 20, 2020 by and among Beacon Asset, Beacon Offshore, BOE, CL&F, HE&D Offshore, L.P., Houston Energy, Red Willow and Ridgewood Monarch (collectively as the WI Owners) and Zinni 2012 Family Trust (by Susan R. Zinni as Trustee), Telluride Energy, LLC, Ishtaca, LLC, DKM Interests, LLC, AWA Investments, LLC, CCC Investments, LLC, On-Line Production, LLC and 4C Production Company, LLC (collectively as the ORRI Owners), filed with BOEM on October 28, 2020 in its adjudication (non-required) files for the GC987 Lease and recorded on November 2, 2020 at Conveyance Book 2618, Page 691, File No. 1613562 of the conveyance records of Terrebonne Parish, Louisiana.

6. the combined 2.4764% of 8/8ths overriding royalty interests in and to the GC988 Lease (the “**GC988 Zinni et al. ORRIs**”) as conveyed by that Assignment of Overriding Royalty and Carried Working Interest in Oil and Gas Lease dated effective June 1, 2014 by and between Houston Energy and Red Willow as assignors and HE&D Offshore, L.P. as assignee, filed with BOEM on December 22, 2014 in its adjudication (non-required) files for the GC988 Lease and recorded on October 20, 2020 at Conveyance Book 2617, Page 665, File No. 1612866 of the conveyance records of Terrebonne Parish, Louisiana, *as amended by* that Stipulation of Ownership Interests and Assignment (OCS-G 35417, Green Canyon Block 988) dated effective July 20, 2020 by and among Beacon Asset, Beacon Offshore, BOE, CL&F, HE&D Offshore, L.P., Houston Energy, Red Willow and Ridgewood Monarch (collective as the WI Owners) and SEND Partners, LLC, Telluride Energy, LLC, Ishtaca, LLC, DKM Interests, LLC, AWA Investments, LLC, CCC Investments, LLC, On-Line Production, LLC, Aleph Oil & Gas, LLC and 4C Production Company, LLC (collectively as the ORRI Owners), filed with the BOEM on October 28, 2020 in its adjudication (non-required) files for the GC988 Lease and recorded on November 2, 2020 at Conveyance Book 2618, Page 665, File No. 1613561 of the conveyance records of Terrebonne Parish, Louisiana.

7. the 0.528957% of 8/8ths overriding royalty interest of all hydrocarbons produced from or attributable to the GC943 Lease and GC944 Lease (the “**GC943/944 LDRC ORRI**”) as conveyed by that Assignment of Overriding Royalty Interest dated effective June 1, 2017 by and between LLOG Bluewater as assignor and LLOG Deepwater Royalty Company, L.L.C. as assignee, filed with BOEM on September 21, 2017 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on September 15, 2017 at Conveyance Book 2514, Page 343, File No. 1542753 of the conveyance records of Terrebonne Parish, Louisiana.

8. the 0.822918% of 8/8ths overriding royalty interest of all hydrocarbons produced from or attributable to the GC987 Lease (the “**GC987 LDRC ORRI**”) as conveyed by that Assignment of Overriding Royalty Interest dated effective June 1, 2018 by and between LLOG Bluewater as assignor and LLOG Deepwater Royalty Company, L.L.C. as assignee, filed with the BOEM on August 23, 2018 in its adjudication (non-required) files for the GC987 Lease and recorded on August 15, 2018 at Conveyance Book 2547, Page 35, File No. 1564804 of the conveyance records of Terrebonne Parish, Louisiana.

9. the 0.272493% of 8/8ths overriding royalty interest in all hydrocarbons produced from or attributable to the GC943 Lease and GC944 Lease (the “**GC943/944 Beacon ORRI**”) as conveyed by that Assignment of Overriding Royalty Interest dated effective June 1, 2017 by and between LLOG Bluewater as assignor and Stork Holdings Corp. as assignee, filed with the BOEM on November 13, 2017 in its

adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on November 3, 2017 at Conveyance Book 2519, Page 64, File No. 1545867 of the conveyance records of Terrebonne Parish, Louisiana.

10. the 0.423927% of 8/8ths overriding royalty interest in all hydrocarbons produced from or attributable to the GC987 Lease (the "**GC987 Beacon ORRI**") as conveyed by that Assignment of Overriding Royalty Interest dated effective June 1, 2018 by and between LLOG Bluewater as assignor and Stork Holdings I LLC as assigned, filed with BOEM on April 29, 2019 in its adjudication (non-required) files for the GC987 Lease and recorded on April 18, 2019 at Conveyance Book 2569, Page 522, File No. 1579437 of the conveyance records of Terrebonne Parish, Louisiana.

11. the 0.3% of 8/8ths overriding royalty interest in and to the GC943 Lease and GC944 Lease (the "**GC943/944 AEON ORRI**") as conveyed to David A. Pustka by LLOG Bluewater, Ridgewood Monarch and ILX as assignors, filed with the BOEM on September 21, 2017 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on September 15, 2017 at Conveyance Book 2514, Page 332, File No. 1542752 of the conveyance records of Terrebonne Parish, Louisiana.

12. the 0.3% of 8/8ths overriding royalty interest in and to the GC943 Lease and GC944 Lease (the "**GC943/944 Joden ORRI**") as conveyed to Charles T. Yough by LLOG Bluewater, Ridgewood Monarch and ILX as assignors, filed with the BOEM on September 21, 2017 in its adjudication (non-required) files for the GC943 Lease and GC944 Lease and recorded on September 15, 2017 at Conveyance Book 2514, Page 332, File No. 1542752 of the conveyance records of Terrebonne Parish, Louisiana.

[End of Attachment 2; end of Amendment and Reinscription]