



Exploration Offshore, L.L.C.

RECEIVED  
ADJUDICATION SECTION  
MAY 17 2022

May 17, 2022

**VIA EMAIL**

Bureau of Ocean Energy Management  
Gulf of Mexico OCS Region  
1201 Elmwood Park Blvd., MS WS 231A  
New Orleans, Louisiana 70123-2394

**ATTN: Adjudication Unit**

**RE: Ratification and Second Amendment of Memorandum of Operating and Unit  
Operating Agreement and Financing Statement  
OCS-G 35295 (EW 877) and OCS-G 36704 (EW 921)  
EW 877/921 (Spruance) Prospect**

Ladies and Gentlemen:

Attached please find two (2) copies of the following document:

**Title of Document:** Ratification and Second Amendment of Memorandum of Operating and Unit  
Operating Agreement and Financing Statement

**Identities of Parties to the Document:** By and between LLOG Exploration Offshore, L.L.C. (02058),  
Red Willow Offshore, LLC (02668), EnVen Energy Ventures, LLC (03026), Houston Energy  
Deepwater Partners Spruance, LLC (03589), CL&F Offshore LLC (03394), Ridgewood Spruance, LLC  
(03632), Beacon Asset Holdings LLC (03630) and HEDV Spruance, LLC (03597)

**Lease Affected:** OCS-G 35295 (EW 877) and OCS-G 36704 (EW 921)

**Category to be Filed:** 3 = UCC Filings and Financial Statement

**Service Fees:** pay.gov receipt in payment of the fee incurred by this request is enclosed

Please place 1 copy of the Ratification and Second Amendment of Memorandum of Operating and Unit  
Operating Agreement and Financing Statement in each affected lease file and return one (1) BOEM  
stamped copy to me via email. In the meantime, please do not hesitate to contact me should you have  
any questions at (985) 801-4794 or [rachael.francioni@llog.com](mailto:rachael.francioni@llog.com).

Yours very truly,

**LLOG Exploration Offshore, L.L.C.**

Rachael L. Francioni  
Land Analyst

Attachment

## Lafourche Parish Recording Page

Annette M. Fontana  
CLERK OF COURT  
PO BOX 818  
303 W 3rd St  
Thibodaux, LA 70302  
(985) 447-4841

RECEIVED  
ADJUDICATION SECTION  
MAY 17 2022

**First VENDOR**

LLOG EXPLORATION OFFSHORE L L C

**First VENDEE**

RED WILLOW OFFSHORE LLC

Index Type : CONVEYANCE

Inst Number : 1337694

Type of Document : RATIFICATION

Book : 2232

Page : 337

Recording Pages : 17

**Recorded Information**

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Lafourche Parish, Louisiana.

e-Recorded

On (Recorded Date) : 05/16/2022

At (Recorded Time) : 4:07:37PM

Certified On : 05/16/2022

CLERK OF COURT  
ANNETTE M. FONTANA  
Parish of Lafourche

I certify that this is a true copy of the attached  
document that was filed for registry and  
Recorded 05/16/2022 at 4:07:37  
Recorded in Book 2232 Page 337  
File Number 1337694



Clerk of Court

Doc ID - 033944800017

**Additional Index Recordings**

<u>Index Type</u>	<u>Book</u>	<u>Page</u>	<u>Inst Number</u>
MTG	2228	64	1337694

# Plaquemines Parish Recording Page

Kim Turlich-Vaughan  
Clerk of Court  
PO Box 40  
Belle Chasse, LA 70037  
(504) 934-6610

RECEIVED  
ADJUDICATION SECTION  
MAY 17 2022

**Received From :**

Attn: RACHAEL FRANCIONI  
LLOG EXPLORATION CO. L.L.C.  
1001 OCHSNER BLVD.  
SUITE 100  
COVINGTON, LA 70433

**First VENDOR**

LLOG EXPLORATION OFFSHORE LLC

**First VENDEE**

RED WILLOW OFFSHORE LLC

Index Type : CONVEYANCE

File Number : 2022-00001460

Type of Document : RATIFICATION

Book : 1450 Page : 564

Recording Pages : 16

**Recorded Information**

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Plaquemines Parish, Louisiana.

On (Recorded Date) : 04/20/2022

At (Recorded Time) : 10:06:58AM



Doc ID - 005600360016

CLERK OF COURT  
KIM TURLICH-VAUGHAN  
Parish of Plaquemines  
I certify that this is a true copy of the attached  
document that was filed for registry and  
Recorded 04/20/2022 at 10:06:58  
Recorded in Book 1450 Page 564  
File Number 2022-00001460



*Victoria D. Anderson*  
Deputy Clerk

**Additional Index Recordings**

<u>Index Type</u>	<u>Book</u>	<u>Page</u>	<u>File #</u>
MTG	814	166	2022-00001460

Return To : Attn: RACHAEL FRANCIONI

**RATIFICATION AND SECOND AMENDMENT OF MEMORANDUM OF  
OPERATING AND UNIT OPERATING AGREEMENT AND FINANCING  
STATEMENT**

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This Ratification and Second Amendment of Memorandum of Operating and Unit Operating Agreement & Financing Statement (the “**Ratification and Amendment**”) is made effective as of December 1, 2020 and entered into by and among LLOG Exploration Offshore, L.L.C. (“**LEO**”), Red Willow Offshore, LLC (“**Red Willow**”), Houston Energy Deepwater Partners Spruance, LLC (“**HEDP**”), CL&F Offshore, LLC (“**CL&F**”), EnVen Energy Ventures, LLC (“**EnVen**”), Beacon Asset Holdings LLC (“**Beacon**”), Ridgewood Spruance, LLC (“**Ridgewood**”) and HEDV Spruance, LLC (“**HEDV**”).

