

OCS-G32306

Current Status PRIMRY

Central Gulf of Mexico

Sale# 206

Sale Date MAR 19, 2008

23-FEB-2010 Record title interest is now held as follows, effective 10/01/2009:

Anadarko E&P Company LP	22.50000 %
Anadarko Petroleum Corporation	2.50000 %
BP Exploration & Production Inc.	65.00000 %
MOEX Offshore 2007 LLC	10.00000 %

23-FEB-2010 Anadarko Petroleum Corporation designates BP Exploration & Production Inc. as operator.
ALL OF BLOCK 252, Mississippi Canyon.

28-APR-2010 Record title interest is now held as follows, effective 04/01/2010:

Anadarko Petroleum Corporation	25.00000 %
BP Exploration & Production Inc.	65.00000 %
MOEX Offshore 2007 LLC	10.00000 %

04-AUG-2010 Placed on continuous production on 04/20/2010.

16-NOV-2010 Held by prior production, production ceased on 07/15/2010.

24-OCT-2011 Record title interest is now held as follows, effective 05/20/2011:

Anadarko Petroleum Corporation	25.00000 %
BP Exploration & Production Inc.	75.00000 %

24-OCT-2011 BP Exploration & Production Inc. designates BP Exploration & Production Inc. as operator.
ALL OF BLOCK 252, Mississippi Canyon.

05-DEC-2011 Record title interest is now held as follows, effective 10/16/2011:

BP Exploration & Production Inc.	100.00000 %
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OCS- G32306

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UNCLASSIFIED

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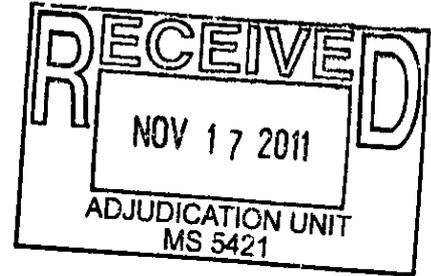


Lisa Knott
Contract Analyst
Gulf of Mexico Deepwater SPU

BP Exploration & Production Inc.
200 Westlake Park Boulevard (WL4 301C)
Houston, Texas 77079
Telephone: 281-366-6772
Facsimile: 281-366-7569
Email: lisa.e.knott@bp.com

November 16, 2011

Ms. Ann Glazner – Mail Stop 5421
BOEMRE
Gulf of Mexico OCS Region
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394



RE: Assignment of Record Title
Mississippi Canyon 252 – OCS-G 32306

Dear Ms. Glazner:

Enclosed please find the following documents:

- One (1) Assignment of Record Title Interest (in duplicate), whereby Anadarko Petroleum Corporation assigns BP Exploration & Production Inc. all of it's 25% WI in the above referenced lease.
- One (1) Designation of Operator - BOEM Form 1123 (in duplicate), whereby BP Exploration & Production Inc. designates BP Exploration & Production Inc. as the operator in the above referenced lease.
- Pay Gov for the Assignment filing fees. There is no need to include a Pay Gov change of Designation of Operator, as the operator did not change.

If you have any questions or need additional information, please call me at (281) 366-6772.

Very truly yours,

Lisa Knott

OCS-G 32306

Lease No.
June 1, 2008

Lease Effective Date

New Lease No. (BOEM Use Only)

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

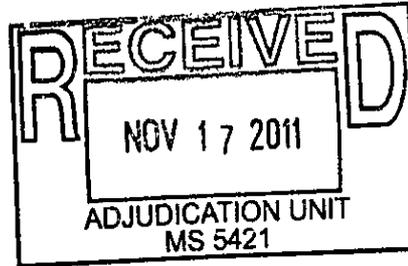
Part A: Assignment

Legal description of the OCS oil and gas lease or the officially designated subdivision of the lease being assigned: All of Block 252, Mississippi Canyon

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

Assignor(s):

Anadarko Petroleum Corporation (00981)



Percentage Interest Conveyed

25.00000%

Assignee(s):

BP Exploration & Production Inc. (02481)

Percentage Interest Received

25.00000%

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

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

For BOEM use only

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

By Susan B Hooper Acting Supervisor, Adjudication Unit DEC 05 2011
Authorized Official for BOEM Title BOEM Approval Date *CPB*

Paperwork Reduction Act of 1995 (PRA) Statement: The PRA (44 U.S.C. 3501 *et seq.*) requires us to inform you that we collect this information to use in the adjudication process involved in leasing and lease operations. BOEM uses the information to track ownership of leases in the Federal OCS. Responses are required to obtain or retain a benefit. Proprietary data are covered under section 26 of the OCSLA, 30 CFR 556.10, and in accordance with regulations in 30 CFR parts 550, 551, and 552. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number. Public reporting burden of this form is estimated to average 30 minutes per response, including the time for reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Comments on the burden estimate or any other aspect of this form should be directed to the Information Collection Clearance Office, Bureau of Ocean Energy Management, 381 Elden Street, Herndon, VA 20170.

