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Julie Thobae

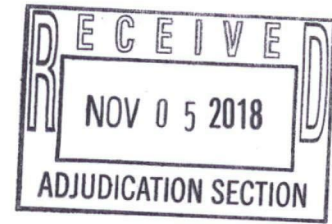
Direct: (713) 651-2970
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November 5, 2018

Our File No: 28043.0020

BY HAND DELIVERY

U.S. Department of the Interior
Bureau of Ocean Energy Management
Gulf of Mexico OCS Region
Adjudication Section
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394
Attention: Bernadette Thomas, Chief



Re: Non-Required File for OCS-G 19966

Dear Ms. Thomas:

Enclosed please find the following documents that we ask you to file, submitted to you for filing purposes only, in the Non-Required File pertaining to Block 562 Mississippi Canyon, ***OCS-G 19966***:

- 1) **State of Louisiana Uniform Commercial Code – Amendment UCC-3 (RBL/LC) to delete collateral on Initial UCC# 26-373799 – Debtors: Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements;**

- 2) **State of Louisiana Uniform Commercial Code – Amendment UCC-3 (FLTL) to delete collateral on Initial UCC# 26-373800 – Debtors: Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements; and**

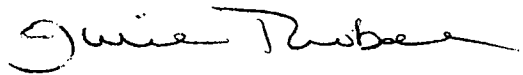
- 3) **State of Louisiana Uniform Commercial Code – Amendment UCC-3 (FLLO/SLTL) to delete collateral on Initial UCC# 26-373801 – Debtors: Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC and Secured Party: Cortland Capital Market Services LLC, as Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements;**

In order that third persons will be put on notice as to the execution and efficacy of the enclosed document, please file the documents, together with a copy of this letter in the Non-Required File maintained for the lease, under the category designated above.

Enclosed are the Pay Gov receipts, in the total amount of \$87.00, for payment of the filing fees. I have included a copy of the instruments and cover letter to be file-stamped and provided to the bearer of this letter.

If you should have any questions regarding this request, please contact me at (713) 651-2970. Thank you for your assistance in this matter.

Very truly yours,



Julie Thobae
Corporate Paralegal

Enclosures

4857421v1

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT
UCC-3

Important - Read instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)

1. Initial Financing Statement File # 26-373800

2. **Termination** - Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement

3. **Continuation** - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

4. **Assignment** (full or partial). Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION) This amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c
 DELETE name: Give record name to be deleted in item 6a or 6b
 ADD name: Complete item 7a or 7b and item 7c; also complete items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

6a. Organization's Name
 OR
 6b. Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) First Name Middle Name

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. Organization's Name
 OR
 7b. Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) First Name Middle Name
 7c. Mailing Address City State Postal Code Country
 7d. Tax ID #: SSN or EIN Add'l info re Organization: 7e. Type of Organization 7f. Jurisdiction of Organization 7g. Organization ID if any None

8. AMENDMENT (**Collateral Change**): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
 The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLTL).

9. NAME or SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of Debtor authorizing this Amendment

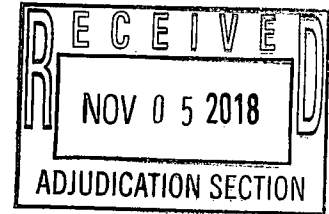
9a. Organization's Name
 Cantor Fitzgerald Securities, as Collateral Agent
 OR
 9b. Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III), if applicable) First Name Middle Name

10. OPTIONAL FILER REFERENCE DATA 28043.0020

11. NAME AND PHONE OF CONTACT AT FILER (optional)
 Julie Thobae 713-651-2970

12. SEND ACKNOWLEDGMENT TO: (Name and Address)
 Marilyn C. Maloney
 Liskow and Lewis APLC
 1001 Fannin, Suite 1800
 Houston, Texas 77002

The above space is for filing office use only



PARTIAL RELEASE OF MORTGAGE
(FLTL)

STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below but effective as of the 21st day of OCTOBER, 2018, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

Cantor Fitzgerald Securities, as Substitute Collateral Agent, whose mailing address is 110 59th Street, New York, New York 10022, represented herein by its duly authorized agent ("Collateral Agent")

who, being duly sworn, did declare and say:

Fieldwood Energy LLC, a Delaware limited liability company, GOM Shelf LLC, a Delaware limited liability company, Fieldwood Energy Offshore LLC, a Delaware limited liability company, Bandon Oil and Gas, LP, a Delaware limited partnership, and Dynamic Offshore Resources NS, LLC, a Texas limited liability company (collectively, the "Mortgagor") have requested the Collateral Agent to partially release and cancel that certain Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated as of September 30, 2013, as amended, recorded, *inter alia*, as set forth on Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) those certain oil, gas and mineral leases described on Exhibit A hereto limited to the depths and areas of such oil, gas, and mineral leases specifically described on Exhibit A hereto and not affecting other depths and areas, which are not released (such oil, gas, and mineral leases limited to the depths and areas described on Exhibit A, the "Released Oil and Gas Properties") and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Properties ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INSOFAR and ONLY INSOFAR as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of Parishes described on Schedule 1 hereto to (a) record this Partial Release in the mortgage records for said Parish, (b) cancel in part from the mortgage records of said Parish the inscription of the Mortgage, and (c) notate

the recordation of this Partial Release in the margin of the Mortgage as recorded in said Parish. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated First Lien Term Loan Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

THUS DONE AND PASSED on this 25th day of October, 2018, but effective as of the date set forth above, in the presence of the undersigned witnesses who hereunto sign their names with the Collateral Agent and me, Notary, after due reading of the whole.

WITNESSES:

CANTOR FITZGERALD SECURITIES,
As Collateral Agent, as Mortgagee

[Signature]
Printed Name: SPENCER COOPER

[Signature]
Printed Name: THOMAS F. MOORE

By: [Signature]
Name:
Title: James Buccola
Head of Fixed Income

[Signature]
Notary Public



Name printed: Lisette M. Melendez
Notarial Identification Number 01ME627782
My commission expires March 11, 2021

LISETTE M. MELENDEZ
Notary Public, State of New York
No. 01ME627782
Qualified in Bronx County
Commission Expires March 11, 2021

SCHEDULE 1
[Recording Information]

1. **Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien)** dated effective September 30, 2013 by **Fieldwood Energy LLC and GOM Shelf LLC** in favor of **P.R. Ballard, Trustee** and to **Citibank, N.A.**, as Collateral Agent.

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Baldwin County, AL	Instrument # 1425124
Mobile County, AL	BK: LR7088, Page 1201, Instrument # 2013063204
Plaquemines Parish, LA	File # 2013-00004580, Book 630, Page 1
BOEM	OCS-G 19966

2. **First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (First Lien)** dated effective November 15, 2013 by **Fieldwood Energy LLC and GOM Shelf LLC** in favor of **P.R. Ballard, Trustee** and to **Citibank, N.A.**, as Collateral Agent.

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Plaquemines Parish, LA	File # 2013-00005396, Book 634, Page 503
BOEM	OCS-G 19966

3. **Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien)** dated effective August 16, 2016 by **Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC** in favor of **P.R. Ballard, Trustee** and to **Citibank, N.A.**, as Collateral Agent.

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Plaquemines Parish, LA	File # 2016-00003580, Book 693, Page 84
BOEM	OCS-G 19966

4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien Term Loan) (“Fourth Supplement to the FLTL Mortgage”) dated effective as of July 9, 2018 from **Fieldwood Energy LLC, GOM Shelf LLC** (together the “Original Mortgagor”), **Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC** (collectively, the “Additional Mortgagor”; the Additional Mortgagor collectively with Original Mortgagor, the “Mortgagor”) to **Citibank, N.A., as Resigning Collateral Agent**, and to **Peter Graf, as Trustee for the benefit of Cantor Fitzgerald Securities, as Substitute Collateral Agent** and to the Substitute Collateral Agent (the “Mortgagee”).

