Houston Energy, L.P.

Two Allen Center 1200 Smith, Suite 2400 Houston, Texas 77002 Phone: (713) 586-5746

Fax: (713) 650-8305

salford@houstonenergyinc.com



October 31, 2018

Bureau of Ocean Energy Management Department of the Interior Adjudication Unit (GM 276A) 1201 Elmwood Park Boulevard New Orleans, LA 70123-2394

RE:

Filing of Non-Required Document

Assignment of Overriding Royalty Interest in Oil and Gas Lease

Mississippi Canyon 795 OCS-G 35984

Claiborne Extension

Ladies and Gentlemen:

Enclosed please find two (2) originals each of the following:

Title of Documents:

Assignment of Overriding Royalty Interest in Oil and Gas Lease

Identities of Parties to Documents:

Red Willow Offshore, LLC, CL&F Offshore LLC, Ridgewood Claiborne, LLC, ILX Prospect Claiborne, LLC, LLOG Exploration Offshore, L.L.C., and Beacon Offshore Energy Operating LLC, as Assignors and HE&D Offshore, L.P., as Assignee

ADJUDICATION SECTION

Leases Affected:

OCS-G 35984

Category to be Filed:

5 = Overriding Royalty, Production Payment, Net Profit

Service Fees:

Pay.gov receipt for \$29.00

Once this document has been filed as requested, I would appreciate your stamping and returning an original to my attention in the self-addressed and stamped envelope.

Please contact me if you should have any questions or need any additional information. My direct phone is 713.586.5746 or email salford@houstonenergyinc.com.

Sincerely,

HOUSTON ENERGY, L.P.

Sue A. Alford Land Coordinator

Enclosures

ASSIGNMENT OF OVERRIDING ROYALTY IN OIL AND GAS LEASE

OCS-G 35984 MC 795- Claiborne

THE UNITED STATES OF AMERICA

OUTER CONTINENTAL SHELF

8 KNOW ALL MEN BY THESE PRESENTS:

THAT, Red Willow Offshore, LLC, a Colorado limited liability company, whose address is 14933 Highway 172, P. O. Box 369, Ignacio, Colorado 81137, CL&F Offshore LLC, a Delaware limited liability company whose address is 16945 Northchase Drive, 4 Greenspoint Place, Suite 1500, Houston, Texas 77060-2153, Ridgewood Claiborne, LLC, a Delaware limited liability company, whose address is 14 Philips Parkway, Montvale, New Jersey 07645, and ILX Prospect Claiborne, LLC, whose address is 712 Fifth Avenue, 36th Floor, New York, New York 10019, LLOG Exploration Offshore, L.L.C., a Louisiana limited liability company whose address is 1001 Ochsner Boulevard, Suite 100, Covington, Louisiana 70433, and Beacon Offshore Energy Operating LLC, a Delaware limited liability company, whose address is 500 Dallas Street, Suite 2800, Houston, Texas 77002, hereinafter referred to as "Assignors" are the owners of 100% record title interests in the oil and gas lease (hereinafter referred to as the "Lease".

Oil and Gas Lease of Submerged Lands bearing Serial number OCS-G 35984 effective July 1, 2017, between the United States of America, as Lessor, and Ridgewood Energy Corporation, LLOG Exploration Offshore, L.L.C., Red Willow Offshore, LLC, and CL&F Offshore LLC, as Lessees, described as all of Block 795, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10, covering approximately 5,760.00 acres.

WHEREAS, Assignors desire to assign unto **HE&D Offshore**, **L.P.**, whose address is Two Allen Center, 1200 Smith, Suite 2400, Houston, Texas, 77002, (hereinafter referred to as "Assignee") a certain overriding royalty interest in the Lease as hereinafter provided.

