



Exploration Offshore, L.L.C.

RECEIVED  
ADJUDICATION SECTION  
NOV 14 2024

November 14, 2024

**VIA EMAIL**

Bureau of Ocean Energy Management  
Gulf of Mexico OCS Region  
1201 Elmwood Park Blvd., MS WS 231A  
New Orleans, Louisiana 70123-2394

**ATTN: Adjudication Unit**

**RE: Ratification, Third Amendment and Joinder of Memorandum of Operating Agreement, Mortgage, Assignment of Lease, Pledge, Security Agreement and Financing Statement  
W/2 of OCS-G 25098, Mississippi Canyon Block 546  
MC 546 W/2 (Abilene Prospect)**

Ladies and Gentlemen:

Enclosed please find the following document:

**Title of Document:** Ratification, Third Amendment and Joinder of Memorandum of Operating Agreement, Mortgage, Assignment of Lease, Pledge, Security Agreement and Financing Statement

**Identities of Parties to the Document:** By and between LLOG Exploration Offshore, L.L.C., LLOG Omega Holdings, L.L.C., CNOOC Petroleum U.S.A. Inc., LLOG Deepwater Development Company II, L.L.C., Westlawn Asset GOM 4 Holdco LLC and KUSA Inc.

**Lease Affected:** The W/2 of OCS-G 25098 (MC 546)

**Category to be Filed:** 3 = UCC Filings and Financial Statement

**Service Fees:** pay.gov receipt in payment of the fee incurred by this request is attached

Once this document has been filed as requested, I would appreciate your stamping and returning one (1) copy to my attention via email. In the meantime, please do not hesitate to contact me should you have any questions or need any additional information at (985) 801-4794 or [rachael.francioni@llog.com](mailto:rachael.francioni@llog.com).

Yours very truly,

**LLOG Exploration Offshore, L.L.C.**

Rachael L. Francioni  
Land Specialist

Attachment

# Plaquemines Parish Recording Page

Kim Turlich-Vaughan  
Clerk of Court  
PO Box 40  
Belle Chasse, LA 70037  
(504) 934-6610

RECEIVED  
ADJUDICATION SECTION  
NOV 14 2024

**Received From :**

LLOG EXPLORATION CO LLC  
1001 OCHSNER BLVD STE 100  
COVINGTON, LA 70433

**First VENDOR**

LLOG EXPLORATION OFFSHORE LLC

**First VENDEE**

LLOG EXPLORATION OFFSHORE LLC

**Index Type :** CONVEYANCE

**File Number :** 2024-00004232

**Type of Document :** RATIFICATION

**Book :** 1483

**Page :** 438

**Recording Pages :** 14

### Recorded Information

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

This instrument was eRecorded.

On (Recorded Date) : 11/07/2024

At (Recorded Time) : 1:30:48PM

CLERK OF COURT  
KIM TURLICH-VAUGHAN  
Parish of Plaquemines  
I certify that this is a true copy of the attached  
document that was filed for registry and  
Recorded 11/07/2024 at 1:30:48  
Recorded in Book 1483 Page 438  
File Number 2024-00004232



Clerk of Court



#### Additional Index Recordings

<u>Index Type</u>	<u>Book</u>	<u>Page</u>	<u>File #</u>
MTG	859	922	2024-00004232

**Return To :** LLOG EXPLORATION CO LLC  
1001 OCHSNER BLVD STE 100  
COVINGTON, LA 70433

**RATIFICATION, THIRD AMENDMENT AND JOINDER OF MEMORANDUM OF OPERATING AGREEMENT, MORTGAGE, SECURITY AGREEMENT AND FINANCING STATEMENT**

This Ratification, Third Amendment and Joinder of Memorandum of Operating Agreement, Mortgage, Security Agreement and Financing Statement (the “*Third Amendment*”) is made effective as of October 1, 2023 and entered into by and among LLOG Exploration Offshore, L.L.C., (“*LEO*”), LLOG Omega Holdings, L.L.C. (“*LOH*”), CNOOC Petroleum U.S.A. Inc. (“*CNOOC*” formerly Nexen Petroleum Offshore U.S.A. Inc (“*Nexen*”), LLOG Deepwater Development Company II, L.L.C. (“*LDDC*”), Westlawn GOM Asset 4 Holdco LLC (“*Westlawn*”) and KUSA Inc. (“*KUSA*”).

