

## RECEIVED ADJUDICATION SECTION OCT 31 2024

201 St. Charles Avenue, 40<sup>th</sup> Floor New Orleans, LA 70170-4000 MAIN 504.582.1111 DIRECT 504.569.1858 phayne@gamb.com

October 31, 2024

Ref: 7822-38196

#### <u>By email (boemadjudication@boem.gov)</u>

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 filing – Mississippi Canyon 427, OCS-G 31498

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, Third Amendment of Operating Agreement and Notice of Reinscription effective October 22, 2024 executed by and between Beacon Growthco Operating Company, L.L.C. (GOM No. 3567), Beacon Offshore Energy Exploration LLC (GOM No. 03570), HEDV LaFemme, LLC (GOM No. 3420), ILX Prospect La Femme, LLC (GOM No. 3402), Red Willow Offshore, LLC (GOM No. 2668), Ridgewood La Femme, LLC (GOM No. 3396), Ridgewood Rattlesnake, LLC (GOM No. 3635) and Ridgewood Rialto Holdings, LLC (GOM No. 3663) covering Mississippi Canyon 427, OCS-G 31498.

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 the following lease: OCS-G 31498. Also submitted is a pay.gov receipt for \$34 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

## RECEIVED ADJUDICATION SECTION OCT 31 2024

## <u>RATIFICATION, SECOND AMENDMENT OF</u> <u>MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT,</u> <u>THIRD AMENDMENT OF OPERATING AGREEMENT AND</u> <u>NOTICE OF REINSCRIPTION</u>

This Ratification, Stipulation, Second Amendment of Memorandum of Operating Agreement and Financing Statement, Third Amendment of Operating Agreement and Notice of Reinscription (this "Amendment and Reinscription") is entered into effective October 22, 2024 (the "Effective Date") by and among Beacon Growthco Operating Company, L.L.C. ("Beacon Growthco" or the "Operator"), a Delaware limited liability company; Beacon Offshore Energy Operating LLC ("Beacon Offshore"), a Delaware limited liability company; HEDV LaFemme, LLC ("HEDV LaFemme"), a Texas limited liability company; ILX Prospect La Femme, LLC ("ILX LaFemme"), a Delaware limited liability company; Red Willow Offshore, LLC ("Red Willow"), a Colorado limited liability company; Ridgewood La Femme, LLC ("Ridgewood LaFemme"), a Delaware limited liability company; Ridgewood Rattlesnake, LLC ("Ridgewood Rattlesnake"), a Delaware limited liability company; and Ridgewood Rialto Holdings, LLC ("Ridgewood Rialto"), 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 contract area (the "*Contract Area*" or "*LaFemme Prospect*"): all of Mississippi Canyon Block 427 limited to depths from surface down to 15,000' TVDSS. Reference is also made to the following lease (the "*Lease*"), which covers all Mississippi Canyon Block 427: Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 31498, dated effective February 1, 2008 from the United States of America, as lessor, to Stone Energy Corporation, as lessee.

B. Reference is made to the following document (the "Original MOA"), which (among other things) created and evidenced various mortgages burdening interests in the Lease and LaFemme Prospect: Memorandum of Operating Agreement and Financing Statement Covering Mississippi Canyon 427 dated effective November 1, 2014 by LLOG Exploration Offshore, L.L.C. ("LEO") as Operator and LLOG Bluewater Holdings, L.L.C. ("LBH"), Houston Energy Deep Water Ventures XIV, LLC ("Houston Energy XIV"), Red Willow Offshore, LLC, Ridgewood La Femme, LLC and ILX Prospect La Femme, LLC as Non-Operators (each sometimes also referred to therein as a Non-Operating Party), which document was filed or recorded (without limitation) as follows:

Filing/Recordation Jurisdiction	Filing/Recordation Data	Filing/Recordation Date
Plaquemines Parish, Louisiana	Mortgage Book 672, Page 708 and Conveyance Book 1348, Page 814, all under File No. 2015-00004000	October 16, 2015
Bureau of Ocean Energy Management	filed in the adjudication (non-required) files for lease OCS-G 31498	October 26, 2015

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 April 28, 2016 by LLOG Exploration Offshore, L.L.C. as Operator and Ridgewood La Femme, LLC, Red Willow Offshore, LLC, ILX Prospect La Femme, LLC, HEDV LaFemme, LLC, Beacon Offshore Energy Operating LLC and LLOG Exploration & Production Company, L.L.C. ("*LLOG E&P*") as Non-Operators, which document was filed or recorded (without limitation) as follows:

