

OCS-G24055

Current Status PRIMRY

Central Gulf of Mexico

Sale# 182

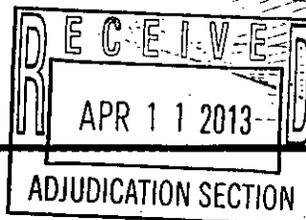
Sale Date MAR 20, 2002

26-APR-2013 Record title interest is now held as follows, effective 03/01/2013:

TOTAL E&P USA, INC.	20.00000 %
LLOG Exploration Offshore, L.L.C.	.30000 %
Eni Petroleum US LLC	50.00000 %
LLOG Bluewater Holdings, L.L.C.	29.70000 %

26-APR-2013 LLOG Bluewater Holdings, L.L.C. designates LLOG Exploration Offshore, L.L.C. as operator.
ALL OF BLOCK 209, Mississippi Canyon.

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ALL OF BLOCK 209, Mississippi Canyon.



VIA FEDERAL EXPRESS

April 10, 2013

Bureau of Ocean Energy Management
Attention: Adjudication Section
1201 Elmwood Park Blvd
New Orleans, LA 70123-2394

Re: Mississippi Canyon, Block 209, OCS-G 24055
Assignment of Record Title Interest

Ladies and Gentlemen:

Enclosed please find two (2) originals of Assignment of Record Title Interest from Cobalt International Energy, L.P. (2873), as Assignor, to LLOG Exploration Offshore, L.L.C. (2058) and LLOG Bluewater Holdings, L.L.C. (3238), as Assignees, conveying a total of 30.00000% interest in:

Oil and Gas Lease of Submerged Lands dated effective August 1, 2002, bearing Serial Number OCS-G 24055, by and between the United States of America, as Lessor, and Dominion Exploration & Production, Inc. and Spinnaker Exploration Company, L.L.C., as Lessee, covering all of Block 209, Mississippi Canyon.

Please approve this assignment effective March 1, 2013.

Additionally enclosed are Designations of Operator Forms whereby each of the Assignees designates LLOG Exploration Offshore, L.L.C. as the operator; all other designations are BOEM-approved and in place. Confirmation of LLOG's online payment of \$198.00 to cover the fees for this service completes this package.

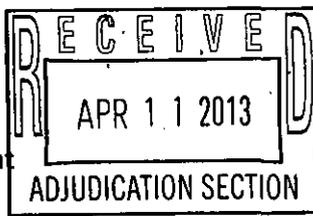
If you have any questions or concerns, please do not hesitate to contact me at 985-801-4347 or at kayb@llog.com.

Yours very truly,

A handwritten signature in cursive script that reads "Kay Bonura".

Kay Bonura
Land Specialist

enclosures



OCS-G 24055

Lease No.
August 1, 2002

Lease Effective Date

New Lease No. (BOEM Use Only)

**ASSIGNMENT OF RECORD TITLE INTEREST IN
FEDERAL OCS OIL AND GAS LEASE**

Part A: Assignment

Legal description of the OCS oil and gas lease or the officially designated subdivision of the lease being assigned:

All of Block 209, Mississippi Canyon, OCS Official Protraction Diagram, NH 16-10.

Assignor(s) does (do) hereby sell, assign, transfer, and convey unto Assignee(s) the following undivided right, title and interest (insert name and qualification number of each Assignor and Assignee below):

Assignor(s):	Percentage Interest Conveyed
Cobalt International Energy, L.P. (02873)	30%

Assignee(s):	Percentage Interest Received
LLOG Bluewater Holdings, L.L.C. (03238)	29.7%
LLOG Exploration Offshore, L.L.C. (02058)	0.3%

The approval of this assignment is restricted to record title interest only.

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

For BOEM use only

This Assignment of Record Title Interest has been filed as of the date stamped on this document and is hereby approved by the Bureau of Ocean Energy Management on the date shown below.

By <u>Susan B Hooper</u> Authorized Official for BOEM	Supervisor, Adjudication Section Title	APR 26 2013 BOEM Approval Date
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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. BOEM uses the information to track ownership of leases in the Federal OCS. Responses are required to obtain or retain a benefit. Proprietary data are covered under section 26 of the OCSLA, 30 CFR 556.10, and in accordance with regulations in 30 CFR parts 550, 551, and 552. 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. Comments on the burden estimate or any other aspect of this form should be directed to the Information Collection Clearance Office, Bureau of Ocean Energy Management, 381 Elden Street, Herndon, VA 20170.

