



September 20, 2023

VIA EMAIL

Bureau of Ocean Energy Management
Attn: Adjudication Section
Mail Stop GM276A
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394

RE: QuarterNorth Energy LLC Transaction
Non-Required Filings

Ladies and Gentlemen:

Enclosed herewith please find an executed copy of each of the six (6) documents identified below, each of which is submitted for filing into the “non-required” records maintained by your office for each of the federal offshore leases, ROWs and RUEs specified for each document. Please *date-stamp* and *file* each of the documents in such “non-required” records in the consecutive order listed below. Also enclosed in connection with this request are Pay.gov receipts evidencing payment of the required filing fees. The documents submitted for filing into the “non-required records” are as follows:

File 1st: Memorandum of Assignment of Mortgages, effective June 29, 2023, between Goldman Sachs Bank USA, as Predecessor Agent, Cantor Fitzgerald Securities, as Successor Agent, and QuarterNorth Energy LLC, as Mortgager. (“**Memorandum**”)

File the **Memorandum** in the records maintained for each of the Leases, ROW’s, and RUE’s listed below under **Category 1 – Mortgage, Deed of Trust, Security Agreement**.

A Pay.gov receipt totaling \$782 is attached.

File 2nd: Partial Release of Mortgage, effective September 14, 2023, among Cantor Fitzgerald Securities, as Collateral Agent, and QuarterNorth Energy LLC, as Mortgager. (“**Partial Release 1L**”)

File the **Partial Release 1L** in the records maintained for each of the Leases, ROW’s and RUE’s listed below under **Category 2 – Release of Mortgages and Liens**

A Pay.gov receipt totaling \$782 is attached.

File 3rd: Partial Release of Mortgage, effective September 14, 2023, among Cantor Fitzgerald Securities, as Collateral Agent, and QuarterNorth Energy LLC, as Mortgager. (“**Partial Release 1L A&R**”)

File the **Partial Release 1L A&R** in the records maintained for each of the Leases, ROW’s and RUE’s listed below under **Category 2 – Release of Mortgages and Liens**

A Pay.gov receipt totaling \$782 is attached.

File 4th: Partial Release of Mortgage, effective September 14, 2023, among Cantor Fitzgerald Securities, as Collateral Agent, and QuarterNorth Energy LLC, as Mortgager. (“**Partial Release 2L**”)

File the **Partial Release 2L** in the records maintained for each of the Leases, ROW’s and RUE’s listed below under **Category 2 – Release of Mortgages and Liens**.

A Pay.gov receipt totaling \$782 is attached.

File 5th: Partial Release of Mortgage, effective September 14, 2023, among Cantor Fitzgerald Securities, as Collateral Agent, and QuarterNorth Energy LLC, as Mortgager. (“**Partial Release 2L A&R**”)

File the **Partial Release 2L A&R** in the records maintained for each of the Leases, ROW’s and RUE’s listed below under **Category 2 – Release of Mortgages and Liens**.

A Pay.gov receipt totaling \$782 is attached.

File 6th: Assignment and Bill of Sale, effective June 1, 2023, between QuarterNorth Energy LLC, as Assignor, and W&T Offshore, Inc., as Assignee. (“**ABOS**”)

File the **ABOS** in the records maintained for each of the Leases, ROW’s and RUE’s listed below under **Category 7 – Contracts, Agreements, and Conveyances**.

A Pay.gov receipt totaling \$782 is attached.

We ask that you please file each document under the following twenty-three (23) OCS Lease/ROW/RUE Numbers:

G31442	G02592	G01192	G10794
G15277	G27070	G04421	G30342
G30352	G30329	G30201	G29219
G28816	G28817	G28818	G28819
G03432	G16055	G23712	G23713
G09330	G28673	G29576	

It is necessary that each of the six (6) documents identified above be filed in the consecutive order listed above without variation. Thus, if you have any questions or concerns about the documents or the requests made in this letter, please contact the undersigned at (713) 513-8672 or via email at mcoronado@wtoffshore.com.

Kindest regards,

W&T Offshore, Inc.

Melissa Coronado

Melissa Coronado
Sr. Land Analyst

Enclosures

LEASES

Field	Block	Lease	Rights	Operator	WI	Lease Status
Breton Sound 25	BS 25	G31442	RT	Arena Offshore, LP	25.00%	UNIT
South Marsh Is. 149	SM 149	G02592	RT	GOM Shelf LLC	50.00%	PROD
South Marsh Is. 149	SM 149	G02592	OP 1	GOM Shelf LLC	50.00%	PROD
South Marsh Is. 41	SM 41	G01192	OP 1	QuarterNorth Energy LLC	100.00%	PROD
Ship Shoal 301	SS 301	G10794	RT	QuarterNorth Energy LLC	65.00%	PROD
Ship Shoal 301	SS 301	G10794	OP	QuarterNorth Energy LLC	100.00%	PROD
Ship Shoal 79/80	SS 79	G15277	RT	ANKOR Energy LLV	33.00%	PROD
Ship Shoal 79/80	SS 79	G15277	OP	QuarterNorth Energy LLC ¹	51.00% ²	PROD
Vermilion 229	VR 229	G27070	RT A	Arena Offshore, LP	50.00%	PROD
Vermilion 229	VR 229	G27070	RT B	QuarterNorth Energy LLC	50.00%	PROD
Vermilion 78	VR 78	G04421	RT	QuarterNorth Energy LLC	100.00%	PROD
Vermilion 78	VR 78	G04421	OP 1	QuarterNorth Energy LLC	81.25%	PROD

RUE's

Field	Asset Name	Block	Lease	ID	Operator Name	WI
South Marsh Is. 41	SM 40 B	SM 40	RUE OCS-G 30342	B	QuarterNorth Energy LLC ³	100.0%
South Marsh Is. 41	SM 40 JA	SM 40	RUE OCS-G 30352	JA	QuarterNorth Energy LLC ⁴	100.0%
South Marsh Is. 149	SM 132 B	SM 132	RUE OCS-G 30329	B	GOM Shelf, LLC	50.0%
Ship Shoal 79/80	SS 80 A	SS 80	RUE OCS-G 30201	A	QuarterNorth Energy LLC ⁵	100.0% ⁶

¹ BOEM recognition of transfer of title and/or operatorship from Fieldwood Energy Offshore LLC to QuarterNorth Energy LLC to be obtained pursuant to Section 17 of the PSA.

