



Shell Offshore Inc.

150 N. Dairy Ashford

EPC Room F-1210B

Houston, TX 77079

Tel +1 832 337 6732

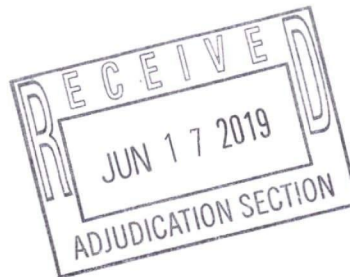
Fax +1 832 337 5646

Email: cynthia.kraus@shell.com

VIA OVERNIGHT MAIL

June 14, 2019

Bureau of Ocean Energy Management
ATTN Adjudication Dept. (MS GM 231A)
ATTN Ms. Colette Worcester
1201 Elmwood Park Boulevard
New Orleans, LA, 70123-2349



Dear Ms. Worcester:

**SUBJECT: NON REQUIRED FILING – CATEGORY 1
MORTGAGE, DEED OF TRUST, SECURITY AGREEMENT
NON REQUIRED FILING – CATEGORY 3
UCC FILINGS AND FINANCIAL STATEMENTS
Prospect Whale**

Alaminos Canyon Block 684, Federal Oil & Gas Lease OCS-G 31194

Alaminos Canyon Block 685, Federal Oil & Gas Lease OCS-G 36106

Alaminos Canyon Block 729, Federal Oil & Gas Lease OCS-G 36107

Alaminos Canyon Block 815, Federal Oil & Gas Lease OCS-G 19409

(REF – SEPCo/SOI SERVICE AGREEMENT)

Enclosed please find a Ratification and Amendment of the Memorandum of Operating Agreement between **Shell Offshore Inc. (Company No. 00689)** and **Chevron U.S.A. Inc. (Company No. 00078)** to be filed in **Non-Required Filing Category 1** (Mortgage, Deed of Trust, Security Agreement) for each of the above subject leases.

Also enclosed please find a UCC Financing Statement between **Shell Offshore Inc. (Company No. 00689)** and **Chevron U.S.A. Inc. (Company No. 00078)** to be filed in **Non-Required Filing Category 3** (UCC Filings and Financial Statements) for each of the above subject leases.

I have paid the adjudication fees for each category and have attached a copy of the payment confirmations received via Pay.gov.

Should you have any questions please contact me via e-mail at cynthia.kraus@shell.com or at (832) 337-6732.

Sincerely,

Cynthia B. Kraus
Land Technician – GOM Exploration

Enclosures

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Cindy Kraus - 832-337-6732
B. E-MAIL CONTACT AT FILER (optional) cynthia.kraus@shell.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Shell Offshore Inc. ATTN Cindy Kraus - EPC F-1210B 150 N. Dairy Ashford Houston, TX 77079

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 2016010644	1b. <input checked="" type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Filer: <u>attach</u> Amendment Addendum (Form UCC3Ad) <u>and</u> provide Debtor's name in item 13
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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 (full 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: AND Check one of these three boxes to:

This Change affects Debtor or Secured Party of record 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
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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
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7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:
See Exhibit A attached hereto for a description of the collateral

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
Shell Offshore Inc.

OR

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

10. OPTIONAL FILER REFERENCE DATA:
Memorandum of Operating Agreement - Whale Prospect

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as item 1a on Amendment form 2016010644	
12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as item 9 on Amendment form	
12a. ORGANIZATION'S NAME Shell Offshore Inc.	
OR	
12b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see Instructions if name does not fit			
13a. ORGANIZATION'S NAME Chevron U.S.A. Inc.			
OR	13b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)
			SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT: <input type="checkbox"/> covers timber to be cut <input checked="" type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing
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17. Description of real estate:

16. Name and address of a RECORD OWNER of real estate described in item 17 (if Debtor does not have a record interest):

18. MISCELLANEOUS:
Memorandum of Operating Agreement Amendment - Whale Prospect

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Cindy Kraus - 832-337-6732
B. E-MAIL CONTACT AT FILER (optional) cynthia.kraus@shell.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Shell Offshore Inc. ATTN Cindy Kraus - EPC F-1210B 150 N. Dairy Ashford Houston, TX 77079

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER

2016030701325

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS

Filer: attach Amendment Addendum (Form UCC3Ad) 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 (full 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:

AND Check one of these three boxes to:

This Change affects Debtor or Secured Party of record 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:

See Exhibit A attached hereto for a description of the collateral

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

Shell Offshore Inc.

