Kerogen Executive Board

Lord Malloch-Brown

Lord Malloch-Brown is Chairman of FTI Global Affairs. He is a peer in the House of Lords and a former Minister in the British Foreign Office from 2007 to 2009, with responsibility for Africa, Asia and the United Nations. Lord Malloch-Brown previously served in the United Nations as Administrator of the United Nations Development Program and subsequently as Deputy Secretary-General. Prior to joining the United Nations, he was a Vice President at the World Bank and also served as Vice Chairman of the Soros Management Fund and Soros’ Open Society Institute. Lord Malloch-Brown graduated with first class honours in history from Cambridge University and completed his post graduate studies in political science at the University of Michigan. He is an Honorary Fellow of Magdalene College Cambridge and a visiting fellow at the Yale Centre for the Study of Globalisation.

Roy Franklin OBE

Roy Franklin is a member of the Board of Directors of Statoil ASA, Santos Ltd, and Boart Longyear Ltd. He is also the non-executive chair of the Board of Directors of Keller Group plc. Mr. Franklin is a former chair of BRINDEX, the association of British independent oil and gas companies, and a member of PILOT, the joint UK government and industry task force set up to maximise hydrocarbon recovery from the North Sea. A geologist by training, he spent 18 years in various exploration and management positions with BP, before leaving to join Clyde Petroleum plc, where he became Group Managing Director in 1994. Mr. Franklin subsequently became Chief Executive Officer of Paladin Resources plc, a position he held until its sale to Talisman in 2006. He graduated from the University of Southampton with a Bachelor of Science degree in Geology. In 2004, he was awarded the Order of the British Empire for services to the UK oil and gas industry.

Dr. Alan Parsley

Dr. Parsley has worked in the oil and gas industry for over 35 years predominantly at the Shell Group of Companies where he held senior positions including Global Head of Exploration and Head of New Business Ventures. Dr. Parsley has worked mainly in exploration as a trained geologist and took on management roles including Chief Executive of Shell Syria and Chairman of Shell Australia. He is currently an independent non-executive director of Melrose Resources Plc, a UK-listed company. Dr. Parsley graduated from the University of Edinburgh and holds both a BSc and a PhD in Geology. He has been a member of the Court of Heriot Watt University since 2005.

Dr. Parsley is Chairman of Kerogen’s Technical Committee.

Saad Ali Al-Shuwaib

Saad Ali Al-Shuwaib served as Chief Executive Officer of Kuwait Petroleum Corporation (KPC) until September 2010. KPC is one of the world’s major oil and gas companies and its activities are focused on petroleum exploration and production, refining, marketing, petrochemicals, and transport. KPC is owned by the Kuwaiti Government. He is currently the Chief Executive Officer of Development Enterprises Holdings Company. Previously he held various senior roles at Petrochemical Industries Company (PIC) including Executive Assistant Managing Director for Projects and Participations and Executive Assistant to the Managing Director for Administrative Affairs and Projects. He also served as Deputy Chairman of the Board of Directors of PIC. Mr. Al-Shuwaib has been a Member of the Supervisory Board of Celanese AG of Celanese Corp. since 2002. He graduated with an E.Sc. in Mechanical Engineering from University of Wisconsin in 1977 and earned an M.Sc. Mechanical Engineering in 1980.

Dr. Natasha Tsukanova

Dr. Tsukanova is the founder and Managing Director of XENON Capital Partners, an advisory and investment firm based in Moscow, specialising in the power and energy sectors. She was previously the Head of Investment Banking Russia/CIS at JP Morgan based in Moscow, having also headed JP Morgan's Oil and Gas investment banking business for Russia/CIS, based in London. Prior to JP Morgan, she worked for the Russian Privatisation Ministry and for Boston Consulting Group in London and Moscow. Dr. Tsukanova has broad experience in investment banking including mergers and acquisitions, IPOs, debt and capital raisings for a wide range of oil and gas companies. She graduated with a Ph.D. and M.A. degrees in Economics from Moscow State University and Harvard University, and an MBA (Honours) from INSEAD.

Philip Jackson

Refer to Investment Committee.
EXECUTIVE BOARD

Dr. Alan Parsley

Dr Alan Parsley chairs the Technical Committee at Kerogen. He has over 40 years’ experience in the oil and gas industry, predominantly at Shell, where he held senior positions including Global Head of Exploration, Head of New Business Ventures, Chief Executive of Shell Syria and Chairman of Shell Australia. He formerly served as a member of the board of Woodside Petroleum Ltd.

Alan graduated from the University of Edinburgh and holds a BSc and a PhD in geology. He was a member of the Court of Heriot Watt University from 2005 to 2011. Alan is a board member of Buried Hill, Pandion and Zennor.

Roy Franklin

Roy Franklin OBE is Chairman of Premier Oil, Deputy Chair of the Board of Directors of Statoil ASA, and a board member of Wood Group (formerly Amec Foster Wheeler PLC). He is the former Chairman of Keller Group PLC, a former member of the Supervisory Board of OMV AG, and former board member of Santos.

A geologist by training, Roy has over 44 years’ experience in the oil and gas industry. He spent 18 years in various exploration and management positions with BP, before leaving to join Clyde Petroleum PLC, where he became Group Managing Director in 1994. He subsequently became CEO of Paladin Resources PLC, a position he held until the company’s sale to Talisman in 2006. Since then he has held various non-executive directorships in resource-related international companies.

Roy graduated from the University of Southampton with a BSc in geology. He was awarded an OBE in recognition of his services to the oil and gas industry, and is a former Chairman of BRINDEX, the industry body that represents UK exploration and production companies. Roy is Chairman of Cuadrilla and Energean Israel.

Lord Mark Malloch-Brown

Lord Mark Malloch-Brown is Chairman of SGO, a technology and consulting services company and a Senior Advisor to Eurasia, the political risk advisory group. He is a peer in the House of Lords and a former Minister in the British Foreign Office with responsibility for Africa, Asia and the United Nations. Prior to that, he served in the United Nations as Deputy Secretary-General and Administrator of the United Nations Development Programme. Before joining the United Nations, he was a Vice President at the World Bank. He has also served as Vice Chairman of the Soros Management Fund and the Soros Open Society Foundation.

Mark graduated with first-class honours in history from the University of Cambridge and completed his post-graduate studies in political science at the University of Michigan. He is an Honorary Fellow of Magdalene College Cambridge, a Distinguished Practitioner at the University of Oxford’s Blavatnik School of Government, an adjunct faculty member of the Academy of Leadership at Chatham House, and a former Visiting Fellow at the Yale Center for the Study of
Globalization. Mark participates on a number of foundation boards, including chairing the International Crisis Group, and formerly chaired the Royal African Society. Mark chairs Kerogen’s ESG Committee.

Natasha Tsukanova
Natasha Tsukanova is the Founder and Managing Director of Xenon Capital Partners, an advisory firm based in Moscow that specialises in the power and energy sectors. She was previously at J.P. Morgan, where she served as Head of Investment Banking in Russia and the CIS and also worked in J.P. Morgan's oil and gas team in London. Prior to J.P. Morgan she worked for the Russian Privatisation Ministry and for Boston Consulting Group in London and Moscow. Natasha has extensive experience working with a wide range of oil and gas companies investing inbound into and outbound from Russia and Central Asia.

Natasha earned MA and PhD degrees in economics from Moscow State University and Harvard, respectively and an MBA (Honours) from INSEAD.

Philip Jackson
Philip Jackson has over 30 years' experience in investments and corporate finance in energy and infrastructure projects. He was the founder and former chief executive of J.P. Morgan Asset Management’s $860 million Asian Infrastructure and Related Resources Opportunity Fund. Philip was with J.P. Morgan (and heritage Jardine Fleming) for over 20 years, leading their power and infrastructure advisory businesses, advising on restructuring, M&A and privatisation. He started his career with the energy team at Ashurst LLP before moving to its client Trafalgar House plc, one of the UK’s leading independent oil and gas companies.

Philip graduated with an MA in law from the University of Cambridge and is a solicitor of the Supreme Court in England.

Philip is a board member of NewAge, Zennor and iGas.
Companies with names matching "KEROGEN"
Click on CIK to view company filings

<table>
<thead>
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<th>CIK</th>
<th>Company</th>
<th>State/Country</th>
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<tbody>
<tr>
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<td>E9</td>
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<td>Kerogen Energy Fund B, L.P.</td>
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<td>Kerogen Energy Fund C (Co-Investment), L.P.</td>
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<td>Kerogen Energy Holdings LLC</td>
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<td>Kerogen Exploration, Inc.</td>
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<td>Kerogen Resource Inc</td>
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<td>E9</td>
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http://www.sec.gov/cgi-bin/browse-edgar
Kerogen’s philosophy is to partner with talented managers with the highest levels of integrity and professionalism and are those which they have had proven success.

ZENNOR PETROLEUM LTD

Initial Investment: August 2015
Geography: Europe

Zennor Petroleum is a private oil and gas company with a focus on the UK North Sea. Zennor has a diversified portfolio of exploration, appraisal, development and production assets.

HURRICANE ENERGY
PLC
Initial Investment: May 2016
Geography: Europe

Hurricane Energy is a UK-based oil and gas company with a specialist focus on hydrocarbon resources in naturally fractured basement reservoirs. Hurricane Energy’s acreage is located on the UK Continental Shelf where the company has made two significant discoveries.

PANDION ENERGY AS
Initial Investment: December 2016
Geography: Europe

Pandion Energy is a private oil and gas company focused on exploration, appraisal and development opportunities on the Norwegian Continental Shelf.

ENERGEAN ISRAEL LIMITED
Initial Investment: December 2016
Geography: Mediterranean
Energean Israel is focused on the development of the Karish and Tanin gas fields located offshore Israel in the Levantine Basin, a region containing some of the largest global gas discoveries in recent years.

IDEOL SA

Initial Investment: June 2018
Geography: Europe and Asia

Ideol is a privately held provider of floating foundations to the offshore wind industry, based in France. Ideol's patented floating foundation designs and technologies are currently being deployed in leading offshore floating wind demonstrator projects located in France and Japan.

NEW AGE LIMITED

Initial Investment: January 2012
Geography: Sub-Saharan Africa

NewAge is a private oil and gas company with a regional focus in Sub-Saharan Africa. The company has a diversified portfolio of exploration, appraisal, development
and production assets, including a number of world-class discoveries.

M12 INVESTMENT LIMITED

Initial Investment: January 2012
Geography: Sub-Saharan Africa

M12 is a co-investment with NewAge in its flagship Marine XII licence. ENI, the operator and joint venture partner, estimated gross oil and gas-in-place in Marine XII to be 5.8 billion barrels of oil equivalent.

BURIED HILL ENERGY PUBLIC COMPANY LIMITED

Initial Investment: June 2012
Geography: Central Asia

Buried Hill is a privately-owned upstream oil and gas company with a world-class asset in the Caspian Sea – the Serdar oil field located in Block III offshore Turkmenistan.
TWINZA OIL LIMITED

Initial Investment: March 2014
Geography: Australasia

Twinza is a privately-owned oil and gas company focused on the Australasia region. The company has an attractive portfolio underpinned by majority owned and operated assets in Papua New Guinea and Australia.

HKN HOLDING LIMITED

Initial Investment: April 2014
Geography: MENA

HKN is a privately-owned holding company of HKN Energy, a subsidiary of US-based Hillwood International Energy. HKN Energy operates the Sarsang block in Kurdistan in which it has made two world-class oil discoveries. The partners in the block include Maersk Oil and Marathon Oil.
Established in 2007, Kerogen Capital is an independent private equity firm specialising in the international oil and gas sector. Kerogen manages assets across multiple funds.

We currently manage Kerogen Energy Fund L.P., Kerogen Energy Fund II L.P. and related funds. Kerogen Capital’s investor base includes leading endowments, foundations, pension funds, insurance companies, fund of funds, institutional investors, and family offices. The management team is based in Hong Kong and London, and comprises experienced professionals with investment, fund administration, and oil and gas industry.

http://www.kerogencap.com/who-we-are/
$2bn Funds Managed

3 Fund Vintages
Kerogen Holding Limited

Kerogen Holding Limited is a foreign entity serving as Sole Member for Kerogen Capital (Asia) Limited, a private equity company. Kerogen Holding Limited has an ownership stake in Kerogen Capital (Asia) Limited of more than 75%.

**Kerogen Holding Limited**

**Full Name:** Kerogen Holding Limited

**Company:** Kerogen Capital (Asia) Limited

**Industry:** Private Equity

**Position:** Sole Member

**Ownership Type:** Foreign Entity

**Date Status Acquired:** 03/01/2011

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Employment Details

Company/Fund Name: Kerogen Capital (Asia) Limited

Address: 4802 Cheung Kong Centre, 2 Queen’S Road Central, Hong Kong, China

Phone: 852 2127 3000

Fax: 852 2127 3008

Website:

Kerogen Holding Limited has been Sole Member of Kerogen Capital (Asia) Limited since 2011.

