

# 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](mailto:salford@houstonenergyinc.com)



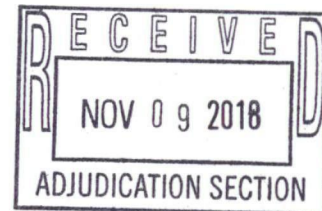
October 31, 2018

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

**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](mailto: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            §    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, 36<sup>th</sup> 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

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:**



Rex Richardson  
(Printed Name of Witness)



Dan Greaser  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_


\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

**ASSIGNORS:**

**Red Willow Offshore, LLC (#2668)**

  
Richard L. Smith  
Executive Vice President - Offshore

Date: 8/9/13

**CL&F Offshore LLC (#3394)**

\_\_\_\_\_  
R. Paul Loveless  
President & CEO

Date: \_\_\_\_\_

**Ridgewood Claiborne, LLC (#3318)**

\_\_\_\_\_  
W. Greg Tabor  
Executive Vice President

Date: \_\_\_\_\_

**ILX Prospect Claiborne, LLC (#3307)**

\_\_\_\_\_  
Fritz L. Spencer, III  
Director

Date: \_\_\_\_\_

**WITNESSES:**

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

*Tammy Willis*

Tammy Willis  
(Printed Name of Witness)

*Allison Johnson*

Allison Johnson  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

**ASSIGNORS:**

**Red Willow Offshore, LLC (#2668)**

\_\_\_\_\_  
Richard L. Smith  
Executive Vice President - Offshore

Date: \_\_\_\_\_

**CL&F Offshore LLC (#3394)**

*R. Paul Loveless*  
\_\_\_\_\_  
R. Paul Loveless  
President & CEO

Date: 11/1/18

**Ridgewood Claiborne, LLC (#3318)**

\_\_\_\_\_  
W. Greg Tabor  
Executive Vice President

Date: \_\_\_\_\_

**ILX Prospect Claiborne, LLC (#3307)**

\_\_\_\_\_  
Fritz L. Spencer, III  
Director

Date: \_\_\_\_\_

**WITNESSES:**

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_

\_\_\_\_\_  
(Printed Name of Witness)

Ed Rielly  
\_\_\_\_\_

Ed Rielly  
(Printed Name of Witness)

Ann Hebert  
\_\_\_\_\_

Ann Hebert  
(Printed Name of Witness)

Ed Rielly  
\_\_\_\_\_

Ed Rielly  
(Printed Name of Witness)

Ann Hebert  
\_\_\_\_\_

Ann Hebert  
(Printed Name of Witness)

**ASSIGNORS:**

**Red Willow Offshore, LLC (#2668)**

\_\_\_\_\_  
Richard L. Smith  
Executive Vice President - Offshore

Date: \_\_\_\_\_

**CL&F Offshore LLC (#3394)**

\_\_\_\_\_  
R. Paul Loveless  
President & CEO

Date: \_\_\_\_\_

**Ridgewood Claiborne, LLC (#3318)**

W. Greg Tabor  
\_\_\_\_\_  
W. Greg Tabor  
Executive Vice President

Date: 8-15-2018

**ILX Prospect Claiborne, LLC (#3307)**

Fritz L. Spencer, III  
\_\_\_\_\_  
Fritz L. Spencer, III  
Director

Date: 8/15/2018

**WITNESSES:**

Julie Monk  
Julie Monk  
(Printed Name of Witness)

Jason Elmore  
Jason Elmore  
(Printed Name of Witness)

\_\_\_\_\_  
\_\_\_\_\_  
(Printed Name of Witness)

\_\_\_\_\_  
\_\_\_\_\_  
(Printed Name of Witness)

**WITNESSES:**

\_\_\_\_\_  
Heath Suire

\_\_\_\_\_  
Mimi McGehee

**ASSIGNORS:**

**LLOG Exploration Offshore, L.L.C.  
(#2058)**

[Signature]  
Kemberlia Ducote  
Secretary

Date: 10/24/2018

**Beacon Offshore Energy Intermediate  
Holdings LLC  
Managing Member of Beacon Offshore  
Energy Operating LLC (#3410)**