**WHEREAS**, LEO, as Operator, and Red Willow, HE&D Offshore, L.P. (“**HE&D**”), HEDP, CL&F, EnVen, Beacon and Ridgewood as Non-Operators, have entered into that certain Operating Agreement dated effective July 1, 2014 and that certain Second Amendment of Operating Agreement dated effective June 1, 2019, via that certain Ratification, Amendment and Joinder of Offshore Operating Agreement as to HE&D, CL&F, HEDP and EnVen dated effective June 1, 2019, and via that certain Ratification and Third Amendment of Operating Agreement dated effective as of July 1, 2020 as to Ridgewood and effective as of July 17, 2020 as to Beacon, and via that certain Ratification and Fourth Amendment of Operating Agreement dated effective December 1, 2020 as to HEDV (collectively the “**OA**”) having a Contract Area consisting of all of Ewing Bank Block 877 and the N/2N/2 of Ewing Bank Block 921, covering leases bearing serial numbers OCS-G 35295 and 36704, which leases are hereinafter referred to as the “**Leases**”; and such contract area hereinafter referred to as the “**Spruance Prospect**”;

**WHEREAS**, LEO, as Unit Operator, and Red Willow, HE&D, HEDP, CL&F, EnVen, Beacon and Ridgewood as Unit Non-Operators, have entered into that certain Unit Operating Agreement dated effective May 1, 2019, via that certain Ratification, Amendment and Joinder of Unit Operating Agreement as to HE&D, CL&F, HEDP and EnVen effective June 1, 2019, and via that certain Ratification and Second Amendment of Unit Operating Agreement dated effective July 1, 2020 as to Ridgewood and July 17, 2020 as to Beacon, and via that certain Ratification and Third Amendment of Unit Operating Agreement dated effective December 1, 2020 as to HEDV (collectively the “**UOA**”) having a Unit Area consisting of the S/2SE/4, S/2N/2SE/4, S/2NE/4SW/4, SE/4SW/4 of Ewing Bank Block 877 and the N/2NE/4, E/2NE/4NW/4 of Ewing Bank Block 921, covering leases bearing serial numbers OCS-G 35295 and 36704, which leases are hereinafter referred to as the “**Unit Leases**”; and such contract area hereinafter referred to as the “**Spruance Unit**”;

**WHEREAS**, by instrument dated effective July 1, 2014, LEO, LLOG Bluewater Holdings, L.L.C. (“**LBH**”), Houston Energy, L.P. (“**HE**”), Red Willow, EnVen, HE&D, CL&F, and HEDP entered into that certain Memorandum of Operating Agreement and Financing Statement (the “**Memorandum**”) for the Spruance Prospect, which Memorandum was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:

**Plaquemines Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	1412	239	2019-00001929
Mortgage	749	219	2019-00001929

**Lafourche Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	2175	834	1301306
Mortgage	2067	687	1301306

**Jefferson Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	3442	752	12045208
Mortgage	4895	629	12045208

**WHEREAS**, by instrument dated effective May 1, 2019, LEO, LLOG Bluewater Holdings, L.L.C. (“**LBH**”), Houston Energy, L.P. (“**HE**”), Red Willow, EnVen, HE&D, CL&F, and HEDP entered into that certain Memorandum of Unit Operating Agreement and Financing Statement (the “**Unit Memorandum**”) for the Spruance Unit, which Unit Memorandum was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:

**Plaquemines Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	1417	195	2019-00003456
Mortgage	755	720	2019-00003456

**Lafourche Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	2175	854	1301308
Mortgage	2067	720	1301308

**Jefferson Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	3442	751	12045205
Mortgage	4895	627	12045205

**WHEREAS**, by instrument dated effective as of July 1, 2020 as to Ridgewood and effective as of July 17, 2020 as to Beacon, LEO, Red Willow, HE&D, HEDP, CL&F, EnVen, Beacon and Ridgewood, ratified and amended the Memorandum and the Unit Memorandum, which ratification and amendment was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:

**Plaquemines Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	1432	995	2020-00005302
Mortgage	784	613	2020-00005302

**Lafourche Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	2186	284	1308302
Mortgage	2099	83	1308302

**Jefferson Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	3448	697	12104557
Mortgage	4915	746	12104557

**WHEREAS**, financing statements under the Uniform Commercial Code (the "**Financing Statements**") were filed in connection with the Memorandum in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the States of Delaware, Colorado, Texas and Louisiana, as follows:

**Plaquemines Parish, Louisiana**

INDEX TYPE	BOOK	PAGE	FILE NUMBER
UCC-1	3819	611	2019-00001930
UCC-3	3820	2914	2020-00005303
UCC-3	3820	2931	2020-00005304
UCC-3	3820	2948	2020-00005305
UCC-3	3820	2952	2020-00005306
UCC-3	3820	2955	2020-00005307
UCC-3	3820	2958	2020-00005308

**Offices of the Secretary of State**

STATE	NUMBER
Delaware	2019 4895178
Colorado	20192062506
Texas	19-0026683469
Louisiana	38-19-611

**WHEREAS**, by amendment of financing statement under the Uniform Commercial Code the Unit Memorandum was added as collateral to the Louisiana Financing Statements referenced above in the records of Plaquemines Parish, Louisiana and the Office of the Secretary of State for Louisiana, as follows:

**Plaquemines Parish, Louisiana**

INDEX TYPE	BOOK	PAGE	FILE NUMBER
UCC-3 (Unit Memorandum)	3819	1329	2019-00003686

**Office of the Secretary of State**

STATE	NUMBER
Louisiana	38-19-1329

**BOEM**

**WHEREAS**, the Memorandum and Unit Memorandum were also recorded in the United States Bureau of Ocean Energy Management, Gulf of Mexico Region (“**BOEM**”) Non-Required Files maintained with respect to leases bearing serial numbers OCS-G 35295 and 36704;

**WHEREAS**, the Amendment of Memorandum and Unit Memorandum were also recorded in the United States Bureau of Ocean Energy Management, Gulf of Mexico Region (“**BOEM**”) Non-Required Files maintained with respect to leases bearing serial numbers OCS-G 35295 and 36704 on August 5, 2021;

**WHEREAS** the Memorandum and Unit Memorandum provide for liens on and security interests in the lands, Leases and Unit Leases covered by the Spruance Prospect and Spruance Unit, respectively, and in tangible and intangible personal property related to the development of same;

**WHEREAS**, by Assignment of Record Title Interest dated effective December 1, 2020, HE&D assigned 100% of its right, title and interest in and to OCS-G 35295, Ewing Bank Block 877 to HEDV;

**WHEREAS**, by Assignment of Record Title Interest dated effective December 1, 2020, HE&D assigned 100% of its right, title and interest in and to OCS-G 36704, Ewing Bank Block 921 to HEDV;

**WHEREAS**, by instrument dated effective as of December 1, 2020, HEDV ratified, adopted and confirmed the terms and provision of the OA and UOA and thus became bound to same as if it was an original signatory party; and

**WHEREAS** all parties to the Memorandum and Unit Memorandum agree therein that a person having an interest in the Contract Area and Unit Area can ratify such Memorandum and Unit Memorandum, respectively, by executing and delivering an instrument of ratification.