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

10. OPTIONAL FILER REFERENCE DATA:

Memorandum of Operating Agreement - Whale Prospect

International Association of Commercial Administrators (IACA)

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as Item 1a on Amendment form

2016030701325

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as Item 9 on Amendment form

12a. ORGANIZATION'S NAME

Shell Offshore Inc.

OR

12b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see Instructions if name does not fit

13a. ORGANIZATION'S NAME

Chevron U.S.A. Inc.

OR

13b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT:

covers timber to be cut covers as-extracted collateral is filed as a fixture filing

16. Name and address of a RECORD OWNER of real estate described in item 17
(if Debtor does not have a record interest):

17. Description of real estate:

18. MISCELLANEOUS:

Memorandum of Operating Agreement Amendment - Whale Prospect

International Association of Commercial Administrators (IACA)

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT ADDENDUM (Form UCC3Ad) (Rev. 04/20/11)

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Cindy Kraus - 832-337-6732
B. E-MAIL CONTACT AT FILER (optional) cynthia.kraus@shell.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Shell Offshore Inc. ATTN Cindy Kraus - EPC F-1210B 150 N. Dairy Ashford Houston, TX 77079

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 20161111879	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Filer: <u>attach</u> Amendment Addendum (Form UCC3Ad) <u>and</u> provide Debtor's name in item 13
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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 (full 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
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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	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Indicate collateral:
See Exhibit A attached hereto for a description of the collateral

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

10. OPTIONAL FILER REFERENCE DATA:
Memorandum of Operating Agreement - Whale Prospect

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as item 1a on Amendment form

2016111879

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as item 9 on Amendment form

12a. ORGANIZATION'S NAME

Shell Offshore Inc.

OR

12b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see Instruction Item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see Instructions if name does not fit

13a. ORGANIZATION'S NAME

Chevron U.S.A. Inc.

OR

13b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

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(if Debtor does not have a record interest):

17. Description of real estate:

18. MISCELLANEOUS:

Memorandum of Operating Agreement Amendment - Whale Prospect

International Association of Commercial Administrators (IACA)

SPACE ABOVE THIS LINE
RESERVED FOR RECORDERS USE

Filing prepared by:
Shell Offshore Inc.
150 N. Dairy Ashford
Houston, TX 77079

Cindy Kraus
832-337-6732

After recording, please return by mail to:
Shell Offshore Inc.
150 N. Dairy Ashford
Houston, TX 77079

Attn: Cindy Kraus – EPC F-1210B
832-337-6732

EXHIBIT “A”
RATIFICATION AND AMENDMENT OF THE
MEMORANDUM OF OPERATING AGREEMENT, MORTGAGE, SECURITY
AGREEMENT, AND FINANCING STATEMENT
PROSPECT WHALE

Parties to document:

Operator:
Shell Offshore Inc.
150 N. Dairy Ashford
Houston, TX 77079

832-337-6731

Non-Operator:
Chevron U.S.A. Inc.
1500 Louisiana Street
Houston, TX 77002

832-854-6000

Clerk: As explained in greater detail in the accompanying cover letter, please index with each party as “Grantor” and each party as “Grantee”, each party as “Secured Party”, and each party as “Debtor”. This filing relates to offshore mineral leases whose description can be found on Attachment 1 to this document.

**RATIFICATION, AND AMENDMENT OF THE
MEMORANDUM OF OPERATING AGREEMENT, MORTGAGE, SECURITY
AGREEMENT, AND FINANCING STATEMENT**

OUTER CONTINENTAL SHELF
GULF OF MEXICO

THIS RATIFICATION, AND AMENDMENT OF THE MEMORANDUM OF OPERATING AGREEMENT, MORTGAGE, SECURITY AGREEMENT, AND FINANCING STATEMENT (this "Ratification Agreement") is entered into effective as of September 1, 2018, (the "Effective Date") and is executed by Shell Offshore Inc. (the "Operator"), whose mailing address is P. O. Box 61933, New Orleans, Louisiana 70161, and Chevron U.S.A. Inc. (the "Non-Operator"), whose mailing address is 1500 Louisiana Street, Houston, TX 77002, the signers hereof, referred to collectively as the "Parties" and individually as a "Party".

