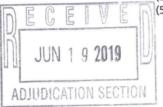
LISKOW&LEWIS

A Professional Law Corporation

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

www.Liskow.com

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



Julie Thobae

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

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:

- 1) PARTIAL RELEASE OF MORTGAGE (RBL/LC) 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"). Please file in Category 2 Release of Mortgages and Liens;
- 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) State of Louisiana Uniform Commercial Code – Amendment UCC-3
(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. Please file in Category 3 – UCC Filings and Financial Statements;

In order that third persons will be put on notice as to the execution and efficacy of the enclosed 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,

Julie Thobae

Corporate Paralegal

hobre

Enclosures

4944179v1

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form



FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)					71030	DIOMITON OLOTTON
1. Initial Financing Statement File # 26-335048						
2. <u>Termination</u> -Effectiveness of the Financing Statement authorizing this Termination Statement	identified above is	s terminated with r	respect to	secur	ity interest(s)	of the Secured Party
3. Continuation- Effectiveness of the Financing Statemen Continuation Statement is continued for the additional			curity inter	est(s)	of the Secure	ed Party authorizing this
Assignment (full or partial). Give name of assignee in i	tem 7a or 7b and	address of assigne	ee in item	7c an	d also give na	me of assignor in item 9.
5. AMENDMENT (PARTY INFORMATION) This amendment afform	ects Debtor or	Secured Part	y of record	l. Ch	eck only one o	of these two boxes.
Also check one of the following three boxes and provid CHANGE name and/or address: Give current record name in it new name (if name change) in item 7a or 7b and/or new address (if address)	em 6a or 6b; also give		e: Give record	d name		e: Complete item 7a or 7b and complete items 7d-7g (if applicable)
6. CURRENT RECORD INFORMATION:						
6a Organization's Name						
OR						
6b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr.,	III, if applicable)	First Name				Middle Name
7. CHANGED (NEW) OR ADDED INFORMATION:						
7a Organization's Name						
7b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr.,	III, if applicable)	First Name				Middle Name
7c Mailing Address	City		State	Posta	al Code	Country
7d Tax ID #: SSN or EIN Add'l info re Organization: 7e Type	of Organization	7f Jurisdiction of	Organizat	ion	7g Organiza	tion ID if any
Describe collateral deleted or added and added are also and added are	d, or give entire [restated collate the attached Par				
NAME or SECURED PARTY of RECORD AUTHORIZING THIS AMEI which adds collateral or adds the authorizing Debtor, or if this is a Term 9a Organization's Name						dment authorized by a Debtor uthorizing this Amendment
Cantor Fitzgerald Securities, as Substitute Collateral	Agent					
9b Individual's Last Name (and Title of Lineage (e,g. Jr., Sr.,	III), if applicable	First Name				Middle Name
0. OPTIONAL FILER REFERENCE DATA 28043.0020 (RBL/L	C)					
1. NAME AND PHONE OF CONTACT AT FILER (optional) Julie Thobae 713-651-2970						
2. SEND ACKNOWLEDGMENT TO: (Name and Address)						
Marilyn C. Maloney					¥	
Liskow and Lewis APLC						
1001 Fannin Suite 1800						
Houston, Texas 77002						
		The above space	is for filing	office	e use only	

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 1019, 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 Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the operating rights interests described on Exhibit A hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on Exhibit A hereto (the "Released Oil and Gas Properties"), and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Properties ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any 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 ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of 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 Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated Credit Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto, the Issuing Banks party hereto, and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Credit Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

THUS DONE AND PASSED on this The day of June, 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:

WITNESSES:

Printed Name: Thomas F. 40013

By:

Name:

Title: James Buccola Head of Fixed Income

Head of Fixed Income

Name printed: Alixan B. Kelley

Notarial Identification Number (1) 1KE 63 85481 My commission expires <u>January</u> 7, 2023

Alfison 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. Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) dated effective September 30, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
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. First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (RBL) dated effective November 15, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information					
Plaquemines Parish, LA	Mortgage Book 634, Page 466, File No. 2013-00005395					
BOEM	OCS-G 27278					

Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) dated effective August 16, 2016 by Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information						
Plaquemines Parish, LA	File No. 2016-00003579, Book 693, Page 38						

BOEM	OCS-G 27278
DOLLIVI	000 021210

4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (LC Facility) 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				
	File No. 2048-00002565, Book 732,				
Plaquemines Parish, LA	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

UNIFORM COMMERCIAL CODE - AMENDMENT

UCG-3
Important - Read instructions Refero Completing Form

FOLLOW INSTRUCTIONS (FRO	OWT AND BACK CAR	MEFULLY)							
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UCC FINANCING STATEMENT AMENDA	IEN	r					
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B. B. BRACL EDITACT AT FREE Implements							
jthehae@linkow.com							
C. SEND ACKNOWLED GMBNT TO: (Mamm and Address)							
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FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (Form UCCS) (Rev. 0100111)

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form

OLLOW MOTROCHORS IF	CONT AND BACK CAR	EFULLY)					
 Initial Financing Statement F 	ile # 26-373799						
2. <u>Termination</u> -Effective authorizing this Termi		Statement identified above	is terminated with	respect to	securi	ty interest(s)	of the Secured Party
		Statement identified above additional period provided		curity inter	est(s)	of the Secure	d Party authorizing this
4. Assignment (full or pa	artial). Give name of as	signee in item 7a or 7b and	address of assign	ee in item	7c and	also give na	me of assignor in item 9.
5. AMENDMENT (PARTY INFO	ORMATION) This amen	dment affects Debtor of	r Secured Part	ty of record	. Che	eck only one o	of these two boxes.
CHANGE name and/or	address: Give current reco	and provide appropriate info ord name in item 6a or 6b; also give ess (f address change) in item 7c		e: Give record	i name	_	e: Complete item 7a or 7b and complete items 7d-7g (if applicable)
6. CURRENT RECORD INFOR	RMATION:						
6a Organization's Name							
OR							
6b Individual's Last Name (and Title of Lineage (e.	g. Jr., Sr., III, if applicable)	First Name				Middle Name
7. CHANGED (NEW) OR ADD	ED INFORMATION:						
7a Organization's Name							
7b Individual's Last Name ((and Title of Lineage (e.	g. Jr., Sr., III, if applicable)	First Name				Middle Name
7c Mailing Address		City		State	Posta	l Code	Country
7d Tax ID #: SSN or EIN	Add'l info re Organization:	7e Type of Organization	7f Jurisdiction of	Organizat	ion	7g Organiza	tion ID if any
Describe or The collateral deleted is the	ollateral deleted or		restated collate				
NAME or SECURED PARTY of R which adds collateral or adds the							
9a Organization's Name Cantor Fitzgerald Securi	ties as Collateral Ag	rent					
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10. OPTIONAL FILER REFERENCE	CE DATA 28043.0020	(RBL/LC)				,	
11. NAME AND PHONE OF CONT Julie Thobae 713-651-2							
12. SEND ACKNOWLEDGMENT	TO: (Name and Address)					
Marilyn C. Maloney							
Liskow and Lewis APLO	C						
1001 Fannin, Suite 1800							
Houston, Texas 77002							
			The above space	is for filing	office	use only	