**NOW THEREFORE**, in consideration of the terms, conditions, recitals and stipulations contained in the Memorandum and Unit Memorandum, the undersigned parties hereby agree as follows:

1. HEDV hereby expressly ratifies, joins, approves, adopts and confirms the Memorandum and Unit Memorandum, and agrees to be bound by all of the terms, conditions, recitals, stipulations and provisions contained in the Memorandum and Unit Memorandum, to the same extent as if the same were set out fully and incorporated herein, it being the intention of the parties that the execution of this Ratification and Amendment by HEDV has the same force and effect as if HEDV had originally executed the Memorandum and Unit Memorandum.
2. HE&D shall be removed as a party to the Memorandum and Unit Memorandum.
3. The Attachment "1" to the Memorandum and Unit Memorandum shall be deleted in its entirety and replaced with the Attachment "I" attached hereto and made part hereof.
4. This Ratification and Second Amendment shall be binding upon the undersigned parties and their respective successors and assigns.
5. Except for the matters specifically addressed in this Ratification and Second Amendment, no other changes or modifications are made to the Memorandum and Unit Memorandum, and the parties acknowledge that except as amended hereby, the Memorandum and Unit Memorandum shall remain in full force and effect as originally written.

**FURTHER**, this Ratification and Amendment is to be filed or recorded in the conveyance records, in the mortgage records and in the Uniform Commercial Code records of Plaquemines Parish, Louisiana where the Memorandum and Unit Memorandum are filed and with the BOEM and the Offices of the Secretary of State for the States of Delaware, Colorado, Texas and Louisiana, thereby providing notice of the mutual liens and security interests now held by the parties in accordance with the provisions of the OA referenced in the Memorandum and Unit Memorandum.

This Ratification and Amendment may be signed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one and the same agreement.



**EXECUTED** on the date(s) set forth below, but effective as of the Effective Dates outlined in the preamble of this Ratification and Second Amendment.

**OPERATOR:**

**WITNESSES:**

**LLOG EXPLORATION OFFSHORE, L.L.C.**

  
Printed Name: **Joshua Graffagnini**

By:   
**Kemberlia Ducote**  
Secretary

  
Printed Name: **Rachael L. Francioni**

Date: 11/31/2022

Address:

1001 Ochsner Boulevard, Suite 100  
Covington, Louisiana 70433

**ACKNOWLEDGEMENT**

**STATE OF LOUISIANA**

**PARISH OF ST. TAMMANY**

On this 3<sup>rd</sup> day of January, 2022, before me appeared **Kemberlia Ducote**, to me personally known, who, being by me duly sworn, did say she is the **Secretary** of **LLOG Exploration Offshore, L.L.C.**, a Louisiana limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

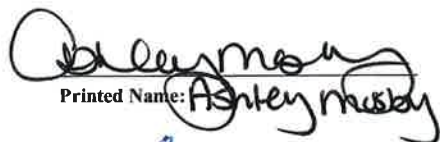
My commission is for life.

**Judy Reimel**  
**Notary Public - St. Tammany Parish**  
**My Commission Issued for Life**  
**Notary No. 60007**

NON-OPERATORS:

WITNESSES:

RED WILLOW OFFSHORE, LLC

  
Printed Name: Ashley Husby

  
Printed Name: Dan Greaser

By:   
Richard L. Smith  
Executive Vice President

Date: 9/22/2021

Address:  
14933 Highway 172  
Ignacio, Colorado 81137

ACKNOWLEDGEMENT

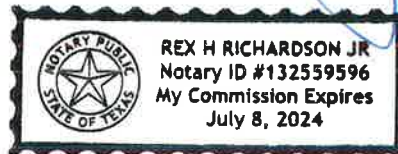
STATE OF TEXAS

COUNTY OF HARRIS

On this 22<sup>nd</sup> day of SEPTEMBER 2021, before me appeared **Richard L. Smith**, to me personally known, who, being by me duly sworn, did say he is the **Executive Vice President** of **RED WILLOW OFFSHORE, LLC**, a Colorado limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission expires 7/8/24.






SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT

**WITNESSES:**

**HEDV SPRUANCE, LLC**

  
Printed Name: Heath Suire

By:   
**P. David Amend**  
**Sr. Executive Vice President** 

  
Printed Name: Shirley Cox

Date: 9/22/2021

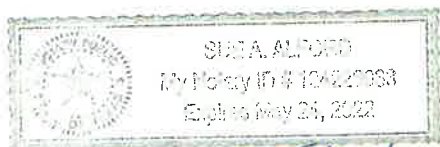
Address:  
1200 Smith, Suite 2400  
Houston, Texas 77002

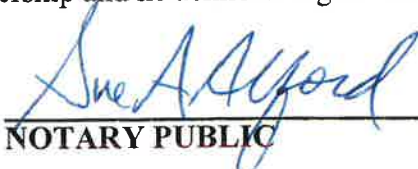
**ACKNOWLEDGEMENT**

**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 22<sup>nd</sup> day of September, 2021 before me, appeared **P. David Amend** to me personally known, who, being by me duly sworn, did say that he is the Sr. Executive Vice President of **HEDV Spruance, LLC**, a Texas limited partnership, and that the foregoing instrument was signed in behalf of that limited partnership and he acknowledged the instrument to be the free act and deed of that limited partnership.



  
**NOTARY PUBLIC**

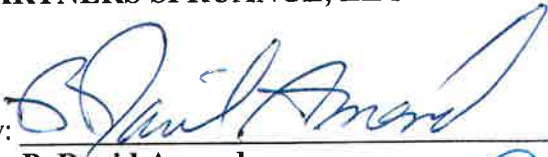

My Commission expires: 5/24/2022


**SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT**

**WITNESSES:**

**HOUSTON ENERGY DEEPWATER  
PARTNERS SPRUANCE, LLC**

  
Printed Name: Heath Suire

By:   
**P. David Amend**  
**Sr. Executive Vice President** 

  
Printed Name: Shirley Cox

Date: 9/22/2021

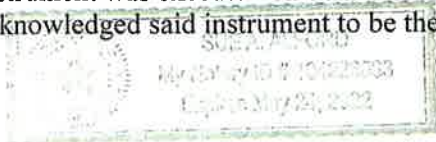
Address:  
1200 Smith, Suite 2400  
Houston, Texas 77002

**ACKNOWLEDGEMENT**

**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 22<sup>nd</sup> day of September, 2021, before me appeared **P. David Amend**, to me personally known, who, being by me duly sworn, did say he is the **Sr. Executive Vice President of Houston Energy Deepwater Partners Spruance, LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.