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Baldwin County, AL	Instrument # 1707455
Mobile County, AL	BK: LR7658, Page 144, Instrument # 2018040026
Plaquemines Parish, LA	File # 2018-00002566, Book 732, Page 180
BOEM	OCS-G 19966

EXHIBIT A
Released Oil and Gas Properties

That certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 1998, executed by the United States of America, as Lessor, to Union Oil Company of California, as Lessee, bearing Lease No. OCS-G 19966, covering all of Block 562, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, containing approximately 5,760 acres, **insofar and only insofar as the lease covers and affects the North Half of Block 562, to depths from the surface to 19,500' TVDSS.**

EXHIBIT B
UCC3 Forms

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT
UCC-3

Important - Read Instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)

1. Initial Financing Statement File # 26-373800
2. **Termination** - Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement
3. **Continuation** - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law
4. **Assignment (Full or partial)**. Give name of assignee in Item 7a or 7b and address of assignee in Item 7c and also give name of assignor in Item 9.
5. **AMENDMENT (PARTY INFORMATION)** This amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
- Also check one of the following three boxes and provide appropriate information in Items 6 and/or 7.
- CHANGE** name and/or address: Give current record name in Item 6a or 6b, also give **DELETE** name: Give record name to be deleted in Item 6a or 6b **ADD** name: Complete Item 7a or 7b and Item 7c; also complete Items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

6a Organization's Name _____

or

6b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) _____ First Name _____ Middle Name _____

7. CHANGED (NEW) OR ADDED INFORMATION:

7a Organization's Name _____

or

7b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) _____ First Name _____ Middle Name _____

7c Mailing Address _____ City _____ State _____ Postal Code _____ Country _____

7d Tax ID #: SSN or EIN _____ Add'l info re Organization: _____ 7e Type of Organization _____ 7f Jurisdiction of Organization _____ 7g Organization ID if any _____ None

8. **AMENDMENT (Collateral Change):** check only one box:
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLT).

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignee, if this is an Assignment; if this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here) _____ and enter name of Debtor authorizing this Amendment

9a Organization's Name _____

or

9b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) _____ First Name _____ Middle Name _____

10. OPTIONAL FILER REFERENCE DATA 28043,0020

11. NAME AND PHONE OF CONTACT AT FILER (optional)
Julie Thobee 713-651-2970

12. SEND ACKNOWLEDGMENT TO: (Name and Address)
Marilyn C. Maloney
Liskow and Lewis APLC
1001 Fannin, Suite 1800
Houston, Texas 77002

The above space is for filing office use only

Louisiana Secretary of State 5/4/2011

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Julie Thobae 713-651-2970

B. E-MAIL CONTACT AT FILER (optional)
jthobae@liskow.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Marilyn C. Maloney
Liskow and Lewis APLC
1091 Fannin, Suite 1800
Houston, Texas 77002

Print **Reset**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
20182475941

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. **Filer, attach Amendment Acknowledgment (Form UCC3Ae) and provide Debtor's name in Item 13.**

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement.

3. **ASSIGNMENT (All or partial):** Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8.

4. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

5. **PARTY INFORMATION CHANGE:**
Check one of these two boxes: Debtor or Secured Party of record. **AND Check one of these three boxes to:**
 CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c. ADD name: Complete item 7a or 7b, and item 7c. DELETE name: Give record name to be deleted in item 6a or 6b.

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

8. **COLLATERAL CHANGE:** **Also** check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:
The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLTL).

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment). If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor.

9a. ORGANIZATION'S NAME
Cantor Fitzgerald Securities, as Collateral Agent

OR

9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. OPTIONAL FILER REFERENCE DATA:
28043.0020 FLTL