² 100% Contractual ownership by virtue of the default/bankruptcy of Knight and Rooster and non-consent to a lease saving operation by Calypso per the applicable JOA

³ BOEM recognition of transfer of title and/or operatorship from Fieldwood Energy Offshore LLC to QuarterNorth Energy LLC to be obtained pursuant to Section 17 of the PSA.

⁴ BOEM recognition of transfer of title and/or operatorship from Fieldwood Energy Offshore LLC to QuarterNorth Energy LLC to be obtained pursuant to Section 17 of the PSA.

⁵ BOEM recognition of transfer of title and/or operatorship from Fieldwood Energy Offshore LLC to QuarterNorth Energy LLC to be obtained pursuant to Section 17 of the PSA.

⁶ Calypso Exploration, LLC retains a 16.39344% working interest in PA obligations

ROW's

Field	Asset Name	Block	Lease	ROW	Operator Name	WI
Breton Sound 25	BS 25 18960	BS 25		OCS-G 29219	Arena Offshore, LP	25.0% ⁷
South Marsh Is. 41	SM 40 14292	SM 40		OCS-G 28816	QuarterNorth Energy LLC	100.0%
South Marsh Is. 41	SM 40 14293	SM 40		OCS-G 28817	QuarterNorth Energy LLC	100.0%
South Marsh Is. 41	SM 40 14294	SM 40		OCS-G 28818	QuarterNorth Energy LLC	100.0%
South Marsh Is. 41	SM 40 14295	SM 40		OCS-G 28819	QuarterNorth Energy LLC	100.0%
South Marsh Is. 149	SM 149 4647	SM 149		OCS-G 03432	GOM Shelf, LLC ⁸	50.0%
Ship Shoal 301	SS 300 11050	SS 301		OCS-G 16055	QuarterNorth Energy LLC	100.0%
Ship Shoal 79/80	SS 79 13736	SS 79		OCS-G 23712	QuarterNorth Energy LLC	100.0% ⁹
Ship Shoal 79/80	SS 79 13737	SS 79		OCS-G 23713	QuarterNorth Energy LLC	100.0% ¹⁰
Ship Shoal 79/80	SS 80 8204	SS 80		OCS-G 09330	QuarterNorth Energy LLC	100.0% ¹¹
Vermilion 229	VR 229 18891	VR 229	OCS-G 27070	OCS-G 28673	QuarterNorth Energy LLC	25.00%
Vermilion 78	VR 78 20794	VR 78		OCS-G 29576	QuarterNorth Energy LLC	100.0%

⁷ This is a contractual interest, no Assignment of Right-of-Way Interest to the Non-Operators was ever recorded with BSEE.

⁸ BOEM recognition of transfer of title and/or operatorship from Fieldwood Energy Offshore LLC to GOM Shelf LLC to be obtained pursuant to Section 17 of the PSA.

⁹ Calypso Exploration, LLC retains a 16.39344% working interest in PA obligations

¹⁰ Calypso Exploration, LLC retains a 16.39344% working interest in PA obligations

¹¹ Calypso Exploration, LLC retains a 16.39344% working interest in PA obligations

PARTIAL RELEASE OF MORTGAGE
(1L New)

STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below but effective as of the 14th day of September, 2023, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

Cantor Fitzgerald Securities, as Collateral Agent, whose mailing address is 110 59th Street, New York, New York 10022, represented herein by its duly authorized agent ("Collateral Agent")

who, being duly sworn, did declare and say:

QuarterNorth Energy LLC, a Delaware limited liability company (the "Mortgagor") has requested the Collateral Agent to partially release and cancel that certain Multiple Indebtedness Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated as of August 27, 2021, together with a related UCC financing statement recorded, *inter alia*, as set forth on Schedule 1 hereto (collectively, the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) those certain oil, gas and mineral leases described on Exhibit A hereto, including record title and operating rights and contractual rights therein (the "Released Oil and Gas Properties"), (ii) Mortgagor's interest in all wells, equipment, and platforms described on Exhibit A hereto; and (iii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Properties ((i), (ii), and (iii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INsofar and ONLY INsofar as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each Parish described on Schedule 1 hereto to (a) record this Partial Release in the mortgage records for said Parish, (b) cancel in part from the mortgage records of said Parish the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded in said Parish. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the

Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Collateral Agent is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the terms and conditions of that certain Third Amended and Restated First Lien Term Loan Agreement dated as of August 27, 2021 (the "Credit Agreement") among QuarterNorth Energy Inc., QuarterNorth Energy Holding Inc., Goldman Sachs Bank USA, as Administrative Agent and Collateral Agent for the Secured Parties from time to time party thereto, and the Secured Parties from time to time party thereto, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

THUS DONE AND PASSED on this 14th day of September, 2023, but effective as of the date set forth above, in the presence of the undersigned witnesses who hereunto sign their names with the Collateral Agent and me, Notary, after due reading of the whole.


WITNESSES:



Printed Name: Gary J. Cocco


Printed Name: Gisella Nevarez

CANTOR FITZGERALD SECURITIES

As Collateral Agent, as Mortgagee

By: 
Name: James Buccola
Title: Head of Fixed Income


Notary Public

Name printed: Allison B. Kelley
Notarial Identification Number 01KE6385481
My commission expires January 7, 2027

Allison B. Kelley
Notary Public, State of New York
No. 01KE6385481
Qualified in Nassau County
Commission Expires January 7, 2027

SCHEDULE 1
[Recording Information]

1. Multiple Indebtedness Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective August 27, 2021 by QuarterNorth Energy LLC in favor of Joe Powell, Trustee and to Goldman Sachs Bank USA, as Collateral Agent.

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Iberia Parish, LA	Mortgage Book 1976, Page 600, File #2021-00007762
Plaquemines Parish, LA	Mortgage Book 802, Page 1055, File #2021-00003738
St. Mary Parish, LA	Mortgage Book 1634, Page 486, File #356400
Terrebonne Parish, LA	Mortgage Book 3286, Page 271, File #1635035
Vermilion Parish, LA	MO-2021008184
BOEM	OCS-G01192, OCS-G02592, OCS-G03432, OCS-G04421, OCS-G09330, OCS-G10794, OCS-G13607, OCS-G15277, OCS-G16055, OCS-G23712, OCS-G 23713, OCS-G27070, OCS-G28816, OCS-G28817, OCS-G28818, OCS-G28819, and OCS-G31442

2. UCC-1 with attached Assignment of Mortgages and Amended and Restated Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) and Multiple Indebtedness Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien).

