



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, Second Amendment and Joinder of Memorandum of Operating Agreement and Financing Statement
E/2 OCS-G 35336 (MC 504) and OCS-G 35827 (MC 505)
MC 505 (Dome Patrol Prospect)**

Ladies and Gentlemen:

Enclosed please find the following document:

Title of Document: Ratification, Second Amendment and Joinder of Memorandum of Operating 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: E/2 OCS-G 35336 (MC 504) and OCS-G 35827 (MC 505)

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 EXPLORATION OFFSHORE LLC

First VENDEE

LLOG EXPLORATION OFFSHORE LLC

Index Type : CONVEYANCE

File Number : 2024-00004230

Type of Document : RATIFICATION

Book : 1483

Page : 411

Recording Pages : 12

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) : 1:28:14PM

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 1:28:14
Recorded in Book 1483 Page 411
File Number 2024-00004230



Clerk of Court



Additional Index Recordings

<u>Index Type</u>	<u>Book</u>	<u>Page</u>	<u>File #</u>
MTG	859	895	2024-00004230

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

Plaquemines Parish Recording Page

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Clerk of Court
PO Box 40
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Kim Turlich-Vaughan

Clerk of Court

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MTG	859	895	2024-00004230

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

RATIFICATION, SECOND AMENDMENT AND JOINDER OF MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT

This Ratification, Second Amendment and Joinder of Memorandum of Operating Agreement and Financing Statement (the “*Second 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*”) collectively referred to herein as “*Parties*” and individually as “*Party*”.

WHEREAS, LEO, as Operator, and Deepwater Development Company, LLC (“*DDC*” formerly LLOG Deepwater Development Company, L.L.C.), as Non-Operator, entered into that certain Offshore Operating Agreement (“*OOA*”) dated effective July 1, 2016, as amended, having a contract area consisting all of Mississippi Canyon Block 505 covered by lease bearing serial number OCS-G 35827 and the East half (E/2) of Mississippi Canyon Block 504 covered by lease bearing serial number OCS-G 35336, which leases are hereinafter referred to as the “*Leases*”; and such contract area hereinafter referred to as the “*Dome Patrol Prospect*”;

WHEREAS, by instrument dated effective July 1, 2016, LEO, LOH and DDC entered into that certain Memorandum of Operating Agreement and Financing Statement (the “*Original Memorandum*”) for the Dome Patrol Prospect, which Memorandum was recorded in Plaquemines Parish, Louisiana as follows:

Plaquemines Parish, Louisiana
(Original MOA)

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	1424	640	2020-00001734
Mortgage	768	1	2020-00001734

WHEREAS, a financing statement under the Uniform Commercial Code was filed in connection with the Original Memorandum in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the State of Louisiana, as follows:

Plaquemines Parish, Louisiana

INDEX TYPE	BOOK	PAGE	FILE NUMBER
UCC-1	3820	1588	2020-00001735

Offices of the Secretary of State

STATE	NUMBER
Louisiana	38-20-1588

WHEREAS, by instrument dated effective October 1, 2023, LEO, LOH, LDDC and Westlawn 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*,” the First Amendment, together with the Original Memorandum, collectively, the “*Memorandum*”), to amend the Original Memorandum, which First 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 First Amendment)

INDEX TYPE	BOOK	PAGE	NUMBER
Mortgage	845	1136	2023-00004207
Conveyance	1471	371	2023-00004207

WHEREAS, a financing statement and 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	3824	153	2024-00000251
UCC	3824	156	2024-00000252
UCC	3824	170	2024-00000253
UCC	3824	173	2024-00000254
UCC	3824	187	2024-00000255
UCC	3824	190	2024-00000256

Offices of the Secretary of State

STATE	NUMBER
Delaware	20240529311
Louisiana	38-24-153
	38-24-156
	38-24-170
	38-24-173
	38-24-187
	38-24-190

WHEREAS, the Memorandum provides for liens on and security interests in the lands, and Leases covered by the Dome Patrol Prospect, and in tangible and intangible personal property related to the development of same (all 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, LOH conveyed an undivided 30.00% of 8/8ths right, title and interest in and to MC 504 to KUSA;

