



United States Department of the Interior

BUREAU OF OCEAN ENERGY MANAGEMENT

Gulf of Mexico OCS Region
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394

In Reply Refer To: MS GM 266A
PB01626000037

August 10, 2018

Mr. James B. Gibson
Talos ERT LLC
500 Dallas St., Suite 2000
Houston, TX 77002

Dear Mr. Gibson:

Your letter dated June 26, 2018, submitting your Rider, to be attached to and form a part of Outer Continental Shelf (OCS) Pipeline Right-of-Way Grant Bond No. PB01626000037 in the amount of \$300,000 was received by our office on July 10, 2018. This bond, conditioned to cover principal's pipeline operations in the Gulf of Mexico, was executed on June 28, 2016, with Energy Resource Technology GOM, LLC as principal and Philadelphia Indemnity Insurance Company as surety.

Your Rider was executed on June 7, 2018 and changes the Principal's name from Energy Resource Technology GOM, LLC to Talos ERT LLC. The rider is effective January 31, 2018, and has been attached to and now forms a part of the original Bond No. PB01626000037 maintained in the Leasing and Financial Responsibility Section.

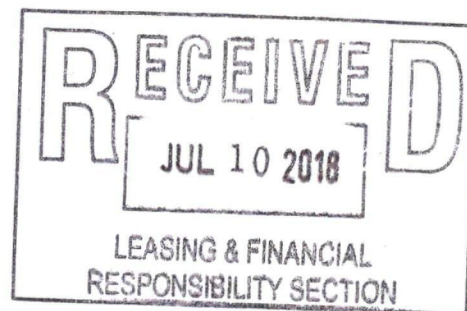
Should you need further assistance, please contact Kathleen Lee at (504) 736-5774 or boemgomrfinancialassurance@boem.gov.

Sincerely,

Susan Vaughan, Section Chief
Leasing and Financial Responsibility Section
Leasing and Plans

cc: Ms. Vickie Lacy
Philadelphia Indemnity Insurance Company
One Bala Plaza, Suite 100
Bala Cynwyd, PA 19004

Sent Via Email To: jgibson@talosenergyllc.com , acaldwell@talosenergyllc.com , vlacy@mcgriff.com

COPY

June 26, 2018

Sent via UPS Overnight Delivery Service

Bureau of Ocean Energy Management
Attention: Ms. Bernadette Thomas, Chief, Adjudication Section
1201 Elmwood Park Boulevard, GM 276A
New Orleans, Louisiana 70123-2394



Re: Qualification Update - Company Name Change
GOM Company #02899
From: Energy Resource Technology GOM, LLC
To: Talos ERT LLC

Ladies and Gentlemen:

Effective January 31, 2018, Energy Resource Technology GOM, LLC, a Delaware limited liability company (GOM #02899), changed its name to Talos ERT LLC, a Delaware limited liability company (the "Company"). Enclosed are the following documents to confirm this name change:

1. Certificate of the Sole Member of the Company, certifying true and correct copies of (1) the Certificate of Amendment to the Certificate of Formation as filed in the Delaware Secretary of State office on January 31, 2018 to change the name of the Company to Talos ERT LLC; and (2) the Second Amended and Restated Limited Liability Company Agreement dated effective March 27, 2018 and indicating the Sole Member of the Company is Talos Production LLC.
2. Certificate confirming that Talos ERT LLC is organized under the laws of the State of Delaware and is authorized to hold mineral leases and/or rights-of-way on the Outer Continental Shelf.
3. Certificate confirming that Talos Production LLC, being the Sole Member of Talos ERT LLC, is organized under the laws of the State of Delaware and is authorized to hold mineral leases and/or rights-of-way on the Outer Continental Shelf.
4. Certificate executed by the Sole Member of the Company, and evidencing the authority of the persons empowered to execute for and on behalf of the new Company, as certified by the Assistant Secretary.
5. Incumbency Certificate listing the names and titles of the persons who are duly appointed and acting officers of the Company.
6. Certificate identifying and certifying Talos Production LLC as the Sole Member of the Company.
7. Exhibit "A" – Listing of Leases Affected by the Name Change, listed in numerical order by OCS number and grouped by Record Title Interest; Operating Rights Interest; Pipeline Right-of-Way grants; and Right-of-Use and Easement grants that are affected by the name change of the Company.
8. Listing of Bond Riders with twenty-seven (27) original Bond Riders for every active bond currently posted by the Company. Each Rider reflects the name change of the principal on the original bond to that of Talos ERT LLC. For convenient review and reference, these Bond Riders are in order by OCS Number and are clipped together with a cover sheet identifying the associated Bonds.