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Jefferson Parish, LA	Mortgage Book 4954, Page 151, Inst. 12154290

3. UCC-1 with attached Assignment of Mortgages and Amended and Restated Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) and Multiple Indebtedness Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien).

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Louisiana Secretary of State	UCC Original File # 26-422242

4. UCC-1 covering all assets of debtor, whether then or thereafter existing, whether tangible or intangible, whether then owned or thereafter acquired, wherever the same may be located.

<u>Recording Jurisdiction</u>	<u>Recording Information</u>
Delaware Secretary of State	UCC Initial File # 2021 6830658

5. Memorandum of Assignment of Mortgages dated effective as of June 29, 2023, by Goldman Sachs Bank USA, as Predecessor Agent, Cantor Fitzgerald Securities, as Successor Agent, and QuarterNorth Energy LLC, as Mortgagor.

Being recorded immediately preceding this Partial Release in the records of Iberia, Plaquemines, St. Mary, Terrebonne, and Vermilion Parishes, Louisiana, and in the records of BOEM.

EXHIBIT A
Released Oil and Gas Properties

LEASES

Field	Block	Lease	Rights	Operator	WI	NRI	Lease Status
Breton Sound 25	BS 25	SL19718	WI	Arena Offshore, LP	25.0%		UNIT
Breton Sound 25	BS 25	G31442	RT	Arena Offshore, LP	25.0%		UNIT
Breton Sound 52/53	BS 45	SL15683	WI D	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17675	WI	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17860	WI	Southern Oil of Louisiana LLC	15.0%		UNIT
South Marsh Is. 149	SM 149	G02592	RT	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	OP 1	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	ORRI	GOM Shelf LLC		4.2%	PROD
South Marsh Is. 41	SM 40	G13607	RT-CONT	Fieldwood Energy Offshore LLC	100.0%		TERMIN ¹
South Marsh Is. 41	SM 41	G01192	OP 1	QuarterNorth Energy LLC	100.0%		PROD
Ship Shoal 301	SS 301	G10794	RT	QuarterNorth Energy LLC	65.0%		PROD
Ship Shoal 301	SS 301	G10794	OP	QuarterNorth Energy LLC	100%		PROD
Ship Shoal 79/80	SS 79	G15277	RT	ANKOR Energy LLV	33.0%		PROD
Ship Shoal 79/80	SS 79	G15277	OP	Fieldwood Energy Offshore LLC	51%		PROD
Vermilion 229	VR 229	G27070	RT A	Arena Offshore, LP	50.0%		PROD
Vermilion 229	VR 229	G27070	RT B	QuarterNorth Energy LLC	50.0%		PROD
Vermilion 78	VR 78	G04421	RT	QuarterNorth Energy LLC	100.0%		PROD
Vermilion 78	VR 78	G04421	OP 1	QuarterNorth Energy LLC	81.25%		PROD

¹this interest is held contractually by QNE under the terms of the CBP PSA

WELLS

Field	Asset Name	Lease Number	API	WI	NRI	Status
Breton Sound 25	BRETON SOUND 025 #A001	G31442	177264005300	25.0%	19.4%	COM
Breton Sound 52/53	BRETON SOUND 052 #002 SL17860	SL17860	177262060500	15.0%	11.6%	COM
Breton Sound 52/53	BRETON SOUND 053 #001 SL17675	SL17675	177262055100	37.5%	28.9%	PROD
Breton Sound 52/53	BRETON SOUND 053 #003 SL15683	SL15683	177262053100	50.0%	38.8%	SI
Breton Sound 52/53	BRETON SOUND 53 #UV 3-8 RA VUA	SL19051	177262058300	0.0%	0.2%	SI
Ship Shoal 79/80	SHIP SHOAL 079 #A002	G15277	177114134300	100.0%	76.0%	COM

Ship Shoal 301	SHIP SHOAL 301 #A001	G10794	177124044301	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A002	G10794	177124053200	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A004	G10794	177124063100	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A005	G10794	177124068500	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 040 #B005	G13607	177074085700	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #016	G01192	177074091800	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B002	G01192	177074084901	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B003	G01192	177074085300	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B004	G01192	177074085400	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B006	G01192	177074087600	100.0%	79.3%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C001 ST1	G02592	177084088901	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C002	G02592	177084089100	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C004	G02592	177084090300	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C005	G02592	177084090400	50.0%	40.8%	TA
Vermilion 78	VERMILION 078 #A001	G04421	177054077800	100.0%	83.3%	TA
Vermilion 78	VERMILION 078 #A002 ST2	G04421	177054047903	100.0%	83.3%	COM
Vermilion 78	VERMILION 078 #A003 ST2	G04421	177054102402	100.0%	83.3%	COM
Vermilion 229	VERMILION 229 #A001	G27070	177054127100	50.0%	42.7%	COM

EQUIPMENT, PLATFORMS & PIPELINES

Platforms

Field	Asset Name	Block	Lease	ID	Operator Name	WI
Breton Sound 25	BS 25 A	BS 25	OCS-G 31442	A	Arena	25.0%
Breton Sound 52/53	BS 052 P/F A	BS 052	LA 17860	A	Southern Oil	50.0%
Breton Sound 52/53	BS 053 P/F CF	BS 053	Onshore	CF	Southern Oil	50.0%
South Marsh Is. 41	SM 40 B	SM 40	RUE OCS-G 30342	B	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 41	SM 40 JA	SM 40	RUE OCS-G 30352	JA	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 149	SM 149 C	SM 149	OCS-G 2592	C	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 132 B	SM 132	RUE OCS-G 30329	B	GOM Shelf, LLC	50.0%

Ship Shoal 301	SS 301 A	SS 301	OCS-G 10794	A	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 A	SS 79	OCS-G 15277	A	Fieldwood Energy Offshore LLC	100.0%
Ship Shoal 79/80	SS 80 A	SS 80	RUE OCS-G 30201	A	Fieldwood Energy Offshore LLC	100.0%
Vermilion 229	VR 229 A	VR 229	OCS-G 27070	A	QuarterNorth Energy	50.0%
Vermilion 78	VR 78 A	VR 78	OCS-G 4421	A	QuarterNorth Energy	100.0%