Part B: Certification and Acceptance

1. Each Assignor certifies it is the owner of the record title interest in the above-described lease that is hereby assigned to the Assignee(s) specified above.
2. **DEBARMENT COMPLIANCE:** Each Assignor and Assignee certifies its compliance with the Department of the Interior's nonprocurement debarment and suspension regulations at 2 CFR Subtitle B, Part 1400, and agree to communicate the requirement to comply with these regulations to persons with whom it does business related to this record title interest assignment by including the terms of the regulations in its contracts and transactions.
3. **EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION COMPLIANCE CERTIFICATION:** Each Assignor and Assignee certifies that it is in full compliance with Equal Opportunity Executive Order 11246, as amended, and the implementing regulations at 41 CFR 60-01 – Obligations of Contractors and Subcontractors; and 41 CFR 60-2 – Affirmative Action Programs.
4. **QUALIFICATIONS of ASSIGNOR(S) and ASSIGNEE(S):** Each Assignor and Assignee certifies that it: is established and officially recognized by the Bureau of Ocean Energy Management as qualified and authorized to bid on, acquire interests in, and hold OCS oil and gas leases; is exercising and meeting due diligence requirements on any other OCS lease in accordance with section 8 of the OCSLA, as amended (43 U.S.C. 1337(d)); is in good standing with acceptable operating performance as required by 30 CFR §§ 550 and 556; is not disqualified by BOEM from acquiring any new OCS leases or assigned interest(s) in existing leases because of unacceptable operating performance on any other OCS lease; is not failing to meet or exercise due diligence (as determined by BOEM after notice and opportunity for a hearing under 30 CFR part 590, subpart A); and is not restricted from bidding or acquiring interests in the lease or officially designated subdivision, therein, or grouped with any other entities on the restricted joint bidders list.
5. Assignee's execution of this assignment constitutes acceptance of all applicable terms, conditions, stipulations and restrictions pertaining to the lease described herein. Applicable terms and conditions include, but are not limited to, an obligation to conduct all operations on the leasehold in accordance with the terms and conditions of the lease, to condition all wells for proper abandonment, to restore the leased lands upon completion of any operations as described in the lease, and to furnish and maintain bond(s) pursuant to regulations at 30 CFR §§ 550 and 556. This assignment is subject to the Outer Continental Shelf Lands Act of August 7, 1953, 67 Stat. 462; 43 U.S.C. 1331 et seq., as amended (the "Act"), and Assignee(s) is (are) subject to, and shall fully comply with, all applicable regulations now or to be issued under the Act. Notwithstanding any agreement between the Assignor(s) and Assignee(s), the parties' liability to the Bureau of Ocean Energy Management is governed by 30 CFR §§ 550 through 556.

This Assignment of Record Title Interest will be made effective between the parties hereto as of October 16, 2011, upon approval by the Bureau of Ocean Energy Management, United States Department of the Interior.

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

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

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

Assignor Name: Anadarko Petroleum Corporation
Assignor Qualification No. 00981

Assignor Name:
Assignor Qualification No.

By: 
Signatory Name: Jim W. Bryan
Signatory Title: Agent and Attorney-in-Fact

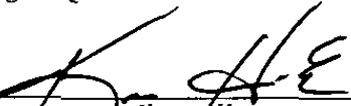
By: _____
Signatory Name:
Signatory Title:

11/2/11
Execution Date

Execution Date

Assignee Name: BP Exploration & Production Inc.
Assignee Qualification No. 02481

Assignee Name:
Assignee Qualification No.

By: 
Signatory Name: Kempor Howe
Signatory Title: Attorney-in-Fact

By: _____
Signatory Name:
Signatory Title:

11/10/11
Execution Date

Execution Date