NOW, THEREFORE, effective as of July 1, 2017, and for and in consideration of the mutual advantages and benefits accruing to the parties hereto and for One Thousand and No/100 Dollars (\$1,000), and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and further in consideration of the mutual covenants and conditions herein contained, Assignors do hereby TRANSFER, CONVEY, SELL and ASSIGN to Assignee (this "Assignment") an overriding royalty interest in the Lease equal to three percent of eight-eighths (3% of 8/8ths) (hereinafter referred to as the "Overriding Royalty").

Such Overriding Royalty shall be due only with respect to oil, gas and other minerals produced, saved and marketed from or attributable to such Lease, it being understood that any oil, gas or other minerals utilized in the drilling, rework, producing or conducting other operations on such Lease shall be specifically deducted from the gross production prior to calculating the overriding royalty volume. Such Overriding Royalty as to each Lease shall be free and clear of any cost of drilling or production, but shall bear its proportionate share of all applicable taxes, including, but not limited to, severance or other similar taxes applicable to production. The value of such Overriding Royalty shall never be calculated, paid or determined on a basis in excess of the gross proceeds of production after deduction of the foregoing and shall be computed and paid at the same time and in the same manner as royalties are computed and MC 795 - Claiborne Extension

paid to the lessor under the terms of the Lease; provided, however, notwithstanding the foregoing, the Overriding Royalty shall never be subject to, affected by, or diminished by any past, present or future rules or regulations promulgated by the Bureau of Ocean Energy Management ("BOEM") successor agency to the Minerals Management Service of the Department of Interior, or any other agency or authority having jurisdiction over the lands covered by a Lease, that provide for, or may provide for, relief, reduction or suspension of the lessor's royalty under a Lease. Such Overriding Royalty as to each Lease shall be subject to proportionate reduction (i) on account of the failure of leasehold or mineral title; or (ii) in the event the Leases relate to less than the entirety of the minerals; (iii) if Assignors' leasehold interest in the Lease relates to less than the entirety of the leasehold interest in the Lease, then the Overriding Royalty herein conveyed shall be proportionately reduced and shall be payable to Assignee in the proportion that Assignors' interest in the Lease bears to the entire interest of the Lease. If a Lease is pooled, combined into a joint development area, or unitized, then the Overriding Royalty as to such Lease shall be computed only on the proportionate part of production from any pooled, combined or unitized portion of such Leases which is included in such a pool, joint development area, or unit. Unless otherwise allocated by order of any regulatory body or other authority having jurisdiction, or agreement by Assignors, the amount of production to be allocated to each pool, joint development area, or unit shall be that proportion of the total production that the surface area of the Lease included within such pool, joint development area, or unit bears to the total surface area of all the lands contained within such pool, joint development area, or unit. Assignors shall have the right to surrender, or permit to expire, any Lease without the necessity or joinder of the Assignee, or any subsequent holder of the Overriding Royalty and Assignors shall not be in any manner obligated to maintain, preserve or continue in effect any of the Leases in any manner whatsoever, or to drill or rework any well or conduct any operation whatsoever thereunder.

This Assignment arises under and is delivered pursuant to the terms of the Amended and Restated Program Agreement dated effective October 1, 2009, as amended by and between Houston Energy, L.P., Red Willow Offshore, LLC and Ridgewood Energy Corporation.. Assignee acknowledges that this Assignment is made subject to all of the terms and conditions contained in the Lease.

Subject to the matters set forth herein, Assignors hereby agree to warrant and forever defend title to the Overriding Royalty against the claims and demands of every person whomsoever claiming, or to claim, the same or any part thereof, by, through or under Assignors, but not otherwise.

This Assignment may be executed in any number of counterparts, each of which shall be valid and binding with respect to the signatories thereto and their interest in the property sold and conveyed hereby, but only upon execution by all signatories of this Assignment or a counterpart hereof.

This Assignment shall inure to the benefit of and be binding upon the successors, representatives, and assigns of the parties hereto.

IN WITNESS WHEREOF, this Assignment is executed by the undersigned, duly authorized representatives of the parties hereto as of the dates set forth in the respective signature blocks below.