Pipelines

Field	Asset Name	Block	Lease	ROW	Operator Name	WI
Breton Sound 25	BS 25 19080	BS 25	OCS-G 31442	LEASE TERM	Arena	25.0%
Breton Sound 25	BS 25 18960	BS 25		OCS-G 29219	Arena	25.0%
Breton Sound 52/53	BS 052 SL15683 #3	BS 052	SL15683		Southern Oil	50.0%
Breton Sound 52/53	BS 052 SL17675 #1	BS 052	SL17675		Southern Oil	37.5%
Breton Sound 52/53	BS 052 SL 17860 #2	BS 052	SL17860		Southern Oil	15.0%
South Marsh Is. 41	SM 40 14292	SM 40		OCS-G 28816	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14293	SM 40		OCS-G 28817	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14294	SM 40		OCS-G 28818	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14295	SM 40		OCS-G 28819	QuarterNorth Energy	100.0%
South Marsh Is. 149	SM 149 13499	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
South Marsh Is. 149	SM 149 4647	SM 149		OCS-G 03432	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 149 13505	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
Ship Shoal 301	SS 300 11050	SS 301		OCS-G 16055	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13736	SS 79		OCS-G 23712	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13737	SS 79		OCS-G 23713	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 80 8204	SS 80		OCS-G 09330	QuarterNorth Energy	100.0%
Vermilion 229	VR 229 17828	VR 229	OCS-G 27070	LEASE TERM	QuarterNorth Energy	50.0%
Vermilion 229	VR 229 18891	VR 229	OCS-G 02076	OCS-G 28673	QuarterNorth Energy	25.0%
Vermilion 78	VR 78 20794	VR 78		OCS-G 29576	QuarterNorth Energy	100.0%

EXHIBIT B
UCC3 Forms

UCC FINANCING STATEMENT AMENDMENT
FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT SUBMITTER (optional) Julie Thobae (713) 651-2970	
B. E-MAIL CONTACT AT SUBMITTER (optional) jthobae@liskow.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;">Marilyn C. Maloney, Liskow and Lewis APLC 1001 Fannin, Suite 1800 Houston, TX 77002</div>	
SEE BELOW FOR SECURED PARTY CONTACT INFORMATION	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
2021 6830658

1b. ☐ This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in Item 13.

2. ☐ **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party(ies) authorizing this Termination Statement

3. ☐ **ASSIGNMENT:** Provide name of Assignee in Item 7a or 7b, and address of Assignee in Item 7c and name of Assignor in Item 9. For partial assignment, complete items 7 and 9; check ASSIGN Collateral box in Item 8 and describe the affected collateral in Item 8

4. ☐ **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. **PARTY INFORMATION CHANGE:**

Check one of these two boxes:

This Change affects ☐ Debtor or ☐ Secured Party of record

AND Check one of these three boxes to:

☐ CHANGE name and/or address. Complete item 6a or 6b, and item 7a or 7b and item 7c ☐ ADD name: Complete item 7a or 7b, and item 7c ☐ DELETE name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME				
OR	7b. INDIVIDUAL'S SURNAME			
INDIVIDUAL'S FIRST PERSONAL NAME				
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				
SUFFIX				

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. **COLLATERAL CHANGE:** Check only one box: ☐ ADD collateral ☒ DELETE collateral ☐ RESTATE covered collateral ☐ ASSIGN* collateral
Indicate collateral: *Check ASSIGN COLLATERAL only if the assignee's power to amend the record is limited to certain collateral and describe the collateral in Section 8

The collateral deleted is the "Released Property" more described in Exhibit A in the attached Partial Release of Mortgage (1Lien New).

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment). If this is an Amendment authorized by a DEBTOR, check here ☐ and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME Cantor Fitzgerald Securities, as Collateral Agent				
OR	9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. **OPTIONAL FILER REFERENCE DATA:**
72882.0002 QuarterNorth - DE

EXHIBIT A
Released Oil and Gas Properties

LEASES

Field	Block	Lease	Rights	Operator	WI	NRI	Lease Status
Breton Sound 25	BS 25	SL19718	WI	Arena Offshore, LP	25.0%		UNIT
Breton Sound 25	BS 25	G31442	RT	Arena Offshore, LP	25.0%		UNIT
Breton Sound 52/53	BS 45	SL15683	WI D	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17675	WI	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17860	WI	Southern Oil of Louisiana LLC	15.0%		UNIT
South Marsh Is. 149	SM 149	G02592	RT	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	OP 1	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	ORRI	GOM Shelf LLC		4.2%	PROD
South Marsh Is. 41	SM 40	G13607	RT- CONT	Fieldwood Energy Offshore LLC	100.0%		TERMIN ¹
South Marsh Is. 41	SM 41	G01192	OP 1	QuarterNorth Energy LLC	100.0%		PROD
Ship Shoal 301	SS 301	G10794	RT	QuarterNorth Energy LLC	65.0%		PROD
Ship Shoal 301	SS 301	G10794	OP	QuarterNorth Energy LLC	100%		PROD
Ship Shoal 79/80	SS 79	G15277	RT	ANKOR Energy LLV	33.0%		PROD
Ship Shoal 79/80	SS 79	G15277	OP	Fieldwood Energy Offshore LLC	51%		PROD
Vermilion 229	VR 229	G27070	RT A	Arena Offshore, LP	50.0%		PROD
Vermilion 229	VR 229	G27070	RT B	QuarterNorth Energy LLC	50.0%		PROD
Vermilion 78	VR 78	G04421	RT	QuarterNorth Energy LLC	100.0%		PROD
Vermilion 78	VR 78	G04421	OP 1	QuarterNorth Energy LLC	81.25%		PROD

¹this interest is held contractually by QNE under the terms of the CBP PSA

WELLS

Field	Asset Name	Lease Number	API	WI	NRI	Status
Breton Sound 25	BRETON SOUND 025 #A001	G31442	177264005300	25.0%	19.4%	COM
Breton Sound 52/53	BRETON SOUND 052 #002 SL17860	SL17860	177262060500	15.0%	11.6%	COM
Breton Sound 52/53	BRETON SOUND 053 #001 SL17675	SL17675	177262055100	37.5%	28.9%	PROD
Breton Sound 52/53	BRETON SOUND 053 #003 SL15683	SL15683	177262053100	50.0%	38.8%	SI
Breton Sound 52/53	BRETON SOUND 53 #UV 3-8 RA VUA	SL19051	177262058300	0.0%	0.2%	SI
Ship Shoal 79/80	SHIP SHOAL 079 #A002	G15277	177114134300	100.0%	76.0%	COM

