

ASSIGNMENT OF FEDERAL OCS PIPELINE RIGHT-OF-WAY GRANT

Part A: Assignment

Legal description of the Pipeline Right-of-Way Grant being assigned (Please include Segment Number and any accessory information):

Pipeline Right-of-way (ROW) OCS-G 29299 is a 200-foot wide and approximately 3.74 miles (19,765 feet) long corridor associated with the 1-inch gas lift pipeline and 5-inch hydraulic umbilical comprising of four 1.83-inch gas lift tubes as Pipeline Segment Numbers (PSN's) 19297 (gas lift) and 19334 (umb). The purpose of pipeline ROW OCS-G 29299 is to operate and maintain PSN's 19297 and 19334 and to transport gas lift originating at Platform A (Thunder Hawk) to a riser base gas lift SUTA, through a 2-inch flexible jumper in Block 736 and terminating at RGL ILS North PLET in Block 692, all located in Mississippi Canyon Area.

Assignor(s) does hereby sell, assign, transfer, and convey unto Assignee(s) the following undivided right, title and interest:

Insert name and Company number of each Assignor and Assignee.

Assignor(s):

Percentage Interest Conveyed

Noble Energy, Inc. (02237)

Bureau of Safety and Environmental Enforcement (BSEE)

100.000000%

RECEIVED

Assignee(s):

MAY 23 2018

Percentage Interest Received

Fieldwood Energy LLC (03295)

Office of Field Operations
Pipeline Section

100.000000%

☒ Exhibit "A," which sets forth other provisions between Assignor(s) and Assignee(s), is attached to and made a part of this assignment.

For BSEE Use only – Do Not Type Below This Line
UNITED STATES OF AMERICA

This Assignment of Federal OCS Pipeline Right-of-Way Grant has been filed as of the date stamped on this document and hereby approved by the Bureau of Safety and Environmental Enforcement on the date below.

By



Chief, Pipeline Section

Authorized Official for BSEE

Title

JUN 07 2018

Approval Date

Paperwork Reduction Act of 1995 (PRA) Statement: The PRA (44 U.S.C. 3501 *et seq.*) requires us to inform you that we collect this information to use in the adjudication process involved in leasing and lease operations. BSEE uses the information to track ownership of leases in the Federal OCS. Responses are required to obtain or retain a benefit (43 U.S.C. 1334). Proprietary data are covered under 30 CFR 250.197. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number. Public reporting burden of this form is estimated to average 30 minutes per response, including the time for reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate, or any other aspect of this form, to the BSEE Information Collection Clearance Officer, 381 Elden Street, Herndon, VA 20170.

Part B – Certification and Acceptance

1. Assignor(s) certifies it is the owner of the interest in the above-described Federal OCS Pipeline Right-of-Way Grant that is hereby assigned to the Assignee(s) specified above.
2. **DEBARMENT COMPLIANCE:** Assignee shall comply with the Department of the Interior's nonprocurement debarment and suspension regulations as required by Subpart B of 2 CFR Part 1400 and shall communicate the requirement to comply with these regulations to persons with whom it does business related to this record title interest assignment by including this term in its contracts and transactions.
3. **EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION COMPLIANCE CERTIFICATION:** Assignor(s) and Assignee(s) certify that they are in full compliance with Equal Opportunity Executive Order 11246, as amended, and the implementing regulations at 41 CFR 60-01 – Obligations of Contractors and Subcontractors; and 41 CFR 60-2 – Affirmative Action Programs. These requirements are for the purpose of preventing discrimination against persons on the basis of race, color, religion, sex, or national origin. These regulations have specific performance requirements.
4. Assignee's execution of this assignment constitutes acceptance of all applicable terms, conditions, stipulations and restrictions pertaining to the right-of-way grant described herein. Applicable terms and conditions include, but are not limited to, an obligation to conduct all operations in accordance with 30 CFR 250 and 550, Subpart J and to furnish and maintain such bond(s) as may be required by the Lessor pursuant to regulations at 30 CFR 556. This assignment is subject to the Outer Continental Shelf Lands Act of August 7, 1953, 67 Stat. 462; 43 U.S.C. 1331 *et seq.*, as amended (the "Act"), and Assignee(s) is subject to, and must fully comply with, all applicable regulations now or to be issued under the Act. Notwithstanding any agreement between the Assignor(s) and Assignee(s), the parties' liability to the Bureau of Safety and Environmental Enforcement is governed by 30 CFR 250.

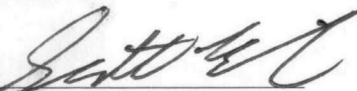
This Assignment of Federal OCS Pipeline Right-of-Way Grant will be made effective between the parties hereto as of January 1, 2018, upon approval by the Bureau of Safety and Environmental Enforcement, United States Department of the Interior.

This instrument may be executed in any number of counterparts, each of which will be deemed an original instrument, but all of which together will constitute but one and the same instrument provided. However, this instrument and any other counterpart hereof, will not be binding unless and until executed by all of the parties, and will not be accepted by the Bureau of Safety and Environmental Enforcement unless all counterparts are filed simultaneously.

I certify that the statements made herein by the undersigned are true, complete, correct to the best of my knowledge and belief, and are made in good faith.