WITNESSES:	ASSIGNORS:
Ru Russeum	Red Willow Offshore, LLC (#2668)
Rex Richardson(Printed Name of Witness)	Richard L. Smith Executive Vice President - Offshore
Dan Greaser (Printed Name of Witness)	Date: 8/9/18
	CL&F Offshore LLC (#3394)
(Printed Name of Witness)	R. Paul Loveless President & CEO
(Printed Name of Witness)	Date:
	Ridgewood Claiborne, LLC (#3318)
(Printed Name of Witness)	W. Greg Tabor Executive Vice President
(Printed Name of Witness)	Date:
	ILX Prospect Claiborne, LLC (#3307)
(Printed Name of Witness)	Fritz L. Spencer, III Director
	Date:

(Printed Name of Witness)

WITNESSES:	ASSIGNORS:
	Red Willow Offshore, LLC (#2668)
(Printed Name of Witness)	Richard L. Smith Executive Vice President - Offshore
(Printed Name of Witness)	Date:
Pammy Will's (Printed Name of Witness) Alleron Johnson (Printed Name of Witness)	CL&F Offshore LLC (#3394) R. Paul Loveless President & CEO Date:
	Ridgewood Claiborne, LLC (#3318)
(Printed Name of Witness)	W. Greg Tabor Executive Vice President
(Printed Name of Witness)	Date:
	ILX Prospect Claiborne, LLC (#3307)
(Printed Name of Witness)	Fritz L. Spencer, III Director
(Printed Name of Witness)	Date:

WITNESSES:	ASSIGNORS:
	Red Willow Offshore, LLC (#2668)
(Printed Name of Witness)	Richard L. Smith Executive Vice President - Offshore
(Printed Name of Witness)	Date:
	CL&F Offshore LLC (#3394)
(Printed Name of Witness)	R. Paul Loveless President & CEO
(Printed Name of Witness)	Date:
	Ridgewood Claiborne, LLC (#3318)
Ed Rielly (Printed Name of Witness) And Helsely	W. Greg Tabor Executive Vice President
Ann Hebert (Printed Name of Witness)	Date: 8-15-2018
50 Diana	ILX Prospect Claiborne, LLC (#3307)
Ed Rielly (Printed Name of Witness) Que Lebert	Fritz L Spencer, III Director
Ann Hebert (Printed Name of Witness)	Date: 8 15 2018

WITNESSES:	ASSIGNORS:
	LLOG Exploration Offshore, L.L.C. (#2058)
Julie Mank (Printed Name of Witness)	Kemberlia Ducote Secretary
Deson Elmose (Printed Name of Witness)	Date: 10/14/1018
	Beacon Offshore Energy Intermediate Holdings LLC Managing Member of Beacon Offshore Energy Operating LLC (#3410)
(Printed Name of Witness)	Marc Hensel Managing Director and Chief Financial Officer
(Printed Name of Witness)	Date:
WITNESSES:	ASSIGNEE: HE&D Offshore, L.P. (#1699) By: MKD Investments, LLC, its General Partner
Heath Suire	P. David Amend Vice President, Land

Date: _____

Mimi McGehee

WITNESSES:	ASSIGNORS:
	LLOG Exploration Offshore, L.L.C. (#2058)
(Printed Name of Witness)	Kemberlia Ducote Secretary
(Printed Name of Witness)	Date:
	Beacon Offshore Energy Intermediate Holdings LLC Managing Member of Beacon Offshore Energy Operating LLC (#3410)
Brandon Long	AAIA
(Printed Name of Witness)	Marc Hensel Managing Director and Chief Financial Officer
Zachary Larson (Printed Name of Witness)	Date:
WITNESSES:	ASSIGNEE:
	HE&D Offshore, L.P. (#1699) By: MKD Investments, LLC, its General Partner
Heath Suire	P. David Amend Vice President, Land
Mimi McGehee	Date:

WITNESSES:	ASSIGNORS:		
	LLOG Exploration Offshore, L.L.C. (#2058)		
(Printed Name of Witness)	Kemberlia Ducote Secretary		
(Printed Name of Witness)	Date:		
	Beacon Offshore Energy Intermediate Holdings LLC Managing Member of Beacon Offshore Energy Operating LLC (#3410)		
(Printed Name of Witness) Officer	Marc Hensel Managing Director and Chief Financial		
(Printed Name of Witness)	Date:		
WITNESSES:	ASSIGNEE:		
Allen Wilhite MM Morlee	HE&D Offshore, L.P. (#1699) By: MKD Investments, LLC, its General Partner P. David Amend Vice President, Land		
Mimi McGehee	Date: 8/1/2018		

8	
COUNTY OF HARRIS §	
BEFORE ME, the undersigned authority, on this day personally appeared Richard L Smith, known to me to be the person whose name is subscribed to the foregoing instrument as Executive Vice President – Offshore, of Red Willow Offshore, LLC, a Colorado limited liability company, and acknowledged to me that he executed the same for and on behalf of said company for the purposes and consideration therein expressed, and in the capacity therein stated. GIVEN under my hand and seal of office this ASHLEY M LAPEROUSE Notary ID # 130885247 My Commission Expires November 1, 2020 Notary Public - State of Texas	S
STATE OF TEXAS §	
STATE OF TEXAS § \$ COUNTY OF HARRIS §	
BEFORE ME, the undersigned authority, on this day personally appeared R. Pau Loveless, known to me to be the person whose name is subscribed to the foregoing instrument as President & CEO of CL&F Offshore LLC, a Delaware limited partnership, and acknowledged to me that he executed the same for and on behalf of said partnerships, for the purposes and consideration therein expressed, and in the capacity therein stated. GIVEN under my hand and seal of office this day of, 2018.	S
Notary Public - State of Texas	
STATE OF TEXAS § \$ COUNTY OF HARRIS §	
STATE OF TEXAS § COUNTY OF HARRIS S BEFORE ME, the undersigned authority, on this day personally appeared W. Greg Tabor, known to me to be the person whose name is subscribed to the foregoing instrument at Executive Vice President of Ridgewood Claiborne, LLC, a Delaware limited liability company and acknowledged to me that he executed the same for and on behalf of said corporation, for the purpose and consideration therein expressed, and in the capacity therein stated.	s
COUNTY OF HARRIS § BEFORE ME, the undersigned authority, on this day personally appeared W. Greg Tabor, known to me to be the person whose name is subscribed to the foregoing instrument a Executive Vice President of Ridgewood Claiborne, LLC, a Delaware limited liability company and acknowledged to me that he executed the same for and on behalf of said corporation, for the	s
BEFORE ME, the undersigned authority, on this day personally appeared W. Green Tabor, known to me to be the person whose name is subscribed to the foregoing instrument a Executive Vice President of Ridgewood Claiborne, LLC, a Delaware limited liability company and acknowledged to me that he executed the same for and on behalf of said corporation, for the purpose and consideration therein expressed, and in the capacity therein stated.	s
BEFORE ME, the undersigned authority, on this day personally appeared W. Green Tabor, known to me to be the person whose name is subscribed to the foregoing instrument a Executive Vice President of Ridgewood Claiborne, LLC, a Delaware limited liability company and acknowledged to me that he executed the same for and on behalf of said corporation, for the purpose and consideration therein expressed, and in the capacity therein stated.	s