WHEREAS, the Parties entered into that certain Operating Agreement – Prospect Whale, covering Alaminos Canyon Blocks 684, 728, 771, 772 and portions of Alaminos Canyon Block 815, dated effective as of January 1, 2016 (the "Whale Operating Agreement"); and

WHEREAS, pursuant to the terms of the Whale Operating Agreement, SOI, as Operator, and Chevron, as Non-Operator, entered into that certain Memorandum of Operating Agreement, Mortgage, Security Agreement, and Financing Statement ("MOA"), dated effective January 1, 2016, and filed such MOA in Galveston County, Texas, in the Official Public Records, Instrument Number 2016010644; and

WHEREAS, the Parties also filed applicable Uniform Commercial Code ("UCC") UCC-1 statements in the Delaware Secretary of State UCC records, Initial Filing No. 20161111879, in the Commonwealth of Pennsylvania UCC records, Initial Filing No. 201630701325, and in the Galveston County, Texas UCC records, Initial Filing No. 2016010644; and

WHEREAS, the MOA was also filed with the Bureau of Ocean Energy Management; and

WHEREAS, pursuant to Article 1.3 of the Whale Operating Agreement and in accordance with the Bureau of Safety and Environmental Enforcement approving the Alaminos Canyon Block 859 Unit, the Parties have executed that certain Unit Operating Agreement, Prospect Whale, dated effective November 29, 2017 (the "Whale Unit Operating Agreement") which governs all or portions of those certain leases bearing Serial No. OCS-G 31194 covering the south half (S2) of Alaminos Canyon Block 684, Serial No. OCS-G 31195 covering all of Alaminos Canyon Block 728, Serial No. OCS-G 32988, covering all of Alaminos Canyon Block 771, and Serial No. OCS-G 35153, covering all of Alaminos Canyon Block 772 (the "Whale Unit Operating Agreement Contract Area"); and

WHEREAS, the Parties executed that certain First Amendment of Operating Agreement – Prospect Whale effective November 29, 2017 to amend the Whale Operating Agreement to exclude the Whale Unit Operating Agreement Contract Area from the Whale Operating Agreement; and

WHEREAS, the Parties executed that certain Second Amendment of Operating Agreement – Prospect Whale effective September 1, 2018 to amend the Whale Operating Agreement to include those certain leases bearing Serial No. OCS-G 36106 covering all of Alaminos Canyon Block 685, Serial No. OCS-G 36107 covering all of Alaminos Canyon Block 729, and Serial No. OCS-G 36110 covering all of Alaminos Canyon Block 816; and

WHEREAS, the Parties desire to amend the MOA to reflect the changes to the Whale Operating Agreement and Whale Unit Operating Agreement so as to release and delete the following from the MOA: (a) OCS-G 31194 Alaminos Canyon Block 684, insofar and only insofar as to the S/2; (b) all of OCS-G 31195 Alaminos Canyon Block 728; (c) all of OCS-G 32988, Alaminos Canyon Block 771; and (d) all of OCS-G 35153, Alaminos Canyon Block 772; and

WHEREAS the Parties desire to amend the MOA to reflect the changes to the Whale Operating Agreement and Whale Unit Operating Agreement so as to include the following in the MOA: (a) OCS-G 31194, Alaminos Canyon Block 684, insofar and only insofar as to the north half (N/2); (b) all of OCS-G 36106 Alaminos Canyon Block 685, (c) all of OCS-G 36107 Alaminos Canyon Block 729, and (d) all of OCS-G 36110 Alaminos Canyon Block 816.