  
NOTARY PUBLIC

My commission expires 5/24/2022

SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND

**WITNESSES:**

**ENVEN ENERGY VENTURES, LLC**

[Signature]  
Printed Name: RICK LUKOWSKI

By: [Signature]  
**Nick B. Gibbens**  
**SVP – Land & Business Development**

[Signature]  
Printed Name: MAGGIE BAKER

Date: 10/12/21

Address:  
609 Main Street, Suite 3200  
Houston, Texas 77002

**ACKNOWLEDGEMENT**

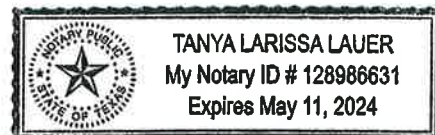
**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 12<sup>th</sup> day of October, 2021 before me, appeared **Nick B. Gibbens** to me personally known, who, being by me duly sworn, did say that he is the **SVP – Land & Business Development**, of **ENVEN ENERGY VENTURES, LLC**, a Louisiana limited liability company, and that the foregoing instrument was signed in behalf of that limited liability company and he acknowledged the instrument to be the free act and deed of that limited liability company.

[Signature]  
**NOTARY PUBLIC**

My Commission expires: May 11, 2024



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT

**WITNESSES:**

Jammy Willis  
Printed Name: Jammy Willis

Michelle Stanley  
Printed Name: Michelle Stanley

**CL&F OFFSHORE LLC**

By: R. Paul Loveless  
**R. Paul Loveless**  
**President & CEO**

Date: 9/27/21

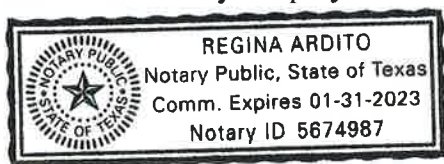
Address:  
1700 City Plaza  
Suite 360  
Spring, Texas 77389

**ACKNOWLEDGEMENT**

**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 27th day of September, 2021 before me, appeared **R. Paul Loveless** to me personally known, who, being by me duly sworn, did say that he is the **President & CEO**, of **CL&F OFFSHORE LLC**, a Delaware limited liability company, and that the foregoing instrument was signed in behalf of that limited liability company and he acknowledged the instrument to be the free act and deed of that limited liability company.



Regina Ardito  
**NOTARY PUBLIC**

My Commission expires: 01-31-2023

**SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT**



**WITNESSES:**

**BEACON ASSET HOLDINGS LLC**

Printed Name: S. J. Chalkley

Printed Name: Marla Paulavera

By: Jay Register  
**Jay Register**  
**Vice President Land & Business Development and Secretary**

Date: 12/14/2021

Address:  
333 Clay Street, Suite 4200  
Houston, Texas 77002

**ACKNOWLEDGEMENT**

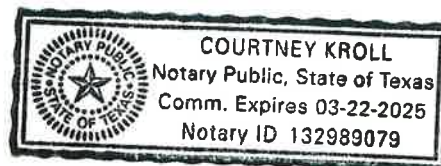
**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 14 day of December, 2021, before me appeared **Jay Register**, to me personally known, who, being by me duly sworn, did say he is the **Vice President Land & Business Development and Secretary** of **BEACON ASSET HOLDINGS LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

Courtney Kroll  
NOTARY PUBLIC

My commission expires 03/22/2025



**SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT**

**WITNESSES:**

  
Printed Name: Jeff Byrd

  
Printed Name: Ann Hebert

**RIDGEWOOD SPRUANCE, LLC**

By:   
**Fritz L. Spencer, III**  
**Vice President- Land**

Date: 9/22/2021

**Address:**  
**14 Philips Parkway**  
**Montvale, New Jersey 07645**

**ACKNOWLEDGEMENT**

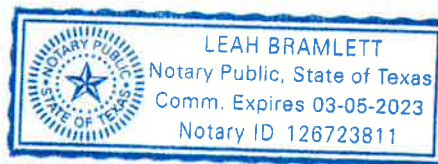
**STATE OF TEXAS**

**COUNTY OF HARRIS**

On this 22 day of September, 2021, before me appeared **Fritz L. Spencer, III**, to me personally known, who, being by me duly sworn, did say he is the **Vice President - Land** of **Ridgewood Spruance, LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission expires 3/5/2023



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT



**ATTACHMENT "1"**

**ATTACHED TO AND MADE A PART OF THAT CERTAIN RATIFICATION AND  
SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND FINANCING  
STATEMENT DATED EFFECTIVE DECEMBER 1, 2020, AND  
THAT CERTAIN RATIFICATION AND SECOND AMENDMENT OF MEMORANDUM  
OF UNIT OPERATING AGREEMENT  
DATED EFFECTIVE DECEMBER 1, 2020 BY AND BETWEEN  
LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR, AND  
RED WILLOW OFFSHORE LLC, ET AL AS NON-OPERATORS**

**A. OPERATOR/UNIT OPERATOR:**

LLOG EXPLORATION OFFSHORE, L.L.C.

**B. CONTRACT AREA**

All of Ewing Bank 877 and the N/2N/2 of Ewing Bank 921, less and except the NE/4NE/4 of Ewing Bank 921, from surface down to 12,200' SS.

**UNIT AREA**

S/2SE/4, S/2N/2SE/4, S/2NE/4SW/4, SE/4SW/4 of Ewing Bank 877 and the N/2NE/4, E/2NE/4NW/4 of Ewing Bank 921, less and except the NE/4NE/4 of Ewing Bank 921, from surface down to 12,200' SS.

**DESCRIPTION OF LEASE(S)/UNIT LEASE(S):**

Oil and Gas Lease of Submerged Lands, dated effective as of July 1, 2014, by and between the United States of America, as Lessor, and LLOG Bluewater Holdings, L.L.C., as Lessee, covering all of OCS-G 35295, Block 877, Ewing Bank, OCS Official Protraction Diagram, NH 15-12, containing 5760.00 acres, more or less (the "**EW 877 Lease**").

Oil and Gas Lease of Submerged Lands, dated effective as of May 1, 1990, by and between the United States of America, as Lessor, and Shell Offshore Inc., as Lessee, covering the N/2N/2 of OCS-G 36704, Block 921, Ewing Bank, OCS Official Protraction Diagram, NH 15-12, containing 1440.00 acres, more or less (the "**EW 921 Lease**").

