



BP Exploration & Production Inc.
Gulf of Mexico
200 WestLake Park Boulevard
Houston, Texas 77079

Michael J. Beirne
Offshore Land Negotiator
Phone: 281.366.1634
Fax: 281.366.7569
Email: michael.beirne@bp.com

VIA FACSIMILE (713-532-8510) U.S. MAIL, AND EMAIL

March 29, 2010

MOEX Offshore 2007 LLC
9 Greenway Plaza, Suite 1220
Houston, Texas 77046

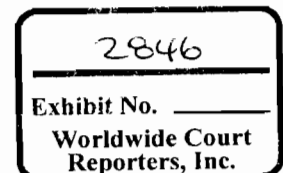
Attention: Naoki Ishii

Re: Second Supplemental AFE #X2-000X8
Mississippi Canyon Block 252 #1 Well
Macondo Prospect
OCS, Gulf of Mexico

Ishii-san,

Reference is made to that certain Macondo Prospect Offshore Deepwater Operating Agreement ("Macondo OA") dated effective October 1, 2009, as amended, among BP Exploration & Production Inc. ("BP"), MOEX Offshore 2007 LLC ("MOEX"), Anadarko E&P Company LP, and Anadarko Petroleum Corporation, covering Mississippi Canyon Block 252. Please note that capitalized terms not otherwise defined herein shall have the meanings set forth in the Macondo OA. Reference is further made to that certain original AFE #X2-000X8 dated August 28, 2009 ("Original AFE") and that certain supplemental AFE dated January 27, 2010 ("First Supplemental AFE").

Pursuant to the Macondo OA, BP, as Operator, hereby submits for MOEX's review and approval an Exploratory Well second supplemental AFE to cover the additional costs to carry out the operations proposed and approved in the Original AFE and First Supplemental AFE for the Mississippi Canyon Block 252 #1 well. This second supplemental AFE in the amount of \$27,000,000 U.S. dollars (gross) represents the estimated additional funds required to finish the operations approved in the Original AFE and First Supplemental AFE. With this second supplemental AFE, the total project costs are now estimated to be \$151,000,000.



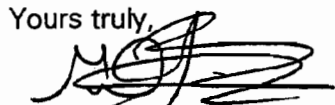
Please be advised that BP elects to participate in this operation as evidenced by our execution of the attached AFE.

As you are aware, the drilling rig is on location, and in accordance with Article 8.6.1 of the Macondo OA, MOEX must make its Election within forty-eight (48) hours of receipt of this AFE. Failure to respond within said period will be deemed an Election not to participate.

To signify MOEX's Election to this second supplemental AFE, please execute and return one (1) copy of the attached AFE to my attention via facsimile at 281-366-7569.

If you have any questions, please do not hesitate to contact me

Yours truly,



Michael J. Beime
Offshore Land Negotiator

Enclosures



SECOND SUPPLEMENTAL AUTHORIZATION FOR EXPENDITURE

SAP NO:	X2-000X8
BP(GOM)	YES BP(GOM)X - Exploration
BP(GOM) COST CENTER	

DATE PREPARED:	3/22/2010	FINANCIAL MEMO NO:	GoM-SPU-FM-2009-57
OPERATOR:	BP	AFE NO:	X2-000X8
LEASE/UNIT/FACILITY:	OCS-G 32306	START DATE:	10/1/2009
LEASE/FAC FLAG ID:	Mississippi Canyon 252	END DATE:	5/1/2010
WELL DESC/NAME/NO:	MC 252 #1	SURFACE LOCATION:	X=1,202,803 Y=10,431,617
WELL FLAG:		BOTTOM HOLE LOC:	X=1,202,803 Y=10,431,617
BUSINESS UNIT:	GOMX	PRPSD TOTAL DEPTH:	19,561' TVD SS*
BP WORKING INTEREST:	65.00%	COUNTY/STATE:	Offshore - GoM/LA
JOINT OPRG AGRMNT NO:		OPERATING FIELD:	Macondo - Wildcat
SAP COST CENTER:		HORIZON:	Miocene (formation/prospect)

CAPITAL	
Project ID:	X2 Exploratory Drilling
Project TYPE:	BB Capital - Exploration Authority
EXP. COMPONENT:	02 Exploration Well Costs
REPLACEMENT ACCOUNTING:	Component Replacement - YES

EXPENSE	
Project ID:	

WELL TYPE If Applicable	
Oil Well	
Exploratory Well	
FIELD TRAIL - Required	
Not A Field Trail	
COFAS Overhead - Required	
Drilling	

PROJECT DESCRIPTION/COMMENTS Macondo (MC252 #1)

This Second Supplemental AFE includes additional funds to finish the drilling, evaluation, and abandonment of the Macondo exploration well as provided in the Original AFE #X2-0008X dated August 28, 2009 and first Supplemental AFE #X2-0008X dated January 27, 2010. The first Supplemental AFE was exceeded due to unexpected lost circulation and well control events resulting in earlier than planned setting of the 15" and 13-5/8" casing strings. The well will now require both the risked contingency liner (11-7/8") and one additional contingency liner (9-7/8") to reach planned TD. Anticipated completion date is May 1, 2010.

