



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, Fourth Amendment and Joinder of Declaration and Memorandum of Offshore Operating Agreement, Mortgage, Assignment of Lease, Pledge, Security Agreement and Financing Statement
OCS-G 27277 (MC 503), W/2 OCS-G 35336 (MC 504), OCS-G 32334 (MC 547), and E/2 OCS-G 25098 (MC 546)
MC 503/E/2 546/547 (Who Dat Prospect)**

Ladies and Gentlemen:

Enclosed please find the following document:

Title of Document: Ratification, Fourth Amendment and Joinder of Declaration and Memorandum of Offshore 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., LLOG Deepwater Development Company II, L.L.C., Westlawn Asset GOM 4 Holdco LLC and KUSA Inc.

Lease Affected: OCS-G 27277 (MC 503), W/2 OCS-G 35336 (MC 504), OCS-G 32334 (MC 547), and E/2 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.

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 OMEGA HOLDINGS LLC

First VENDEE

LLOG OMEGA HOLDINGS LLC

Index Type : CONVEYANCE

File Number : 2024-00004233

Type of Document : RATIFICATION

Book : 1483

Page : 452

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) : 1:32:10PM

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 1:32:10
Recorded in Book 1483 Page 452
File Number 2024-00004233



Clerk of Court



Additional Index Recordings

<u>Index Type</u>	<u>Book</u>	<u>Page</u>	<u>File #</u>
MTG	859	936	2024-00004233

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

Plaquemines Parish Recording Page

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MTG	859	936	2024-00004233

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

**RATIFICATION, FOURTH AMENDMENT AND JOINDER OF DECLARATION AND
MEMORANDUM OF OFFSHORE OPERATING AGREEMENT, MORTGAGE,
ASSIGNMENT OF LEASES, PLEDGE, SECURITY AGREEMENT AND FINANCING
STATEMENT
(LOUISIANA)**

This Ratification, Fourth Amendment and Joinder of Declaration and Memorandum of Offshore Operating Agreement, Mortgage, Assignment of Leases, Pledge, Security Agreement and Financing Statement (the “*Fourth Amendment*”) is made effective as of October 1, 2023 and entered into by and among LLOG Omega Holdings, L.L.C., (“*LOH*”), LLOG Deepwater Development Company II, L.L.C. (“*LDDC*”), Westlawn GOM Asset 4 Holdco LLC (“*Westlawn*”), LLOG Exploration Offshore, L.L.C. (“*LEO*”) and KUSA Inc. (“*KUSA*”) (referred to herein collectively as “*Parties*” and individually as “*Party*”).

WHEREAS, by instrument dated effective July 1, 2014, LEO, LOH and Deepwater Development Company, LLC (“*DDC*” formerly LLOG Deepwater Development Company, L.L.C.) entered into that certain Offshore Operating Agreement (the “*OOA*”), as amended, having a contract area consisting of (i) all of Mississippi Canyon Block 503, covered by lease bearing serial number OCS-G 27277, LESS AND EXCEPT operating rights as to the NW/4 NE/4 NE/4, NE/4 NE/4 NE/4 and the SE/4 NE/4 NE/4 from the surface down to and including a depth of 18,000’ TVD subsea; including, however, all rights to conduct operations and produce hydrocarbons from the SW diagonal one-half of the SE/4 NE/4 NE/4 of said Mississippi Canyon Block 503 (“*MC 503*”), (ii) the West Half (W/2) of Mississippi Canyon Block 504, covered by lease bearing serial number OCS-G 35336 (“*MC 504*”), (iii) all of Mississippi Canyon Block 547, covered by lease bearing serial number OCS-G 32334 (“*MC 547*”), and (iv) the East Half (E/2) of Mississippi Canyon Block 546, covered by lease bearing serial number OCS-G 25098, INsofar AND ONLY INsofar AS said lease covers those depths from 13,000’ TVD down to 18,500’ TVD (“*MC 546*”); all leases as to such areas and depths are hereinafter referred to as the “*Leases*” and such contract area hereinafter referred to as the “*Who Dat Prospect*”;

WHEREAS, by instrument dated effective July 1, 2014, LEO, LOH and DDC entered into that certain Declaration and Memorandum of Offshore Operating Agreement, Mortgage, Pledge, Assignment of Leases, Pledge, Security Agreement and Financing Statement (the “*Original Memorandum*”) for the Who Dat Prospect, which Memorandum was recorded in the Plaquemines Parish, Louisiana records as follows:

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

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	646	268	2014-00002899
Conveyance	1322	431	2014-00002899

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

INDEX TYPE	BOOK	PAGE	NUMBER
UCC	3814	1937	2014-00002900

Offices of the Secretary of State

STATE	NUMBER
Delaware	2014 2850105
	2014 2849826
Louisiana	38-14-1937

WHEREAS, by instrument dated effective October 1, 2014, LEO, LOH and DDC entered into that certain First Amendment and Ratification of Declaration and Memorandum of Operating Agreement, Mortgage, Assignment of Leases, Pledge, Security Agreement, and Financing Statement (the “*First Amendment*”), to amend the Original Memorandum, which First Amendment was recorded in the Plaquemines Parish, Louisiana records as follows:

Plaquemines Parish, Louisiana
(MOA First Amendment)

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	652	833	2014-00004499
Conveyance	1329	113	2014-00004499

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	3814	3088	2014-00004494

Offices of the Secretary of State

STATE	NUMBER
Delaware	2014 4285896
	2014 4285847

Louisiana	38-14-3088
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WHEREAS, by instrument dated effective September 1, 2015, LEO, LOH and DDC 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*”), to further amend the Original Memorandum, as amended, which Second Amendment was recorded in the Plaquemines Parish, Louisiana records as follows:

Plaquemines Parish, Louisiana
(MOA Second Amendment)

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	672	656	2015-00003987
Conveyance	1348	800	2015-00003987

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

INDEX TYPE	BOOK	PAGE	NUMBER
UCC	3815	1762	2015-00003988

Offices of the Secretary of State

STATE	NUMBER
Delaware	20154926084
	20154925391
Louisiana	38-15-1762

WHEREAS, by instrument dated effective October 1, 2023, LEO, LOH, Westlawn and LDDC entered into that certain Third Amendment and Ratification of Declaration and Memorandum of Operating Agreement, Mortgage, Assignment of Leases, Pledge, Security Agreement, and Financing Statement (the “*Third Amendment*,” the Third Amendment, together with the Original Memorandum, the First Amendment, and the Second Amendment, collectively, the “*Memorandum*”), to further amend the Original Memorandum, as amended, which Third 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 Third Amendment)

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	846	1	2023-00004209
Conveyance	1471	390	2023-00004209

WHEREAS, financing statement amendments under the Uniform Commercial Code were filed in connection with the Third 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	3824	111	2024-00000245
UCC	3824	114	2024-00000246
UCC	3824	129	2024-00000247
UCC	3824	132	2024-00000248
UCC	3824	147	2024-00000249
UCC	3824	150	2024-00000250

Offices of the Secretary of State

STATE	NUMBER
Delaware	20240525426
	20240525632
	20240526317
	20240526523
	20240526630
Louisiana	38-24-111
	38-24-114
	38-24-129
	38-24-132
	38-24-147
	38-24-150

WHEREAS, the Memorandum provides for liens on and security interests in the lands and leases covered by the Who Dat Prospect, and in tangible and intangible personal property related to the development of same (all as such lands, leases, 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, LEO and LOH conveyed an undivided 30.00% of 8/8ths right, title and interest in and to the Leases 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 Leases can ratify such Memorandum by executing and delivering an instrument of ratification.

NOW THEREFORE, the undersigned, who have an interest in the Leases, 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 Fourth 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 other Parties 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 Third 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 Third 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 each other and in favor of the other Parties (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 as set forth therein.
5. To evidence the addition of KUSA as a party to 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 Fourth Amendment shall be binding upon the undersigned Parties and their respective successors and assigns.

Except for the matters specifically addressed in this Fourth 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 Fourth 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 Fourth 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 acknowledgment 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

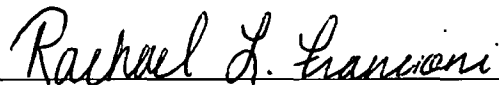
Address:
1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

ACKNOWLEDGEMENT

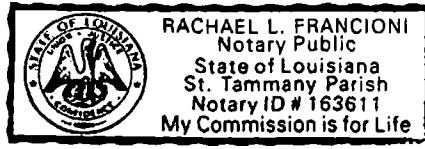
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 17TH 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

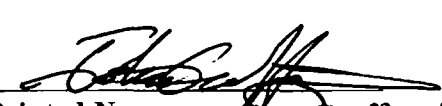
My commission is for life.



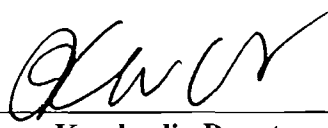
NON-OPERATOR:

WITNESSES:

LLOG OMEGA HOLDINGS, L.L.C.


Printed Name: Joshua Graffagnini


Printed Name: April O. Pertuit

By: 
Name: Kemberlia Ducote
Title: Secretary

Date: 9/17/2024

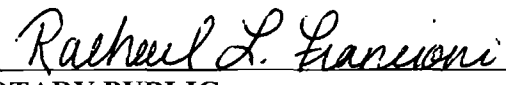
Address:
1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

ACKNOWLEDGEMENT

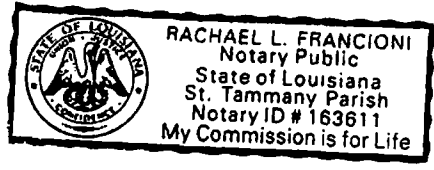
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 17TH 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:

WITNESSES:

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


Printed Name: **Joshua Graffagnini**


Printed Name: **April O. Pertuit**

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

Date: 9/17/2024

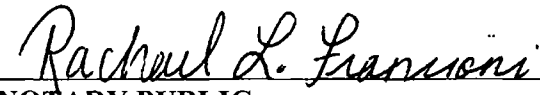
Address:
1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