WHEREAS, by Assignment and Bill of Sale dated effective October 1, 2023, LEO conveyed an undivided 30.00% of 8/8ths right, title and interest in and to MC 505 to KUSA;

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

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, in consideration of the terms, conditions, recitals and stipulations contained in the Memorandum, the Parties 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 Second Amendment by KUSA has the same force and effect as if KUSA had originally executed the Memorandum.
2. To the extent necessary, KUSA hereby mortgages, pledges and grants a continuing security interest, as applicable, in favor of the other Parties 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 First 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 each other and in favor of the other Parties 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, 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 Second Amendment shall be binding upon the undersigned Parties and their respective successors and assigns.
7. Except for the matters specifically addressed in this Second 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 Second 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 Second 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]

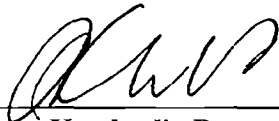
EXECUTED on the date set forth below, but effective as of the date first written above.

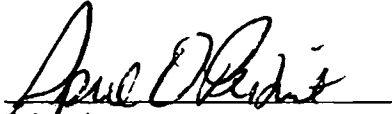
OPERATOR:

WITNESSES:

LLOG EXPLORATION OFFSHORE, L.L.C.


Printed Name: **Joshua Graffagnini**

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


Printed Name: **April O. Pertuit**

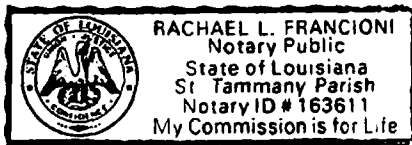
Date: 9/17/2024
Address:
1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

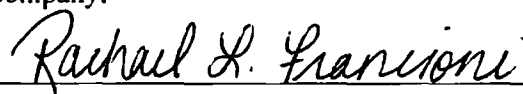
ACKNOWLEDGEMENT

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 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 said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.




NOTARY PUBLIC

My commission is for life.

NON-OPERATORS:

WITNESSES:

LLOG OMEGA HOLDINGS, L.L.C.

Joshua Graffagnini
Printed Name: Joshua Graffagnini

April O. Pertuit
Printed Name: April O. Pertuit

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

Date: 9/17/2024

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

ACKNOWLEDGEMENT

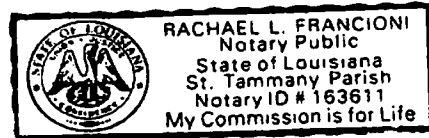
STATE OF LOUISIANA

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 said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.

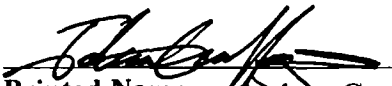
Rachael L. Francioni
NOTARY PUBLIC

My commission expires AT DEATH.



WITNESSES:

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


Printed Name: Joshua Graffagnini

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


Printed Name: **April O. Pertuit**

Date: 9/17/2024

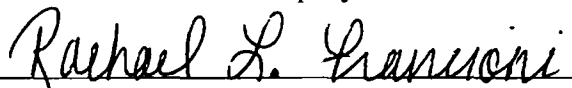
Address:
1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

ACKNOWLEDGEMENT

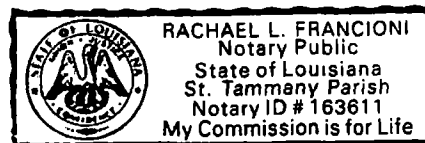
STATE OF LOUISIANA

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 Deepwater Development Company II, L.L.C.**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.


NOTARY PUBLIC

My commission expires AT DEATH.



WITNESSES:

WESTLAWN GOM ASSET 4 HOLDCO LLC

Gabriele Krebarger
Printed Name: Gabriele Krebarger

Lori McClosky
Printed Name: Lori McClosky

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

Date: 9/23/2024
Address:
4801 Woodway Drive, Suite 455E
Houston, Texas 77056

ACKNOWLEDGEMENT

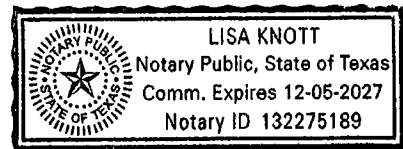
STATE OF TEXAS

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 said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.