**WHEREAS**, by instrument dated effective December 1, 2014, LEO, LOH and Nexen entered into that certain Offshore Deepwater Operating Agreement (the “*OOA*”), as amended, having a contract area consisting of the west half (W/2) of Mississippi Canyon 546, INSOFAR AND ONLY INSOFAR as said lease covers those depths from 13,000’ TVD down to 18,500’ TVD, covered by lease bearing serial number OCS-G 25098, such area and lease is hereinafter referred to as the “*Lease*” and such contract area hereinafter referred to as the “*Abilene Prospect*”;

**WHEREAS**, by instrument dated effective December 1, 2014, LEO, LOH and Nexen entered into that certain Memorandum of Operating Agreement, Mortgage, Security Agreement and Financing Statement (the “*Original Memorandum*”) for the Abilene Prospect, which Memorandum was filed in the non-required records of the Bureau of Ocean Energy Management (“*BOEM*”) for the Lease on January 16, 2015, and recorded in the Plaquemines Parish, Louisiana records as follows:

**Plaquemines Parish, Louisiana**  
**(Original MOA)**

<b>INDEX TYPE</b>	<b>BOOK</b>	<b>PAGE</b>	<b>NUMBER</b>
Mortgage	656	476	2015-00000137
Conveyance	1333	824	2015-00000137

**WHEREAS**, financing statements under the Uniform Commercial Code were filed in connection with the Original Memorandum in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the States of Delaware and Louisiana, as follows:

**Plaquemines Parish, Louisiana**

<b>INDEX TYPE</b>	<b>BOOK</b>	<b>PAGE</b>	<b>NUMBER</b>
UCC	3815	10	2015-00000138

**Offices of the Secretary of State**

STATE	NUMBER
Delaware	2015 0231786
Louisiana	38-15-10

**WHEREAS**, by instrument dated effective December 1, 2014, LEO, LOH, Nexen and DDC entered into that certain Ratification of Memorandum of Operating Agreement, Mortgage, Security Agreement, and Financing Statement (the “*First Amendment*”), to amend the Original Memorandum to include DDC as a party to the Memorandum, which First Amendment was filed in the non-required records of the Bureau of Ocean Energy Management (“*BOEM*”) for the Lease on March 15, 2016, and recorded in the Plaquemines Parish, Louisiana records as follows:

**Plaquemines Parish, Louisiana**  
**(MOA First Amendment)**

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	681	88	2016-00000939
Conveyance	1355	354	2016-00000939

**WHEREAS**, financing statement amendments under the Uniform Commercial Code were filed in connection with the First Amendment in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the States of Delaware and Louisiana, as follows:

**Plaquemines Parish, Louisiana**

INDEX TYPE	BOOK	PAGE	NUMBER
UCC	3816	680	2016-00000940
UCC	3816	683	2016-00000941

**Offices of the Secretary of State**

STATE	NUMBER
Delaware	20161700762
Louisiana	38-16-680

**WHEREAS**, financing statements under the Uniform Commercial Code were filed in connection with the name change from Nexen Petroleum Offshore U.S.A. Inc. to CNOOC Petroleum Offshore U.S.A. Inc. for the State of Delaware, as follows:

**Offices of the Secretary of State**

STATE	NUMBER
-------	--------

Delaware	20196182831
Delaware	20196859123

**WHEREAS**, by instrument dated effective October 1, 2023, LEO, LOH, Westlawn and LDDC entered into that certain Second Amendment and Ratification of Declaration and Memorandum of Operating Agreement, Mortgage, Assignment of Leases, Pledge, Security Agreement, and Financing Statement (the “**Second Amendment**,” the Second Amendment, together with the Original Memorandum and the First Amendment, collectively, the “**Memorandum**”), to further amend the Original Memorandum, as amended, which Second Amendment was filed in the non-required records of the Bureau of Ocean Energy Management (“**BOEM**”) for the Lease on January 12, 2024, and recorded in the Plaquemines Parish, Louisiana records as follows:

**Plaquemines Parish, Louisiana**  
**(MOA Second Amendment)**

<b>INDEX TYPE</b>	<b>BOOK</b>	<b>PAGE</b>	<b>NUMBER</b>
Mortgage	846	453	2023-00004235
Conveyance	1471	447	2023-00004235

**WHEREAS**, financing statement amendments under the Uniform Commercial Code were filed in connection with the Second Amendment in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the States of Delaware and Louisiana, as follows:

**Plaquemines Parish, Louisiana**

<b>INDEX TYPE</b>	<b>BOOK</b>	<b>PAGE</b>	<b>NUMBER</b>
UCC	3824	35	2024-00000237
UCC	3824	51	2024-00000238
UCC	3824	67	2024-00000239
UCC	3824	70	2024-00000240
UCC	3824	86	2024-00000241
UCC	3824	89	2024-00000242
UCC	3824	105	2024-00000243
UCC	3824	108	2024-00000244

**Offices of the Secretary of State**

<b>STATE</b>	<b>NUMBER</b>
Delaware	20240527828
	20240528131
	20240528230
	20240527281

Louisiana	38-24-35
	38-24-51
	38-24-67
	38-24-70
	38-24-86
	38-24-89
	38-24-105
	38-24-109

**WHEREAS**, the Memorandum provides for liens on and security interests in the lands and leases covered by the Abilene Prospect, and in tangible and intangible personal property related to the development of same (all such lands, lease, and tangible and intangible property, as further and more particularly described in the Memorandum, collectively referred to herein as the “*Property*”);

**WHEREAS**, by Assignment and Bill of Sale dated effective October 1, 2023, LOH conveyed an undivided 16.0446% of 8/8ths right, title and interest in and to the Lease to KUSA;

**WHEREAS**, by instrument dated effective as of October 1, 2023, KUSA ratified, adopted, and confirmed the terms and provisions of the OOA and thus became bound to same as if it was an original signatory party;

**WHEREAS**, the parties to the Memorandum agree therein that a person having an interest in the Lease can ratify such Memorandum by executing and delivering an instrument of ratification.

**NOW THEREFORE**, the undersigned, who have an interest in the Lease, in consideration of the terms, conditions, recitals and stipulations contained in the Memorandum, hereby agree as follows:

1. KUSA hereby expressly ratifies, joins, approves, adopts and confirms the Memorandum, and agrees to assume and be bound by all of the terms, conditions, recitals, stipulations and provisions contained in the Memorandum, including any and all mortgage liens, pledges, and security interests affecting the Property, as applicable, to the same extent as if the same were set out fully and incorporated herein, it being the intention of the Parties that the execution of this Third Amendment by KUSA has the same force and effect as if KUSA had originally executed the Memorandum as a Party thereto.
2. To the extent necessary, KUSA hereby mortgages, pledges and grants a continuing security interest, as applicable, in favor of the Operator (as identified in Exhibit “A” hereto) in and to all of its present and future interests in the Property to secure payment of its obligations described in the OOA and the Memorandum, all on the same terms and conditions set forth therein.
3. Although not expressly stated in the Second Amendment, it was the intent of each of LDDC and Westlawn, by its execution thereof, to also assume and be bound by all of the terms,

conditions, recitals, stipulations and provisions contained in the Memorandum, including any and all mortgage liens, pledges, and security interests affecting the Property, as applicable, to the same extent as if the same were set out fully and incorporated therein, it being the intention of the parties thereto that the execution of the Second Amendment by each of LDDC and Westlawn has the same force and effect as if they had originally executed the Memorandum as a Party thereto.