Back to employee search
Blue Sky Digital Outdoor Advertising Fund – Fund Data
Arboretum Ventures Iv, LP – Fund Data
Ds Spv No.1 L.P. – Fund Data
Sarasin Ie Global Equity Opportunities (Usd) – Fund Data
Themelios Ventures li-A, L.P. – Fund Data

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Marketing to Hedge Funds
Private Funds
Uncategorized

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7 Keys To Marketing to Hedge Funds

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• Marketing to Hedge Funds
• Private Funds
• Uncategorized

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• Vip Holdings Recap, LLC – Fund Data...

• Triton Fund II No2 L.P. – Fund Data...
Kerogen Capital (Asia) Limited

Kerogen Capital (Asia) is a private equity company based in Hong Kong, China. They have less than $150 million in assets under management and operate 11 private funds. You can view more information on Kerogen Capital (Asia) including private fund info, contact info, top management and executives, website, email addresses, and more below:

Contact Details for Kerogen Capital (Asia)

Kerogen Capital (Asia) Limited
4802 Cheung Kong Centre
2 Queen'S Road Central
Hong Kong
China

Phone: 852 2127 3000
Fax: 852 2127 3008
Overview of Kerogen Capital (Asia)

Org. Type:

Registration Country:

SEC#: 802-77159

Org#: 164934

Legal Issues: No legal issues reported

Company Type: Private Equity


Ownership/Leadership of Kerogen Capital (Asia)

<table>
<thead>
<tr>
<th>Kerogen Holding Limited</th>
<th>Sole Member</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ivor Raymond Orchard</td>
<td>Director</td>
</tr>
</tbody>
</table>
Kerogen Holding II Limited
Sole Member

General Counsel

Chief Financial Officer

Kerogen Capital (Asia) Key Stats and Charts

Discretionary AUM: Not Available
Rank: Not available

Total AUM: Less than $150 million
Rank: Not available

# of Accounts: 0
Rank: 929 out of 1975 private equity companies

Average Account Size:
Rank: Not available

# of Employees:
Rank: Not available

# of Private Funds: 11
Rank: 193 out of 1975 private equity companies
Search
Fund Company Search
Employee Search
Private Fund Search

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Arboretum Ventures Iv, LP – Fund Data
Ds Spv No.1 L.P. – Fund Data
Sarasin Ie Global Equity Opportunities (Usd) – Fund Data
Themelios Ventures ii-A, L.P. – Fund Data

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Fund Companies
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7 Keys To Marketing to Hedge Funds
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- Fund Employees
- Marketing to Hedge Funds
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- Triton Fund Ii No2 L.P. - Fund Data...
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Accept Read More
KEROGEN CAPITAL (UK) LIMITED

Company number 07629141

Registered office address
6th Floor 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Company status
Active

Company type
Private limited Company

Incorporated on
10 May 2011

Accounts

Next accounts made up to 31 December 2018
due by 30 September 2019

Last accounts made up to 31 December 2017

Confirmation statement

Next statement date 24 May 2019
due by 7 June 2019

Last statement dated 24 May 2018

Nature of business (SIC)

- 64303 - Activities of venture and development capital companies
- 71122 - Engineering related scientific and technical consulting activities

Previous company names

<table>
<thead>
<tr>
<th>Name</th>
<th>Period</th>
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<tbody>
<tr>
<td>DE FACTO 1860 LIMITED</td>
<td>10 May 2011 - 31 May 2011</td>
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Is there anything wrong with this page?
KEROGEN CAPITAL (UK) LIMITED

Company number 07629141

<table>
<thead>
<tr>
<th>Date</th>
<th>Type</th>
<th>Description</th>
<th>View / Download</th>
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<tbody>
<tr>
<td>14 Jun</td>
<td>AR01</td>
<td>Annual return made up to 10 May 2012 with full list of shareholders</td>
<td>(4 pages)</td>
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<td>06 Jul 2011</td>
<td>AP01</td>
<td>Appointment of Mr Aun Minn Jason Cheng as a director</td>
<td>(3 pages)</td>
</tr>
<tr>
<td>06 Jul 2011</td>
<td>AD01</td>
<td>Registered office address changed from 10 Snow Hill London EC1A 2AL England on 6 July 2011</td>
<td>(2 pages)</td>
</tr>
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<td>06 Jul 2011</td>
<td>TM01</td>
<td>Termination of appointment of Ruth Bracken as a director</td>
<td>(2 pages)</td>
</tr>
<tr>
<td>06 Jul 2011</td>
<td>TM02</td>
<td>Termination of appointment of Travers Smith Secretaries Limited as a secretary</td>
<td>(2 pages)</td>
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<td>TM01</td>
<td>Termination of appointment of Travers Smith Limited as a director</td>
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<tr>
<td>06 Jul 2011</td>
<td>AA01</td>
<td>Current accounting period shortened from 31 May 2012 to 31 December 2011</td>
<td>(3 pages)</td>
</tr>
<tr>
<td>31 May 2011</td>
<td>CERTNM</td>
<td>Company name changed de facto 1860 LIMITED; certificate issued on 31/05/11</td>
<td>(4 pages)</td>
</tr>
<tr>
<td>31 May 2011</td>
<td>CONNOT</td>
<td>Change of name notice</td>
<td>(2 pages)</td>
</tr>
<tr>
<td>10 May 2011</td>
<td>NEWINC</td>
<td>Incorporation</td>
<td>(16 pages)</td>
</tr>
</tbody>
</table>

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Companies House

BETA This is a trial service — your feedback [here](https://www.research.net/r/chbeta) will help us to improve it.

Search for companies or officers

**KEROGEN CAPITAL (UK) LIMITED**

Company number 07629141

- Officers
  - [Persons with significant control](https://beta.companieshouse.gov.uk/company/07629141/persons-with-significant-control)

Filter officers

Current officers

Apply filter

9 officers / 6 resignations

**CHEN, Evan Wai Man**

Correspondence address 6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Role Active Director

Date of birth June 1976

Appointed on 10 October 2012

Nationality Australian

Country of residence Hong Kong

Occupation Private Equity Fund Manager

**KELLY, Roy**

Correspondence address 6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Role Active Director

Date of birth April 1960

Appointed on 10 September 2012

Nationality British

Country of residence United Kingdom

Occupation None

**TUSHAR, Kumar**

Correspondence address 6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Role Active Director

Date of birth June 1978
In accordance with Section 78 of the Companies Act 2006

NM01
Notice of change of name by resolution

A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for
You may use this form to give notice of an unconditional change of name by the company members

What this form is NOT for
You cannot use this form to give notice of a conditional change of name

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 7 6 2 9 1 4 1

Existing company name in full DE FACTO 1860 LIMITED

2 Proposed name

The above company resolved to change the company name to

Proposed name 1 KEROGEN CAPITAL (UK) LIMITED

Please note that the Registrar cannot change the company name until a copy of the resolution has been received

3 Signature

I am signing this form on behalf of the company

Signature

This form may be signed by Director 2, Secretary, Person authorised 3, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager

1 Filling in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

1 Sensitive words
If the proposed name contains sensitive or restricted words or expressions you must provide form NM06 'Request to seek comments of government department or other specified body on change of name' and the appropriate supporting information before the name can be changed

2 Societas Europaea
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

3 Person authorised
Under either section 270 or 274 of the Companies Act 2006
## NM01
Notice of change of name by resolution

### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

**Contact name**: MIRIAM JONES  
**Company name**: TRAVERS SMITH LLP  
**Address**: 10 SNOW HILL

### Important information

Please note that all information on this form will appear on the public record.

### How to pay

A fee of £10 is payable to Companies House in respect of a notice of change of name by resolution.

Make cheques or postal orders payable to 'Companies House'.

### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales**:  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**:  
The Registrar of Companies, Companies House,  
Fourth Floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**:  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R  Belfast 1

### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register
- You have given the proposed name in section 2
- You have attached a copy of the resolution unless previously filed
- You have signed the form
- You have enclosed the correct fee

### Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk
Appointed on 7 December 2016
Nationality Indian
Country of residence United Kingdom
Occupation Investment Director

TRAVERS SMITH SECRETARIES LIMITED
Correspondence address 10 Snow Hill, London, England, EC1A 2AL
Role Resigned Secretary
Appointed on 10 May 2011
Resigned on 31 May 2011

Registered in a European Economic Area What's this?
Placed registered ENGLAND & WALES
Registration number 2132094

BRACKEN, Ruth
Correspondence address 19 Weald Close, Brentwood, Essex, United Kingdom, CM14 4QU
Role Resigned Director
Date of birth September 1951
Appointed on 10 May 2011
Resigned on 31 May 2011
Nationality British
Country of residence United Kingdom
Occupation Administrator

CHENG, Aun Minn Jason
Correspondence address Kerogen Capital(Asia) Limited, Suite 33h/33f Bank Of America Tower, 12 Harcourt Road, Central Hong Kong, China, Hong Kong, 852
Role Resigned Director
Date of birth March 1972
Appointed on 31 May 2011
Resigned on 10 October 2012
Nationality Australian
Country of residence Hong Kong China
Occupation Banker

GEORGE, Anita Anne
Correspondence address 3/F, Empire House, 175 Piccadilly, London, England, W1J 9EN
Role Resigned Director
Date of birth March 1959
Appointed on 1 October 2012
Resigned on 31 December 2016
Nationality British
Country of residence United Kingdom
Occupation Lawyer

TRAVERS SMITH LIMITED
Correspondence address 10 Snow Hill, London, England, EC1A 2AL
Role Resigned Director
Appointed on 10 May 2011
Resigned on 31 May 2011
Registered in a European Economic Area What's this?
Placed registered ENGLAND & WALES
Registration number 2132862

TRAVERS SMITH SECRETARIES LIMITED
Correspondence address 10 Snow Hill, London, England, EC1A 2AL
Role Resigned Director
Appointed on 10 May 2011
Resigned on 31 May 2011
Registered in a European Economic Area What's this?
Placed registered ENGLAND & WALES
Registration number 2132094

Is there anything wrong with this page?
REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017
FOR
KEROGEN CAPITAL (UK) LIMITED
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<td>Statement of Financial Position</td>
<td>7</td>
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<tr>
<td>Statement of Changes in Equity</td>
<td>8</td>
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<tr>
<td>Notes to the Financial Statements</td>
<td>9 to 15</td>
</tr>
</tbody>
</table>
KEROGEN CAPITAL (UK) LIMITED

COMPANY INFORMATION
for the year ended 31 December 2017

DIRECTORS:
R Kelly
E W M Chen
K Tushar

REGISTERED OFFICE:
St Paul's Mall
London
SW1Y 5JH

REGISTERED NUMBER:
07629141 (England and Wales)

AUDITORS:
FKCA Limited
Statutory Auditor
Prospera House
46-48 Rothesay Road
Luton
Bedfordshire
LU1 1QZ
KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07628141)

REPORT OF THE DIRECTORS
for the year ended 31 December 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

PRINCIPAL ACTIVITY
The principal activity of the company in the year under review was to provide advisory services to its fellow subsidiaries.

REVIEW OF BUSINESS
The company has made a profit after taxation of $287,138 (2016: $209,949), the directors are optimistic for the future of the company.

DIRECTORS
The directors who have held office during the period from 1 January 2017 to the date of this report, except as otherwise noted, are as follows:

R Kelly
E W M Chen
K Tushar

PRINCIPAL RISKS AND UNCERTAINTIES
The key risks and the mitigation to those risks which the company was exposed to during the current year are listed below:

Foreign exchange risk
The Company's functional currency is US dollars. Income and sales are expected to be in US dollars, some expenses are incurred in other currencies principally Pounds Sterling. The net exposure of each currency is monitored and managed at a group level.

Credit risk
Credit risk is not material as the company is not exposed to any external borrowings.

Liquidity risk
The liquidity risk of not having sufficient financial resources available to meet obligations as they fall due or to secure such resources only at excessive cost is mitigated by the fact that group undertakings provide financial support as necessary.

FUTURE DEVELOPMENTS AND ECONOMIC RISK
There have not been any significant changes in the Company's principal activity since the year end and the directors are not aware of any likely material changes in the next year.

On 29 March 2017, the United Kingdom (UK) government formally announced that the UK will leave the European Union (EU). The UK government has since begun the process negotiating the terms of the UK's future relationship with the EU. Although it is unknown what those terms will be Brexit may create global economic uncertainty.

At the date of signing these accounts the directors do not foresee any immediate risks crystallising, however, they acknowledge the uncertainty that now exists. The directors will continue to keep this under review.

