

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



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

June 19, 2019

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: Yolanda Winslow, Chief

Re: Non-Required File for OCS-G 27278

Dear Ms. Winslow:

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 519 Mississippi Canyon, *OCS-G 27278:*

- <u>PARTIAL RELEASE OF MORTGAGE (RBL/LC)</u> dated June 17, 2019 by Cantor Fitzgerald Securities, as Substitute Collateral Agent in favor of Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC, (collectively, the "Mortgagor"). <u>Please file in Category 2 – Release of Mortgages and Liens;</u>
- 2) <u>State of Louisiana Uniform Commercial Code Amendment UCC-3</u> (RBL/LC) to delete collateral on Initial UCC# 26-373799 – Debtors:

Page 2

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) <u>State of Louisiana Uniform Commercial Code – Amendment UCC-3</u> (RBL/LC) to delete collateral on Initial UCC# 26-355048 – Debtors: Fieldwood Energy LLC and GOM Shelf LLC; and Secured Party: Cantor Fitzgerald Securities, as Substitute Collateral Agent. <u>Please file</u> 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 documents, 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 documents 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,

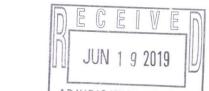
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Julie Thobae Corporate Paralegal

Enclosures

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		STATE OF	LOUISIANA			
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Cantor Fitzgerald Securi	ties, as Collateral Ag	gent				
9b Individual's Last Name (a	and Title of Lineage (e,	g. Jr., Sr., III), if applicable	First Name			Middle Name
10. OPTIONAL FILER REFERENCE	CE DATA 28043 0020	(RBL/LC)				
11. NAME AND PHONE OF CON Julie Thobae 713-651-2	TACTAT FILER (optional)					
 SEND ACKNOWLEDGMENT Marilyn C. Maloney Liskow and Lewis APLO 1001 Fannin, Suite 1800 Houston, Texas 77002 	TO: (Name and Address)				



V#

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 17th day of <u>June</u>, 2019, 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 ("<u>Collateral Agent</u>")

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 <u>Schedule 1</u> hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the operating rights interests described on <u>Exhibit A</u> hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on <u>Exhibit A</u> hereto (the "<u>Released Oil and Gas Properties</u>"), 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 "<u>Released Property</u>"), and Collateral Agent consents to thereto;

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

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("<u>PARTIAL RELEASE</u>") 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 the Parishes and Counties described on <u>Schedule 1</u> hereto to (a) record this Partial Release in the mortgage records or official records, as applicable, for said Parishes and Counties, (b) cancel in part from the mortgage records or official records, as applicable, of said Parishes and Counties the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded in said Parishes and Counties. 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 <u>Exhibit B</u> 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 17th day of _____, 2019, 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: Name THOMA F. MODLE

Printed Name: Arthoon & Louro

CANTOR FITZGERALD SECURITIES, As Substitute Collateral Agent as Mortgage

As Substitute Collateral Agent, as Mortgagee

By: Name

James Buccola Head of Fixed Income

Allerin B. Keller Notary Public

Name printed: allison B. Kelley Notarial Identification Number (D1KE63 8548) My commission expires January 7, 2023

Title:

Allison B. Kelley Notary Public, State of New York No. 01KE6385481 Qualified in Nassau County Commission Expires January 7, 20 2, 2

SCHEDULE 1 [Recording Information]

1. <u>Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security</u> <u>Agreement, Fixture Filing and Financing Statement (RBL)</u> 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				
Plaquemines Parish, LA	Mortgage Book 629, Page 531, File No. 2013-00004579				
Baldwin County AL	Instrument No. 1425123				
Mobile, AL	BK:LR 7088, Page 995, Instrument No. 2013 063203				
Hancock County, MS	Deed of Trust Book 2013, Pages 24509-24710				
Harrison County, MS (1)	Instrument # 2013 10680 T-J1				
Harrison County, MS (2)	Instrument # 2013 3609 T-J2				
Jackson C ounty, MS	#201318028, BK:22, Pages 1-202				
BOEM	OCS-G 27278				

2. <u>First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted</u> <u>Collateral, Security Agreement, Fixture Filing, Financing Statement and</u> <u>Partial Release (RBL)</u> 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	Mortgage Book 634, Page 466, File No. 2013-00005395					
BOEM	 OCS-G 27278 					

3. <u>Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted</u> <u>Collateral, Security Agreement, Fixture Filing and Financing Statement</u> (<u>RBL</u>) 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> Jurisdiction	Recording Information					
Plaquemines Parish, LA	File No. 2016-00003579, Book 693, Page 38					

OCS-G 27278

4. <u>Fourth Supplement and Amendment to Mortgage, Deed of Trust,</u> <u>Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing</u> <u>and Financing Statement (LC Facility)</u> dated effective as of July 9, 2018 from Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC 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.