ACKNOWLEDGEMENT

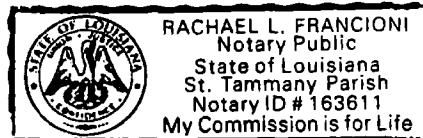
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 17th 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:

WESTLAWN GOM ASSET 4 HOLDCO LLC

Heather Limberg
Printed Name: *Heather Limberg*

Lori McClosky
Printed Name: *Lori McClosky*

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

Date: 9/23/24

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

ACKNOWLEDGEMENT

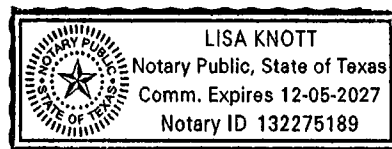
STATE OF TEXAS

COUNTY OF HARRIS

On this 23rd 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



NON-OPERATOR:

KUSA INC.

WITNESSES:

[Signature]
Printed Name: Bailey Kee

[Signature]
Printed Name: David Cornell

By: [Signature]
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 1st 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.

[Signature]
NOTARY PUBLIC

My commission expires 4/9/26.

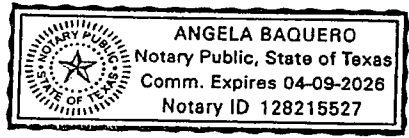


EXHIBIT "A"
ATTACHED TO AND MADE A PART OF THAT
CERTAIN RATIFICATION, FOURTH AMENDMENT AND JOINDER OF
DECLARATION AND MEMORANDUM OF OFFSHORE OPERATING AGREEMENT,
MORTGAGE,
ASSIGNMENT OF LEASES, PLEDGE, SECURITY AGREEMENT AND FINANCING
STATEMENT DATED EFFECTIVE OCTOBER 1, 2023, BY AND AMONG
LLOG EXPLORATION 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 OFFSHORE OPERATING AGREEMENT,
MORTGAGE, ASSIGNMENT OF LEASES, PLEDGE, SECURITY AGREEMENT
AND FINANCING STATEMENT DATED EFFECTIVE JULY 1, 2014,
BY AND AMONG LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR,
AND DEEPWATER DEVELOPMENT COMPANY, LLC ET AL., AS NON-
OPERATORS

I. IDENTIFICATION OF LEASES AND CONTRACT AREA

Oil and Gas Lease of Submerged Lands under the Outer Continental Shelf Lands Act, bearing Serial Number OCS-G 27277, dated effective May 1, 2005, by and between the United States of America, as Lessor, and LLOG Exploration Offshore, Inc., as Lessee, covering all of Block 503, Mississippi Canyon Area, OCS Official Protraction Diagram, NH 16-10, containing 5,760 acres, more or less, LESS AND EXCEPT operating rights as to the NW/4 NE/4 NE/4, NE/4 NE/4 NE/4 and the SE/4 NE/4 NE/4 from the surface down to and including a depth of 18,000' TVD; including, however, all rights to conduct operations and produce hydrocarbons from the SW diagonal one-half of the SE/4NE/4NE/4 of said Mississippi Canyon Block 503, as provided for in that certain Acreage Exchange Agreement dated effective October 1, 2008, by and between LLOG Exploration Offshore, Inc. and Eni Petroleum US LLC. ("MC 503")

Oil and Gas Lease of Submerged Lands under the Outer Continental Shelf Lands Act, bearing Serial Number OCS-G 32334, dated effective July 1, 2008, by and between the United States of America, as Lessor, and LLOG Exploration Offshore, Inc., as Lessee, covering all of Block 547, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, containing 5,760 acres, more or less ("MC 547")

Oil and Gas Lease bearing Serial No. OCS-G 25098, dated effective July 1, 2003, granted by the United States of America, as Lessor, in favor of Nexen Petroleum Offshore U.S.A. Inc. ("Nexen"), as Lessee, covering all of Block 546, Mississippi Canyon, as shown on

OCS Official Protraction Diagram, NH16-10, INSO FAR AND ONLY INSO FAR AS said lease covers only the East Half (E/2) of the Block and only as to those depths from 13,000' TVD down to 18,500' TVD ("MC 546").

Oil and Gas Lease of Submerged Lands under the Outer Continental Shelf Lands Act, bearing number OCS-G 35336 dated effective as of July 1, 2014 between the United States of America, as Lessor, and LLOG Deepwater Development Company, L.L.C., as Lessee, covering all of Block 504, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, containing approximately 5,760.00 acres, more or less, INSO FAR AND ONLY INSO FAR AS said lease covers only the West Half (W/2) of the Block ("MC 504").

II. WORKING INTEREST PARTIES

LLOG Omega Holdings, L.L.C.
 LLOG Deepwater Development Company II, L.L.C.
 Westlawn GOM Asset 4 Holdco LLC
 KUSA Inc.

III. OPERATOR

LLOG Exploration Offshore, L.L.C.

IV. ADDRESSES OF WORKING INTEREST PARTIES

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

END OF EXHIBIT