GOING CONCERN
The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing these financial statements.

TRANSITION TO FRS 101
During the year the company transitioned from Financial Reporting Standard 102 to Financial Reporting Standard 101 and has taken advantage of the disclosure exemptions allowed under this standard. The prior year comparatives have also been restated under the new standards. The company's parent undertaking, Kerogen Holding Limited, was notified of this and did not object to the use of FRS 101 and there were no material recognition or measurement differences arising on the adoption of FRS 101. Further information on the impact can be found in the note 17.
KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

REPORT OF THE DIRECTORS
for the year ended 31 December 2017

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The director is responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. He has general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
The auditors, FKCA Limited, will be deemed to be re-appointed in accordance with Section 487(2) of the Companies Act 2006.

SMALL COMPANIES REGIME
The directors have taken advantage of the small companies exemption under section 414B of the Companies Act 2006 in relation to the preparation of a strategic report.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

K Tushar - Director

Date: 20/1/2018
REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
KEROGEN CAPITAL (UK) LIMITED

Opinion
We have audited the financial statements of Kerogen Capital (UK) Limited (the "company") for the year ended 31 December 2017 on pages six to fifteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:
- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:
- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information
The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.
REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF KEROGEN CAPITAL (UK) LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages two and three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Tara Aldwin ACA (Senior Statutory Auditor)
for and on behalf of FKCA Limited
Statutory Auditor
Prospera House
46-48 Rothsay Road
Luton
Bedfordshire
LU1 1QZ

Date: 20 April 2018
KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2017

<table>
<thead>
<tr>
<th>Notes</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>TURNOVER</td>
<td></td>
<td>4,260,470</td>
</tr>
<tr>
<td>Administrative expenses</td>
<td>(3,869,448)</td>
<td>(3,283,242)</td>
</tr>
<tr>
<td>OPERATING PROFIT</td>
<td>391,022</td>
<td>258,447</td>
</tr>
<tr>
<td>Interest receivable and similar income</td>
<td>242</td>
<td>53</td>
</tr>
<tr>
<td>PROFIT BEFORE TAXATION</td>
<td>391,264</td>
<td>258,500</td>
</tr>
<tr>
<td>Tax on profit</td>
<td>(104,126)</td>
<td>(48,551)</td>
</tr>
<tr>
<td>PROFIT FOR THE FINANCIAL YEAR</td>
<td>287,138</td>
<td>209,949</td>
</tr>
<tr>
<td>OTHER COMPREHENSIVE INCOME</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</td>
<td>287,138</td>
<td>209,949</td>
</tr>
</tbody>
</table>

The notes on pages 9 to 15 form part of these financial statements
KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

STATEMENT OF FINANCIAL POSITION
31 December 2017

<table>
<thead>
<tr>
<th>Notes</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td><strong>FIXED ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tangible assets</td>
<td>7</td>
<td>467,493</td>
</tr>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Receivable</td>
<td>8</td>
<td>1,260,108</td>
</tr>
<tr>
<td>Cash at bank</td>
<td></td>
<td>760,303</td>
</tr>
<tr>
<td><strong>CREDITORS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amounts falling due within one year</td>
<td>9</td>
<td>(1,504,356)</td>
</tr>
<tr>
<td><strong>NET CURRENT ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>516,055</td>
<td>538,151</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS LESS CURRENT LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>983,548</td>
<td>663,704</td>
</tr>
<tr>
<td><strong>PROVISIONS FOR LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(35,048)</td>
<td>(2,342)</td>
</tr>
<tr>
<td><strong>NET ASSETS</strong></td>
<td>948,500</td>
<td>661,362</td>
</tr>
<tr>
<td><strong>CAPITAL AND RESERVES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Called up share capital</td>
<td>12</td>
<td>85,210</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>13</td>
<td>883,290</td>
</tr>
<tr>
<td><strong>SHAREHOLDERS' FUNDS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>948,500</td>
<td>661,362</td>
</tr>
</tbody>
</table>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 20/1/18 and were signed on its behalf by:

K Tushar - Director

The notes on pages 9 to 15 form part of these financial statements
KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2017

<table>
<thead>
<tr>
<th></th>
<th>Called up share capital $</th>
<th>Retained earnings $</th>
<th>Total equity $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at 1 January 2016</td>
<td>85,210</td>
<td>366,203</td>
<td>451,413</td>
</tr>
<tr>
<td>Changes in equity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total comprehensive income</td>
<td>-</td>
<td>209,949</td>
<td>209,949</td>
</tr>
<tr>
<td>Balance at 31 December 2016</td>
<td>85,210</td>
<td>576,152</td>
<td>661,362</td>
</tr>
<tr>
<td>Changes in equity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total comprehensive income</td>
<td>-</td>
<td>287,138</td>
<td>287,138</td>
</tr>
<tr>
<td>Balance at 31 December 2017</td>
<td>85,210</td>
<td>863,290</td>
<td>948,500</td>
</tr>
</tbody>
</table>

The notes on pages 9 to 15 form part of these financial statements.

Page 8
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2017

1. GENERAL INFORMATION
Kerogen Capital (UK) Limited ("the company") is a private company, limited by shares, incorporated and domiciled in England and Wales. The address of its registered office is 50 Pall Mall, London, SW1Y 5JH.

2. ACCOUNTING POLICIES

Basis of preparation
The principal accounting policies applied in the presentation of these financial statements are set out below.

The financial statements contain information about Kerogen Capital (UK) Limited as an individual company. These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101) on the accruals basis of accounting.

The accounting policies set out below have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared under the historical cost convention.

No significant judgements or key assumptions have been made by management in preparing these financial statements.

Disclosure exemptions
The exemptions below require that equivalent disclosures are included in the financial statements of the group in which the entity is consolidated.

The results of the company are included in the consolidated financial statements of Kerogen Holding Limited which are available from Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 45(b) and 48 to 52 of IFRS 2 Share-based Payment;
- the requirements of paragraphs 62, 64(d), 64(e), 64(g), 64(h), 64(i) to 64(m), 64(n)(ii), 64(o)(ii), 64(p), 64(q)(ii), 66 and 67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held for Safe and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 51 to 69 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(a) of IAS 38 Intangible Assets;
  - paragraphs 76 and 78(d) of IAS 40 Investment Property; and
  - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.
2. ACCOUNTING POLICIES - continued

Turnover
Turnover represents amounts receivable from advisory and professional services and is stated after trade discounts and exclusive of Value Added Tax.

Expenses
Expenses are included in the statement of comprehensive income on an accruals basis, net of trade discounts and VAT.

Tangible fixed assets
Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold improvements
Over the term of the lease

Computer equipment
3 years straight line

Furniture and office equipment
5 years straight line

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Current tax
Current tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted at the statement of financial position date.

Deferred tax
Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the statement of financial position date, except for gains on disposals of fixed assets which will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

Foreign currencies
The functional and presentational currency of the company is USD.

Assets and liabilities in foreign currencies are translated into USD at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into USD at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Operating lease agreement
Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

Pensions
The company operates a defined contribution pension scheme. Contributions are charged in the statement of comprehensive income as they become payable in accordance with the rules of the scheme.

Debtors
Short term debtors are measured at transaction price, less any impairment.

Cash and cash equivalents
Cash and cash equivalents include cash in hand and deposits held at call with banks and are subject to an insignificant risk of changes in value.

Creditors
Short term trade creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.
3. TURNOVER

In the year to 31 December 2017, 100% (2016:100%) of the company's turnover was to markets outside of the United Kingdom.

4. EMPLOYEES AND DIRECTORS

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wages and salaries</td>
<td>$2,386,561</td>
<td>$2,217,625</td>
</tr>
<tr>
<td>Social security costs</td>
<td>$314,343</td>
<td>$269,104</td>
</tr>
<tr>
<td>Other pension costs</td>
<td>$3,678</td>
<td>$2,155</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$2,704,582</strong></td>
<td><strong>$2,508,884</strong></td>
</tr>
</tbody>
</table>

The average monthly number of employees during the year was as follows:

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Administrative staff</td>
<td>9</td>
<td>9</td>
</tr>
<tr>
<td>Directors' remuneration</td>
<td>$1,072,633</td>
<td>$666,347</td>
</tr>
</tbody>
</table>

Information regarding the highest paid director is as follows:

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Emoluments etc.</td>
<td>$538,874</td>
<td>$585,834</td>
</tr>
</tbody>
</table>

5. PROFIT BEFORE TAXATION

The profit before taxation is stated after charging/(crediting):

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Depreciation - owned assets</td>
<td>$52,051</td>
<td>$49,593</td>
</tr>
<tr>
<td>Auditors' remuneration</td>
<td>$6,248</td>
<td>$5,940</td>
</tr>
<tr>
<td>Foreign exchange differences</td>
<td>$(9,624)</td>
<td>$61,581</td>
</tr>
<tr>
<td>Other operating leases - land and buildings</td>
<td>$290,381</td>
<td>$164,624</td>
</tr>
<tr>
<td>Loss on disposal of fixed assets</td>
<td>$69,226</td>
<td>-</td>
</tr>
</tbody>
</table>

6. TAXATION

Analysis of tax expense

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current tax:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tax</td>
<td>$65,938</td>
<td>$51,700</td>
</tr>
<tr>
<td>Adjustment to tax charge in respect of previous periods</td>
<td>$5,482</td>
<td>$1,199</td>
</tr>
<tr>
<td>Total current tax</td>
<td>$71,420</td>
<td>$52,899</td>
</tr>
<tr>
<td>Deferred tax provision</td>
<td>$32,706</td>
<td>$(4,348)</td>
</tr>
<tr>
<td>Total tax expense in statement of comprehensive income</td>
<td>$104,126</td>
<td>$48,551</td>
</tr>
</tbody>
</table>
6. TAXATION - continued

Factors affecting the tax expense
The tax assessed for the year is higher (2016 - lower) than the standard rate of corporation tax in the UK. The difference is explained below:

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Profit before income tax</td>
<td>$391,264</td>
<td>$258,500</td>
</tr>
<tr>
<td>Profit multiplied by the standard rate of corporation tax in the UK of 19.250% (2016 - 20%)</td>
<td>$75,318</td>
<td>$51,700</td>
</tr>
<tr>
<td>Effects of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Expenses not deductible for tax purposes</td>
<td>$38,442</td>
<td>-</td>
</tr>
<tr>
<td>Capital allowances in excess of depreciation</td>
<td>(47,822)</td>
<td>-</td>
</tr>
<tr>
<td>Prior year adjustments</td>
<td>$5,482</td>
<td>$1,199</td>
</tr>
<tr>
<td>Deferred tax</td>
<td>$32,706</td>
<td>(4,348)</td>
</tr>
<tr>
<td>Tax expense</td>
<td>$104,126</td>
<td>$48,551</td>
</tr>
</tbody>
</table>

Factors affecting future tax charges
The UK corporation tax rate reduced to 19% from April 2017. The UK government announced a further reduction in the main rate of UK corporation tax to 17% from 1 April 2020. Where these reduced tax rates were enacted at the balance sheet date, they have been reflected in these financial statements as appropriate.

In addition as part of the Finance Act 2017, the UK government has announced that restrictions on interest deductibility and loss relief will be implemented. Draft legislation has been released setting out the new provisions. This may impact the taxable profits of the company as well as the amount of carried-forward losses which can be utilised each year to offset taxable profits.