STATE OF TEXAS COUNTY OF HARRIS	§ §		
	andersigned authority, the person whose name offshore, of Red Willow to me that he executed	w Offshore, LLC, a Colorad I the same for and on behalt	oing instrument as do limited liability f of said company
GIVEN under my har	nd and seal of office th	is day of	, 2018.
		Notary Public - State of Te	xas
STATE OF TEXAS COUNTY OF HARRIS	§ § §		
BEFORE ME, the Loveless, known to me to be President & CEO of CL&F (me that he executed the sa consideration therein express	the person whose name offshore LLC, a Delaw me for and on behalf	are limited partnership, and of said partnerships, for	oing instrument as d acknowledged to
Notary P My C	egina ardito Public, State of Texas Commission Expires Pudry 31, 2019	day of Novem Modern Public - State of Te	
STATE OF TEXAS COUNTY OF HARRIS	§ § §		
BEFORE ME, the Tabor, known to me to be t Executive Vice President of and acknowledged to me that purpose and consideration the	he person whose name Ridgewood Claiborne t he executed the same	, LLC, a Delaware limited for and on behalf of said c	oing instrument as liability company
GIVEN under my ha	nd and seal of office th	is day of	, 2018.
		Notary Public - State of Te	exas

STATE OF TEXAS	§ §			
COUNTY OF HARRIS	§ §			
Smith , known to me to be the Executive Vice President – Company, and acknowledged for the purposes and consider	Offshore, of Red Willo to me that he executed	e is subscribed to w Offshore, LLC d the same for an	the foregoing instance, a Colorado limit d on behalf of said	strument as ted liability d company,
GIVEN under my har	nd and seal of office th	is day of _		_, 2018.
		Notary Public -	State of Texas	
STATE OF TEXAS COUNTY OF HARRIS	% % %			
BEFORE ME, the Loveless, known to me to be President & CEO of CL&F Come that he executed the sar consideration therein expresse	the person whose nam Offshore LLC, a Delaw me for and on behalf	te is subscribed to vare limited partner of said partner	the foregoing insership, and acknowledge	strument as wledged to
GIVEN under my han	ad and seal of office the	is day of		_, 2018.
		Notary Public - S	State of Texas	_
STATE OF TEXAS COUNTY OF HARRIS	§ § §			
BEFORE ME , the unit Tabor, known to me to be the Executive Vice President of and acknowledged to me that purpose and consideration the	ne person whose name Ridgewood Claiborne the executed the same	is subscribed to , LLC, a Delawa e for and on beh	the foregoing ins re limited liability alf of said compa	trument as y company
GIVEN under my han	d and seal of office thi	s <u>15</u> day of _	August 1	_, 2018.
	12	- Lal	Drea. W.	ll

LEAH BRAMLETT

NOTARY PUBLIC-STATE OF TEXAS

COMM. EXP. 03-05-2019

NOTARY ID 12672381-1

STATE OF TEXAS	§ §		
COUNTY OF HARRIS	§		
Spencer, III , known to me to be instrument as Director of ILX Pro and acknowledged to me that he expurpose and consideration therein expurpose and consideration the expurpose and consideration the expurpose and consideration therein expurpose and consideration the expurpose and consideration	be the person aspect Claiborn executed the sar expressed, and i	1	oregoing company
		Notary Public - State of Texas	
STATE OF LOUISIANA	§ §	LEAH BRAMLETT NOTARY PUBLIC-STATE OF TEXAS COMM. EXP. 03-05-2019 NOTARY ID 12672381-1	
PARISH OF ST. TAMMANY	§		
Ducote , known to me to be the per Secretary of LLOG Exploration C acknowledged to me that she exec purposes and consideration therein of	rson whose name Offshore, L.L.C cuted the same expressed, and	on this day personally appeared Ke he is subscribed to the foregoing instruct, a Louisiana limited liability comperfor and on behalf of said company, in the capacity therein stated. This day of,	any and for the
		Notary Public - State of Louisiana	6
STATE OF TEXAS § COUNTY OF HARRIS §			
known to me to be the person whose Director and Chief Financial Office Member of Beacon Offshore Energy	e name is subscer of Beacon Or gy Operating Li uted the same	on this day personally appeared Marc ribed to the foregoing instrument as M fshore Intermediate Holdings LLC, M LC, a Delaware limited liability comp for and on behalf of said company, in the capacity therein stated.	anaging anaging any and
GIVEN under my hand and	seal of office th	nis day of,	2018.
		Notary Public - State of Texas	