**C. Parties, Designated Representatives and Addresses**

LLOG Exploration Offshore, L.L.C.  
1001 Ochsner Blvd., Ste. 100  
Covington, LA 70433  
Attention: Josh Graffagnini  
Phone: (985) 801-4300  
Fax: (985) 801-4797  
Email: [josh.graffagnini@llog.com](mailto:josh.graffagnini@llog.com)

Ridgewood Spruance, LLC  
1254 Enclave Pkwy, Ste. 600  
Houston, TX 77077  
Attention: Fritz L. Spencer, III  
Phone: (281) 293-7122  
Fax: (281) 293-7391  
Email: [fspencer@ridgewoodenergy.com](mailto:fspencer@ridgewoodenergy.com)

EnVen Energy Ventures, LLC  
609 Main Street, Suite 3200  
Houston, Texas 77002  
Attention: Mr. Nick Gibbens  
Direct (713) 335-7027  
Fax: (713) 335-7598  
Email: [ngibbens@enven.com](mailto:ngibbens@enven.com)

CL&F Offshore LLC  
1700 City Plaza Drive, Suite 360  
Spring, Texas 77389  
Attention: Tammy Willis  
Direct (281) 873-3021  
Fax: (281) 281-872-4398  
Email: [twillis@clf-co.com](mailto:twillis@clf-co.com)

Beacon Asset Holdings LLC  
333 Clay Street, Suite 4200  
Houston, Texas 77002  
Attention: Jay Register  
Phone: (346) 867-0524  
Fax: (281) 476-7767  
Email: [jregister@beaconoffshore.com](mailto:jregister@beaconoffshore.com)

Red Willow Offshore, LLC  
1415 Louisiana St.  
Suite 4000  
Houston, Texas 77002  
Attention: Rex Richardson  
Phone: (281) 822-7509  
Fax: (281) 822-7501  
Email: [rrichard@rwpc.us](mailto:rrichard@rwpc.us)

HEDV Spruance, LLC  
Two Allen Center  
1200 Smith, Suite 2400  
Houston, TX 77002  
Attention: Heath Suire  
Phone: (713) 400-7770  
Fax: (713) 650-8305  
Email: [hsuire@houstonenergyinc.com](mailto:hsuire@houstonenergyinc.com)

Houston Energy Deepwater  
Partners Spruance, LLC  
1200 Smith, Suite 2400  
Houston, TX 77002  
Attention: Heath Suire  
Phone: (713) 400-7770  
Fax: (713) 650-8305  
Email: [hsuire@houstonenergyinc.com](mailto:hsuire@houstonenergyinc.com)

12225536  
Plaquemines Parish Recording Page

Kim Turlich-Vaughan  
Clerk of Court  
PO Box 40  
Belle Chasse, LA 70037  
(504) 934-6610

RECEIVED  
ADJUDICATION SECTION  
MAY 17 2022

Received From :  
Attn: RACHAEL FRANCIONI  
LLOG EXPLORATION CO. L.L.C.  
1001 OCHSNER BLVD.  
SUITE 100  
COVINGTON, LA 70433

First VENDOR  
LLOG EXPLORATION OFFSHORE LLC

First VENDEE  
RED WILLOW OFFSHORE LLC

Index Type : CONVEYANCE  
Type of Document : RATIFICATION  
Recording Pages : 16  
File Number : 2022-00001460  
Book : 1450 Page : 564

Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Plaquemines Parish, Louisiana.

On (Recorded Date) : 04/20/2022  
At (Recorded Time) : 10:06:58AM



Doc ID - 005600360016

CLERK OF COURT  
KIM TURLICH-VAUGHAN  
Parish of Plaquemines  
I certify that this is a true copy of the attached document that was filed for registry and  
Recorded 04/20/2022 at 10:06:58  
Recorded in Book 1450 Page 564  
File Number 2022-00001460



*Victoria J. Anderson*  
Deputy Clerk

Additional Index Recordings			
Index Type	Book	Page	File #
MTG	814	166	2022-00001460

Return To : Attn: RACHAEL FRANCIONI



**RATIFICATION AND SECOND AMENDMENT OF MEMORANDUM OF  
OPERATING AND UNIT OPERATING AGREEMENT AND FINANCING  
STATEMENT**

This Ratification and Second Amendment of Memorandum of Operating and Unit Operating Agreement & Financing Statement (the "**Ratification and Amendment**") is made effective as of December 1, 2020 and entered into by and among LLOG Exploration Offshore, L.L.C. ("**LEO**"), Red Willow Offshore, LLC ("**Red Willow**"), Houston Energy Deepwater Partners Spruance, LLC ("**HEDP**"), CL&F Offshore, LLC ("**CL&F**"), EnVen Energy Ventures, LLC ("**EnVen**"), Beacon Asset Holdings LLC ("**Beacon**"), Ridgewood Spruance, LLC ("**Ridgewood**") and HEDV Spruance, LLC ("**HEDV**").

**WHEREAS**, LEO, as Operator, and Red Willow, HE&D Offshore, L.P. ("**HE&D**"), HEDP, CL&F, EnVen, Beacon and Ridgewood as Non-Operators, have entered into that certain Operating Agreement dated effective July 1, 2014 and that certain Second Amendment of Operating Agreement dated effective June 1, 2019, via that certain Ratification, Amendment and Joinder of Offshore Operating Agreement as to HE&D, CL&F, HEDP and EnVen dated effective June 1, 2019, and via that certain Ratification and Third Amendment of Operating Agreement dated effective as of July 1, 2020 as to Ridgewood and effective as of July 17, 2020 as to Beacon, and via that certain Ratification and Fourth Amendment of Operating Agreement dated effective December 1, 2020 as to HEDV (collectively the "**OA**") having a Contract Area consisting of all of Ewing Bank Block 877 and the N/2N/2 of Ewing Bank Block 921, covering leases bearing serial numbers OCS-G 35295 and 36704, which leases are hereinafter referred to as the "**Leases**"; and such contract area hereinafter referred to as the "**Spruance Prospect**";

**WHEREAS**, LEO, as Unit Operator, and Red Willow, HE&D, HEDP, CL&F, EnVen, Beacon and Ridgewood as Unit Non-Operators, have entered into that certain Unit Operating Agreement dated effective May 1, 2019, via that certain Ratification, Amendment and Joinder of Unit Operating Agreement as to HE&D, CL&F, HEDP and EnVen effective June 1, 2019, and via that certain Ratification and Second Amendment of Unit Operating Agreement dated effective July 1, 2020 as to Ridgewood and July 17, 2020 as to Beacon, and via that certain Ratification and Third Amendment of Unit Operating Agreement dated effective December 1, 2020 as to HEDV (collectively the "**UOA**") having a Unit Area consisting of the S/2SE/4, S/2N/2SE/4, S/2NE/4SW/4, SE/4SW/4 of Ewing Bank Block 877 and the N/2NE/4, E/2NE/4NW/4 of Ewing Bank Block 921, covering leases bearing serial numbers OCS-G 35295 and 36704, which leases are hereinafter referred to as the "**Unit Leases**"; and such contract area hereinafter referred to as the "**Spruance Unit**";