7. TANGIBLE FIXED ASSETS

<table>
<thead>
<tr>
<th></th>
<th>Improvements to property $</th>
<th>Fixtures and fittings $</th>
<th>Computer equipment $</th>
<th>Totals $</th>
</tr>
</thead>
<tbody>
<tr>
<td>COST</td>
<td>At 1 January 2017</td>
<td>165,834</td>
<td>78,350</td>
<td>122,048</td>
</tr>
<tr>
<td>Additions</td>
<td>400,914</td>
<td>81,281</td>
<td>21,295</td>
<td>503,490</td>
</tr>
<tr>
<td>Disposals</td>
<td>(165,834)</td>
<td>(73,480)</td>
<td>(26,865)</td>
<td>(266,179)</td>
</tr>
<tr>
<td>Contribution towards cost</td>
<td>(18,559)</td>
<td>-</td>
<td>-</td>
<td>(18,559)</td>
</tr>
<tr>
<td>At 31 December 2017</td>
<td>382,355</td>
<td>86,151</td>
<td>96,425</td>
<td>584,934</td>
</tr>
</tbody>
</table>

DEPRECIATION

|                      | At 1 January 2017           | 64,317                  | 63,439               | 112,923 | 240,679 |
| Charge for year      | 25,081                      | 16,603                  | 10,367               | 52,051 |
| Eliminated on disposal | (77,526) | (70,848) | (26,865)             | (175,239) |
| At 31 December 2017  | 11,872                      | 9,194                   | 96,425               | 117,491 |

NET BOOK VALUE

|                      | At 31 December 2017         | 370,483                 | 76,957               | 20,535 | 467,973 |
| At 31 December 2016  | 101,517                     | 14,911                  | 9,125                | 125,553 |
8. RECEIVABLE: AMOUNTS FALLING DUE WITHIN ONE YEAR

<table>
<thead>
<tr>
<th>Description</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amounts owed by group undertakings</td>
<td>515,787</td>
<td>993,012</td>
</tr>
<tr>
<td>Other debtors</td>
<td>553,290</td>
<td>201,397</td>
</tr>
<tr>
<td>VAT</td>
<td>95,604</td>
<td>21,369</td>
</tr>
<tr>
<td>Prepayments</td>
<td>94,427</td>
<td>42,699</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,260,108</td>
<td>1,258,477</td>
</tr>
</tbody>
</table>

Amounts owed by group undertakings are non-interest bearing and repayable on demand.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

<table>
<thead>
<tr>
<th>Description</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trade creditors</td>
<td>70,141</td>
<td>57,891</td>
</tr>
<tr>
<td>Amounts owed to group undertakings</td>
<td>376,949</td>
<td>3,444</td>
</tr>
<tr>
<td>Corporation tax</td>
<td>65,938</td>
<td>52,899</td>
</tr>
<tr>
<td>Social security and other taxes</td>
<td>91,534</td>
<td>57,804</td>
</tr>
<tr>
<td>Other creditors</td>
<td>12,871</td>
<td>11,687</td>
</tr>
<tr>
<td>Accrued expenses</td>
<td>886,923</td>
<td>725,588</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,504,356</td>
<td>909,313</td>
</tr>
</tbody>
</table>

Amounts owed to group undertakings are non-interest bearing and repayable on demand.

10. OPERATING LEASE COMMITMENTS

At 31 December 2017 the company had annual commitments under non-cancellable operating leases as set out below:

<table>
<thead>
<tr>
<th>Expiring</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Within one year</td>
<td>385,475</td>
<td>135,907</td>
</tr>
<tr>
<td>Between one and five years</td>
<td>1,582,982</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,978,457</td>
<td>135,907</td>
</tr>
</tbody>
</table>

The above operating lease commitment is in respect of land and buildings.

11. PROVISIONS FOR LIABILITIES

<table>
<thead>
<tr>
<th>Description</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred tax</td>
<td>35,048</td>
<td>2,342</td>
</tr>
</tbody>
</table>

Deferred tax

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at 1 January 2017</td>
<td>2,342</td>
</tr>
<tr>
<td>Provided during year</td>
<td>32,705</td>
</tr>
<tr>
<td><strong>Balance at 31 December 2017</strong></td>
<td>35,048</td>
</tr>
</tbody>
</table>
12. CALLED UP SHARE CAPITAL

<table>
<thead>
<tr>
<th>Allotted and issued:</th>
<th>Nominal value</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class:</td>
<td>£1</td>
<td>85.210</td>
<td>85.210</td>
</tr>
<tr>
<td>50,002</td>
<td>Ordinary</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

13. RESERVES

Retained earnings

| At 1 January 2017 | £76,152 |
| Profit for the year | 287,138 |
| At 31 December 2017 | 863,290 |

14. RELATED PARTY DISCLOSURES

During the year income of $2,385,680 (2016: $2,626,074) was derived from services provided to Kerogen Capital Limited, a group undertaking of the company. At 31 December 2017 Kerogen Capital (UK) Limited was owed $367,622 (2016: $894,583) by Kerogen Capital Limited.

During the year income of $1,894,780 (2016: $915,815) was derived from services provided to Kerogen Capital II Limited, a group undertaking of the company. At 31 December 2017 Kerogen Capital (UK) Limited owed $112,122 (2016: $3,444) to Kerogen Capital II Limited.

At 31 December 2017 Kerogen Capital (UK) Limited was owed $3 (2016: $3) by Kerogen Holdings Limited, its parent undertaking.

At 31 December 2017 Kerogen Capital (UK) Limited was owed $152 (2016: $59,733) by Kerogen General Partner Limited, a group undertaking of the company.

At 31 December 2017 Kerogen Capital (UK) Limited was owed $123,463 (2016: $68,682) by Kerogen General Partner Limited, a group undertaking of the company.

15. ULTIMATE CONTROLLING PARTY

The immediate and ultimate parent undertaking is Kerogen Holding Limited, a company incorporated in the British Virgin Islands. The address of its registered office is Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

Kerogen Holding Limited is the smallest and largest group of undertakings to consolidate these financial statements as at 31 December 2017. The consolidated financial statements of Kerogen Holding Limited are available from Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

The company is controlled equally by A M J Cheng and I Orchard. A M J Cheng and I Orchard are both directors of the immediate and ultimate parent undertaking, Kerogen Holding Limited.

16. EVENTS SINCE THE REPORTING PERIOD

There were no significant events since the statement of financial position date.
17. FIRST YEAR ADOPTION

This is the first year that the company has presented its results under FRS 101. The last financial statements under FRS 102 Section 1A were for the year ended 31 December 2016. The date of transition was 1 January 2016. Adoption of FRS 101 has not resulted in any changes to the company’s accounts and therefore no reconciliation from the date of transition has been prepared.
Companies House

BETA This is a trial service — your feedback (https://www.research.net/r/beta) will help us to improve it.

- All
- Companies (https://beta.companieshouse.gov.uk/search/companies?q=KEROGEN)
- Officers (https://beta.companieshouse.gov.uk/search/officers?q=KEROGEN)
- Disqualifications (https://beta.companieshouse.gov.uk/search/disqualified-officers?q=KEROGEN)

- KEROGEN CONSULTING LTD (https://beta.companieshouse.gov.uk/company/11222107)

11222107 - Incorporated on 23 February 2018
2 Bedford Road, London, United Kingdom, IG1 1EJ

- KEROGEN INVESTMENTS NO.28A (UK) LIMITED (https://beta.companieshouse.gov.uk/company/10819556)

10819556 - Incorporated on 15 June 2017
6th Floor 50 Pall Mall, London, England, SW1Y 5JH

- KEROGEN INVESTMENTS NO.28B (UK) LIMITED (https://beta.companieshouse.gov.uk/company/11078305)

11078305 - Incorporated on 23 November 2017
6th Floor 50 Pall Mall, London, United Kingdom, SW1Y 5JH

- KEROGEN INVESTMENTS NO.28 (UK) LIMITED (https://beta.companieshouse.gov.uk/company/10595804)

10595804 - Incorporated on 1 February 2017
6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

- KEROGEN OIL & GAS (INTERNATIONAL) LIMITED (https://beta.companieshouse.gov.uk/company/09624119)

09624119 - Incorporated on 4 June 2015
The Old Workshop, 12b Kennerleys Lane, Wilmslow, Cheshire, United Kingdom, SK9 5EQ

- KEROGEN OIL & GAS LTD (https://beta.companieshouse.gov.uk/company/09326871)

09326871 - Dissolved on 16 January 2018
The Old Workshop, 12b Kennerleys Lane, Wilmslow, Cheshire, United Kingdom, SK9 5EQ

- KEROGEN CAPITAL (UK) LIMITED (https://beta.companieshouse.gov.uk/company/07629141)

07629141 - Incorporated on 10 May 2011
6th Floor 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Is there anything wrong with this page?
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM D**  
Notice of Exempt Offering of Securities

### 1. Issuer’s Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001713308</td>
<td>None</td>
<td></td>
</tr>
</tbody>
</table>

**Name of Issuer**  
Kerogen Expansion Fund, L.P.

**Jurisdiction of Incorporation/Organization**  
CAYMAN ISLANDS

**Year of Incorporation/Organization**  
\( \checkmark \) Within Last Five Years (Specify Year) 2017

### 2. Principal Place of Business and Contact Information

**Name of Issuer**  
Kerogen Expansion Fund, L.P.

**Street Address 1**  
Intertrust Corporate Services (Cayman), Limited, 190 Elgin Avenue, George Town

**City**  
Grand Cayman

**State/Province/Country**  
CAYMAN ISLANDS

**ZIP/PostalCode**  
KY1-9005

**Phone Number of Issuer**  
0013459433100

### 3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
</tbody>
</table>

**Street Address 1**  
4802 Cheung Kong Centre

**City**  
Hong Kong

**State/Province/Country**  
HONG KONG

**ZIP/PostalCode**  
None

**Relationship:**  
\( \checkmark \) Director  
Promoter

**Clarification of Response (if Necessary):**

**Director of the General Partner of the Issuer**
Orchard
Street Address 1
4802 Cheung Kong Centre
City
Hong Kong
Relationship: [ ] Executive Officer [ ] Director [ ] Promoter
Clarification of Response (if Necessary):
Director of the General Partner of the Issuer

4. Industry Group

[ ] Agriculture
[ ] Biotechnology
[ ] Health Care
[ ] Retailing
[ ] Banking & Financial Services
[ ] Health Insurance
[ ] Hospitals & Physicians
[ ] Restaurants
[ ] Commercial Banking
[ ] Pharmaceuticals
[ ] Technology
[ ] Insurance
[ ] Other Health Care
[ ] Computers
[ ] Investing
[ ] Real Estate
[ ] Telecommunications
[ ] Investment Banking
[ ] Manufacturing
[ ] Other Technology
[ ] Pooled Investment Fund
[ ] Manufacturing
[ ] Other Travel
[ ] Hedge Fund
[ ] Real Estate
[ ] Travel
[ ] Private Equity Fund
[ ] Commercial
[ ] Airlines & Airports
[ ] Venture Capital Fund
[ ] Construction
[ ] Lodging & Conventions
[ ] Other Investment Fund
[ ] REITS & Finance
[ ] Tourism & Travel Services
[ ] Is the issuer registered as an investment company under the Investment Company Act of 1940?
[ ] Yes [ ] No
[ ] Other Banking & Financial Services
[ ] Residential
[ ] Other

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range
[ ] No Revenues
[ ] No Aggregate Net Asset Value
[ ] $1 - $1,000,000
[ ] $1 - $5,000,000
[ ] $1,000,001 - $25,000,000
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)  X
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)

7. Type of Filing

- X New Notice  Date of First Sale  X First Sale Yet to Occur  Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  X No

9. Type(s) of Securities Offered (select all that apply)

- X Equity  X Pooled Investment Fund Interests
- Debt  Tenant-in-Common Securities
- Option, Warrant or Other Right to Acquire Another Security  Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation
Recipient

(Associated) Broker or Dealer X None

Street Address 1

City

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States X Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount $300,000,000 USD or X Indefinite

Total Amount Sold $0 USD

Total Remaining to be Sold $300,000,000 USD or X Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

0

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD X Estimate

Finders' Fees $0 USD X Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD X Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:
Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice,process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Expansion Fund, L.P.</td>
<td>Ivor Raymond</td>
<td>Ivor Raymond Orchard</td>
<td>Director of the General Partner of the Issuer</td>
<td>2017-07-28</td>
</tr>
</tbody>
</table>

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**
**FORM D**

**Notice of Exempt Offering of Securities**

1. **Issuer's Identity**

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001505828</td>
<td>None</td>
<td>Corporation</td>
</tr>
</tbody>
</table>

- **Name of Issuer**: Kerogen Exploration, Inc.
- **Jurisdiction of Incorporation/Organization**: DELAWARE
- **Year of Incorporation/Organization**: Within Last Five Years (Specify Year) 2010

2. **Principal Place of Business and Contact Information**

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Exploration, Inc.</td>
<td>340 N Sam Houston Pkwy East Suite 249</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
<th>Phone Number of Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Houston</td>
<td>TEXAS</td>
<td>77060</td>
<td>832-202-9586</td>
</tr>
</tbody>
</table>

3. **Related Persons**

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grigg</td>
<td>Murray</td>
<td>W.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>3207 Canna Lily Court</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kingwood</td>
<td>TEXAS</td>
<td>77345</td>
</tr>
</tbody>
</table>

Relationship: X Executive Officer X Director X Promoter

Clarification of Response (if Necessary):

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hietala</td>
<td>Ronald</td>
<td>William</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Last Name</td>
<td>First Name</td>
</tr>
<tr>
<td>-----------</td>
<td>------------</td>
</tr>
<tr>
<td>Fisher</td>
<td>Gary</td>
</tr>
<tr>
<td>Wickens</td>
<td>Jo Ann</td>
</tr>
<tr>
<td>March</td>
<td>Kathryn</td>
</tr>
<tr>
<td>Leyden</td>
<td>Janice</td>
</tr>
<tr>
<td>Sloane</td>
<td>Jerry</td>
</tr>
</tbody>
</table>
17722 Memorial Springs Drive
Tomball
Tomball, TX 77375

Relationship: X Executive Officer □ Director □ Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Sherman Cris
Street Address 1 Street Address 2
11 Scenic Brook
City State/Province/Country ZIP/PostalCode
The Woodlands Texas 77382

Relationship: X Executive Officer □ Director □ Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Reid Hugh
Street Address 1 Street Address 2
1406-6th Street N.W.
City State/Province/Country ZIP/PostalCode
Calgary Alberta, Canada T2M 3E6

Relationship: □ Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Thomas Robert
Street Address 1 Street Address 2
1910 Alana Springs
City State/Province/Country ZIP/PostalCode
Katy Texas 77450

Relationship: □ Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

□ Agriculture □ Banking & Financial Services □ Health Care
□ Biotechnology □ Commercial Banking □ Health Insurance
□ Hospitals & Physicians □ Insurance □ Pharmaceuticals
□ Other Health Care □ Investing □ Retailing
□ Restaurants □ Investment Banking □ Technology
□ Computers □ Pooled Investment Fund □ Telecommunications
□ Manufacturinþ □ Real Estate □ Travel
□ Airlines & Airports

Is the issuer registered as an investment company under
the Investment Company Act of 1940?