\_\_\_\_\_  
Marc Hensel  
Managing Director and Chief Financial  
Officer

Date: \_\_\_\_\_

**ASSIGNEE:**

**HE&D Offshore, L.P. (#1699)  
By: MKD Investments, LLC, its General  
Partner**

\_\_\_\_\_  
P. David Amend  
Vice President, Land

Date: \_\_\_\_\_

**WITNESSES:**

\_\_\_\_\_

(Printed Name of Witness)

\_\_\_\_\_

(Printed Name of Witness)



Brandon Long  
(Printed Name of Witness)



Zachary Larson  
(Printed Name of Witness)

**WITNESSES:**

\_\_\_\_\_

Heath Suire

\_\_\_\_\_

Mimi McGehee

**ASSIGNORS:**

**LLOG Exploration Offshore, L.L.C.  
(#2058)**

\_\_\_\_\_  
Kemberlia Ducote  
Secretary

Date: \_\_\_\_\_

**Beacon Offshore Energy Intermediate  
Holdings LLC  
Managing Member of Beacon Offshore  
Energy Operating LLC (#3410)**



\_\_\_\_\_  
Marc Hensel  
Managing Director and Chief Financial  
Officer

Date: 10/31/18

**ASSIGNEE:**

**HE&D Offshore, L.P. (#1699)  
By: MKD Investments, LLC, its General  
Partner**

\_\_\_\_\_  
P. David Amend  
Vice President, Land

Date: \_\_\_\_\_



**WITNESSES:**

\_\_\_\_\_

(Printed Name of Witness)

\_\_\_\_\_

(Printed Name of Witness)

\_\_\_\_\_

(Printed Name of Witness)

Officer

\_\_\_\_\_

(Printed Name of Witness)

**WITNESSES:**

  
\_\_\_\_\_

Allen Wilhite

  
\_\_\_\_\_

Mimi McGehee

**ASSIGNORS:**

**LLOG Exploration Offshore, L.L.C.  
(#2058)**

\_\_\_\_\_  
Kemberlia Ducote  
Secretary

Date: \_\_\_\_\_

**Beacon Offshore Energy Intermediate  
Holdings LLC  
Managing Member of Beacon Offshore  
Energy Operating LLC (#3410)**

\_\_\_\_\_  
Marc Hensel  
Managing Director and Chief Financial

Date: \_\_\_\_\_

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\_\_\_\_\_

P. David Amend  
Vice President, Land

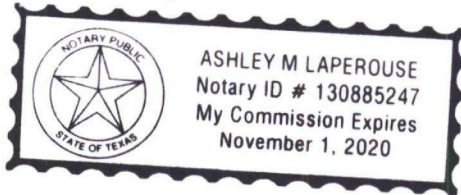
Date: 8/1/2018

**ACKNOWLEDGMENTS**

STATE OF TEXAS           §  
  §  
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 9<sup>th</sup> day of August, 2018.



*Ashley M. Laperouse*  
Notary Public - State of Texas

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

**BEFORE ME**, the undersigned authority, on this day personally appeared **R. Paul 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.

\_\_\_\_\_  
Notary Public - State of Texas

STATE OF TEXAS           §  
  §  
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 as 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.

**GIVEN** under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**ACKNOWLEDGMENTS**

STATE OF TEXAS           §  
  §  
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.

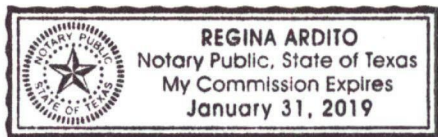
**GIVEN** under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

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**GIVEN** under my hand and seal of office this 1st day of November, 2018.



Regina Ardito  
Notary Public - State of Texas

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

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**GIVEN** under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**ACKNOWLEDGMENTS**

**STATE OF TEXAS**        §  
   §  
**COUNTY OF HARRIS**    §

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**GIVEN** under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**STATE OF TEXAS**        §  
   §  
**COUNTY OF HARRIS**    §

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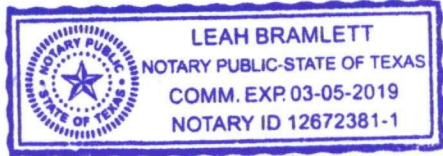
\_\_\_\_\_  
Notary Public - State of Texas

**STATE OF TEXAS**        §  
   §  
**COUNTY OF HARRIS**    §

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**GIVEN** under my hand and seal of office this 15 day of August, 2018.