4. To the extent necessary, each of LDDC and Westlawn hereby mortgages, pledges and grants a continuing security interest, as applicable, in favor of the Operator (as identified in Exhibit "A" hereto) in and to all of its present and future interests in the Property to secure payment of its obligations described in the OOA and the Memorandum, all on the same terms and conditions set forth therein.
5. To evidence the addition of KUSA as a Party to the Memorandum and the revision to the lands covered by the Memorandum, the Parties hereby replace the existing Attachment "1" to the Memorandum with the revised Attachment "1" attached hereto as Exhibit "A" effective October 1, 2023.
6. This Third Amendment shall be binding upon the undersigned Parties and their respective successors and assigns.
7. Except for the matters specifically addressed in this Third Amendment, no other changes or modifications are made to the Memorandum and the Parties acknowledge that except as amended hereby, the Memorandum shall remain in full force and effect as originally written.

**FURTHER**, this Third Amendment is to be filed or recorded in the conveyance records, in the mortgage records and in the Uniform Commercial Code records of Plaquemines Parish, Louisiana where the Memorandum is filed, in the Secretary of State's office for the States of Delaware and Louisiana, and with the Bureau of Ocean Energy Management, thereby providing notice of the mutual liens and security interests now held by the Parties in accordance with the provisions of the OOA referenced in the Memorandum.

This Third Amendment may be signed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one and the same agreement.

**[Signature and acknowledgement pages follow]**


**EXECUTED** on the date set forth below, but effective as of the date first written above.

**OPERATOR:**

**WITNESSES:**

**LLOG EXPLORATION OFFSHORE, L.L.C.**

  
Printed Name: **Joshua Graffagnini**

By:   
Name: **Kemberlia Ducote**  
Title: **Secretary**

  
Printed Name: **April O. Pertuit**

Date: 9/17/2024


Address:  
1001 Ochsner Boulevard, Suite 100  
Covington, Louisiana 70433

**ACKNOWLEDGEMENT**

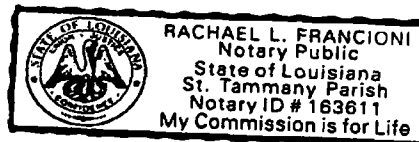
**STATE OF LOUISIANA**

**PARISH OF ST. TAMMANY**

On this 17<sup>th</sup> day of SEPTEMBER, 2024, before me appeared **Kemberlia Ducote**, to me personally known, who, being by me duly sworn, did say she is the **Secretary** of **LLOG Exploration Offshore, L.L.C.**, a Louisiana limited liability company, and that the foregoing instrument was executed on behalf of that limited liability company by authority of its Members, and she also acknowledged said instrument to be the free act and deed of said limited liability company.

  
**NOTARY PUBLIC**

My commission is for life.

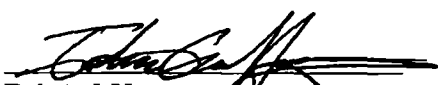






NON-OPERATOR:

LLOG OMEGA HOLDINGS, L.L.C.

WITNESSES:

  
Printed Name: **Joshua Graffagnini**

  
Printed Name: **April O. Pertuit**

By:   
Name: **Kemberlia Ducote**  
Title: **Secretary**

Date: 9/17/2024

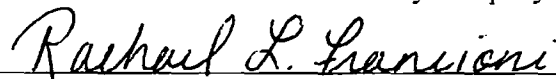
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1001 Ochsner Boulevard, Suite 100  
Covington, Louisiana 70433

**ACKNOWLEDGEMENT**

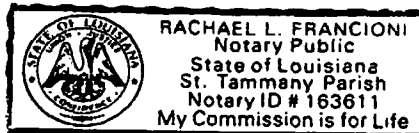
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 17<sup>TH</sup> day of SEPTEMBER, 2024, before me appeared **Kemberlia Ducote**, to me personally known, who, being by me duly sworn, did say she is the **Secretary** of **LLOG Omega Holdings, L.L.C.**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of that limited liability company by authority of its Members, and she also acknowledged said instrument to be the free act and deed of said limited liability company.

  
NOTARY PUBLIC

My commission is for life.