- Yes
- No

Other Banking & Financial Services

Business Services

Energy

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td></td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000</td>
<td></td>
<td>$5,000,001 - $25,000,000</td>
</tr>
<tr>
<td>$5,000,001 - $25,000,000</td>
<td></td>
<td>$25,000,001 - $50,000,000</td>
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<tr>
<td>$25,000,001 - $100,000,000</td>
<td></td>
<td>$50,000,001 - $100,000,000</td>
</tr>
<tr>
<td>Over $100,000,000</td>
<td></td>
<td>Over $100,000,000</td>
</tr>
<tr>
<td>Decline to Disclose</td>
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<td>Decline to Disclose</td>
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<tr>
<td>Not Applicable</td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)

- Rule 505
- Rule 506
- Securities Act Section 4(5)
- Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(8)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)
7. Type of Filing

- New Notice
- Date of First Sale: 2010-12-28
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes  No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Pooled Investment Fund Interests
- Debt
- Tenant-in-Common Securities
- Option, Warrant or Other Right to Acquire Another Security
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor: $12,500 USD

12. Sales Compensation

Recipient: Hugh Reid
Recipient CRD Number: None

(Associated) Broker or Dealer: None
(Associated) Broker or Dealer CRD Number: None

Street Address 1: 1406 - 6th Street N.W., Calgary, ALBERTA, CANADA, T2M 3E6
Street Address 2: None

State(s) of Solicitation (select all that apply): All States, Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount: $1,500,000 USD or Indefinite
Total Amount Sold: $162,500 USD
Total Remaining to be Sold: $1,337,500 USD or Indefinite

Clarification of Response (if Necessary):
14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

5

15. Sales Commissions & Finder’s Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $7,500 USD Estimate
Finders’ Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$7,500 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) 0001713284

Previous Names X None

Entity Type

X Limited Partnership

Corporation

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer Kerogen Pandion Co-Investment Fund, L.P.

Jurisdiction of Incorporation/Organization CAYMAN ISLANDS

Year of Incorporation/Organization

X Within Last Five Years (Specify Year) 2017

Over Five Years Ago

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer Kerogen Pandion Co-Investment Fund, L.P.

Street Address 1 Intertrust Corporate Services (Cayman)

Street Address 2 Limited, 190 Elgin Avenue, George Town

City Grand Cayman

State/Province/Country CAYMAN ISLANDS

ZIP/PostalCode KY1-9005

Phone Number of Issuer 0013459433100

3. Related Persons

Last Name Cheng

First Name Jason

Middle Name Aun Minn

Street Address 1 4802 Cheung Kong Centre

Street Address 2 2 Queen's Road Central

City Hong Kong

State/Province/Country HONG KONG

ZIP/PostalCode None

Relationship: X Director

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

https://www.sec.gov/Archives/edgar/data/1713284/000171328417000001/xslFormDX01/primary_doc.xml

1/5
Orchard
Ivor
Raymond

Street Address 1
Street Address 2
4802 Cheung Kong Centre
2 Queen's Road Central

City
State/Province/Country
ZIP/PostalCode
Hong Kong
HONG KONG
None

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):
Director of the General Partner of the Issuer

4. Industry Group

☐ Agriculture
☐ Banking & Financial Services
☒ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☒ Pooled Investment Fund
☒ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
☐ Yes ☑ No

☐ Other Banking & Financial Services

☐ Business Services
☐ Energy
☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

☐ Health Care
☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care

☐ Manufacturing
☐ Real Estate
☐ Commercial
☐ Construction
☐ REITS & Finance
☐ Residential
☐ Other Real Estate

☐ Retailing
☐ Restaurants
☐ Technology
☐ Computers
☐ Telecommunications
☐ Other Technology
☐ Travel
☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel
☐ Other

5. Issuer Size

Revenue Range OR
☐ No Revenues
☐ $1 - $1,000,000
☐ $1,000,001 -

Aggregate Net Asset Value Range
☐ No Aggregate Net Asset Value
☐ $1 - $5,000,000
☐ $5,000,001 - $25,000,000
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii) [X] Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5) [X] Section 3(c)(7)
- Investment Company Act Section 3(c)
- Section 3(c)(1) [X] Section 3(c)(9)
- Section 3(c)(2) [X] Section 3(c)(10)
- Section 3(c)(3) [X] Section 3(c)(11)
- Section 3(c)(4) [X] Section 3(c)(12)
- Section 3(c)(5) [X] Section 3(c)(13)
- Section 3(c)(6) [X] Section 3(c)(14)
- Section 3(c)(1) [X] Section 3(c)(9)
- Section 3(c)(2) [X] Section 3(c)(10)
- Section 3(c)(3) [X] Section 3(c)(11)
- Section 3(c)(4) [X] Section 3(c)(12)
- Section 3(c)(5) [X] Section 3(c)(13)
- Section 3(c)(6) [X] Section 3(c)(14)

7. Type of Filing

- New Notice
- Date of First Sale [X] First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? [X] Yes [No]

9. Type(s) of Securities Offered (select all that apply)

- Equity [X]
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests [X]
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? [No] [X] Yes

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation
Recipient

Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount $300,000,000 USD or Indefinite

Total Amount Sold $0 USD

Total Remaining to be Sold $300,000,000 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

0

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:
• Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

• Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Pandion Co-Investment Fund, L.P.</td>
<td>Ivor Raymond Orchard</td>
<td>Ivor Raymond Orchard</td>
<td>Director of the General Partner of the Issuer</td>
<td>2017-07-28</td>
</tr>
</tbody>
</table>

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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)  Previous Names  Entity Type
0001659806  None  

Name of Issuer
Kerogen Zennor Co-investment Fund I, L.P.

Jurisdiction of Incorporation/Organization
CAYMAN ISLANDS

Year of Incorporation/Organization

- Over Five Years Ago
- X Within Last Five Years (Specify Year) 2015
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
Kerogen Zennor Co-investment Fund I, L.P.

INTERTRUST CORP. SERVICES (CAYMAN) LTD.
190 ELGIN AVE.

GRAND CAYMAN  CAYMAN ISLANDS  KY1-9005  345-943-3100

3. Related Persons

Last Name  First Name  Middle Name
Cheng  Jason  Aun Minn

4802 Cheung Kong Centre  2 Queen's Road Central

HONG KONG  00000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

Last Name  First Name  Middle Name
Orchard Ivor Raymond

Street Address 1 Street Address 2
4802 Cheung Kong Centre 2 Queen's Road Central

City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 00000

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

### 4. Industry Group

- [ ] Agriculture
- [ ] Banking & Financial Services
  - [ ] Commercial Banking
  - [ ] Insurance
  - [ ] Investing
  - [ ] Investment Banking
  - [X] Pooled Investment Fund
    - [ ] Hedge Fund
    - [X] Private Equity Fund
    - [ ] Venture Capital Fund
    - [ ] Other Investment Fund
- [ ] Health Care
  - [ ] Biotechnology
  - [ ] Health Insurance
  - [ ] Hospitals & Physicians
  - [ ] Pharmaceuticals
  - [ ] Other Health Care
  - [ ] Manufacturing
  - [ ] Real Estate
  - [ ] Commercial
  - [ ] Construction
  - [ ] REITS & Finance
  - [ ] Residential
  - [ ] Other Real Estate
  - [ ] Retailing
  - [ ] Restaurants
  - [ ] Technology
  - [ ] Computers
  - [ ] Telecommunications
  - [ ] Other Technology
  - [ ] Travel
  - [ ] Airlines & Airports
  - [ ] Lodging & Conventions
  - [ ] Tourism & Travel Services
  - [ ] Other Travel
  - [ ] Other

- [ ] Business Services
  - [ ] Energy
    - [ ] Coal Mining
    - [ ] Electric Utilities
    - [ ] Energy Conservation
    - [ ] Environmental Services
    - [ ] Oil & Gas
    - [ ] Other Energy

### 5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] No Revenues</td>
<td></td>
<td>[ ] No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 -</td>
<td></td>
<td>$5,000,001 - $25,000,000</td>
</tr>
</tbody>
</table>

https://www.sec.gov/Archives/edgar/data/1659806/000165980615000001/xslFormDX01/primary_doc.xml

2/5
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- X Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
- Section 3(c)(1)
- Section 3(c)(9)
- Section 3(c)(2)
- Section 3(c)(10)
- Section 3(c)(3)
- Section 3(c)(11)
- Section 3(c)(4)
- Section 3(c)(12)
- Section 3(c)(5)
- Section 3(c)(13)
- Section 3(c)(6)
- Section 3(c)(14)
- Section 3(c)(7)

7. Type of Filing

- X New Notice
- Date of First Sale
- X First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  
- Yes  
- X No

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  
- Yes  
- X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation
### Recipient

<table>
<thead>
<tr>
<th>Recipient</th>
<th>Recipient CRD Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>X None</td>
<td>X None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(Associated) Broker or Dealer</th>
<th>(Associated) Broker or Dealer CRD Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>X None</td>
<td>X None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>Street Address 2</th>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/Postal Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>State(s) of Solicitation (select all that apply)</th>
<th>Check “All States” or check individual States</th>
</tr>
</thead>
<tbody>
<tr>
<td>All States</td>
<td>Foreign/non-US</td>
</tr>
</tbody>
</table>

### 13. Offering and Sales Amounts

<table>
<thead>
<tr>
<th>Total Offering Amount</th>
<th>Total Amount Sold</th>
<th>Total Remaining to be Sold</th>
</tr>
</thead>
<tbody>
<tr>
<td>$200,000,000 USD</td>
<td>$0 USD</td>
<td>$200,000,000 USD</td>
</tr>
</tbody>
</table>

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

| 0 |

### 15. Sales Commissions & Finder’s Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

- **Sales Commissions**: $0 USD [Estimate]
- **Finders’ Fees**: $0 USD [Estimate]

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

|$0 USD [Estimate]|

### Clarification of Response (if Necessary):

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests. The total offering amount in this item 13 is the aggregate amount offered by the Issuer and its parallel entity.

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**
In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
</table>

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**FORM D**

**Notice of Exempt Offering of Securities**

### 1. Issuer's Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001659805</td>
<td>None</td>
<td>Corporation</td>
</tr>
</tbody>
</table>

**Name of Issuer**

Kerogen Zennor Co-investment Fund II, L.P.

**Jurisdiction of Incorporation/Organization**

CAYMAN ISLANDS

**Year of Incorporation/Organization**

- [x] Within Last Five Years (Specify Year) 2015
- [ ] Yet to Be Formed
- [ ] Over Five Years Ago

### 2. Principal Place of Business and Contact Information

**Name of Issuer**

Kerogen Zennor Co-investment Fund II, L.P.

**Street Address 1**

INTERTRUST CORP. SERVICES (CAYMAN) LTD.