*Leah Bramlett*  
\_\_\_\_\_  
Notary Public - State of Texas



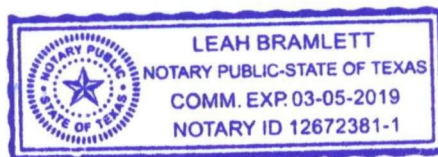
**ACKNOWLEDGMENTS**

**STATE OF TEXAS**                    §  
   §  
**COUNTY OF HARRIS**            §

**BEFORE ME**, the undersigned authority, on this day personally appeared **Fritz L. Spencer, III**, known to me to be the person whose name is subscribed to the foregoing instrument as Director of ILX Prospect Claiborne, LLC, a Delaware limited liability company and acknowledged to me that he executed the same for and on behalf of said company, for the purpose and consideration therein expressed, and in the capacity therein stated.

**GIVEN** under my hand and seal of office this 15 day of August, 2018.

*Leah Bramlett*  
\_\_\_\_\_  
Notary Public - State of Texas



**STATE OF LOUISIANA**           §  
   §  
**PARISH OF ST. TAMMANY**    §

**BEFORE ME**, the undersigned authority, on this day personally appeared **Kemberlia Ducote**, known to me to be the person whose name is subscribed to the foregoing instrument as Secretary of LLOG Exploration Offshore, L.L.C., a Louisiana limited liability company and acknowledged to me that she 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 \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Louisiana

**STATE OF TEXAS**                    §  
   §  
**COUNTY OF HARRIS**            §

**BEFORE ME**, the undersigned authority, on this day personally appeared **Marc Hensel**, known to me to be the person whose name is subscribed to the foregoing instrument as Managing Director and Chief Financial Officer of Beacon Offshore Intermediate Holdings LLC, Managing Member of Beacon Offshore Energy Operating LLC, a Delaware 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 \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**ACKNOWLEDGMENTS**

STATE OF TEXAS                    §  
   §  
COUNTY OF HARRIS            §

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Notary Public - State of Texas

STATE OF LOUISIANA            §  
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PARISH OF ST. TAMMANY      §

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**GIVEN** under my hand and seal of office this 29<sup>th</sup> day of October, 2018.

**Judy Reimel**  
**Notary Public - St. Tammany Parish**  
**My Commission Issued for Life**  
**Notary No. 60007**  
*Judy Reimel*  
\_\_\_\_\_  
Notary Public - State of Louisiana

STATE OF TEXAS                    §  
   §  
COUNTY OF HARRIS            §

**BEFORE ME**, the undersigned authority, on this day personally appeared **Marc Hensel**, known to me to be the person whose name is subscribed to the foregoing instrument as Managing Director and Chief Financial Officer of Beacon Offshore Intermediate Holdings LLC, Managing Member of Beacon Offshore Energy Operating LLC, a Delaware 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 \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**ACKNOWLEDGMENTS**

**STATE OF TEXAS**                    §  
   §  
**COUNTY OF HARRIS**           §

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**GIVEN** under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Texas

**STATE OF LOUISIANA**           §  
   §  
**PARISH OF ST. TAMMANY**   §

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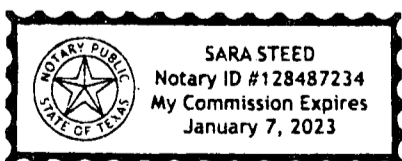
**GIVEN** under my hand and seal of office this \_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public - State of Louisiana

**STATE OF TEXAS**                    §  
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**COUNTY OF HARRIS**           §

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**GIVEN** under my hand and seal of office this 31<sup>st</sup> day of October, 2018.

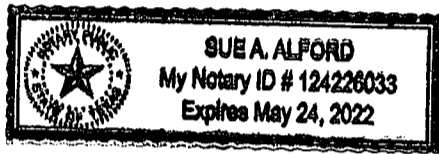


*Sara Steed*  
Notary Public - State of Texas

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 1st day of August, 2018.



*Sue A. Alford*  
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Notary Public - State of Texas