**NON-OPERATOR:**

**LLOG DEEPWATER DEVELOPMENT  
COMPANY II, L.L.C.**

**WITNESSES:**

  
Printed Name: **Joshua Graffagnini**

  
Printed Name: **April O. Pertuit**

By: 

Name: **Kemberlia Ducote**  
Title: **Secretary**

Date: 9/17/2024

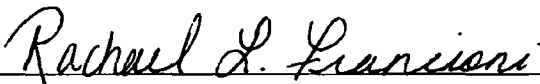
Address:  
1001 Ochsner Boulevard, Suite 100  
Covington, Louisiana 70433

**ACKNOWLEDGEMENT**

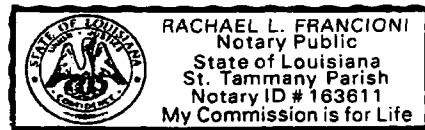
**STATE OF LOUISIANA**

**PARISH OF ST. TAMMANY**

On this 17<sup>TH</sup> day of SEPTEMBER, 2024, before me appeared **Kemberlia Ducote**, to me personally known, who, being by me duly sworn, did say she is the **Secretary** of **LLOG Deepwater Development Company II, L.L.C.**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of that limited liability company by authority of its Members, and she also acknowledged said instrument to be the free act and deed of said limited liability company.

  
**NOTARY PUBLIC**

My commission is for life.



**NON-OPERATOR:**

**WITNESSES:**

**CNOOC PETROLEUM OFFSHORE U.S.A. INC.**

Kristen James  
Printed Name: KRISTEN JAMES

By: [Signature]  
Name: Heather Osecki  
Title: President and Chairman.

[Signature]  
Printed Name: ZACHARY BUCHANAN

Date: Oct 20/2024

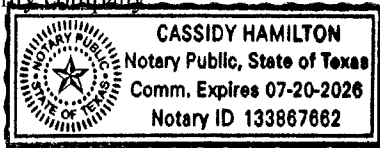
Address: 9805 Katy Freeway, Suite 675  
Houston, Texas 77024

**ACKNOWLEDGEMENT**

**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 22<sup>nd</sup> day of October, 2024, before me appeared Heather Osecki, to me personally known, who, being by me duly sworn, did say (s)he is the President & Chairman of **CNOOC Petroleum Offshore U.S.A. Inc.**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of that limited liability company by authority of its Members, and (s)he also acknowledged said instrument to be the free act and deed of said limited liability company.



[Signature]  
NOTARY PUBLIC

My commission expires 07/20/2026

**NON-OPERATOR:**

**WITNESSES:**

**WESTLAWN GOM ASSET 4 HOLDCO LLC**

Gabriele Linbarger  
Printed Name: Gabriele Linbarger

By: Elisabeth Eljuri  
Name: Elisabeth Eljuri  
Title: CLC & Chief Negotiator

Lori McClusky  
Printed Name: Lori McClusky

Date: 9/23/2024

Address:  
4801 Woodway Drive, Suite 455E  
Houston, Texas 77056

**ACKNOWLEDGEMENT**

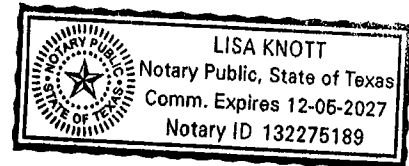
**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 23<sup>rd</sup> day of September, 2024, before me appeared **Elisabeth Eljuri**, to me personally known, who, being by me duly sworn, did say she is the **CLC & Chief Negotiator** of **Westlawn GOM Asset 4 Holdco LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of that limited liability company by authority of its Members, and she also acknowledged said instrument to be the free act and deed of said limited liability company.

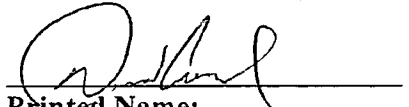
Lisa Knott  
NOTARY PUBLIC

My commission expires 12/05/2027



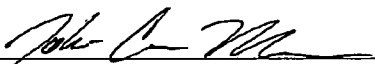
**WITNESSES:**

  
Printed Name: Bailey FCU

  
Printed Name: David Carmel

**NON-OPERATOR:**

**KUSA INC.**

By:   
Name: John-Carter Murchison  
Title: Director

Date: 10/1/24  
Address: 251 Little Falls Drive  
Wilmington, Delaware 19808

**ACKNOWLEDGEMENT**

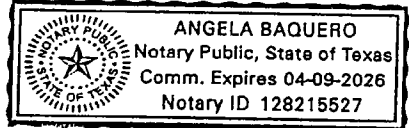
**STATE OF TEXAS**

**COUNTY OF Harris**

On this 1<sup>st</sup> day of October, 2024, before me appeared **John-Carter Murchison**, to me personally known, who, being by me duly sworn, did say he is the **Director** of **KUSA Inc.**, a Delaware Corporation, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission expires 4/9/26.