Ship Shoal 301	SHIP SHOAL 301 #A001	G10794	177124044301	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A002	G10794	177124053200	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A004	G10794	177124063100	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A005	G10794	177124068500	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 040 #B005	G13607	177074085700	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #016	G01192	177074091800	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B002	G01192	177074084901	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B003	G01192	177074085300	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B004	G01192	177074085400	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B006	G01192	177074087600	100.0%	79.3%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C001 ST1	G02592	177084088901	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C002	G02592	177084089100	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C004	G02592	177084090300	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C005	G02592	177084090400	50.0%	40.8%	TA
Vermilion 78	VERMILION 078 #A001	G04421	177054077800	100.0%	83.3%	TA
Vermilion 78	VERMILION 078 #A002 ST2	G04421	177054047903	100.0%	83.3%	COM
Vermilion 78	VERMILION 078 #A003 ST2	G04421	177054102402	100.0%	83.3%	COM
Vermilion 229	VERMILION 229 #A001	G27070	177054127100	50.0%	42.7%	COM

EQUIPMENT, PLATFORMS & PIPELINES

Platforms

Field	Asset Name	Block	Lease	ID	Operator Name	WI
Breton Sound 25	BS 25 A	BS 25	OCS-G 31442	A	Arena	25.0%
Breton Sound 52/53	BS 052 P/F A	BS 052	LA 17860	A	Southern Oil	50.0%
Breton Sound 52/53	BS 053 P/F CF	BS 053	Onshore	CF	Southern Oil	50.0%
South Marsh Is. 41	SM 40 B	SM 40	RUE OCS-G 30342	B	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 41	SM 40 JA	SM 40	RUE OCS-G 30352	JA	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 149	SM 149 C	SM 149	OCS-G 2592	C	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 132 B	SM 132	RUE OCS-G 30329	B	GOM Shelf, LLC	50.0%

Ship Shoal 301	SS 301 A	SS 301	OCS-G 10794	A	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 A	SS 79	OCS-G 15277	A	Fieldwood Energy Offshore LLC	100.0%
Ship Shoal 79/80	SS 80 A	SS 80	RUE OCS-G 30201	A	Fieldwood Energy Offshore LLC	100.0%
Vermilion 229	VR 229 A	VR 229	OCS-G 27070	A	QuarterNorth Energy	50.0%
Vermilion 78	VR 78 A	VR 78	OCS-G 4421	A	QuarterNorth Energy	100.0%

Pipelines

Field	Asset Name	Block	Lease	ROW	Operator Name	WI
Breton Sound 25	BS 25 19080	BS 25	OCS-G 31442	LEASE TERM	Arena	25.0%
Breton Sound 25	BS 25 18960	BS 25		OCS-G 29219	Arena	25.0%
Breton Sound 52/53	BS 052 SL15683 #3	BS 052	SL15683		Southern Oil	50.0%
Breton Sound 52/53	BS 052 SL17675 #1	BS 052	SL17675		Southern Oil	37.5%
Breton Sound 52/53	BS 052 SL 17860 #2	BS 052	SL17860		Southern Oil	15.0%
South Marsh Is. 41	SM 40 14292	SM 40		OCS-G 28816	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14293	SM 40		OCS-G 28817	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14294	SM 40		OCS-G 28818	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14295	SM 40		OCS-G 28819	QuarterNorth Energy	100.0%
South Marsh Is. 149	SM 149 13499	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
South Marsh Is. 149	SM 149 4647	SM 149		OCS-G 03432	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 149 13505	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
Ship Shoal 301	SS 300 11050	SS 301		OCS-G 16055	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13736	SS 79		OCS-G 23712	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13737	SS 79		OCS-G 23713	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 80 8204	SS 80		OCS-G 09330	QuarterNorth Energy	100.0%
Vermilion 229	VR 229 17828	VR 229	OCS-G 27070	LEASE TERM	QuarterNorth Energy	50.0%
Vermilion 229	VR 229 18891	VR 229	OCS-G02076	OCS-G 28673	QuarterNorth Energy	25.0%
Vermilion 78	VR 78 20794	VR 78		OCS-G 29576	QuarterNorth Energy	100.0%

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT
UCC-3

Important - Read instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)

1. Initial Financing Statement File # 26-422242

2. ☐ **Termination** - Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement3. ☐ **Continuation** - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law4. ☐ **Assignment** (full or partial). Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 9.5. AMENDMENT (PARTY INFORMATION) This amendment affects ☐ Debtor or ☐ Secured Party of record. Check only one of these two boxes.Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.☐ **CHANGE name and/or address:** Give current record name in Item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c ☐ **DELETE name:** Give record name to be deleted in item 6a or 6b ☐ **ADD name:** Complete item 7a or 7b and item 7c; also complete items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

6a Organization's Name

OR
6b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) First Name Middle Name

7. CHANGED (NEW) OR ADDED INFORMATION:

7a Organization's Name

OR
7b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable)) First Name Middle Name

7c Mailing Address City State Postal Code Country

7d Tax ID #: SSN or EIN Add'l info re Organization: 7e Type of Organization 7f Jurisdiction of Organization 7g Organization ID if any

None ☐8. AMENDMENT (Collateral Change): check only one box.Describe collateral ☒ deleted or ☐ added, or give entire ☐ restated collateral description, or describe collateral ☐ assigned.

The collateral deleted is the "Released Property" more fully described in Exhibit A in the attached Partial Release of Mortgage (1 Lien New).

9. NAME or SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of Debtor authorizing this Amendment

9a Organization's Name

OR
Cantor Fitzgerald Securities, as Collateral Agent

9b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III), if applicable) First Name Middle Name

10. OPTIONAL FILER REFERENCE DATA 72882.0002 QuarterNorth - LA

11. NAME AND PHONE OF CONTACT AT FILER (optional)

Julie Thobae (713) 651-2970

12. SEND ACKNOWLEDGMENT TO: (Name and Address)

Marilyn C. Maloney
Liskow and Lewis APLC
1001 Fannin, Suite 1800
Houston, TX 77002