**City**

GRAND CAYMAN

**State/Province/Country**

CAYMAN ISLANDS

**ZIP/PostalCode**

KY1-9005

**Phone Number of Issuer**

345-943-3100

### 3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
</tbody>
</table>

**Address**

4802 Cheung Kong Centre

**City**

Hong Kong

**State/Province/Country**

HONG KONG

**ZIP/PostalCode**

00000

**Relationship:**

- [x] Director
- [ ] Executive Officer
- [ ] Promoter

**Clarification of Response (if Necessary):**

Director of the General Partner of the Issuer
Orchard Ivor Raymond
Street Address 1 Street Address 2
4802 Cheung Kong Centre 2 Queen's Road Central
City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):
Director of the General Partner of the Issuer

4. Industry Group

☐ Agriculture
☐ Banking & Financial Services
☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☒ Pooled Investment Fund
☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
☐ Yes ☒ No

☐ Other Banking & Financial Services

☐ Business Services
☐ Energy
☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ No Revenues</td>
<td>☐ No Aggregate Net Asset Value</td>
<td></td>
</tr>
<tr>
<td>☐ $1 - $1,000,000</td>
<td>☒ $1 - $5,000,000</td>
<td></td>
</tr>
<tr>
<td>☐ $1,000,001 -</td>
<td>☐ $5,000,001 - $25,000,000</td>
<td></td>
</tr>
</tbody>
</table>
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice
- Date of First Sale
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  

- Yes
- No

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- X Pooled Investment Fund Interests
- Debt
- Tenant-in-Common Securities
- Option, Warrant or Other Right to Acquire Another Security
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  

- Yes
- No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation
Recipient

(Associated) Broker or Dealer None

Street Address 1

City

Recipient CRD Number None

(Associated) Broker or Dealer CRD Number None

Street Address 2

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check “All States” or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount $200,000,000 USD or Indefinite

Total Amount Sold $0 USD

Total Remaining to be Sold $200,000,000 USD or Indefinite

Clarification of Response (if Necessary):

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests. The total offering amount in this item 13 is the aggregate amount offered by the Issuer and its parallel entity.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

[ ]

15. Sales Commissions & Finder’s Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD Estimate

Finders’ Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission
In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
</table>

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 (*NSMIA*) [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.
NOTICE OF EXEMPT OFFERING OF SECURITIES

1. Issuer's Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001586425</td>
<td>None</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Jurisdiction of Incorporation/Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Co-investment Fund II, L.P.</td>
<td>CAYMAN ISLANDS</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year of Incorporation/Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Over Five Years Ago</td>
</tr>
<tr>
<td>X Within Last Five Years (Specify Year)</td>
</tr>
<tr>
<td>Yet to Be Formed</td>
</tr>
</tbody>
</table>

2. Principal Place of Business and Contact Information

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Co-investment Fund II, L.P.</td>
<td>C/O INTERTRUST CORP SVCS (CAYMAN) LTD</td>
<td>190 ELGIN AVENUE</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
<th>Phone Number of Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>GEORGE TOWN, GRAND CAYMAN</td>
<td>CAYMAN ISLANDS</td>
<td>KY1-9005</td>
<td>011-852-2127-3096</td>
</tr>
</tbody>
</table>

3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen General Partner Limited</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>c/o Intertrust Corp Svcs (Cayman) Ltd</td>
<td>190 Elgin Avenue</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
</tr>
</thead>
<tbody>
<tr>
<td>George Town, Grand Cayman</td>
<td>CAYMAN ISLANDS</td>
<td>KY1-9005</td>
</tr>
</tbody>
</table>

Relationship: [ ] Executive Officer [ ] Director [X] Promoter

Clarification of Response (if Necessary): General Partner of Issuer
7/15/2018 SEC FORM D

Orchard Ivor Raymond

Street Address 1 Street Address 2
4802 Cheung Kong Center 2 Queen's Road Central
City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 00000

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Cheng Jason Aun Minn

Street Address 1 Street Address 2
4802 Cheung Kong Center 2 Queen's Road Central
City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 00000

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture
- Banking & Financial Services
- Commercial Banking
- Insurance
- Investing
- Investment Banking
- X Pooled Investment Fund
  - Hedge Fund
  - Private Equity Fund
  - Venture Capital Fund
  - Other Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
  - Yes
  - X No
- Other Banking & Financial Services

- Business Services
- Energy
- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas

- Health Care
- Biotechnology
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care
- Manufacturing
- Real Estate
- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
- Computers
- Telecommunications
- Other Technology
- Travel
- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other
5. Issuer Size

- **Revenue Range OR Aggregate Net Asset Value Range**
  - No Revenues or No Aggregate Net Asset Value
  - $1 - $1,000,000
  - $1,000,001 - $5,000,000
  - $5,000,001 - $25,000,000
  - $25,000,001 - $100,000,000
  - Over $100,000,000
  - X Decline to Disclose
  - Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 505
- Rule 504 (b)(1)(i)
- Rule 506
- Rule 504 (b)(1)(ii)
- Securities Act Section 4(5)
- Rule 504 (b)(1)(iii)
- Investment Company Act Section 3(c)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7)
  - X Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

7. Type of Filing

- X New Notice
- Date of First Sale 2013-08-31
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

- Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- Pooled Investment Fund Interests
- Debt
- Tenant-in-Common Securities
- Option, Warrant or Other Right to Acquire Another Security
- Mineral Property Securities
10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  

Yes [X]  No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

Recipient

Recipient CRD Number [X] None

(Associated) Broker or Dealer [X] None

(Associated) Broker or Dealer CRD Number [X] None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check “All States” or check individual States

All States [ ] Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or [X] Indefinite

Total Amount Sold $50,000,000 USD

Total Remaining to be Sold USD or [X] Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD [ ] Estimate

Finders' Fees $0 USD [ ] Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD [X] Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Co-investment Fund II, L.P.</td>
<td>/s/ Jason Cheng</td>
<td>Jason Cheng</td>
<td>Director of General Partner of Issuer</td>
<td>2013-09-11</td>
</tr>
</tbody>
</table>

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

1. Issuer’s Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001550417</td>
<td>None</td>
<td>X Limited Partnership</td>
</tr>
</tbody>
</table>

Name of Issuer
Kerogen Energy Fund B, L.P.

Jurisdiction of Incorporation/Organization
CAYMAN ISLANDS

Year of Incorporation/Organization
X Within Last Five Years (Specify Year) 2011

2. Principal Place of Business and Contact Information

Name of Issuer
Kerogen Energy Fund B, L.P.

Street Address 1
WALKERS CORPORATE SERVICES LIMITED

Street Address 2
WALKER HOUSE, 87 MARY STREET

City
GEORGE TOWN, GRAND CAYMAN

State/Province/Country
CAYMAN ISLANDS

ZIP/PostalCode
KY1-9005

Phone Number of Issuer
011-852-2127-3096

3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen General Partner Limited</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Street Address 1</td>
<td>Street Address 2</td>
<td></td>
</tr>
<tr>
<td>Walkers Corporate Services Limited</td>
<td>Walker House, 87 Mary Street</td>
<td></td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>George Town, Grand Cayman</td>
<td>CAYMAN ISLANDS</td>
<td>KY1-9005</td>
</tr>
</tbody>
</table>

Relationship: X Promoter

Clarification of Response (if Necessary):

General Partner

https://www.sec.gov/Archives/edgar/data/1550417/000155041012000002/xslFormDX01/primary_doc.xml
Orchard
Street Address 1
Suite 3305, 33/F, Bank of America Tower
City
Hong Kong
Relationship: Executive Officer □ Director □ Promoter

Clarification of Response (if Necessary):

Last Name
First Name
Middle Name
Cheng
Jason
Aun Minn
Street Address 1
Suite 3305, 33/F, Bank of America Tower
City
Hong Kong
Relationship: Executive Officer □ Director □ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture
☐ Banking & Financial Services
☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund
☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
☐ Yes
☐ No

☐ Other Banking & Financial Services

☐ Health Care
☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care
☐ Manufacturing
☐ Real Estate
☐ Commercial
☐ Construction
☐ REITs & Finance
☐ Residential
☐ Other Real Estate

☐ Retailing
☐ Restaurants
☐ Technology
☐ Computers
☐ Telecommunications
☐ Other Technology
☐ Travel
☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel
☐ Other
Environmental Services
Oil & Gas
Other Energy

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td></td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
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<tr>
<td>$1,000,001 - $5,000,000</td>
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<tr>
<td>Over $100,000,000</td>
<td></td>
<td>Over $100,000,000</td>
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<tr>
<td>Decline to Disclose</td>
<td></td>
<td>Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable</td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii) (X)
- Rule 505
- Rule 506 (X)
- Securities Act Section 4(5)
- Investment Company Act Section 3(c) (X)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7) (X)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

7. Type of Filing

- New Notice (X)
- Date of First Sale 2012-07-16
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? 
- Yes (X)
- No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Pooled Investment Fund Interests (X)
10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? [ ] Yes [X] No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $5,000,000 USD

12. Sales Compensation

Recipient: Forbes Private Capital Group
Recipient CRD Number: 122341

(Associated) Broker or Dealer: [X] None
(Associated) Broker or Dealer CRD Number: [X] None

None
Street Address 1: 142 West 57th Street, 12th Fl
City: New York
State/Province/Country: NEW YORK
ZIP/Postal Code: 10019

State(s) of Solicitation (select all that apply): [X] All States [ ] Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount: USD [X] Indefinite
Total Amount Sold: $20,000,000 USD
Total Remaining to be Sold: USD [X] Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 2

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD [X] Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
</table>

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

1. Issuer’s Identity

CIK (Filer ID Number)  Previous Names  Entity Type

0001552689  X None

Name of Issuer
Kerogen Energy Fund C (Co-Investment), L.P.

Jurisdiction of Incorporation/Organization
CAYMAN ISLANDS

Year of Incorporation/Organization
X Within Last Five Years (Specify Year) 2012

2. Principal Place of Business and Contact Information

Name of Issuer
Kerogen Energy Fund C (Co-Investment), L.P.

Street Address 1
C/O WALKERS CORPORATE SERVICES LIMITED

City
GEORGE TOWN, GRAND CAYMAN

State/Province/Country
CAYMAN ISLANDS

ZIP/PostalCode
KY1-9005

Phone Number of Issuer
011-852-2127-3096

3. Related Persons

Last Name  First Name  Middle Name
Kerogen General Partner Limited  N/A

Street Address 1
C/O WALKERS CORPORATE SERVICES LIMITED

City
GEORGE TOWN, GRAND CAYMAN

Street Address 2
WALKER HOUSE, 87 MARY STREET

Relationship:  X Promoter

Clarification of Response (if Necessary):
General Partner
4. Industry Group

- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
    - Hedge Fund
    - Private Equity Fund
    - Venture Capital Fund
    - Other Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
  - Yes
  - No
- Other Banking & Financial Services
- Business Services
  - Energy
    - Coal Mining
    - Electric Utilities
    - Energy Conservation
  - Other
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
  - Manufacturing
  - Real Estate
    - Commercial
    - Construction
    - REITS & Finance
    - Residential
    - Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
  - Other
Environmental Services
Oil & Gas
Other Energy

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td></td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000</td>
<td></td>
<td>$5,000,001 - $25,000,000</td>
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<tr>
<td>$5,000,001 - $25,000,000</td>
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<td>$25,000,001 - $50,000,000</td>
</tr>
<tr>
<td>$25,000,001 - $100,000,000</td>
<td></td>
<td>$50,000,001 - $100,000,000</td>
</tr>
<tr>
<td>Over $100,000,000</td>
<td></td>
<td>Over $100,000,000</td>
</tr>
<tr>
<td>Decline to Disclose</td>
<td></td>
<td>Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable</td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 505
- Rule 504 (b)(1)(i) [X] Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(5) [X] Investment Company Act Section 3(c)
- Rule 504 (b)(1)(iii) Section 3(c)(1) Section 3(c)(7)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

7. Type of Filing

- [X] New Notice Date of First Sale 2012-07-16
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? [X] Yes

9. Type(s) of Securities Offered (select all that apply)

- [X] Equity Pooled Investment Fund Interests
10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  
Yes [X] No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $5,000,000 USD

12. Sales Compensation

Recipient

Recipient CRD Number [X] None

(Associated) Broker or Dealer [X] None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check “All States” or check individual States

All States [ ] Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or [X] Indefinite

Total Amount Sold $26,250,000 USD

Total Remaining to be Sold USD or [X] Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

[ ] 1

15. Sales Commissions & Finder’s Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD [ ] Estimate

Finders’ Fees $0 USD [ ] Estimate

Clarification of Response (if Necessary):
16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD \[\text{X}\] Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund C (Co-Investment), L.P.</td>
<td>/s/ Jason Cheng</td>
<td>Jason Cheng</td>
<td>Director, Kerogen General Partner Limited</td>
<td>2012-07-25</td>
</tr>
</tbody>
</table>

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

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<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001632236</td>
<td>X None</td>
<td></td>
</tr>
</tbody>
</table>

Name of Issuer
Kerogen Energy Fund II (UT Co-Investment), L.P.

Jurisdiction of Incorporation/Organization
CAYMAN ISLANDS

Year of Incorporation/Organization
X Within Last Five Years (Specify Year) 2014

2. Principal Place of Business and Contact Information

Name of Issuer
Kerogen Energy Fund II (UT Co-Investment), L.P.

Street Address 1
INTERTRUST CORP. SERVICES (CAYMAN) LTD.