Recording Jurisdiction	Recording Information				
Plaquemines Parish, LA	File No. 2048-00002565 , Book 732, Page 134				
Baldwin County, AL	Instrument No. 1707454				
Mobile County, AL	Book:LR 7658, Page 25, Instrument				
	No. 2018 040025,				
Hancock County, MS	Deed of Trust, Book 2018, Page 15082				
Harrison County, MS (1)	Instrument # 2018-6032-T-J1				
Harrison County, MS (2)	Instrument # 2018-2162-T-J2				
Jackson County, MS	#201813273, Book: 26, Pages 100-144				
BOEM	OCS-G 27278				

EXHIBIT A Released Oil and Gas Properties

The following described Operating Rights interests to be assigned to BP Exploration & Production Inc. in certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 2005 executed by the United States of America, as Lessor, Helis Oil & Gas Company, L.L.C., Houston Energy, L.P., and Red Willow Offshore, LLC, as Lessee, bearing Lease No. OCS-G 27278 covering all of Block 519, Mississippi Canyon Area, as shown on OCS Leasing Map La. No. NH 16-10, containing approximately 5,760 acres:

- A. 23.25% in SW/4 of Block 519, Mississippi Canyon, from the surface down to and including 19,300' TVDSS;
- B. 46.50% in S/2 and S/2SE/4NE/4 or Block 519, Mississippi Canyon, from depths below 19,300' TVDSS down to and including 99,999' TVDSS;
- C. 23.25% in S/2NW/4 of Block 519, Mississippi Canyon, from the surface down to and including 14,000 TVDSS;
- D. 46.50% in S/2NW/4 of Block 519, Mississippi Canyon, from depths below 14,000' TVDSS down to and including 99,999' TVDSS; and
- E. 46.50% in N/2NW/4; N/2NE/4; SW/4NE/4 and N/2SE/4NE/4 of Block 519, Mississippi Canyon, from the surface down to and including 99,999' TVDSS.

EXHIBIT B UCC3 Forms

STATE OF LOUISIANA

UNFORM CONMERCIAL CODE - AMENDMENT

UCC-3

Important - Read instructions Before Completing Form

POLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY) 1. Initial Francing Statement File # 20-335048 Termination -Effectiveness of the Ressong Statement identified above is terminated with respect to security interest(s) of the Secured Party sufficiently this Termination Statement 2. Continuation. Effectiveness of the Financing Statement identified above with respect to ancarity interest(s) of the Secured Party sufficiently this 3. Contrastice. Statement is continued for the additional period provided by applicable law Assignment (full or partial). Give name of assignee in item 7e or 7b and address of assignee in item 7c and also give same of assignor in item 9. 4. 5. AMENDIMENT (PARTY INFORMATION) This amendment affects Debtor or Secured Party of record. Direck only gap of these two boses. Also check <u>one</u> of the following these booss <u>and</u> provide appropriate information in items 6 and/or 7
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UCC FINANCING STATEMENT AMENDMENT

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STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT

UCC-3

Important - Read instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)
1. Initial Financing Statement File # 26-373799

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2.	2. <u>Termination</u> -Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement								
3.	3. <u>Continuation</u> - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law								
4.	Assignment (full or par	rtial). Give name of as	signee in item 7	a or 7b and	address of assign	ee in item	7c an	d also give na	ame of assignor in item 9.
_	CHANGE name and/or new name (if name change) in it	following three boxes address: Give current reco tern 7a or 7b and/or new addre	and provide app and name in item 6a o	propriate info or 6b; also give	mation in items 6	and/or 7		ADD nam	of these two boxes. He: Complete Hem 7a or 7b and complete Hems 7d-7g (If applicable)
6.	6a Organization's Name	MATION:							
OR	6b Individual's Last Name (a	and Title of Lineage (e.	g. Jr., Sr., III, if a	applicable)	First Name				Middle Name
7.	CHANGED (NEW) OR ADDE	D INFORMATION:							
	7a Organization's Name								
OR	7b Individual's Last Name (a	and Title of Lineage (e.	g. Jr., Sr., III, if a	applicable)	First Name				Middle Name
	7c Mailing Address			City	State		Postal Code		Country
1	7d Tax ID #: SSN or EIN Add'l info re Organization:		7e Type of Organization		7f Jurisdiction of Organization 7g Organ		7g Organiza	nization ID if any	
9. 1	Describe col he collateral deleted is the NAME or SECURED PARTY of Ra which adds collateral or adds the a 9a Organization's Name	ECORD AUTHORIZING	" more fully de	escribed in	ssignor, if this is an	rtial Rele	ease o	f Mortgage (this is an Ameno	(RBL/LC).
	Cantor Fitzgerald Securit	ties, as Collateral Ag	gent						
OR	9b Individual's Last Name (and Title of Lineage (e.g. Jr.,		g. Jr., Sr., III), if	applicable F	First Name			Middle Name	
10.	OPTIONAL FILER REFERENC	E DATA 28043.0020	(RBL/LC)	1					
11.	NAME AND PHONE OF CONT. Julie Thobae 713-651-29)						
12.	SEND ACKNOWLEDGMENT T Marilyn C. Maloney Liskow and Lewis APLC 1001 Fannin, Suite 1800 Houston, Texas 77002	-)		The above space	is for filing	office	e use only	