Part B: Certification and Acceptance

1. Each Assignor certifies it is the owner of the record title interest in the above-described lease that is hereby assigned to the Assignee(s) specified above.
2. **DEBARMENT COMPLIANCE:** Each Assignor and Assignee certifies its compliance with the Department of the Interior's nonprocurement debarment and suspension regulations at 2 CFR Subtitle B, Part 1400, and agree to communicate the requirement to comply with these regulations to persons with whom it does business related to this record title interest assignment by including the terms of the regulations in its contracts and transactions.
3. **EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION COMPLIANCE CERTIFICATION:** Each Assignor and Assignee certifies that it is 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.
4. **QUALIFICATIONS of ASSIGNOR(S) and ASSIGNEE(S):** Each Assignor and Assignee certifies that it: is established and officially recognized by the Bureau of Ocean Energy Management as qualified and authorized to bid on, acquire interests in, and hold OCS oil and gas leases; is exercising and meeting due diligence requirements on any other OCS lease in accordance with section 8 of the OCSLA, as amended (43 U.S.C. 1337(d)); is in good standing with acceptable operating performance as required by 30 CFR §§ 550 and 556; is not disqualified by BOEM from acquiring any new OCS leases or assigned interest(s) in existing leases because of unacceptable operating performance on any other OCS lease; is not failing to meet or exercise due diligence (as determined by BOEM after notice and opportunity for a hearing under 30 CFR part 590, subpart A); and is not restricted from bidding or acquiring interests in the lease or officially designated subdivision, therein, or grouped with any other entities on the restricted joint bidders list.
5. Assignee's execution of this assignment constitutes acceptance of all applicable terms, conditions, stipulations and restrictions pertaining to the lease described herein. Applicable terms and conditions include, but are not limited to, an obligation to conduct all operations on the leasehold in accordance with the terms and conditions of the lease, to condition all wells for proper abandonment, to restore the leased lands upon completion of any operations as described in the lease, and to furnish and maintain bond(s) pursuant to regulations at 30 CFR §§ 550 and 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 (are) subject to, and shall 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 Ocean Energy Management is governed by 30 CFR §§ 550 through 556.

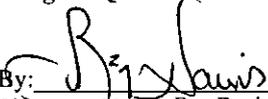
This Assignment of Record Title Interest will be made effective between the parties hereto as of March 1, 2013, upon approval by the Bureau of Ocean Energy Management, United States Department of the Interior.

This instrument may be executed in any number of counterparts, each of which will be deemed an original instrument, but all of which together shall 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 Ocean Energy Management unless all counterparts are filed simultaneously.

By signing this document, you certify that your statements made herein are true, complete and correct to the best of your 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.

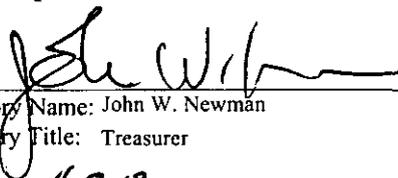
Assignor Name: **Cobalt International Energy, L.P.**
Assignor Qualification No. 02873

By: 
Signatory Name: Ben Davis
Signatory Title: Attorney-in-Fact

April 4, 2013
Execution Date

Assignee Name: **LLOG Bluewater Holdings, L.L.C.**

Assignee Qualification No. 03238

By: 
Signatory Name: John W. Newman
Signatory Title: Treasurer

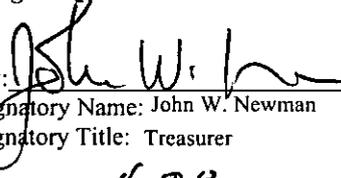
4-8-13
Execution Date

Assignor Name:
Assignor Qualification No.

By: _____
Signatory Name:
Signatory Title:

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

Assignee Name:
Assignee Qualification No. 02058

By: 
Signatory Name: John W. Newman
Signatory Title: Treasurer

4-8-13
Execution Date

EXHIBIT A

ATTACHED TO AND MADE A PART OF THAT CERTAIN FORM BOEM-0150 BY AND BETWEEN COBALT INTERNATIONAL ENERGY, L.P., AS ASSIGNOR, AND LLOG EXPLORATION OFFSHORE, L.L.C. AND LLOG BLUEWATER HOLDINGS, L.L.C., AS ASSIGNEES, CONVEYING RECORD TITLE INTEREST IN OCS-G 24055, MISSISSIPPI CANYON AREA, BLOCK 209.

**ASSIGNMENT OF RECORD TITLE INTEREST
IN FEDERAL OCS OIL AND GAS LEASE**

PERCENTAGE INTEREST TRANSFERRED:

ASSIGNOR: Cobalt International Energy, L.P. 30%
(02873)

PERCENTAGE INTEREST RECEIVED:

ASSIGNEES: LLOG Exploration Offshore, L.L.C. (02058) 0.3%
LLOG Bluewater Holdings, L.L.C. (03238) 29.7%

**INTEREST
CONVEYED:**

Assignor, in return for ten (10) dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby assign to Assignees, subject to the terms and conditions in this Assignment of Record Title Interest in Federal OCS Oil and Gas Lease (the "Assignment"), the following undivided record title interest in and to the below described Federal Oil and Gas Lease (hereinafter referred to as the "Assigned Interest"):

Undivided Record Title Interest: 30%

Lease Serial Number: OCS-G 24055

Lease Description: Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act between the United States of America, as Lessor, and Dominion Exploration & Production, Inc. and Spinnaker Exploration Company, L.L.C., as Lessees, dated effective August 1, 2002, bearing Serial Number OCS-G 24055 and covering all of Block 209, Mississippi Canyon Area, OCS Official Protraction Diagram, NH16-10, containing approximately 5760 acres

more or less, (hereinafter referred to as the "Lease").