City
GRAND CAYMAN

State/Province/Country
CAYMAN ISLANDS

ZIP/PostalCode
KY1-9005

Phone Number of Issuer
345-949-4123

3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
</tbody>
</table>

Street Address 1
4802 Cheung Kong Centre, 2 Queen's Road

City
Hong Kong

State/Province/Country
HONG KONG

ZIP/PostalCode
00000

Relationship: X Director

Clarification of Response (if Necessary):
Director of the General Partner of the Issuer
Last Name  
Orchard  
Street Address 1  
4802 Cheung Kong Centre, 2 Queen's Road  
City  
Hong Kong  
Street Address 2

First Name  
Ivor  
State/Province/Country  
HONG KONG  
Relationship:  
Executive Officer  
Promoter

Middle Name  
Raymond  
ZIP/PostalCode  
00000  
Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

- Agriculture
- Banking & Financial Services  
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
- Health Care  
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
  - Manufacturing
  - Real Estate  
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
  - Other
- Business Services  
  - Energy  
    - Coal Mining
    - Electric Utilities
    - Energy Conservation
    - Environmental Services
    - Oil & Gas
    - Other Energy
- Other Banking & Financial Services
- Retailing
- Restaurants
- Technology
- Computers
- Telecommunications
- Other Technology
- Travel  
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
  - Other

5. Issuer Size

- Revenue Range  
  - No Revenues
- OR

- Aggregate Net Asset Value Range  
  - No Aggregate Net Asset Value
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)  
- Rule 504 (b)(1)(ii)  
- Rule 504 (b)(1)(iii)  
- Rule 505  
- Rule 506(b)  
- Rule 506(c)  
- Securities Act Section 4(a)(5)

7. Type of Filing

- New Notice  
- Date of First Sale: 2015-01-30  
- First Sale Yet to Occur  
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  
Yes  
No

9. Type(s) of Securities Offered (select all that apply)

- Equity  
- Debt  
- Option, Warrant or Other Right to Acquire Another Security  
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  
- Pooled Investment Fund Interests  
- Tenant-in-Common Securities  
- Mineral Property Securities  
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  
Yes  
No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $10,000,000 USD
12. Sales Compensation

Recipient
Park Hill Group LLC

Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

Street Address 1
901, Two IFC

Street Address 2
8 Finance Street

City
Hong Kong

State/Province/Country
HONG KONG

ZIP/Postal Code 00000

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

X All States

Foreign/non-US None

13. Offering and Sales Amounts

Total Offering Amount $1,500,000,000 USD or Indefinite

Total Amount Sold $515,755,000 USD

Total Remaining to be Sold $984,245,000 USD or Indefinite

Clarification of Response (if Necessary):
Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $3,006,353 USD X Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):
Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

https://www.sec.gov/Archives/edgar/data/1632236/000163223616000003/xslFormDX01/primary_doc.xml
Clarification of Response (if Necessary):

The general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund II (UT Co-Investment), L.P.</td>
<td>Jason Aun Minn Cheng</td>
<td>Jason Aun Minn Cheng</td>
<td>Director</td>
<td>2016-01-27</td>
</tr>
</tbody>
</table>

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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**FORM D**

Notice of Exempt Offering of Securities

#### 1. Issuer's Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
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</thead>
<tbody>
<tr>
<td>0001632232</td>
<td>None</td>
<td>X Limited Partnership</td>
</tr>
</tbody>
</table>

**Name of Issuer**
Kerogen Energy Fund II B, L.P.

**Jurisdiction of Incorporation/Organization**
CAYMAN ISLANDS

**Year of Incorporation/Organization**
- ☑ Within Last Five Years (Specify Year) 2014
- ☐ Yet to Be Formed

#### 2. Principal Place of Business and Contact Information

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund II B, L.P.</td>
<td>INTERTRUST CORP. SERVICES (CAYMAN) LTD.</td>
<td>190 ELGIN AVE, GEORGE TOWN</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>GRAND CAYMAN</td>
<td>CAYMAN ISLANDS</td>
<td>KY1-9005</td>
</tr>
</tbody>
</table>

#### 3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
</tbody>
</table>

**Street Address 1**
4802 Cheung Kong Centre, 2 Queen's Road

**City**
Hong Kong

**State/Province/Country**
HONG KONG

**ZIP/PostalCode**
00000

**Relationship:**
- ☐ Executive Officer
- X Director
- ☐ Promoter

**Clarification of Response (if Necessary):**

Director of the General Partner of the Issuer
Orchard Ivor Raymond

Street Address 1 Street Address 2
4802 Cheung Kong Centre, 2 Queen's Road

City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 000000

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

---

4. Industry Group

☐ Agriculture
☐ Banking & Financial Services
☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund
☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
[ ] Yes [X] No

☐ Other Banking & Financial Services

☐ Business Services
☐ Energy
☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

☐ Health Care
☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care
☐ Manufacturing
☐ Real Estate
☐ Commercial
☐ Construction
☐ REITS & Finance
☐ Residential
☐ Other Real Estate

☐ Retailing
☐ Technology
☐ Computers
☐ Telecommunications
☐ Travel
☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel
[ ] Other

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range
[ ] No Revenues [ ] No Aggregate Net Asset Value
[ ] $1 - $1,000,000 [ ] $1 - $5,000,000
$1,000,001 - $5,000,000
$5,000,001 - $25,000,000
$25,000,001 - $100,000,000
Over $100,000,000

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice
- Amendment
- Date of First Sale 2015-01-30
- First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $10,000,000 USD
12. Sales Compensation

Recipient
Park Hill Group LLC

Recipient CRD Number
135898

(Associated) Broker or Dealer
X None

(Associated) Broker or Dealer CRD Number
X None

None
Street Address 1
901, Two IFC

City
Hong Kong

State/Province/Country
HONG KONG

ZIP/Postal Code
00000

State(s) of Solicitation (select all that apply)
Check “All States” or check individual States

X All States

13. Offering and Sales Amounts

Total Offering Amount $1,500,000,000 USD or Indefinite

Total Amount Sold $515,755,000 USD

Total Remaining to be Sold $984,245,000 USD or Indefinite

Clarification of Response (if Necessary):
Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

8

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $3,006,353 USD X Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):
Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
Clarification of Response (if Necessary):

The general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund II B, L.P.</td>
<td>Jason Aun Minn Cheng</td>
<td>Jason Aun Minn Cheng</td>
<td>Director</td>
<td>2016-01-27</td>
</tr>
</tbody>
</table>

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D
Notice of Exempt Offering of Securities

1. Issuer's Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001632235</td>
<td>None</td>
<td>Corporation</td>
</tr>
<tr>
<td>Kerogen Energy Fund II Co-investment Fund A, L.P.</td>
<td></td>
<td>Limited Partnership</td>
</tr>
<tr>
<td>CAYMAN ISLANDS</td>
<td></td>
<td>Limited Liability Company</td>
</tr>
<tr>
<td>2014</td>
<td></td>
<td>General Partnership</td>
</tr>
<tr>
<td>2014</td>
<td></td>
<td>Business Trust</td>
</tr>
<tr>
<td>Yet to Be Formed</td>
<td></td>
<td>Other (Specify)</td>
</tr>
</tbody>
</table>

2. Principal Place of Business and Contact Information

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Kerogen Energy Fund II Co-investment Fund A, L.P.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Street Address 1</td>
<td>INTERTRUST CORP. SERVICES (CAYMAN) LTD.</td>
</tr>
<tr>
<td>City</td>
<td>GRAND CAYMAN</td>
</tr>
<tr>
<td>State/Province/Country</td>
<td>CAYMAN ISLANDS</td>
</tr>
<tr>
<td>ZIP/PostalCode</td>
<td>KY1-9005</td>
</tr>
<tr>
<td>Phone Number of Issuer</td>
<td>345-949-4123</td>
</tr>
</tbody>
</table>

3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
<tr>
<td>4802 Cheung Kong Centre, 2 Queen's Road</td>
<td>Street Address 2</td>
<td>Hong Kong</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>Hong Kong</td>
<td>HONG KONG</td>
<td>00000</td>
</tr>
</tbody>
</table>

Relationship: [ ] Executive Officer [X] Director [ ] Promoter

Clarification of Response (If Necessary):
Director of the General Partner of the Issuer
Last Name          First Name         Middle Name
Orchard            Ivor              Raymond
Street Address 1   Street Address 2
4802 Cheung Kong Centre, 2 Queen's Road
City              State/Province/Country      ZIP/PostalCode
Hong Kong                HONG KONG                 00000
Relationship: ☐ Executive Officer ☑ Director ☐ Promoter
Clarification of Response (if Necessary):
Director of the General Partner of the Issuer

4. Industry Group
☐ Agriculture
☐ Banking & Financial Services ☑ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund
☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund
Is the issuer registered as an investment company under the Investment Company Act of 1940?
☐ Yes
☐ No
☐ Other Banking & Financial Services
☐ Business Services
☒ Energy
☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

5. Issuer Size
☐ Revenue Range OR ☐ Aggregate Net Asset Value Range
☐ No Revenues
☐ No Aggregate Net Asset Value

https://www.sec.gov/Archives/edgar/data/1632235/000163223516000001/xslFormDX01/primary_doc.xml
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(8)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

7. Type of Filing

- New Notice
- Date of First Sale 2015-01-30
- Amendment
- First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- X Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $10,000,000 USD
12. Sales Compensation

Recipient
Park Hill Group LLC

Recipient CRD Number
135898

(Associated) Broker or Dealer
X None

(Associated) Broker or Dealer CRD Number
X None

None

Street Address 1
901, Two IFC

Street Address 2
8 Finance Street

City
Hong Kong

State/Province/Country
HONG KONG

ZIP/Postal Code
000000

State(s) of Solicitation (select all that apply)
X All States

Foreign/non-US

Clarification of Response (if Necessary):
Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

13. Offering and Sales Amounts

Total Offering Amount
$1,500,000,000 USD or Indefinite

Total Amount Sold
$515,755,000 USD

Total Remaining to be Sold
$984,245,000 USD or Indefinite

Clarification of Response (if Necessary):
Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions
$3,006,353 USD X Estimate

Finders’ Fees
$0 USD X Estimate

Clarification of Response (if Necessary):
Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

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Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer’s name or other letters or characters adopted or authorized as the signer’s signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
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</thead>
</table>

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**UNited States Securities and Exchange Commission**
Washington, D.C. 20549

**Form D**

**Notice of Exempt Offering of Securities**

1. **Issuer's Identity**

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001632231</td>
<td>X None</td>
<td>Limited Partnership</td>
</tr>
</tbody>
</table>

**Name of Issuer**
Kerogen Energy Fund II, L.P.

**Jurisdiction of Incorporation/Organization**
CAYMAN ISLANDS

**Year of Incorporation/Organization**
- X Within Last Five Years (Specify Year) 2014
- Yet to Be Formed

2. **Principal Place of Business and Contact Information**

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Kerogen Energy Fund II, L.P.</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>190 ELGIN AVE</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
<th>Phone Number of Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>GRAND CAYMAN</td>
<td>CAYMAN ISLANDS</td>
<td>KY1-9005</td>
<td>345-949-4123</td>
</tr>
</tbody>
</table>

3. **Related Persons**

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheng</td>
<td>Jason</td>
<td>Aun Minn</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
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<tbody>
<tr>
<td>4802 Cheung Kong Centre, 2 Queen's Road</td>
<td></td>
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</thead>
<tbody>
<tr>
<td>Hong Kong</td>
<td>HONG KONG</td>
<td>00000</td>
</tr>
</tbody>
</table>

**Relationship:**
- Executive Officer
- Director

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

---

https://www.sec.gov/Archives/edgar/data/1632231/000163223116000003/xslFormDX01/primary_doc.xml
Orchard Ivor Raymond
Street Address 1 Street Address 2
4802 Cheung Kong Centre, 2 Queen's Road
City State/Province/Country ZIP/PostalCode
Hong Kong HONG KONG 00000
Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):
Director of the General Partner of the Issuer

4. Industry Group

☐ Agriculture
☐ Banking & Financial Services
☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund
☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund
Is the issuer registered as an investment company under the Investment Company Act of 1940?
☐ Yes ☐ No
☐ Other Banking & Financial Services

☐ Health Care
☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care
☐ Manufacturing
☐ Real Estate
☐ Commercial
☐ Construction
☐ REITS & Finance
☐ Residential
☐ Other Real Estate
☐ Retailing
☐ Restaurants
☐ Technology
☐ Computers
☐ Telecommunications
☐ Other Technology
☐ Travel
☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel
☐ Other

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range
☐ No Revenues ☐ No Aggregate Net Asset Value
☐ $1 - $1,000,000 ☐ $1 - $5,000,000
6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice Date of First Sale 2015-01-30
- Amendment
- First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
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- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $10,000,000 USD
12. Sales Compensation

Recipient
Park Hill Group LLC

Recipient CRD Number 135898

(Associated) Broker or Dealer CRD Number None

None

Street Address 1
901, Two IFC

Street Address 2
8 Finance Street

City
Hong Kong

State/Province/Country HONG KONG

ZIP/Postal Code 00000

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount $1,500,000,000 USD or Indefinite

Total Amount Sold $515,755,000 USD

Total Remaining to be Sold $984,245,000 USD or Indefinite

Clarification of Response (if Necessary):
Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 9

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $3,006,353 USD Estimate

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https://www.sec.gov/Archives/edgar/data/1632231/000163223116000003/xslFormDX01/primary_doc.xml
Clarification of Response (if Necessary):

The general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signers name or other letters or characters adopted or authorized as the signer’s signature.