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and therein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound, the Parties agree as follows:

1. Section 2 of the MOA shall be deleted in its entirety and replaced with the following:

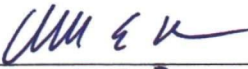
The Operator and the Non-Operator are parties to that certain Operating Agreement, Prospect Whale effective January 1, 2016, as amended on November 30, 2017, and September 1, 2018, covering all of Alaminos Canyon Blocks 685, 729, and 816, and portions of Alaminos Canyon Blocks 684 and 815, (the "Operating Agreement"), providing for the development and production of crude oil, natural gas and associated substances from the lands and oil and gas lease(s) described in Exhibit "A" of the Operating Agreement (hereinafter called the "Contract Area") (such lands and oil and gas lease(s) being more particularly described in Attachment "1" to this Memorandum) and designating Shell Offshore Inc., as the Operator, to conduct such operations for itself and the undersigned Non-Operator. All such leases and any future oil and gas leases covering lands included within the Contract Area that may be acquired by the Operator and the Non-Operator as substitutions for, or replacements of, existing leases or as leases acquired in the future covering such lands are hereinafter collectively called the "Leases."


2. Attachment "1" to the MOA shall be deleted in its entirety and replaced with Attachment "1" attached hereto.
3. The Parties hereby agree to and approve the forms of UCC-3 attached hereto and incorporated herein as Attachments "2A" "2B" and "2C" to this Ratification Agreement.

4. The Parties hereby grant reciprocal mortgages and security interests as set forth in Paragraph 5.0 of the MOA to the extent lands and oil and gas leases are being added to the Contract Area in this Ratification Agreement and release and terminate reciprocal mortgages and security interests to the extent lands and oil and gas leases are being removed from the Contract Area by this Ratification Agreement.
5. Except as to the revisions expressly noted herein, all other terms of the MOA shall remain unchanged and be valid and subsisting between the Parties, and the Parties do hereby ratify, confirm, and adopt all of the same as amended herein as to the MOA.
6. This Ratification Agreement and all exhibits hereto may be executed in multiple counterparts, each of which shall be considered to be an original instrument, but all of which together shall constitute one and the same Ratification Agreement.
7. This Ratification Agreement shall be construed and enforced in accordance with and governed by the laws of the State of Texas, excluding any conflict of law rule or principle of such laws that might refer such interpretation or enforcement to the laws of another jurisdiction.
8. Upon execution by all Parties, this Ratification Agreement shall be binding upon and inure to the benefit of the Parties and their respective approved successors and assigns.
9. The Parties hereby authorize the Operator to the MOAs to file this Ratification Agreement and all exhibits hereto to provide record notice of this Ratification Agreement and all exhibits hereto in the appropriate public records.

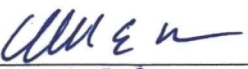
IN WITNESS WHEREOF, each Party, through its duly authorized representative, has executed this Ratification Agreement on the date set forth below but effective as of the date specified above.


WITNESSES:


 Chuck E. Brown


 Matthew Perque

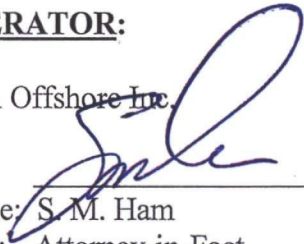
WITNESSES:


 Chuck E. Brown


 Matthew Perque


OPERATOR:

Shell Offshore Inc.

By: 
 Name: S. M. Ham
 Title: Attorney-in-Fact
 Date: February 19, 2019

NON-OPERATOR:

Chevron U.S.A. Inc.

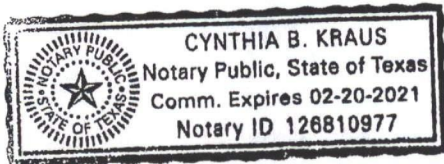
By: 
 Name: Paul G. Walker
 Title: Assistant Secretary
 Date: February 19, 2019

ACKNOWLEDGEMENT
OPERATOR:

STATE OF TEXAS

COUNTY OF HARRIS

On this 19th day of February, 2019, before me, appeared S. M. Ham, to me personally known, who, being by me duly sworn, did say that he is the Attorney-in-Fact of Shell Offshore Inc., and that the foregoing instrument was signed on behalf of the corporation by authority of its Board of Directors and that he acknowledged the instrument to be the free act and deed of the corporation.