The above space is for filing office use only

EXHIBIT A
Released Oil and Gas Properties

LEASES

Field	Block	Lease	Rights	Operator	WI	NRI	Lease Status
Breton Sound 25	BS 25	SL19718	WI	Arena Offshore, LP	25.0%		UNIT
Breton Sound 25	BS 25	G31442	RT	Arena Offshore, LP	25.0%		UNIT
Breton Sound 52/53	BS 45	SL15683	WI D	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17675	WI	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17860	WI	Southern Oil of Louisiana LLC	15.0%		UNIT
South Marsh Is. 149	SM 149	G02592	RT	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	OP I	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	ORRI	GOM Shelf LLC		4.2%	PROD
South Marsh Is. 41	SM 40	G13607	RT-CONT	Fieldwood Energy Offshore LLC	100.0%		TERMIN ¹
South Marsh Is. 41	SM 41	G01192	OP I	QuarterNorth Energy LLC	100.0%		PROD
Ship Shoal 301	SS 301	G10794	RT	QuarterNorth Energy LLC	65.0%		PROD
Ship Shoal 301	SS 301	G10794	OP	QuarterNorth Energy LLC	100%		PROD
Ship Shoal 79/80	SS 79	G15277	RT	ANKOR Energy LLV	33.0%		PROD
Ship Shoal 79/80	SS 79	G15277	OP	Fieldwood Energy Offshore LLC	51%		PROD
Vermilion 229	VR 229	G27070	RT A	Arena Offshore, LP	50.0%		PROD
Vermilion 229	VR 229	G27070	RT B	QuarterNorth Energy LLC	50.0%		PROD
Vermilion 78	VR 78	G04421	RT	QuarterNorth Energy LLC	100.0%		PROD
Vermilion 78	VR 78	G04421	OP I	QuarterNorth Energy LLC	81.25%		PROD

¹this interest is held contractually by QNE under the terms of the CBP PSA

WELLS

Field	Asset Name	Lease Number	API	WI	NRI	Status
Breton Sound 25	BRETON SOUND 025 #A001	G31442	177264005300	25.0%	19.4%	COM
Breton Sound 52/53	BRETON SOUND 052 #002 SL17860	SL17860	177262060500	15.0%	11.6%	COM
Breton Sound 52/53	BRETON SOUND 053 #001 SL17675	SL17675	177262055100	37.5%	28.9%	PROD
Breton Sound 52/53	BRETON SOUND 053 #003 SL15683	SL15683	177262053100	50.0%	38.8%	SI
Breton Sound 52/53	BRETON SOUND 53 #UV 3-8 RA VUA	SL19051	177262058300	0.0%	0.2%	SI
Ship Shoal 79/80	SHIP SHOAL 079 #A002	G15277	177114134300	100.0%	76.0%	COM

Ship Shoal 301	SHIP SHOAL 301 #A001	G10794	177124044301	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A002	G10794	177124053200	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A004	G10794	177124063100	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A005	G10794	177124068500	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 040 #B005	G13607	177074085700	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #016	G01192	177074091800	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B002	G01192	177074084901	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B003	G01192	177074085300	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B004	G01192	177074085400	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B006	G01192	177074087600	100.0%	79.3%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C001 ST1	G02592	177084088901	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C002	G02592	177084089100	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C004	G02592	177084090300	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C005	G02592	177084090400	50.0%	40.8%	TA
Vermilion 78	VERMILION 078 #A001	G04421	177054077800	100.0%	83.3%	TA
Vermilion 78	VERMILION 078 #A002 ST2	G04421	177054047903	100.0%	83.3%	COM
Vermilion 78	VERMILION 078 #A003 ST2	G04421	177054102402	100.0%	83.3%	COM
Vermilion 229	VERMILION 229 #A001	G27070	177054127100	50.0%	42.7%	COM

EQUIPMENT, PLATFORMS & PIPELINES

Platforms

Field	Asset Name	Block	Lease	ID	Operator Name	WI
Breton Sound 25	BS 25 A	BS 25	OCS-G 31442	A	Arena	25.0%
Breton Sound 52/53	BS 052 P/F A	BS 052	LA 17860	A	Southern Oil	50.0%
Breton Sound 52/53	BS 053 P/F CF	BS 053	Onshore	CF	Southern Oil	50.0%
South Marsh Is. 41	SM 40 B	SM 40	RUE OCS-G 30342	B	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 41	SM 40 JA	SM 40	RUE OCS-G 30352	JA	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 149	SM 149 C	SM 149	OCS-G 2592	C	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 132 B	SM 132	RUE OCS-G 30329	B	GOM Shelf, LLC	50.0%

Ship Shoal 301	SS 301 A	SS 301	OCS-G 10794	A	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 A	SS 79	OCS-G 15277	A	Fieldwood Energy Offshore LLC	100.0%
Ship Shoal 79/80	SS 80 A	SS 80	RUE OCS-G 30201	A	Fieldwood Energy Offshore LLC	100.0%
Vermilion 229	VR 229 A	VR 229	OCS-G 27070	A	QuarterNorth Energy	50.0%
Vermilion 78	VR 78 A	VR 78	OCS-G 4421	A	QuarterNorth Energy	100.0%

Pipelines

Field	Asset Name	Block	Lease	ROW	Operator Name	WI
Breton Sound 25	BS 25 19080	BS 25	OCS-G 31442	LEASE TERM	Arena	25.0%
Breton Sound 25	BS 25 18960	BS 25		OCS-G 29219	Arena	25.0%
Breton Sound 52/53	BS 052 SL15683 #3	BS 052	SL15683		Southern Oil	50.0%
Breton Sound 52/53	BS 052 SL17675 #1	BS 052	SL17675		Southern Oil	37.5%
Breton Sound 52/53	BS 052 SL 17860 #2	BS 052	SL17860		Southern Oil	15.0%
South Marsh Is. 41	SM 40 14292	SM 40		OCS-G 28816	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14293	SM 40		OCS-G 28817	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14294	SM 40		OCS-G 28818	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14295	SM 40		OCS-G 28819	QuarterNorth Energy	100.0%
South Marsh Is. 149	SM 149 13499	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
South Marsh Is. 149	SM 149 4647	SM 149		OCS-G 03432	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 149 13505	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
Ship Shoal 301	SS 300 11050	SS 301		OCS-G 16055	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13736	SS 79		OCS-G 23712	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13737	SS 79		OCS-G 23713	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 80 8204	SS 80		OCS-G 09330	QuarterNorth Energy	100.0%
Vermilion 229	VR 229 17828	VR 229	OCS-G 27070	LEASE TERM	QuarterNorth Energy	50.0%
Vermilion 229	VR 229 18891	VR 229	OCS-G02076	OCS-G 28673	QuarterNorth Energy	25.0%
Vermilion 78	VR 78 20794	VR 78		OCS-G 29576	QuarterNorth Energy	100.0%

INSTRUCTIONS FOR LOUISIANA UCC FINANCING STATEMENT AMENDMENT (FORM UCC3)

Please type or laser print this form. Be sure it is completely legible. Read all instructions, especially Instruction 1; correct file number of initial financing statement is crucial. Follow instructions completely.