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<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund II, L.P.</td>
<td>Jason Aun Minn Cheng</td>
<td>Jason Aun Minn Cheng</td>
<td>Director</td>
<td>2016-01-27</td>
</tr>
</tbody>
</table>

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D
Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) Previous Names Entity Type
0001550410 None Corporation
Kerogen Energy Fund I, L.P. Limited Partnership

Name of Issuer
Kerogen Energy Fund, L.P.

Jurisdiction of Incorporation/Organization
CAYMAN ISLANDS

Year of Incorporation/Organization
Within Last Five Years (Specify Year) 2010

2. Principal Place of Business and Contact Information

Name of Issuer
Kerogen Energy Fund, L.P.

Street Address 1 Street Address 2
C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET

City State/Province/Country ZIP/PostalCode Phone Number of Issuer
GEORGE TOWN, GRAND CAYMAN CAYMAN ISLANDS KY1-9005 011-852-2127-3096

3. Related Persons

Last Name First Name Middle Name
Kerogen General Partner Limited N/A
Street Address 1 Street Address 2
Walkers Corporate Services Limited Walker House, 87 Mary Street

City State/Province/Country ZIP/PostalCode
George Town, Grand Cayman CAYMAN ISLANDS KY1-9005

Relationship: ☐ Executive Officer ☐ Director X Promoter

Clarification of Response (if Necessary):

General Partner
Orchard                          Ivor                                  Raymond
Street Address 1                Street Address 2
Suite 3305, 33/F, Bank of America Tower
12 Harcourt Road
City                            State/Province/Country                ZIP/PostalCode
Hong Kong                       HONG KONG                              00000
Relationship: [ ] Executive Officer [x] Director [ ] Promoter

Clarification of Response (if Necessary):

Last Name                        First Name                              Middle Name
Cheng                            Jason                                   Aun Minn
Street Address 1                Street Address 2
Suite 3305, 33/F, Bank of America Tower
12 Harcourt Road
City                            State/Province/Country                ZIP/PostalCode
Hong Kong                       HONG KONG                              00000
Relationship: [ ] Executive Officer [x] Director [ ] Promoter

Clarification of Response (if Necessary):

4. Industry Group

[ ] Agriculture
[ ] Banking & Financial Services
  [ ] Commercial Banking
  [ ] Insurance
  [ ] Investing
  [ ] Investment Banking
  [x] Pooled Investment Fund
  [ ] Hedge Fund
  [x] Private Equity Fund
  [ ] Venture Capital Fund
  [ ] Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
[ ] Yes       [x] No

[ ] Other Banking & Financial Services
[ ] Health Care
  [ ] Biotechnology
  [ ] Health Insurance
  [ ] Hospitals & Physicians
  [ ] Pharmaceuticals
  [ ] Other Health Care
  [ ] Manufacturing
  [ ] Real Estate
    [ ] Commercial
    [ ] Construction
    [ ] REITS & Finance
    [ ] Residential
    [ ] Other Real Estate

[ ] Retailing
[ ] Restaurants
[ ] Technology
  [ ] Computers
  [ ] Telecommunications
  [ ] Other Technology
[ ] Travel
  [ ] Airlines & Airports
  [ ] Lodging & Conventions
  [ ] Tourism & Travel Services
  [ ] Other Travel
  [ ] Other
Environmental Services

Oil & Gas

Other Energy

### 5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td></td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000</td>
<td></td>
<td>$5,000,001 - $25,000,000</td>
</tr>
<tr>
<td>$5,000,001 - $25,000,000</td>
<td></td>
<td>$25,000,001 - $50,000,000</td>
</tr>
<tr>
<td>$25,000,001 - $100,000,000</td>
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<td>$50,000,001 - $100,000,000</td>
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<tr>
<td>Over $100,000,000</td>
<td></td>
<td>Over $100,000,000</td>
</tr>
<tr>
<td>Decline to Disclose</td>
<td></td>
<td>Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable</td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 505
- Rule 504 (b)(1)(i)
- Rule 506
- Rule 504 (b)(1)(ii)
- Securities Act Section 4(5)
- Rule 504 (b)(1)(iii)
- Investment Company Act Section 3(c)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

### 7. Type of Filing

- New Notice
- Date of First Sale: 2012-07-16
- First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?  Yes [x] No

### 9. Type(s) of Securities Offered (select all that apply)

- Equity
- Pooled Investment Fund Interests
10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  
[ ] Yes  [X] No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor $1,000,000 USD

12. Sales Compensation

Recipient  
Forbes Private Capital Group

Recipient CRD Number [ ] None

(Associated) Broker or Dealer [X] None  
(Associated) Broker or Dealer CRD Number [X] None

None

Street Address 1  
142 West 57th Street, 12th Fl.

Street Address 2

City  
New York

State/Province/Country  
NEW YORK

ZIP/Postal Code  
10019

State(s) of Solicitation (select all that apply)  
[X] All States  [ ] Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD  
[ ] Indefinite

Total Amount Sold  
$148,750,000 USD

Total Remaining to be Sold USD  
[ ] Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

[ ] 7

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions $3,032,248 USD Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Fund, L.P.</td>
<td>/s/ Jason Cheng</td>
<td>Jason Cheng</td>
<td>Director, Kerogen General Partner Limited</td>
<td>2012-07-25</td>
</tr>
</tbody>
</table>

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The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. 
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

1. Issuer’s Identity

CIK (Filer ID Number)  Previous Names  Entity Type

0001556734  X None

Name of Issuer  Kerogen Energy Holdings LLC

Jurisdiction of Incorporation/Organization  DELAWARE

Year of Incorporation/Organization

X Within Last Five Years (Specify Year) 2012

2. Principal Place of Business and Contact Information

Name of Issuer  Kerogen Energy Holdings LLC

Street Address 1  Street Address 2

340 N. SAM HOUSTON PKWY EAST, SUITE 249

City  State/Province/Country  ZIP/PostalCode  Phone Number of Issuer

HOUSTON  TEXAS  77060  (281) 839-2676

3. Related Persons

Last Name  First Name  Middle Name

Grigg  Murray

Street Address 1  Street Address 2

340 N. Sam Houston Pkwy East, Suite 249

City  State/Province/Country  ZIP/PostalCode

Houston  TEXAS  77060

Relationship:  X Executive Officer  X Director  Promoter

Clarification of Response (if Necessary):

Last Name  First Name  Middle Name

Kulpecz  Alex
<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lancaster</td>
<td>John</td>
<td></td>
</tr>
<tr>
<td>Street Address 1</td>
<td>Street Address 2</td>
<td>51st Floor</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>New York</td>
<td>NEW YORK</td>
<td>10019</td>
</tr>
<tr>
<td>Relationship:</td>
<td>Executive Officer</td>
<td>Director</td>
</tr>
</tbody>
</table>

Clarification of Response (if Necessary):

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Staffieri</td>
<td>Brett</td>
<td></td>
</tr>
<tr>
<td>Street Address 1</td>
<td>Street Address 2</td>
<td>51st Floor</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>New York</td>
<td>NEW YORK</td>
<td>10019</td>
</tr>
<tr>
<td>Relationship:</td>
<td>Executive Officer</td>
<td>Director</td>
</tr>
</tbody>
</table>

Clarification of Response (if Necessary):

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sherman</td>
<td>Cris</td>
<td></td>
</tr>
<tr>
<td>Street Address 1</td>
<td>Street Address 2</td>
<td>51st Floor</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>New York</td>
<td>NEW YORK</td>
<td>77060</td>
</tr>
<tr>
<td>Relationship:</td>
<td>Executive Officer</td>
<td>Director</td>
</tr>
</tbody>
</table>

Clarification of Response (if Necessary):

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hietala</td>
<td>Ron</td>
<td></td>
</tr>
<tr>
<td>Street Address 1</td>
<td>Street Address 2</td>
<td>5th Ave. S.W.</td>
</tr>
<tr>
<td>City</td>
<td>State/Province/Country</td>
<td>ZIP/PostalCode</td>
</tr>
<tr>
<td>Calgary</td>
<td>ALBERTA, CANADA</td>
<td>T2P 0M9</td>
</tr>
<tr>
<td>Relationship:</td>
<td>Executive Officer</td>
<td>Director</td>
</tr>
</tbody>
</table>

Clarification of Response (if Necessary):

### 4. Industry Group

https://www.sec.gov/Archives/edgar/data/1556734/000155673412000001/xslFormDX01/primary_doc.xml
Agriculture
Bandking & Financial Services
Commercial Banking
Insurance
Investing
Investment Banking
Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?
[ ] Yes [ ] No

Other Banking & Financial Services
Business Services
Energy
Coal Mining
Electric Utilities
Energy Conservation
Environmental Services
[ ] Oil & Gas
[ ] Other Energy

Health Care
Biotechnology
Health Insurance
Hospitals & Physicians
Pharmaceuticals
Other Health Care
Manufacturing
Real Estate
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

[ ] Retailing
[ ] Restaurants
[ ] Technology
[ ] Computers
[ ] Telecommunications
[ ] Other Technology
[ ] Travel
[ ] Airlines & Airports
[ ] Lodging & Conventions
[ ] Tourism & Travel Services
[ ] Other Travel
[ ] Other

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range
[ ] No Revenues [ ] No Aggregate Net Asset Value
[ ] $1 - $1,000,000 [ ] $1 - $5,000,000
[ ] $1,000,001 - $5,000,000 [ ] $5,000,001 - $25,000,000
[ ] $5,000,001 - $25,000,000 [ ] $25,000,001 - $50,000,000
[ ] $25,000,001 - $100,000,000 [ ] $50,000,001 - $100,000,000
[ ] Over $100,000,000 [ ] Over $100,000,000
[ ] Decline to Disclose [ ] Decline to Disclose
[ ] Not Applicable [ ] Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

[ ] Rule 504(b)(1) (not (i), (ii) or (iii)) [ ] Rule 505
[ ] Rule 504 (b)(1)(i) [ ] Rule 506
[ ] Rule 504 (b)(1)(ii) [ ] Securities Act Section 4(5)
[ ] Rule 504 (b)(1)(iii) [ ] Investment Company Act Section 3(c)
[ ] Section 3(c)(1) [ ] Section 3(c)(9)
7. Type of Filing

- New Notice [X]
- Date of First Sale: 2012-08-15
- First Sale Yet to Occur [ ]
- Amendment [ ]

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes [X] No [ ]

9. Type(s) of Securities Offered (select all that apply)

- Equity [X]
- Pooled Investment Fund Interests [ ]
- Debt [ ]
- Tenant-in-Common Securities [ ]
- Option, Warrant or Other Right to Acquire Another Security [ ]
- Mineral Property Securities [ ]
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security [ ]
- Other (describe) [ ]

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes [X] No [ ]

Clarification of Response (if Necessary):

Kerogen Energy Holdings LLC issued units to one investor as consideration in connection with the acquisition of all the interests of Kerogen Exploration LLC.

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

- Recipient
- Recipient CRD Number: None [X]
- (Associated) Broker or Dealer: None [X]
- (Associated) Broker or Dealer CRD Number: None [X]
- Street Address 1
- Street Address 2
- City
- State/Province/Country
- ZIP/Postal Code
- State(s) of Solicitation (select all that apply)
- Check “All States” or check individual States: All States [ ] Foreign/non-US [ ]

https://www.sec.gov/Archives/edgar/data/1556734/000155673412000001/xslFormDX01/primary_doc.xml
13. Offering and Sales Amounts

Total Offering Amount USD or ☑ Indefinite
Total Amount Sold $26,310,937 USD
Total Remaining to be Sold USD or ☑ Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

3

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD ☑ Estimate
Finders' Fees $0 USD ☑ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD ☑ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kerogen Energy Holdings LLC</td>
<td>/s/ Cris Sherman</td>
<td>Cris Sherman</td>
<td>Senior Vice President and Chief Financial Officer</td>
<td>2012-08-27</td>
</tr>
</tbody>
</table>

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