Effective Date: This Assignment shall be effective as of 7:00 a.m. Central time on March 1, 2013.

TO HAVE AND TO HOLD the Assigned Interest unto the Assignees, their successors and assigns, forever, subject to and in accordance with all the terms and provisions of the Lease and subject, however, to the limitations, exceptions, terms and conditions of this Assignment.

This Assignment is made and is accepted (a) "AS IS, WHERE IS" without warranty of title or any other type of warranty (statutory, express or implied), except that the Assignor specially warrants title against all claims arising by, through or under it and (b) free and clear of any overriding royalties, production payments, mortgages, pledges or other burdens, liens or encumbrances on production or the interest assigned (including but not limited to dedications of production, production handling agreements, and/or processing agreements), other than (i) the royalty under the Lease and (ii) the overriding royalty under the Letter Agreement, dated April 13, 2007, between Hydro Gulf of Mexico, L.L.C. and Cobalt International Energy, L.P. (the "ORRI Agreement"). The Assignees hereby assume all duties, liabilities and obligations, express, implied or statutory, imposed upon the Assignor under the provisions of the Lease and the agreements described in the following paragraph, and under all applicable laws, rules, regulations, orders and ordinances of any governmental or judicial body or agency having jurisdiction thereof.

This Assignment shall be subject to the Purchase and Sale Agreement, dated February 26, 2013, among Assignor, TOTAL E&P USA, INC. and Assignees and the ORRI Agreement. This Assignment is further made subject to that certain Joint Operating Agreement, Shaken Prospect, Mississippi Canyon Area, Block 209 (the "MC 209 JOA"), dated August 1, 2002, originally between Spinnaker Exploration Company, L.L.C. and Dominion Exploration & Production, Inc., which shall govern all operations on the Lease.

This Assignment shall be binding upon and inure to the benefit of the Assignor and Assignees and, subject to the MC 209 JOA, their respective successors and permitted assigns. The covenants and obligations contained in this Assignment shall be construed as covenants running with the land and the Lease.

This Assignment may be executed in counterparts. Each counterpart hereof shall be considered an original, and all counterparts hereof shall be construed together as one instrument.

This Assignment shall be attached as Exhibit "A" to Form BOEM-0150. For clarity and recordation purposes, this Assignment has been drafted as a complete stand alone instrument and the granting language contained herein is merely intended to mirror Form BOEM-0150 and is not intended to convey any additional interest to Assignees.

This Assignment shall be filed for approval by the United States Department of the Interior or any agency thereunder.

WITNESSES:

ASSIGNOR:

(GOM Company #02873)

Cobalt International Energy, L.P.

By: _____
Ben Davis

Its: Attorney-in-Fact

WITNESSES:

ASSIGNEE:

(GOM Company #02058)

LLOG Exploration Offshore, L. L. C.

By: _____
John W. Newman

Its: Treasurer

WITNESSES:

ASSIGNEE:

(GOM Company #03238)

LLOG Bluewater Holdings, L.L.C.

By: _____
John W. Newman

Its: Treasurer

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned duly authorized and commissioned Notary Public, on this day personally appeared Ben Davis ("Appearer"), who upon being duly sworn by me did state that Appearer is the duly authorized Attorney-in-Fact of **Cobalt International Energy, L.P.**, a Delaware limited partnership, and did execute the foregoing instrument this day on behalf of said limited partnership by the authority of its board of directors for the purposes set forth therein.

GIVEN MY HAND AND SEAL OF OFFICE this 4th day of April, 2013 in the aforesaid jurisdiction.

Notary Public, State of Texas

Full Name Printed: _____

Notarial identification number: _____

My Commission Expires: _____

THE STATE OF LOUISIANA

PARISH OF ST. TAMMANY

Before me, the undersigned duly authorized and commissioned Notary Public, on this day personally appeared John W. Newman ("Appearer"), who upon being duly sworn by me did state that Appearer is the duly authorized Treasurer of **LLOG Exploration Offshore, L.L.C.**, 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.

GIVEN MY HAND AND SEAL OF OFFICE this 5th day of April, 2013 in the aforesaid jurisdiction.

Notary Public, State of Louisiana
Full Name Printed: _____
Notarial identification number: _____
My Commission Expires: _____

THE STATE OF LOUISIANA

PARISH OF ST. TAMMANY

Before me, the undersigned duly authorized and commissioned Notary Public, on this day personally appeared John W. Newman ("Appearer"), who upon being duly sworn by me did state that Appearer is the duly authorized Treasurer of **LLOG Bluewater Holdings, L.L.C.**, 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.

GIVEN MY HAND AND SEAL OF OFFICE this 5th day of April, 2013 in the aforesaid jurisdiction.

Notary Public, State of Louisiana
Full Name Printed: _____
Notarial identification number: _____
My Commission Expires: _____