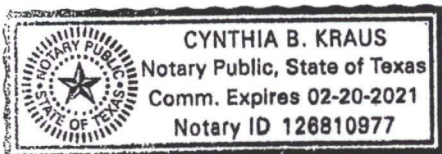
Cynthia B. Kraus
NOTARY PUBLIC

ACKNOWLEDGEMENT
NON-OPERATOR:

STATE OF TEXAS

COUNTY OF HARRIS

On this 19th day of February, 2019, before me, appeared, Paul G. Walker, to me personally known, who, being by me duly sworn, did say that he is the Assistant Secretary of Chevron U.S.A. Inc. and that the foregoing instrument was signed on behalf of the corporation by authority of its Board of Directors and that he acknowledged the instrument to be the free act and deed of the corporation.



Cynthia B. Kraus
NOTARY PUBLIC

ATTACHMENT "1"

Attached to and made a part of the Ratification and Amendment of the Memorandum of Operating Agreement, dated effective September 1, 2018, by and between Shell Offshore Inc., as Operator, Chevron U.S.A. Inc., as Non-Operator.

I. DESCRIPTION OF LEASES

Federal Lease No. OCS-G 31194, effective December 1, 2007, covering all of Block 684, Alaminos Canyon, OCS Official Protraction Diagram, NG 15-4, **INSOFAR AND ONLY INSOFAR** as said Lease is applicable to the North Half (N/2) of such Lease, containing approximately 2880 acres.

Federal Lease No. OCS-G 36106, effective November 1, 2017, covering all of Block 685, Alaminos Canyon, OCS Official Protraction Diagram, NG 15-4.

Federal Lease No. OCS-G 36107, effective November 1, 2017, covering all of Block 729, Alaminos Canyon, OCS Official Protraction Diagram, NG 15-4.

Federal Lease No. OCS-G 19409, effective December 1, 1997, covering all of Block 815, Alaminos Canyon, OCS Official Protraction Diagram, NG 15-4, containing approximately 5760 acres, **INSOFAR AND ONLY INSOFAR as to the following sands:**

WM12 Sand, described as the stratigraphic equivalent of that sand as seen between the intervals of 17,260 feet measured depth and 17,360 feet measured depth on the Schlumberger Platform Express Array Induction Density-Neutron Final Composite log (12.25 inch hole section) of the AC 859#1 (OCS-G 20871 001 ST00BP00) well and bearing API well number 608-05400270-0, and only as to that portion which is located approximately on the northern two-thirds (2/3) of AC Block 815 and further described as the NW/4, the NE/4, the NW/4 of the NW/4 of the SW/4, the NE/4 of the NW/4 of the SW/4, the NW/4 of the NE/4 of the SW/4, the NE/4 of the NE/4 of the SW/4, the NW/4 of the NW/4 of the SE/4, the NE/4 of the NW/4 of the SE/4, the NW/4 of the NE/4 of the SE/4, and the NE/4 of the NE/4 of the SE/4 of Alaminos Canyon Block 815.

WM25 Sand/B&C Sands, described as a one thousand seven hundred foot thick interval, the top and base of which lies 700' to 2400' measured depth, respectively, below the sonic and gamma ray marker seen at the 17,150' measured depth on the Sperry-Sun 1" PWD Sonic Log of the Alaminos Canyon 859 #1 (OCS-G 20871 001 ST00BP00) well and bearing API well number 608-05400270-0, and at the 13,700' measured depth on the Baker Hughes 1" Gamma Ray Log of the Alaminos Canyon 857 #1 (OCS-G 17565 No. 1 BP01) well and bearing API well number 608-05400180-0 ST00BP01. The Parties understand that this interval of strata has a variable top surface

elevation over AC Blocks 815 and 859 which is defined by a seismic marker which is correlative with the marker seen at 17,150' measured depth on the Sperry-Sun 1" PWD Sonic Log of the Alaminos Canyon 859 #1 (OCS-G 20871 001 ST00BP00) well and bearing API well number 608-05400270-0.