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. Filing office cannot give legal advice.

Do not insert anything in the open space in the lower portion of this form; it is reserved for filing office use.

An Amendment may relate to only one financing statement. Do not enter more than one file number in item 1.

PROPER PLACE TO FILE: This amendment must be filed in the same filing office as the financing statement to which it relates was filed. **DO NOT FILE WITH THE SECRETARY OF STATE.**

When properly completed, send Filing Office Copy, with required fee, to filing office. If you want an acknowledgment, complete item 12 and, if filing in a filing office that returns an acknowledgment copy furnished by filer, you may also send Acknowledgment Copy, otherwise detach. Always detach Debtor and Secured Party copies.

If you need to use attachments, use 8 1/2 X 11 inch sheets and put at the top of each sheet "AMENDMENT" and the file number of the initial financing statement to which this Amendment relates.

To assist filing offices that might wish to communicate with filer, filer may provide information in item 11. This item is optional.

Complete item 12 if you want an acknowledgment sent to you. If filing in a filing office that returns an acknowledgment copy furnished by filer, present simultaneously with this form a carbon or other copy of this form for use as an acknowledgment copy.

Always complete item 1 and 9.

1. **File number:** Enter file number of initial financing statement to which this Amendment relates. Enter only one file number.
NOTE: Show purpose of the Amendment by checking box 2, 3, 4, 5 (in item 5 you must check two boxes) or 8; also complete items 6, 7 and/or 8 as appropriate.
2. To terminate the effectiveness of the identified financing statement with respect to security interest(s) of authorizing Secured Party, check box 2. See instruction 9 below.
3. To continue the effectiveness of the identified financing statement with respect to security interest(s) of authorizing Secured Party, check box 3. See instruction 9 below.
4. To assign (i) all of assignor's interest under the identified financing statement, or (ii) a partial interest in the security interest covered by the identified financing statement, or (iii) assignor's full interest in some (but not all) of the collateral covered by the identified financing statement: check box in item 4 and enter name of assignee in item 7a if assignee is an organization, or in item 7b, formatted as indicated, if assignee is an individual. Complete 7a or 7b but not both. Also enter assignee's address in item 7c and name of assignor in item 9. If partial Assignment affects only some (but not all) of the collateral covered by the identified financing statement, filer may check appropriate box in item 8 and indicate affected collateral in item 8.
- 5,6,7. To change the name and/or address of a party: Check box in item 5 to indicate whether this Amendment amends information relating to a Debtor or a Secured Party, also check box in item 5 to indicate that this is a name and/or address change; also enter name of affected party (current record name, in case of name change) in items 6a or 6b as appropriate; and also give new name (7a or 7b) and/or new address (7c) in item 7.
- 5,6. To delete a party: Check box in item 5 to indicate whether deleting a Debtor or a Secured Party; also check box in item 5 to indicate that this is a deletion of a party; and also enter name (6a or 6b) of deleted party in item 6.
- 5, 7. To add a party: Check box in item 5 to indicate whether adding a Debtor or Secured Party; also check box in item 5 to indicate that this is an addition of a party; also enter all required information in item 7: name (7a or 7b) and address (7c); also, if adding a Debtor that is an organization, enter additional organization Debtor information (7e-g). Note: The preferred method for filing against a new Debtor (an individual or organization not previously of record as a Debtor under this file number) is to file a new Financing Statement (UCC) and not an Amendment (UCC3).
8. Collateral change. To change the collateral covered by the identified financing statement, describe the change in item 8. This may be accomplished either by describing the collateral to be added or deleted, or by setting forth in full the collateral description as it is to be effective after the filing of this Amendment, indicating clearly the method chosen (check the appropriate box). A partial release of collateral is a deletion. If due to a full release of all collateral, filer no longer claims a security interest under the identified financing statement, check box 2 (Termination) and not box 8 (Collateral Change). If a partial assignment consists of the assignment of some (but not all) of the collateral covered by the identified financing statement, filer may indicate the assigned collateral in item 8, check the appropriate box in item 8, and also comply with instruction 4 above.
9. Always enter name of party of record authorizing this Amendment; in most cases, this will be a Secured Party of record. If more than one authorizing Secured Party, attach additional name(s), properly formatted, on 8 1/2 x 11 inch sheet of paper and put at the top of each sheet the Financing Statement File Number. If the indicated financing statement refers to the parties as lessee and lessor, or consignee and consignor, or seller and buyer, instead of Debtor and Secured Party, references in this Amendment shall be deemed likewise so to refer to the parties. If this is an Assignment, enter assignor's name. If this is an Amendment authorized by a Debtor that adds collateral or adds a Debtor, or if this is a Termination authorized by a Debtor, check the box in item 9 and enter the name, properly formatted, of the Debtor authorizing this Amendment.
10. This item is optional and is for filer's use only. For filer's convenience of reference, filer may enter in item 10 any identifying information (e.g., Secured Party's loan number, law firm file number, Debtor's name or other identification, state in which form is being filed, etc.) that filer may find useful.

EXHIBIT A
Released Oil and Gas Properties

LEASES

Field	Block	Lease	Rights	Operator	WI	NRI	Lease Status
Breton Sound 25	BS 25	SL19718	WI	Arena Offshore, LP	25.0%		UNIT
Breton Sound 25	BS 25	G31442	RT	Arena Offshore, LP	25.0%		UNIT
Breton Sound 52/53	BS 45	SL15683	WI D	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17675	WI	Southern Oil of Louisiana LLC	37.5%		UNIT
Breton Sound 52/53	BS 52	SL17860	WI	Southern Oil of Louisiana LLC	15.0%		UNIT
South Marsh Is. 149	SM 149	G02592	RT	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	OP I	GOM Shelf LLC	50.0%		PROD
South Marsh Is. 149	SM 149	G02592	ORRI	GOM Shelf LLC		4.2%	PROD
South Marsh Is. 41	SM 40	G13607	RT-CONT	Fieldwood Energy Offshore LLC	100.0%		TERMIN ¹
South Marsh Is. 41	SM 41	G01192	OP I	QuarterNorth Energy LLC	100.0%		PROD
Ship Shoal 301	SS 301	G10794	RT	QuarterNorth Energy LLC	65.0%		PROD
Ship Shoal 301	SS 301	G10794	OP	QuarterNorth Energy LLC	100%		PROD
Ship Shoal 79/80	SS 79	G15277	RT	ANKOR Energy LLV	33.0%		PROD
Ship Shoal 79/80	SS 79	G15277	OP	Fieldwood Energy Offshore LLC	51%		PROD
Vermilion 229	VR 229	G27070	RT A	Arena Offshore, LP	50.0%		PROD
Vermilion 229	VR 229	G27070	RT B	QuarterNorth Energy LLC	50.0%		PROD
Vermilion 78	VR 78	G04421	RT	QuarterNorth Energy LLC	100.0%		PROD
Vermilion 78	VR 78	G04421	OP I	QuarterNorth Energy LLC	81.25%		PROD