**EXHIBIT "A"**  
**ATTACHED TO AND MADE A PART OF THAT  
CERTAIN RATIFICATION, THIRD AMENDMENT AND JOINDER OF  
MEMORANDUM OF OPERATING AGREEMENT, MORTGAGE,  
SECURITY AGREEMENT AND FINANCING  
STATEMENT DATED EFFECTIVE OCTOBER 1, 2023, BY AND AMONG  
LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR,  
AND KUSA INC.,  
ET AL., AS NON-OPERATORS**

**ATTACHMENT "1"**

**ATTACHED TO AND MADE A PART OF THAT CERTAIN  
MEMORANDUM OF OPERATING AGREEMENT,  
MORTGAGE, SECURITY AGREEMENT  
AND FINANCING STATEMENT DATED EFFECTIVE DECEMBER 1, 2014,  
BY AND AMONG LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR,  
AND DEEPWATER DEVELOPMENT COMPANY, LLC, AS NON-OPERATOR**

**DESCRIPTION OF CONTRACT AREA, LEASE AND WORKING INTEREST OF THE PARTIES**

**DESCRIPTION OF OCS LEASE AND CONTRACT AREA**

That certain federal Oil and Gas Lease of Submerged Lands under the Outer Continental Shelf Lands Act, bearing Serial number OCS-G 25098, dated effective July 1, 2003, granted by the United States of America, as Lessor, to Nexen Petroleum Offshore U.S.A. Inc., as Lessee, covering all of Block 546, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, *INSOFAR AND ONLY INSOFAR AS* the lease covers the West Half (W/2) and only as to all depths from 13,000' TVD down to 18,500' TVD.

**I. WORKING INTEREST PARTIES**

LLOG Omega Holdings, L.L.C.  
LLOG Deepwater Development Company II, L.L.C.  
Westlawn GOM Asset 4 Holdco LLC  
CNOOC Petroleum Offshore U.S.A. Inc.  
KUSA Inc.

**II. OPERATOR**

LLOG Exploration Offshore, L.L.C.

**III. ADDRESSES OF OPERATOR AND WORKING INTEREST PARTIES**

<p><b>LLOG Exploration Offshore, L.L.C.</b>          1001 Ochsner Boulevard, Suite 100          Covington, Louisiana 70433  <b>Attention: Land Department</b>          Phone: (985) 801-4300          Fax: (985) 801-4797          Email: LLOGLand@llog.com</p>	<p><b>LLOG Omega Holdings, L.L.C.</b>  <b>LLOG Deepwater Development Company II, L.L.C.</b>          City Centre Three          842 West Sam Houston Parkway N., Ste. 600          Houston, Texas 77079  <b>Attention: VP - Land</b>          Phone: (281) 752-1100          Fax: (281) 752-1190          Email: brett.smith@llog.com</p>
<p>Westlawn GOM Asset 4 Holdco LLC          4801 Woodway Drive, Suite 455E          Houston, Texas 77056  <b>Attention: Chief Operating Officer</b>          Telephone: 346-260-3868          Facsimile: 832-476-2192          Email: Gregory.Hebertson@westlawn.com</p>	<p><b>CNOOC Petroleum Offshore U.S.A. Inc.</b>          9805 Katy Freeway, Suite 675          Houston, TX 77024  <b>Attention: Krysten James</b>          Phone: (832) 714-5427          Facsimile: (832) 769-3047          Email: Krysten.James@cnoocldusa.com</p>
<p><b>KUSA Inc.</b>          711 Louisiana Street, Suite 2050          Houston, Texas 77002  <b>Attention: Bailey M. Fee</b>          Telephone: +1 713-203-9261          Email: bailey.fee@karoonenergy.com</p>	

**END OF EXHIBIT**