**WHEREAS**, by instrument dated effective July 1, 2014, LEO, LLOG Bluewater Holdings, L.L.C. ("**LBH**"), Houston Energy, L.P. ("**HE**"), Red Willow, EnVen, HE&D, CL&F, and HEDP entered into that certain Memorandum of Operating Agreement and Financing Statement (the "**Memorandum**") for the Spruance Prospect, which Memorandum was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:



**Plaquemines Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	1412	239	2019-00001929
Mortgage	749	219	2019-00001929

**Lafourche Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	2175	834	1301306
Mortgage	2067	687	1301306

**Jefferson Parish, Louisiana**  
**(Original MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	3442	752	12045208
Mortgage	4895	629	12045208

**WHEREAS**, by instrument dated effective May 1, 2019, LEO, LLOG Bluewater Holdings, L.L.C. ("**LBH**"), Houston Energy, L.P. ("**HE**"), Red Willow, EnVen, HE&D, CL&F, and HEDP entered into that certain Memorandum of Unit Operating Agreement and Financing Statement (the "**Unit Memorandum**") for the Spruance Unit, which Unit Memorandum was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:

**Plaquemines Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	1417	195	2019-00003456
Mortgage	755	720	2019-00003456

**Lafourche Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	2175	854	1301308
Mortgage	2067	720	1301308



**Jefferson Parish, Louisiana**  
**(Original Unit MOA)**

INDEX TYPE	BOOK	PAGE	NUMBER
Conveyance	3442	751	12045205
Mortgage	4895	627	12045205

**WHEREAS**, by instrument dated effective as of July 1, 2020 as to Ridgewood and effective as of July 17, 2020 as to Beacon, LEO, Red Willow, HE&D, HEDP, CL&F, EnVen, Beacon and Ridgewood, ratified and amended the Memorandum and the Unit Memorandum, which ratification and amendment was recorded in the Parishes of Plaquemines, Lafourche and Jefferson, Louisiana as follows:

**Plaquemines Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	1432	995	2020-00005302
Mortgage	784	613	2020-00005302

**Lafourche Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	2186	284	1308302
Mortgage	2099	83	1308302

**Jefferson Parish, Louisiana**  
**(Amendment of MOA/MUOA)**

Conveyance	3448	697	12104557
Mortgage	4915	746	12104557

**WHEREAS**, financing statements under the Uniform Commercial Code (the "**Financing Statements**") were filed in connection with the Memorandum in the records of Plaquemines Parish, Louisiana and the Offices of the Secretary of State for the States of Delaware, Colorado, Texas and Louisiana, as follows:

**Plaquemines Parish, Louisiana**

INDEX TYPE	BOOK	PAGE	FILE NUMBER
UCC-1	3819	611	2019-00001930
UCC-3	3820	2914	2020-00005303
UCC-3	3820	2931	2020-00005304
UCC-3	3820	2948	2020-00005305
UCC-3	3820	2952	2020-00005306
UCC-3	3820	2955	2020-00005307
UCC-3	3820	2958	2020-00005308



Offices of the Secretary of State

STATE	NUMBER
Delaware	2019 4895178
Colorado	20192062506
Texas	19-0026683469
Louisiana	38-19-611

**WHEREAS**, by amendment of financing statement under the Uniform Commercial Code the Unit Memorandum was added as collateral to the Louisiana Financing Statements referenced above in the records of Plaquemines Parish, Louisiana and the Office of the Secretary of State for Louisiana, as follows:

Plaquemines Parish, Louisiana

INDEX TYPE	BOOK	PAGE	FILE NUMBER
UCC-3 (Unit Memorandum)	3819	1329	2019-00003686

Office of the Secretary of State

STATE	NUMBER
Louisiana	38-19-1329

BOEM

**WHEREAS**, the Memorandum and Unit Memorandum were also recorded in the United States Bureau of Ocean Energy Management, Gulf of Mexico Region ("BOEM") Non-Required Files maintained with respect to leases bearing serial numbers OCS-G 35295 and 36704;

**WHEREAS**, the Amendment of Memorandum and Unit Memorandum were also recorded in the United States Bureau of Ocean Energy Management, Gulf of Mexico Region ("BOEM") Non-Required Files maintained with respect to leases bearing serial numbers OCS-G 35295 and 36704 on August 5, 2021;

**WHEREAS** the Memorandum and Unit Memorandum provide for liens on and security interests in the lands, Leases and Unit Leases covered by the Spruance Prospect and Spruance Unit, respectively, and in tangible and intangible personal property related to the development of same;

**WHEREAS**, by Assignment of Record Title Interest dated effective December 1, 2020, HE&D assigned 100% of its right, title and interest in and to OCS-G 35295, Ewing Bank Block 877 to HEDV;



**WHEREAS**, by Assignment of Record Title Interest dated effective December 1, 2020, HE&D assigned 100% of its right, title and interest in and to OCS-G 36704, Ewing Bank Block 921 to HEDV;

**WHEREAS**, by instrument dated effective as of December 1, 2020, HEDV ratified, adopted and confirmed the terms and provision of the OA and UOA and thus became bound to same as if it was an original signatory party; and

**WHEREAS** all parties to the Memorandum and Unit Memorandum agree therein that a person having an interest in the Contract Area and Unit Area can ratify such Memorandum and Unit Memorandum, respectively, by executing and delivering an instrument of ratification.

**NOW THEREFORE**, in consideration of the terms, conditions, recitals and stipulations contained in the Memorandum and Unit Memorandum, the undersigned parties hereby agree as follows:

1. HEDV hereby expressly ratifies, joins, approves, adopts and confirms the Memorandum and Unit Memorandum, and agrees to be bound by all of the terms, conditions, recitals, stipulations and provisions contained in the Memorandum and Unit Memorandum, to the same extent as if the same were set out fully and incorporated herein, it being the intention of the parties that the execution of this Ratification and Amendment by HEDV has the same force and effect as if HEDV had originally executed the Memorandum and Unit Memorandum.
2. HE&D shall be removed as a party to the Memorandum and Unit Memorandum.
3. The Attachment "1" to the Memorandum and Unit Memorandum shall be deleted in its entirety and replaced with the Attachment "I" attached hereto and made part hereof.
4. This Ratification and Second Amendment shall be binding upon the undersigned parties and their respective successors and assigns.
5. Except for the matters specifically addressed in this Ratification and Second Amendment, no other changes or modifications are made to the Memorandum and Unit Memorandum, and the parties acknowledge that except as amended hereby, the Memorandum and Unit Memorandum shall remain in full force and effect as originally written.