9. Copies of Letter dated June 26, 2018 with a Primary Contract Endorsement, Rider, Form BOEM 1016 and Form BOEM-1019; and an Excess Contract Endorsement, Rider, Form BOEM 1016 and Form BOEM-1019; as submitted under separate cover this date to BOEM OSFR Specialist, Tatiana D. Williams, in order to update the Company's Oil Spill Financial Responsibility ("OSFR") coverage to reflect the Company's name change.

We respectfully request that you approve this name change for GOM Company #02899 from Energy Resource Technology GOM, LLC, a Delaware limited liability company, to Talos ERT LLC, a Delaware limited liability company, to be effective on January 31, 2018. Please return an updated Qualification Card to my email address at: Alicia.Caldwell@talosenergy.com.

Please contact me at (713) 328-3041 or by email at the above address if you have any questions. Thank you.

Sincerely,

Talos ERT LLC



Alicia Caldwell
Landman

cc: Talos Production LLC
Attn: James B. Gibson, Assistant Secretary
(w/enclosures)

**LISTING OF BOND RIDERS FOR ACTIVE GENERAL AND SUPPLEMENTAL BONDS
BY PROPERTY OCS NUMBER
REFLECTING NAME CHANGE TO
Talos ERT LLC**

	OCS-G NO.	AREA/BLOCK	BOND NO.	AMOUNT	SURETY
1.	N/A	Areawide-Lease	PB01626000038	\$3,000,000.00	Philadelphia
2.	N/A	Areawide-ROW	PB01626000037	\$300,000.00	Philadelphia
3.	00605	ST 86 N/2	B010047	\$4,340,000.00	U.S. Specialty
4.	G01525	SS 222	SU13872	\$5,235,000.00	Aspen
5.	G01984	SS 225 N/2	SU13873	\$6,355,000.00	Aspen
6.	G02280	SM 130	SUR0020070	\$26,480,000.00	Argonaut
7.	G02281	SM 131	SUR0020071	\$6,300,000.00	Argonaut
8.	G02434	HI A-370	PB01626000082	\$4,430,000.00	Philadelphia
9.	G02572	VR 331	190372	\$5,970,000.00	Berkley
10.	G03484	HI A-557	PB01626000085	\$3,150,000.00	Philadelphia
11.	G03554	SM 114	SUR0020068	\$150,000.00	Argonaut
12.	G04659	EC 347	PB01626000039	\$1,500,000.00	Philadelphia
13.	G04921	VK 204	1036591	\$1,003,338.35	Hanover
14.	G06238	HI A-556	PB01626000084	\$900,000.00	Philadelphia
15.	G07799	SP 87	SU13881	\$1,676,499.00	Aspen
16.	G07890	VK 203	1036589	\$1,013,338.40	Hanover
17.	G09500	VR 200	SUR0020073	\$2,500,000.00	Argonaut
18.	G15161	EC 381	SU13821	\$9,345,000.00	Aspen
19.	G15562	GC 236	SU13835	\$8,835,000.00	Aspen
20.	G17199	HI A-545	PB01626000083	\$1,300,000.00	Philadelphia
21.	G21642	EI 302	SUR0020066	\$1,000,000.00	Argonaut
22.	G26302	GC 238	1024282	\$13,710,000.00	Hanover
23.	G27051	EC 339	SU13820	\$2,145,000.00	Aspen
24.	G30123	VR 22 RUE	SUR0020086	\$2,895,000.00	Argonaut
25.	G33242	GC 281	1030360	\$13,705,000.00	Hanover
26.	G34971	GC 236	0170928	\$36,245,000.00	Berkley
27.	G35219	EI 305	1030345	\$150,000.00	Hanover

RIDER

Attaching to and forming part of Outer Continental Shelf (OCS) Pipeline Right-Of-Way Grant Gulf of Mexico Area Bond No. **PB01626000037**, executed June 28, 2016, on behalf of **Energy Resource Technology GOM, LLC**, as Principal, and **Philadelphia Indemnity Insurance Company**, as Surety, in favor of the United States Department of Interior, acting through and by the Bureau of Ocean Energy Management (BOEM), as Obligee, in the amount of **Three Hundred Thousand and 00/100 Dollars (\$300,000.00)**.

Pipeline ROW Grant - Gulf of Mexico

Date of Execution: **June 28, 2016**

Effective Date of Change: **January 31, 2018**

In consideration of the mutual agreement contained herein, the Principal and the Surety hereby consent to the following changes:

The **Principal Name** has changed from:

Energy Resource Technology GOM, LLC
To:
Talos ERT LLC

All other conditions and terms to remain as originally written.

Signed, sealed and dated this **7th** day of **June, 2018**.