Filing/Recordation Jurisdiction	Filing/Recordation Data	Filing/Recordation Date
Plaquemines Parish, Louisiana	Mortgage Book 702, Page 480 and Conveyance Book 1370, Page 148, all under File No. 2016-00004939	December 16, 2016
Bureau of Ocean Energy Management	Filed in the adjudication (non-required) files for lease OCS-G 31498	January 17, 2017

The term "*MOA*" refers to the Original MOA as ratified by the LLOG E&P Ratification and the Rattlesnake Ratification and further amended and ratified by the 1st OA Amendment and then by the 2d OA 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	Filing Date
Plaquemines Parish, Louisiana	UCC File No. 38-15-1785	October 26, 2015
Colorado Secretary of State	UCC File No. 20152097822	October 26, 2015
Delaware Secretary of State	UCC File No. 2015 4919980	October 26, 2015
Texas Secretary of State	UCC File No. 15-0034132514	October 26, 2015
Bureau of Ocean Energy	filed in the adjudication (non-required)	January 17, 2017
Management	files for lease OCS-G 31498	

D. Reference is also made to the following documents:

(i) the Operating Agreement referenced in the Original MOA (namely, that Operating Agreement dated effective November 1, 2014 by LLOG Exploration Offshore, L.L.C. as Operator and LLOG Bluewater Holdings, L.L.C., LLOG Bluewater Holdings, L.L.C., Houston Energy Deep Water Ventures XIV, LLC, Red Willow Offshore, LLC, Ridgewood La Femme, LLC and ILX Prospect La Femme, LLC as Non-Operators (each sometimes also referred to therein as a Non-Operating Party)) (the "*Original OA*"), which (as indicated in the Original MOA) created various mortgages;

(ii) the Ratification of Operating Agreement (La Femme Prospect) dated effective April 28, 2016 by LLOG Exploration & Production Company, L.L.C. (the "*LLOG E&P Ratification*"), by which such party ratified, confirmed and adopted the Original OA;

(iii) the Ratification of Operating Agreement (La Femme Prospect) dated effective April 28, 2016 by Rattlesnake Production Company, L.L.C. (now known as Beacon Offshore Energy Operating LLC) (the "*Rattlesnake Ratification*"), by which such party ratified, confirmed and adopted the Original OA;

(iv) the Amendment of Operating Agreement dated effective June 30, 2017 by LLOG Exploration Offshore, L.L.C., LLOG Exploration & Production Company, L.L.C., Beacon Offshore Energy Operating LLC, Ridgewood La Femme, LLC, ILX Prospect La Femme, LLC, Red Willow Offshore, LLC and HEDV LaFemme, LLC (the "*1st OA Amendment*"), by which such parties (among other things) amended and ratified the Original OA as ratified by the LLOG E&P Ratification and the Rattlesnake Ratification;

(v) Ratification and Second Amendment of Operating Agreement dated effective November 2, 2018 by Beacon Growthco Operating Company, L.L.C. as Operator and LLOG Exploration & Production Company, L.L.C., Beacon Offshore Energy Operating LLC, Ridgewood La Femme, LLC, ILX Prospect La Femme, LLC and Red Willow Offshore, LLC and HEDV LaFemme, LLC as Non-Operators (the "2d OA Amendment"), by such parties amended and ratified the Original OA as previously ratified and amended.

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. 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 Beacon Growthco 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 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) Wherever the term "Party" or "Parties" appears in the MOA, such term refer to the Parties to this Amendment and Reinscription.

(c) The Attachment "1" to the MOA is hereby deleted in its entirety and replaced with the Attachment l attached hereto and made a part hereof.

2. The Parties amend the OA as follows:

(a) The phrase "Operator's Affiliate," as it appears in paragraph 6.3(a)(iii) of Exhibit "F" of the Original OA is hereby amended to read "Operator," instead.

(b) The phrase "Operator (a non Working Interest Owner)" as it appears in 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 Houston Energy XIV, LBH, LEO and LLOG E&P is no longer a party to the MOA or the OA.

4. 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.

5. 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 LLOG Exploration Offshore, L.L.C., LLOG Bluewater Holdings, L.L.C., LLOG Bluewater Holdings, L.L.C., Houston Energy Deep Water Ventures XIV, LLC, Red Willow Offshore, LLC, Ridgewood La Femme, LLC and ILX Prospect La Femme, LLC.

(b) The names of mortgagors as they appear in the MOA are LLOG Exploration Offshore, L.L.C., Ridgewood La Femme, LLC, Red Willow Offshore, LLC, ILX Prospect La Femme, LLC, HEDV LaFemme, LLC, Beacon Offshore Energy Operating LLC and LLOG Exploration & Production Company, L.L.C.