**FURTHER**, this Ratification and Amendment is to be filed or recorded in the conveyance records, in the mortgage records and in the Uniform Commercial Code records of Plaquemines Parish, Louisiana where the Memorandum and Unit Memorandum are filed and with the BOEM and the Offices of the Secretary of State for the States of Delaware, Colorado, Texas and Louisiana, thereby providing notice of the mutual liens and security interests now held by the parties in accordance with the provisions of the OA referenced in the Memorandum and Unit Memorandum.

This Ratification and Amendment may be signed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one and the same agreement.






**EXECUTED** on the date(s) set forth below, but effective as of the Effective Dates outlined in the preamble of this Ratification and Second Amendment.

**OPERATOR:**

**WITNESSES:**

**LLOG EXPLORATION OFFSHORE, L.L.C.**

  
Printed Name: **Joshua Graffagnini**

By:   
**Kemberlia Ducote**  
**Secretary**

  
Printed Name: **Rachael L. Francioni**

Date: 1/31/2022

Address:


1001 Ochsner Boulevard, Suite 100  
Covington, Louisiana 70433

### ACKNOWLEDGEMENT

**STATE OF LOUISIANA**

**PARISH OF ST. TAMMANY**

On this 31<sup>st</sup> day of January, 2022, before me appeared **Kemberlia Ducote**, to me personally known, who, being by me duly sworn, did say she is the **Secretary** of **LLOG Exploration Offshore, L.L.C.**, a Louisiana limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and she also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission is for life.

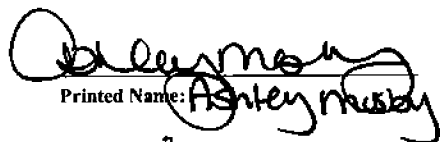
**Judy Reimel**  
**Notary Public - St. Tammany Parish**  
**My Commission Issued for Life**  
**Notary No. 60007**



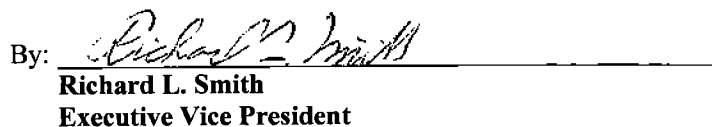
## NON-OPERATORS:

## WITNESSES:

RED WILLOW OFFSHORE, LLC

  
Printed Name: Ashley Husby

  
Printed Name: Dan Gleaser

By:   
Richard L. Smith  
Executive Vice President

Date: 9/22/2021

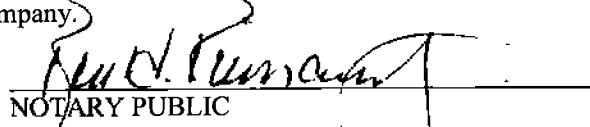
Address:  
14933 Highway 172  
Ignacio, Colorado 81137

## ACKNOWLEDGEMENT

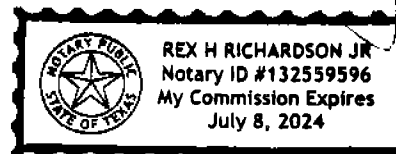
STATE OF TEXAS

COUNTY OF HARRIS

On this 22<sup>nd</sup> day of SEPTEMBER 2021, before me appeared **Richard L. Smith**, to me personally known, who, being by me duly sworn, did say he is the **Executive Vice President** of **RED WILLOW OFFSHORE, LLC**, a Colorado limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission expires 7/8/24



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT



## WITNESSES:

HEDV SPRUANCE, LLC

[Signature]  
Printed Name: Heath Suire

By: [Signature]  
**P. David Amend**  
**Sr. Executive Vice President**

[Signature]  
Printed Name: Shirley Cox

Date: 9/22/2021

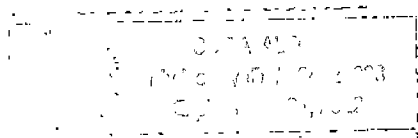
Address:  
1200 Smith, Suite 2400  
Houston, Texas 77002

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF HARRIS

On this 22<sup>nd</sup> day of September, 2021 before me, appeared **P. David Amend** to me personally known, who, being by me duly sworn, did say that he is the Sr. Executive Vice President of **HEDV Spruance, LLC**, a Texas limited partnership, and that the foregoing instrument was signed in behalf of that limited partnership and he acknowledged the instrument to be the free act and deed of that limited partnership.



[Signature]  
**NOTARY PUBLIC**

My Commission expires: 5/24/2022

SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT



## WITNESSES:

HOUSTON ENERGY DEEPWATER  
PARTNERS SPRUANCE, LLC

[Signature]  
Printed Name: Heath Suire

By: [Signature]  
**P. David Amend**  
**Sr. Executive Vice President** (S)

[Signature]  
Printed Name: Shirley Cox

Date: 9/22/2021

Address:  
1200 Smith, Suite 2400  
Houston, Texas 77002

## ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF HARRIS

On this 22<sup>nd</sup> day of September, 2021, before me appeared **P. David Amend**, to me personally known, who, being by me duly sworn, did say he is the **Sr. Executive Vice President** of **Houston Energy Deepwater Partners Spruance, LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

[Signature]  
NOTARY PUBLIC

My commission expires 5/24/2022

SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND

Page 9 of 15

EW 877/921 (Spruance) Rat and Second Amend of MOA/MUOA



## WITNESSES:

## ENVEN ENERGY VENTURES, LLC

[Signature]  
Printed Name: RICK LUKOWSKI

By: [Signature]  
**Nick B. Gibbens**  
**SVP - Land & Business Development**

[Signature]  
Printed Name: MAGGIE BAKER

Date: 10/12/21

Address:  
609 Main Street, Suite 3200  
Houston, Texas 77002

## ACKNOWLEDGEMENT

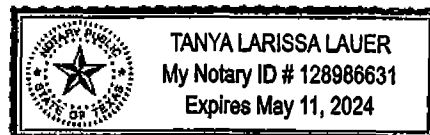
STATE OF TEXAS

COUNTY OF HARRIS

On this 12<sup>th</sup> day of October, 2021 before me, appeared **Nick B. Gibbens** to me personally known, who, being by me duly sworn, did say that he is the **SVP - Land & Business Development**, of **ENVEN ENERGY VENTURES, LLC**, a Louisiana limited liability company, and that the foregoing instrument was signed in behalf of that limited liability company and he acknowledged the instrument to be the free act and deed of that limited liability company.