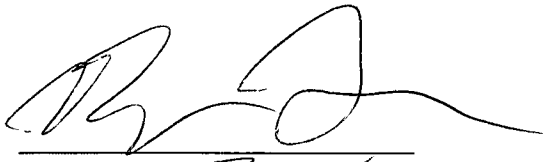
Lisa Knott
NOTARY PUBLIC

My commission expires 12/05/2027

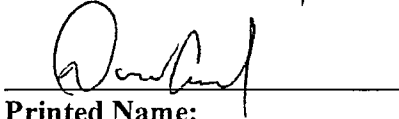


WITNESSES:

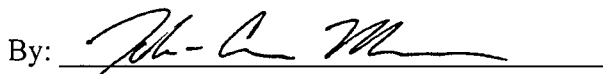
KUSA INC.



Printed Name: Bailey Ferr



Printed Name: David Carmel

By: 

Name: John-Carter Murchison
Title: Director

Date: 10/1/24

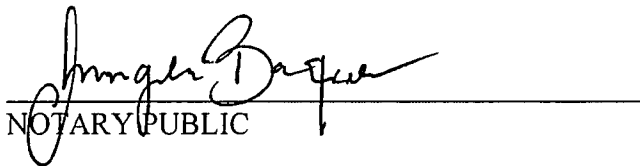
Address:
251 Little Falls Drive
Wilmington, Delaware 19808

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF Harris

On this 1 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.

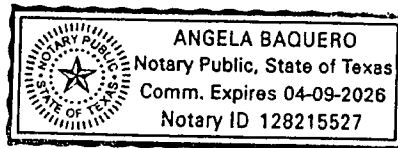


EXHIBIT "A"
**ATTACHED TO AND MADE A PART OF THAT
CERTAIN RATIFICATION, FIRST AMENDMENT AND JOINDER OF
MEMORANDUM OF OFFSHORE OPERATING AGREEMENT
AND FINANCING STATEMENT DATED EFFECTIVE OCTOBER 1, 2023, BY AND
AMONG LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR,
AND KUSA INC.,
ET AL., AS NON-OPERATORS**

ATTACHMENT "1"

**ATTACHED TO AND MADE A PART OF THAT CERTAIN
MEMORANDUM OF OFFSHORE OPERATING AGREEMENT AND FINANCING
STATEMENT EFFECTIVE JULY 1, 2016, BETWEEN LLOG EXPLORATION
OFFSHORE, L.L.C., AS OPERATOR, AND DEEPWATER DEVELOPMENT
COMPANY, LLC, ET AL AS NON-OPERATORS**

A. OPERATOR:

LLOG EXPLORATION OFFSHORE, L.L.C.

B. DESCRIPTION OF OCS LEASES AND CONTRACT AREA

DESCRIPTION OF LEASES:

That certain 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 the lease covers the east half (E/2) of the block.

That certain Oil and Gas Lease of Submerged Lands under the Outer Continental Shelf Lands Act, bearing number OCS-G 35827 dated effective as of July 1, 2016 between the United States of America, as Lessor, and LLOG Exploration Offshore, L.L.C., as Lessee, covering all of Block 505, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, containing approximately 5,760.00 acres, more or less.

C. Parties, Designated Representatives and Addresses

LLOG Exploration Offshore, L.L.C. (Operator)

1001 Ochsner Boulevard, Suite 100
Covington, Louisiana 70433

Attention: Land Department

Telephone: (985) 801-4300

Facsimile: (985) 801-4797

Email: LLOGLand@llog.com

LLOG Deepwater Development Company II, L.L.C.

LLOG Omega Holdings, 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: brett.smith@llog.com

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

KUSA Inc.

711 Louisiana Street, Suite 2050

Houston, Texas 77002

Attention: Bailey M. Fee

Telephone: +1 713-203-9261

Email: bailey.fee@karoonenergy.com