STATE OF TEXAS	§ 8
COUNTY OF HARRIS	§ §
Spencer, III , known to me to instrument as Director of ILX I and acknowledged to me that he	dersigned authority, on this day personally appeared Fritz L. be the person whose name is subscribed to the foregoing Prospect Claiborne, LLC, a Delaware limited liability company executed the same for and on behalf of said corporation, for the n expressed, and in the capacity therein stated.
GIVEN under my hand a	and seal of office this day of, 2018.
	Notary Public - State of Texas
Ducote , known to me to be the Secretary of LLOG Exploration acknowledged to me that she explored to the secretary of the se	§ § ersigned authority, on this day personally appeared Kemberlia person whose name is subscribed to the foregoing instrument as n Offshore, L.L.C., a Louisiana limited liability company and executed the same for and on behalf of said company, for the sin expressed and in the consists therein stated
	and seal of office this 29th day of October, 2018.
Note My	Judy Reimel ary Public - St. Tammany Parish y Commission Issued for Life otary Public - State of Louisiana Notary No. 60007
known to me to be the person who Director and Chief Financial Of Member of Beacon Offshore Enacknowledged to me that he expression of the person who will be the person of the person who will be the person of the person of the person who will be the person of the	ersigned authority, on this day personally appeared Marc Hensel , hose name is subscribed to the foregoing instrument as Managing Ficer of Beacon Offshore Intermediate Holdings LLC, Managing nergy Operating LLC, a Delaware limited liability company and xecuted the same for and on behalf of said company, for the ein expressed, and in the capacity therein stated.
	and seal of office this day of, 2018.
	Notary Public - State of Texas

STATE OF TEXAS	§ § §	
COUNTY OF HARRIS	§ .	
Spencer, III , known to me to be instrument as Director of ILX Pros and acknowledged to me that he exe	signed authority, on this day personally appeared Fr be the person whose name is subscribed to the forespect Claiborne, LLC, a Delaware limited liability consecuted the same for and on behalf of said corporation, fexpressed, and in the capacity therein stated.	egoing npany
GIVEN under my hand and s	I seal of office this, 20	18.
	Notary Public - State of Texas	
STATE OF LOUISIANA PARISH OF ST. TAMMANY	§ § §	
Ducote , known to me to be the pers Secretary of LLOG Exploration Of acknowledged to me that she exec	igned authority, on this day personally appeared Kem rson whose name is subscribed to the foregoing instrum Offshore, L.L.C., a Louisiana limited liability companicuted the same for and on behalf of said company, for expressed, and in the capacity therein stated.	ent as y and
GIVEN under my hand and s	l seal of office this day of, 20)18.
	Notary Public - State of Louisiana	
STATE OF TEXAS § S COUNTY OF HARRIS §		
known to me to be the person whose Director and Chief Financial Officer Member of Beacon Offshore Energy acknowledged to me that he execu- purposes and consideration therein e	gned authority, on this day personally appeared Marc H se name is subscribed to the foregoing instrument as Mar er of Beacon Offshore Intermediate Holdings LLC, Mar gy Operating LLC, a Delaware limited liability comparatuted the same for and on behalf of said company, for expressed, and in the capacity therein stated.	naging naging ny and
GIVEN under my hand and s	I seal of office this 31st day of October, 20	018.

SARA STEED Notary ID #128487234 My Commission Expires January 7, 2023 STATE OF TEXAS **§ § § COUNTY OF HARRIS**

BEFORE ME, the undersigned authority, on this day personally appeared P. David Amend, known to me to be the person whose name is subscribed to the foregoing instrument as Vice President, Land of MKD Investments, LLC, the General Partner of HE&D Offshore, L.P., a Texas limited liability company, and acknowledged to me that he executed the same for and on behalf of said company, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN under my hand and seal of office this day of August, 2018.

SUE A. ALFORD My Notary ID # 124226033 **Expires May 24, 2022**