(c) The names of mortgagors as they appear in the OA are Beacon Growthco Operating Company, L.L.C., LLOG Exploration & Production Company, L.L.C., Beacon Offshore Energy Operating LLC, HEDV LaFemme, LLC, ILX Prospect La Femme, LLC, Red Willow Offshore, LLC and Ridgewood La Femme, LLC.

(d) By various assignments of record title interest in the Lease, the names of the current mortgagors under the Memorandum and also the names of the current mortgagors under the Operating Agreement are Beacon Growthco Operating Company, L.L.C., Beacon Offshore Energy Operating LLC, HEDV LaFemme, LLC, ILX Prospect

La Femme, LLC, Red Willow Offshore, LLC, Ridgewood La Femme, LLC, Ridgewood Rattlesnake, LLC and Ridgewood Rialto Holdings, 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 Operating Agreement (as well as each mortgage created or evidenced in any or all of the foregoing) is **reinscribed**.

6. The Parties authorize the Operator under the Operating Agreement (which the Parties acknowledge and agree is currently Beacon Growthco) to file (a) this Amendment and Reinscription in the conveyance and mortgage records of Plaquemines Parish, Louisiana, (b) this Amendment and Reinscription in the adjudication (non-required) files of the Bureau of Ocean Energy Management (the "*BOEM*") for the Lease 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 C above).

7. The Parties hereby request, authorize and direct (a) the recorder of mortgages for Plaquemines 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 the Lease.

8. This Amendment and Reinscription shall be binding on the Parties and their respective successors and assigns.

9. 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.

County of Harris

THUS DONE AND SIGNED by Beacon Growthco on this <u>29</u> day of <u>October</u>, 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 Growthco and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Beacon Growthco:

Signature: Scatt Cluallormy

Signature: Mr. Riffe

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

Beacon Growthco Operating Company, L.L.C., a Delaware limited liability company

By:

Name: day Register Title: Vice President Land & Business Development and Secretary

Aburst
Notary Public, State of Texas
Name of Notary: Felicia Barsh
Notarial Identification No. 125818 677
My notarial commission expires 8/28/24

[SEAL]



County of Harris

THUS DONE AND SIGNED by Beacon Offshore on this 29 day of 00000, 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:

Signature: Scott Clalling Name printed. Scott Clalling Signature: And Name printed: Devy R:ffe

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

**Beacon Offshore Energy Operating LLC**, a Delaware limited liability company

By Name Register

Title: Vice President Land & Business Development and Secretary

Abund
Notary Public, State of Texas Name of Notary: Felicia Barsh
Notarial Identification No. 125818477
My notarial commission expires <u>8/28/24</u>

[SEAL]



County of Harris

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

WITNESSES to all signatures on this page:

HEDV LaFemme:

**HEDV LaFemme, LLC**, a Texas limited liability company

Signature: Name printed: Manessa

Signature: Name printed: Ma ners

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

By

Name: Heath Suire Title: Vice President

AMA

Notary Public, State of Texas  $\mathcal{A}$ Name of Notary:  $\varDelta$ 0 Notarial Identification No. My notarial commission expires SUE A ALFORD Notary ID #124226033 **My Commission Expires** May 24, 2026

[SEAL]

County of Harris

THUS DONE AND SIGNED by ILX LaFemme on this 29<sup>th</sup> day of October, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with ILX LaFemme and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

ILX LaFemme:

Signature: Lean Drem Ut

Name printed: Leah Bramlett

Signature:

Name printed: Annette Tafallo

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

ILX Prospect LaFemme, LLC,

a Delaware limited liability company

Bv:

Name: **J**eff Byrd Title: Director

Notary Public, State of Texas Name of Notary: Ann M.Hebert Notarial Identification No. 11038209 My notarial commission expires July 16, 2026.

[SEAL]

ANN M. HEBERT

My Notary ID # 11038209 Expires July 16, 2026

County of Harris

THUS DONE AND SIGNED by Red Willow on this  $29^{-1}$  day of October, 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: Name printed: reaser Signature: Name printed:

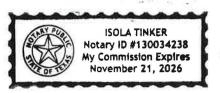
[NOTE: Neither the notary nor the person signing for Red Willow is to be a witness.]