[Signature]  
**NOTARY PUBLIC**

My Commission expires: May 11, 2024



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT

Page 10 of 15

EW 877/921 (Spruance) Rat and Second Amend of MOA/MUOA



## WITNESSES:

## CL&amp;F OFFSHORE LLC

Jammy Willis  
Printed Name: Jammy Willis

Michelle Stanley  
Printed Name: Michelle Stanley

By: R. Paul Loveless  
**R. Paul Loveless**  
**President & CEO**

Date: 9/27/21

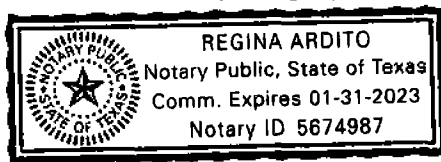
Address:  
1700 City Plaza  
Suite 360  
Spring, Texas 77389

## ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF HARRIS

On this 27<sup>th</sup> day of September, 2021 before me, appeared **R. Paul Loveless** to me personally known, who, being by me duly sworn, did say that he is the **President & CEO**, of **CL&F OFFSHORE LLC**, a Delaware limited liability company, and that the foregoing instrument was signed in behalf of that limited liability company and he acknowledged the instrument to be the free act and deed of that limited liability company.



Regina Ardito  
**NOTARY PUBLIC**

My Commission expires: 01-31-2023

SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT

Page 11 of 15

EW 877/921 (Spruance) Rat and Second Amend of MOA/MUOA



## WITNESSES:

## BEACON ASSET HOLDINGS LLC

Printed Name: S. L. [Signature]

Printed Name: M. Vera  
Haulavera

By: [Signature]

Jay Register  
Vice President Land & Business Development and  
Secretary

Date: 12/14/2021

Address:  
333 Clay Street, Suite 4200  
Houston, Texas 77002

## ACKNOWLEDGEMENT

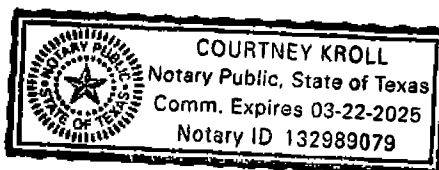
STATE OF TEXAS

COUNTY OF HARRIS

On this 14 day of December, 2021, before me appeared Jay Register, to me personally known, who, being by me duly sworn, did say he is the Vice President Land & Business Development and Secretary of BEACON ASSET HOLDINGS LLC, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

[Signature]  
NOTARY PUBLIC

My commission expires 03/22/2025



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT



## WITNESSES:

  
Printed Name: Jeff Byrd

  
Printed Name: Ann Hebert

## RIDGEWOOD SPRUANCE, LLC

By:   
Fritz L. Spencer, III  
Vice President- Land

Date: 9/22/2021

Address:  
14 Philips Parkway  
Montvale, New Jersey 07645

## ACKNOWLEDGEMENT

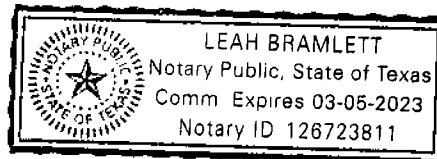
STATE OF TEXAS

COUNTY OF HARRIS

On this 22 day of September, 2021, before me appeared **Fritz L. Spencer, III**, to me personally known, who, being by me duly sworn, did say he is the **Vice President - Land** of **Ridgewood Spruance, LLC**, a Delaware limited liability company, and that the foregoing instrument was executed on behalf of said company by authority of its members, and he also acknowledged said instrument to be the free act and deed of said company.

  
NOTARY PUBLIC

My commission expires 3/5/2023



SIGNATURE PAGE AND ACKNOWLEDGEMENT TO RATIFICATION AND SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND UNIT OPERATING AGREEMENT AND  
FINANCING STATEMENT





## ATTACHMENT "1"

**ATTACHED TO AND MADE A PART OF THAT CERTAIN RATIFICATION AND  
SECOND AMENDMENT OF  
MEMORANDUM OF OPERATING AGREEMENT AND FINANCING  
STATEMENT DATED EFFECTIVE DECEMBER 1, 2020, AND  
THAT CERTAIN RATIFICATION AND SECOND AMENDMENT OF MEMORANDUM  
OF UNIT OPERATING AGREEMENT  
DATED EFFECTIVE DECEMBER 1, 2020 BY AND BETWEEN  
LLOG EXPLORATION OFFSHORE, L.L.C., AS OPERATOR, AND  
RED WILLOW OFFSHORE LLC, ET AL AS NON-OPERATORS**

**A. OPERATOR/UNIT OPERATOR:**

LLOG EXPLORATION OFFSHORE, L.L.C.

**B. CONTRACT AREA**

All of Ewing Bank 877 and the N/2N/2 of Ewing Bank 921, less and except the NE/4NE/4 of Ewing Bank 921, from surface down to 12,200' SS.

**UNIT AREA**

S/2SE/4, S/2N/2SE/4, S/2NE/4SW/4, SE/4SW/4 of Ewing Bank 877 and the N/2NE/4, E/2NE/4NW/4 of Ewing Bank 921, less and except the NE/4NE/4 of Ewing Bank 921, from surface down to 12,200' SS.

**DESCRIPTION OF LEASE(S)/UNIT LEASE(S):**

Oil and Gas Lease of Submerged Lands, dated effective as of July 1, 2014, by and between the United States of America, as Lessor, and LLOG Bluewater Holdings, L.L.C., as Lessee, covering all of OCS-G 35295, Block 877, Ewing Bank, OCS Official Protraction Diagram, NH 15-12, containing 5760.00 acres, more or less (the "**EW 877 Lease**").

Oil and Gas Lease of Submerged Lands, dated effective as of May 1, 1990, by and between the United States of America, as Lessor, and Shell Offshore Inc., as Lessee, covering the N/2N/2 of OCS-G 36704, Block 921, Ewing Bank, OCS Official Protraction Diagram, NH 15-12, containing 1440.00 acres, more or less (the "**EW 921 Lease**").



**C. Parties, Designated Representatives and Addresses**

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