¹this interest is held contractually by QNE under the terms of the CBP PSA

WELLS

Field	Asset Name	Lease Number	API	WI	NRI	Status
Breton Sound 25	BRETON SOUND 025 #A001	G31442	177264005300	25.0%	19.4%	COM
Breton Sound 52/53	BRETON SOUND 052 #002 SL17860	SL17860	177262060500	15.0%	11.6%	COM
Breton Sound 52/53	BRETON SOUND 053 #001 SL17675	SL17675	177262055100	37.5%	28.9%	PROD
Breton Sound 52/53	BRETON SOUND 053 #003 SL15683	SL15683	177262053100	50.0%	38.8%	SI
Breton Sound 52/53	BRETON SOUND 53 #UV 3-8 RA VUA	SL19051	177262058300	0.0%	0.2%	SI
Ship Shoal 79/80	SHIP SHOAL 079 #A002	G15277	177114134300	100.0%	76.0%	COM

Ship Shoal 301	SHIP SHOAL 301 #A001	G10794	177124044301	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A002	G10794	177124053200	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A004	G10794	177124063100	100.0%	79.3%	COM
Ship Shoal 301	SHIP SHOAL 301 #A005	G10794	177124068500	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 040 #B005	G13607	177074085700	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #016	G01192	177074091800	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B002	G01192	177074084901	100.0%	79.3%	TA
South Marsh Is. 41	SOUTH MARSH IS 041 #B003	G01192	177074085300	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B004	G01192	177074085400	100.0%	79.3%	COM
South Marsh Is. 41	SOUTH MARSH IS 041 #B006	G01192	177074087600	100.0%	79.3%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C001 ST1	G02592	177084088901	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C002	G02592	177084089100	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C004	G02592	177084090300	50.0%	40.8%	COM
South Marsh Is. 149	SOUTH MARSH IS 149 #C005	G02592	177084090400	50.0%	40.8%	TA
Vermilion 78	VERMILION 078 #A001	G04421	177054077800	100.0%	83.3%	TA
Vermilion 78	VERMILION 078 #A002 ST2	G04421	177054047903	100.0%	83.3%	COM
Vermilion 78	VERMILION 078 #A003 ST2	G04421	177054102402	100.0%	83.3%	COM
Vermilion 229	VERMILION 229 #A001	G27070	177054127100	50.0%	42.7%	COM

EQUIPMENT, PLATFORMS & PIPELINES

Platforms

Field	Asset Name	Block	Lease	ID	Operator Name	WI
Breton Sound 25	BS 25 A	BS 25	OCS-G 31442	A	Arena	25.0%
Breton Sound 52/53	BS 052 P/F A	BS 052	LA 17860	A	Southern Oil	50.0%
Breton Sound 52/53	BS 053 P/F CF	BS 053	Onshore	CF	Southern Oil	50.0%
South Marsh Is. 41	SM 40 B	SM 40	RUE OCS-G 30342	B	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 41	SM 40 JA	SM 40	RUE OCS-G 30352	JA	Fieldwood Energy Offshore LLC	100.0%
South Marsh Is. 149	SM 149 C	SM 149	OCS-G 2592	C	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 132 B	SM 132	RUE OCS-G 30329	B	GOM Shelf, LLC	50.0%

Ship Shoal 301	SS 301 A	SS 301	OCS-G 10794	A	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 A	SS 79	OCS-G 15277	A	Fieldwood Energy Offshore LLC	100.0%
Ship Shoal 79/80	SS 80 A	SS 80	RUE OCS-G 30201	A	Fieldwood Energy Offshore LLC	100.0%
Vermilion 229	VR 229 A	VR 229	OCS-G 27070	A	QuarterNorth Energy	50.0%
Vermilion 78	VR 78 A	VR 78	OCS-G 4421	A	QuarterNorth Energy	100.0%

Pipelines

Field	Asset Name	Block	Lease	ROW	Operator Name	WI
Breton Sound 25	BS 25 19080	BS 25	OCS-G 31442	LEASE TERM	Arena	25.0%
Breton Sound 25	BS 25 18960	BS 25		OCS-G 29219	Arena	25.0%
Breton Sound 52/53	BS 052 SL15683 #3	BS 052	SL15683		Southern Oil	50.0%
Breton Sound 52/53	BS 052 SL17675 #1	BS 052	SL17675		Southern Oil	37.5%
Breton Sound 52/53	BS 052 SL 17860 #2	BS 052	SL17860		Southern Oil	15.0%
South Marsh Is. 41	SM 40 14292	SM 40		OCS-G 28816	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14293	SM 40		OCS-G 28817	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14294	SM 40		OCS-G 28818	QuarterNorth Energy	100.0%
South Marsh Is. 41	SM 40 14295	SM 40		OCS-G 28819	QuarterNorth Energy	100.0%
South Marsh Is. 149	SM 149 13499	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
South Marsh Is. 149	SM 149 4647	SM 149		OCS-G 03432	GOM Shelf, LLC	50.0%
South Marsh Is. 149	SM 149 13505	SM 149	OCS-G 2592	LEASE TERM	Fieldwood Energy Offshore LLC	50.0%
Ship Shoal 301	SS 300 11050	SS 301		OCS-G 16055	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13736	SS 79		OCS-G 23712	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 79 13737	SS 79		OCS-G 23713	QuarterNorth Energy	100.0%
Ship Shoal 79/80	SS 80 8204	SS 80		OCS-G 09330	QuarterNorth Energy	100.0%
Vermilion 229	VR 229 17828	VR 229	OCS-G 27070	LEASE TERM	QuarterNorth Energy	50.0%
Vermilion 229	VR 229 18891	VR 229	OCS-G02076	OCS-G 28673	QuarterNorth Energy	25.0%
Vermilion 78	VR 78 20794	VR 78		OCS-G 29576	QuarterNorth Energy	100.0%