Title 18 U.S.C. Sec. 1001 makes it a crime for any person knowingly and willfully to make to any Department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ASSIGNOR Noble Energy, Inc. (02237)

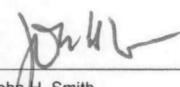
By: 
Name: Scott Childres
Title: Vice President
4/11/2018
Execution Date

ASSIGNOR

By: _____
Name: _____
Title: _____

Execution Date

ASSIGNEE Fieldwood Energy LLC (03295)

By: 
Name: John H. Smith
Title: Senior Vice President - Land & Business Development
4/11/2018
Execution Date

ASSIGNEE

By: _____
Name: _____
Title: _____

Execution Date

Attach Notary Acknowledgement (not mandatory)

EXHIBIT A

to
Assignment
by and between

Noble Energy, Inc., as Assignor
and
Fieldwood Energy LLC, as Assignee

Effective January 1, 2018

This Assignment is expressly made subject to all of the terms and provisions of the following:

1. that certain Louisiana Recordable Assignment, Bill of Sale and Conveyance, dated effective January 1, 2018 by and between Noble Energy, Inc., a Delaware corporation, as Assignor and Fieldwood Energy LLC, a Delaware corporation, as Assignee ("**Fieldwood**") relating to the interest affected by this Assignment (the "**Recordable Assignment, Bill of Sale and Conveyance**"), which Recordable Assignment, Bill of Sale and Conveyance is filed in the Non-Required Filing records of the Bureau of Ocean Energy Management. All of the terms and provisions of the Recordable Assignment, Bill of Sale and Conveyance, insofar as relating to the interest being conveyed and assigned to Fieldwood are incorporated into this Assignment by reference thereto and made a part hereof, and this Assignment is not intended to convey to Fieldwood any additional interest in and to the oil and gas lease described herein other than intended to be conveyed in the Recordable Assignment, Bill of Sale and Conveyance.
2. that certain Purchase and Sale Agreement dated as of February 14, 2018, executed by and between Noble Energy, Inc., as Seller, and Fieldwood Energy LLC, as Purchaser.



GIEGER, LABORDE & LAPEROUSE, L.L.C.

NEW ORLEANS

701 POYDRAS STREET, SUITE 4800
NEW ORLEANS, LOUISIANA 70139
PHONE: 504-561-0400 | FAX: 504-561-1011

HOUSTON

5151 SAN FELIPE, SUITE 750
HOUSTON, TEXAS 77056
PHONE: 832-255-6000 | FAX: 832-255-6001

JANET H. ASCHAFFENBURG
Admitted in Louisiana

aschaffenburg@gllaw.com
Direct Dial: 504-654-1335

May 23, 2018

By Hand Delivery

Bureau of Safety Environmental Enforcement
Pipeline Section
1201 Elmwood Park Boulevard
New Orleans, Louisiana 70123-2394

Attention: Ms. Angie Gobert

Bureau of Safety and Environmental Enforcement (BSEE)

RECEIVED

MAY 23 2018

Office of Field Operations
Pipeline Section

Re: Request for Approval of
Right-of-Way Assignments

Dear Ms. Gobert:

Enclosed herewith please find three (3) originally executed Assignments of Federal OCS Pipeline Right-of-Way Grant by and between Noble Energy, Inc. (GOM No. 02237), as Assignor, and Fieldwood Energy LLC (GOM No. 03295), as Assignee, affecting the rights-of-way listed below:

1. OCS-G 28736, SN 19154;
2. OCS-G 29287, SN 19155;
3. OCS-G 29294, SN 19149;
4. OCS-G 29295, SN 19097; and
5. OCS-G 29299, SN 19297. ✓

Please have the enclosed assignments approved by your office effective as of January 1, 2018, and file evidence of such approval in the appropriate records. The necessary OSFR documents are being filed simultaneously herewith under cover of a separate letter. In consideration of the foregoing we enclose pay.gov receipts evidencing payment of the applicable filing fees for each assignment.

Thank you in advance for your kind assistance in approving these assignments as soon as possible. Should you have any questions or require anything further in order to comply with this request, please do not hesitate to contact the undersigned.

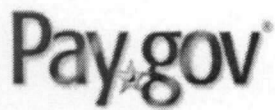
Very truly yours,

Janet Aschaffenburg

Janet H. Aschaffenburg

JHA/mfs
Enclosures

6805-11-7/2430197.docx



Receipt

Your payment is complete

Pay.gov Tracking ID: 269CUBJN
Agency Tracking ID: 75477565326
Form Name: BSEE Pipeline ROW Grant Assignment
Application Name: BSEE Pipeline ROW Grant Assignment - CH/CH

Payment Information

Payment Type: Debit or credit card
Payment Amount: \$201.00
Transaction Date: 05/01/2018 10:38:14 AM EDT
Payment Date: 05/01/2018
Region: Gulf of Mexico
Contact: Patti Spinney 504-654-1337
Applicant Company Name: Fieldwood Energy LLC
Company Code: 03295
Assignor: Noble Energy Inc. 02237
Assignee: Fieldwood Energy LLC 03295
ROW Number: G29299
Email Address: pspinney@glllaw.com

Account Information

Cardholder Name: Denise Barbee
Card Type: Master Card
Card Number: *****1902

Email Confirmation Receipt

Confirmation Receipts have been emailed to:
pspinney@glllaw.com