*As provided in the Original AFE #X2-0008X dated August 28, 2009.

WORKING INTEREST OWNERS	Initial WI %	Final WI %	WI COST	NOTES
BP et. al.		90.0%	\$24,300,000	
MOEX		10.0%	\$2,700,000	
Total	Total	100%	Total Costs	\$27,000,000

TANGIBLE / INTANGIBLE	DESCRIPTION	ESTIMATED GROSS COST	
		PROJECT / PRODUCER	DRY HOLE
	Previously approved funds by Original AFE	\$ 96,100,000	
	Previously approved funds by first Supplemental AFE	\$ 27,900,000	
	Total Supplemental Amount Requested	\$ 27,000,000	
	TOTAL PROJECT COST	\$ 151,000,000	

PROJECT CONTACTS:	NAME	TITLE	EMAIL	PHONE
	Mark Haffe	Drilling Engineer	Mark.Haffe@bp.com	
	Andreas Kraus	Team Lead - Project Services	andreas.m.kraus@bp.com	

PARTNER APPROVAL: YES _____ NO _____ DATE: _____

COMPANY NAME / NONOPERATOR: MOEX Offshore 2007 LLC

PRINT NAME: _____ TITLE: _____

NOTICE TO NONOPERATOR: Cost shown are estimates only. Nonoperators should not consider these estimates as establishing any limit on the monies which will be required to perform the proposed operation. Overhead will be charged in accordance with the Joint

ADDITIONAL APPROVALS:	PRINT NAME
AFE ORIGINATOR/DRG ENGR:	Mark Haffe
E&A DRILLING TEAM LEADER:	David Sims
HEAD OF FINANCE-EXP:	Xuanwei Liu
PUL GOM EXPLORATION:	Jay Thorsoth
VP GOM EXPLORATION:	David Rainey
DOA (Delegation of Authority)	Verified Yes _____ No: _____
FINANCIAL TREATMENT	Verified Yes _____ No: _____

Form 115 Rev: 11.21.07

SIGNATURE

Initial: _____

Initial: _____

DATE

3/26/10

3/26/2010

3/26/2010

3-26-10

3-26-10

Confirmation Report - Memory Send

Time : 03-29-2010 07:10am
Tel line : 2813667569
Name : BP LAND DEPARTMENT

Job number : 272
Date : 03-29 07:09am
To : 97135328510
Document pages : 003
Start time : 03-29 ~~07:09am~~ ⁸
End time : 03-29 ~~07:10am~~ ⁸
Pages sent : 003
Status : OK

Job number : 272 *** SEND SUCCESSFUL ***



BP Exploration & Production Inc.
Gulf of Mexico
200 Westlake Park Boulevard
Houston, Texas 77079

Michael J. Beirne
Offshore Land Negotiator
Phone: [REDACTED]
Fax: 281.366.7069
Email: michael.beirne@bp.com

VIA FACSIMILE (713-532-8510) U.S. MAIL AND EMAIL

March 29, 2010

MOEX Offshore 2007 LLC
9 Greenway Plaza, Suite 1220
Houston, Texas 77046
Attention: Naoki Ishii

Re: Second Supplemental AFE #X2-000XB
Mississippi Canyon Block 252 #1 Well
Macondo Prospect
OCS, Gulf of Mexico

Ishii-san,

Reference is made to that certain Macondo Prospect Offshore Deepwater Operating Agreement ("Macondo OA") dated effective October 1, 2009, as amended, among BP Exploration & Production Inc. ("BP"), MOEX Offshore 2007 LLC ("MOEX"), Anadarko E&P Company LP, and Anadarko Petroleum Corporation, covering Mississippi Canyon Block 252. Please note that capitalized terms not otherwise defined herein shall have the meanings set forth in the Macondo OA. Reference is further made to that certain original AFE #X2-000XB dated August 28, 2009 ("Original AFE") and that certain supplemental AFE dated January 27, 2010 ("First Supplemental AFE").

Pursuant to the Macondo OA, BP, as Operator, hereby submits for MOEX's review and approval an Exploratory Well second supplemental AFE to cover the additional costs to carry out the operations proposed and approved in the Original AFE and First Supplemental AFE for the Mississippi Canyon Block 252 #1 well. This second supplemental AFE in the amount of \$27,000,000 U.S. dollars (gross) represents the estimated additional funds required to finish the operations approved in the Original AFE and First Supplemental AFE. With this second supplemental AFE, the total project costs are now estimated to be \$151,000,000.