Federal Lease No. OCS-G 36110, effective December 1, 2017, covering all of Block 816, Alaminos Canyon, OCS Official Protraction Diagram, NG 15-4.

II. Lessor, Lessees and Working Interests of the Parties

Lessor

United States of America

Lessees and Working Interests of the Parties

As to the Alaminos Canyon Blocks 685, 729, 816, and the North Half (N/2) of Alaminos Canyon Block 684:

Shell Offshore Inc.	60.00%
Chevron U.S.A. Inc.	40.00%

As to those portions of the Alaminos Canyon Block 815 lease:

Shell Offshore Inc.	40.00%
Chevron U.S.A. Inc.	60.00%

III. Operator

Shell Offshore Inc.

IV. Representatives

Shell Offshore Inc.
ATTN: Manager, Land & Contracts
150 N. Dairy Ashford
Houston, TX 77079
Phone: 832-337-0000
Fax: 832-337-5636

Chevron U.S.A. Inc.
ATTN: Manager, Land & Contracts
1500 Louisiana Street
Houston, Texas 77002
Phone: 832-584-6000
Fax: 832-854-2663

[End of Attachment "1"]

Attachment 2A

See Attached UCC-3 for Galveston County, TX.



UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Print

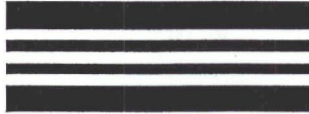
Reset

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13			
2. <input type="checkbox"/> 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. <input type="checkbox"/> ASSIGNMENT (full 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. <input type="checkbox"/> 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. <input type="checkbox"/> PARTY INFORMATION CHANGE: Check <u>one</u> of these two boxes: <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record AND Check <u>one</u> of these three boxes for: This Change affects <input type="checkbox"/> CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c <input type="checkbox"/> ADD name: Complete item 7a or 7b, and item 7c <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b				
6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only <u>one</u> 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 <u>one</u> 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. <input type="checkbox"/> COLLATERAL CHANGE: Also check <u>one</u> of these four boxes: <input type="checkbox"/> ADD collateral <input type="checkbox"/> DELETE collateral <input type="checkbox"/> RESTATE covered collateral <input type="checkbox"/> ASSIGN collateral Indicate collateral:				
9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only <u>one</u> name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here <input type="checkbox"/> and provide name of authorizing Debtor				
9a. ORGANIZATION'S NAME				
OR				
9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
10. OPTIONAL FILER REFERENCE DATA:				

Attachment 2B

See Attached UCC-3 for Delaware Secretary of State.



UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS <small>File: attach Amendment Addition (Form UCC3Ad) and provide Debtor's name in Item 13</small>				
2. <input type="checkbox"/> 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. <input type="checkbox"/> ASSIGNMENT (full 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 <small>For partial assignment, complete Items 7 and 9 and also indicate affected collateral in Item 8</small>					
4. <input type="checkbox"/> 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. <input type="checkbox"/> PARTY INFORMATION CHANGE: <small>Check one of these two boxes: AND Check one of these three boxes to:</small> This Change affects: <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record <input type="checkbox"/> CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c <input type="checkbox"/> ADD name: Complete item 7a or 7b, and item 7c <input type="checkbox"/> 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)					
7c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
8. <input type="checkbox"/> COLLATERAL CHANGE: Also check one of these four boxes: <input type="checkbox"/> ADD collateral <input type="checkbox"/> DELETE collateral <input type="checkbox"/> RESTATE covered collateral <input type="checkbox"/> ASSIGN collateral <small>Indicate collateral:</small>					
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) <small>If this is an Amendment authorized by a DEBTOR, check here <input type="checkbox"/> and provide name of authorizing Debtor</small>					
9a. ORGANIZATION'S NAME					
OR					
9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX		
10. OPTIONAL FILER REFERENCE DATA:					

Attachment 2C

See Attached UCC-3 for Commonwealth of Pennsylvania.

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Print

Reset

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. **File: attach Amendment Addendum (Form UCC3Ad) 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 (full 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 for:
 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	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. **COLLATERAL CHANGE:** Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral
Indicate collateral:

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

10. **OPTIONAL FILER REFERENCE DATA:**