Talos ERT LLC

Principal

500 Dallas St., Ste 2000
Houston, TX 77002

By: _____

Name: James B. Gibson

Title: Assistant Secretary

Philadelphia Indemnity Insurance Company

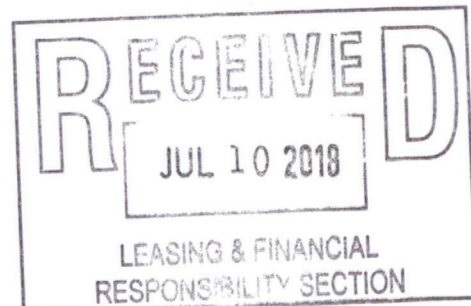
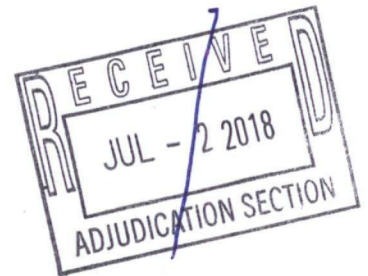
Surety

One Bala Plaza, Suite 100
Bala Cynwyd, PA 19004

By: _____

Name: Vickie Lacy

Title: Attorney-In-Fact



PHILADELPHIA INDEMNITY INSURANCE COMPANY

One Bala Plaza, Suite 100
Bala Cynwyd, PA 19004-0950

Power of Attorney

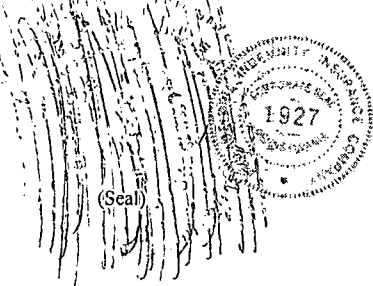
KNOW ALL PERSONS BY THESE PRESENTS: That **PHILADELPHIA INDEMNITY INSURANCE COMPANY** (the Company), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, does hereby constitute and appoint **Joseph R. Aulbert, Marc W. Boots, Ashley Koletar, Vickie Lacy, Richard Covington and/or Maria D. Zuniga of McGriff, Seibels & Williams of Texas, Inc.**, its true and lawful Attorney-in-fact with full authority to execute on its behalf bonds, undertakings, recognizances and other contracts of indemnity and writings obligatory in the nature thereof, issued in the course of its business and to bind the Company thereby, in an amount not to exceed \$25,000,000.

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of PHILADELPHIA INDEMNITY INSURANCE COMPANY on the 14th of November, 2016.

RESOLVED: That the Board of Directors hereby authorizes the President or any Vice President of the Company: (1) Appoint Attorney(s) in Fact and authorize the Attorney(s) in Fact to execute on behalf of the Company bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and to attach the seal of the Company thereto; and (2) to remove, at any time, any such Attorney-in-Fact and revoke the authority given. And, be it

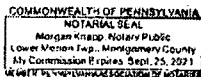
FURTHER RESOLVED: That the signatures of such officers and the seal of the Company may be affixed to any such Power of Attorney or certificate relating thereto by facsimile, and any such Power of Attorney so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN TESTIMONY WHEREOF, PHILADELPHIA INDEMNITY INSURANCE COMPANY HAS CAUSED THIS INSTRUMENT TO BE SIGNED AND ITS CORPORATE SEAL TO BE AFFIXED BY ITS AUTHORIZED OFFICE THIS 27TH DAY OF OCTOBER, 2017.



Robert D. O'Leary Jr., President & CEO
Philadelphia Indemnity Insurance Company

On this 27th day of October, 2017, before me came the individual who executed the preceding instrument, to me personally known, and being by me duly sworn said that he is the therein described and authorized officer of the **PHILADELPHIA INDEMNITY INSURANCE COMPANY**; that the seal affixed to said instrument is the Corporate seal of said Company; that the said Corporate Seal and his signature were duly affixed.



(Notary Seal)

Notary Public:

residing at:

Bala Cynwyd, PA

My commission expires:

September 25, 2021

I, Edward Sayago, Corporate Secretary of PHILADELPHIA INDEMNITY INSURANCE COMPANY, do hereby certify that the foregoing resolution of the Board of Directors and this Power of Attorney issued pursuant thereto on this 27th day of October, 2017 are true and correct and are still in full force and effect. I do further certify that Robert D. O'Leary Jr., who executed the Power of Attorney as President, was on the date of execution of the attached Power of Attorney the duly elected President of PHILADELPHIA INDEMNITY INSURANCE COMPANY,

In Testimony Whereof I have subscribed my name and affixed the facsimile seal of each Company this 7th day of June, 20 18.



Edward Sayago, Corporate Secretary
PHILADELPHIA INDEMNITY INSURANCE COMPANY