By Name: Title:

Notary Public, State of Texas

Name of Notary: <u>Isola Tinker</u> Notarial Identification No. <u>130034238</u> My notarial commission expires <u>11/21/2026</u>

[SEAL]



3

County of Harris

THUS DONE AND SIGNED by Ridgewood La Femme on this 29<sup>th</sup> day of October, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Ridgewood La Femme and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Ridgewood La Femme:

Signature:

Name printed: Leah Bramlett

Signature:

Name printed: Annette Tafallo

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

**Ridgewood La Femme, LLC**, a Delaware limited liability company

By:

Name: Fritz L. Spencer, III Title: Attorney-in-Fact

Notary Public, State of Texas Name of Notary: Ann M,Hebert Notarial Identification No. 11038209 My notarial commission expires July 16, 2026.

[SEAL]

ANN M. HEBERT My Notary ID # 11038209

Expires July 16, 2026

County of Harris

THUS DONE AND SIGNED by Ridgewood Rattlesnake on this 29<sup>th</sup> day of October, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Ridgewood Rattlesnake and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Ridgewood Rattlesnake:

Signature: Leach Brandett

Name printed: Leah Bramlett

Signature:

Name printed: Annette Tafallo

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

**Ridgewood Rattlesnake, LLC**, a Delaware limited liability company

By: Gr2Sn5

Name: Fritz L. Spencer, III Title: Attorney-in-Fact

Notary Public, State of Texas Name of Notary: Ann M.Hebert Notarial Identification No. 11038209 My notarial commission expires July 16, 2026.

[SEAL]

ANN M. HEBERT

My Notary ID # 11038209 Expires July 16, 2026

County of Harris

THUS DONE AND SIGNED by Ridgewood Rialto on this 29<sup>th</sup> day of October, 2024 before me, the undersigned Notary Public in and for the foregoing jurisdiction, and the undersigned, competent witnesses, who sign their names below with Ridgewood Rialto and me, Notary, after a due reading of the whole.

WITNESSES to all signatures on this page:

Ridgewood Rialto:

**Ridgewood Rialto Holdings, LLC**, a Delaware limited liability company

Signature:

Name printed: Leah Bramlett

Signature:

Name printed: Annette Tafallo

[NOTE: Neither the notary nor the person signing for Ridgewood Rialto is to be a witness.] By: Fin 2 Sm S

Name: Fritz L Spencer, III Title: Attorney-in-Fact

Notary Public, State of Texas Name of Notary: Ann M.Hebert Notarial Identification No. 11038209 My notarial commission expires July 16, 2026.

[SEAL]

ANN M. HEBERT

My Notary ID # 11038209 Expires July 16, 2026 Attachment 1 attached to and made a part of that Ratification, Second Amendment of Memorandum of Operating Agreement and Financing Statement, Third Amendment of Operating Agreement and Notice of Reinscription dated effective October 22, 2024 by and among Beacon Growthco Operating Company, L.L.C.; Beacon Offshore Energy Operating LLC; HEDV LaFemme, LLC; ILX Prospect La Femme, LLC; Red Willow Offshore, LLC; Ridgewood La Femme, LLC; Ridgewood Rattlesnake, LLC and Ridgewood Rialto Holdings, LLC

A. <u>OPERATOR</u>: Beacon Growthco Operating Company, L.L.C.

# B. <u>CONTRACT AREA</u>:

all of Block 427, Mississippi Canyon, limited to depths from surface down to 15,000' TVDSS

## **DESCRIPTION OF LEASE(S):**

Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act bearing serial number OCS-G 31498, dated effective February 1, 2008 from the United States of America, as lessor, to Stone Energy Corporation, as lessee, covering all of Block 427, Mississippi Canyon, as shown on OCS Official Protraction Diagram, NH 16-10, containing approximately 5,760 acres.

## C. <u>Parties, Notification Addresses and Company Representatives</u>:

Beacon Growthco Operating Company, L.L.C. Beacon Offshore Energy Exploration LLC Attention: Jay Register 333 Clay Street, Suite 4200 Houston, Texas 77002 Email: jregister@beaconoffshore.com Telephone: 346-867-0524

# **Red Willow Offshore, LLC**

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

## **HEDV LaFemme, LLC**

Attention: Heath Suire 1200 Smith Street, Suite 2400 Houston, TX 77002 Email: hsuire@houstonenergyinc.com Telephone: (713) 650-8008

# ILX Prospect La Femme, LLC Ridgewood La Femme, LLC Ridgewood Rattlesnake, LLC Ridgewood Rialto Holdings, LLC Attention: Fritz Spencer 1254 Enclave Parkway, Suite 600 Houston, TX 77077 Email: fspencer@ridgewoodenergy.com Telephone: 281-293-7122

[End of Attachment 1; end of Amendment and Reinscription]