LISKOW&LEWIS

A Professional Law Corporation

1001 Fannin Street Suite 1800 Houston, TX 77002 (713) 651-2900 Main (713) 651-2908 Fax

www.liskow.com

One Shell Square 701 Poydras Street, Suite 5000 New Orleans, LA 70139 (504) 581-7979 Main (504) 556-4108 Fax 822 Harding Street Post Office Box 52008 Lafayette, LA 70505 (337) 232-7424 Main (337) 267-2399 Fax

Julie Thobae

Direct: (713) 651-2970 jthobae@Liskow.com

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:

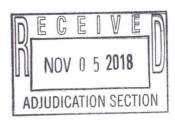
Non-Required File for OCS-G 19966

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

Juie Ruber

Enclosures

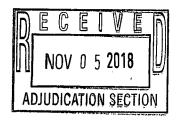
4857421v1

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form

Initial Financing Statement File # 26-373799 Tamination - Effectiveness of the Financing Statement Identified above is terminated with respect to security Interest(s) of the Secured Party authorizing this Termination Statement Continuation - Effectiveness of the Financing Statement Identified above with respect to security Interest(s) of the Secured Party authorizing this Continuation - Effectiveness of the Financing Statement Identified above with respect to security Interest(s) of the Secured Party authorizing this Continuation - Effectiveness of the Financing Statement Identified above with respect to security Interest(s) of the Secured Party authorizing this Continuation - Effectiveness of the Financing Statement Identified above with respect to security Interest(s) of the Secured Party authorizing this secured Party authorized Party of record. And also give name of assignor in Item American Party (interest(s)) of the Secured Party and also give name of assignor in Item American Party of record. Check only ging of these two boxes. Abla check ong of the following three boxes and provide appropriate information in Items 6 and and 7. ChiaNGE name and/or address: Give correct name in Item 8 and and/or 2. ChiaNGE name and/or address: Give correct name in Item 8 and and/or 2. ChiaNGE name and/or address: Give correct name in Item 8 and and/or 2. ChiaNGE name and/or address: Give area in Item 8 as of 8. Collective In Item 8 and and/or 2. ChiaNGE name and/or address: Give area in Item 8 as of 8. Collective In Item 8 and and/or 2. ChiaNGE name and/or address: Give area in Item 8 and and/or 2. ChiaNGE name and/or address: Give area in Item 8. Collective In Item 8 and and/or 2. ChiaNGE name and/or address: Give area in Item 8. Collective In Item 8 and/or address: Give area in Item 8. Collective In Item 8 and/or address: Give area in Item 8. Collective In Item 8 and/or address: Give area in Item 8. Collective In Item 8 and/or address: Give area in Item 8. Collective In Item 8 and		ONT AND BACK CAR	EFULLY)					
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NAME AND PHONE OF CONTACT AT FILER (optional) Julie Thobae 713-651-2970)					
SEND ACKNOWLEDGMENT TO: (Name and Address)	SEND ACKNOWLEDGMENT	TO: (Name and Address)			-		
Marilyn C. Maloney	-			٠.				
Liskow and Lewis APLC								
1001 Fannin, Suite 1800)			•			
Houston, Texas 77002	Houston, Texas 77002							
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PARTIAL RELEASE OF MORTGAGE (RBL/LC)

STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below, but effective as of the day of <u>October 12018</u>, 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 (RBL), 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 others 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 <u>Schedule 1</u> 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 Credit 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, the Issuing Banks party hereto, 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 Credit 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 2 th 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:

Printed Name: Savage Copena

Printed Name: New Mar F. Moon &

CANTOR FITZGERALD SECURITIES,

As Collateral Agent, as Mortgagee

By: Name/ Title:

James Buccola Head of Fixed Income

Notary Public

Name printed: USCHE NI-MELENCEZ

Notarial Identification Number OINEU277 782

My commission expires MARCH 11, 2021

Notary Public, State of New York
No. 01ME6277782

Qualified in Bronx County

Commission Expires March 11, 202

SCHEDULE 1 [Recording Information]

1. Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) 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.

Recording Jurisdiction	Recording Information
Baldwin County, AL	Instrument # 1425123
Mobile County, AL	BK: LR7088, Page 995, Instrument # 2013063203
Plaquemines Parish, LA	File # 2013-00004579, Book 629, Page 531
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 (RBL) 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.

Recording Jurisdiction	Recording Information				
Plaquemines Parish, LA	File # 2013-00005395, Book 634, Page 466				
BOEM	OCS-G 19966				

Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) 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</u> <u>Jurisdiction</u>	Recording Information				
Plaquemines Parish, LA	File # 2016-00003579, Book 693, Page 38				
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 (LC Facility) ("Fourth Supplement to the LC Facility 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").

Recording Jurisdiction	Recording Information
Baldwin County, AL	Instrument # 1707454
Mobile County, AL	BK: LR7658, Page 25, Instrument # 2018040025
Plaquemines Parish, LA	File # 2018-00002565, Book 732, Page 134
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

OLLOW INSTRUCTIONS (FI	RONT AND BACK CAR	ERULLY)		42-2			
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		Statement identified above additional period provided to		curity inte	rest(s)	of the Securi	ed Party authorizing this
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Marilyn C. Maloney			•				
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1001 Fannin, Suite 1800)						
Houston, Texas 77002							•
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Julie Thobae 713-651-2970		1		
B.E.MAIL CONTACT AT FILER (optional)	1	1		
Jihobse@liskow.com		Ì		
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Marilya C. Maloney	\neg	` I		
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1001 Fannin, Suite 1800		Pri	nt Reset	
Houston, Texas 77002				
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