**Operating Agreements**

**AAPL MODEL FORM OF OFFSHORE DEEPWATER OPERATING AGREEMENT**

**AAPL-810 (2007)**

**EXHIBIT K**

Attached to and made a part of this Joint Operating Agreement dated effective by and between

**HEALTH, SAFETY AND ENVIRONMENT ("HSE")**

Health, Safety and Environmental Management Systems

1. HSE Requirements for Operator. Operator shall have an effective Health, Safety & Environmental Management Plan or Policy, in accordance with API 1569, or an equivalent standard, including Operator’s internal policies, for all operations conducted under the Operating Agreement, to which this Exhibit is attached.

2. Overview of Plan for Non-Operators: Upon the written request of any Non-Operator, the Operator will prepare for or include in the Operating Agreement, a sufficient overview of its Health, Safety, and Environmental Management systems to evidence compliance with Paragraph 1 hereof.

3. Operator’s HSE Performance as an Agenda Item: Upon written request, Operator’s HSE performance shall be an agenda item for all meetings of the Parties where such HSE statistical performance as well as ongoing and future HSE improvement initiatives are presented and discussed.

Health, Safety and Environmental Reporting

4. Operator’s Obligation to Notify Non-Operators. The Operator shall notify the Non-Operators in a timely manner after any of the following incidents occur:
   (a) well blowout
   (b) fatalities associated with operations
   (c) major environmental spills
   (d) significant adverse reaction from authorities, media, NGOs or the general public
   (e) loss of production exceeding $10,000,000
   (f) spill of more than five (5) barrels
   (g) release of any toxic gas or gaseous chemical such notification will be followed by a written report.

5. HSE Audits: Upon request of the Non-Operators, the Operator shall provide the copies of any HSE audits conducted of the drilling operations on the subject well.

6. Maintenance and Non-Operator’s Right to HSE Statistics. HSE statistics for activities and operations conducted under the Operating Agreement shall be maintained and be reported to Non-Operators on a monthly basis, in a format to be mutually agreed to by the Parties. HSE statistics are defined as: injuries, Lost Time Injuries, Lost Time Injury Frequency, Reportable Spills, Fires or Incidents of Non-compliance as defined by the Occupational Safety and

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**RATIFICATION AND JOINER OF OPERATING AGREEMENT MACONDO PROSPECT**

WHEREAS, BP Exploration & Production Inc. (“BP”), as Operator, and MOEX Offshore 2007 LLC (“MOEX”), as Non-Operator, are parties to that certain Operating Agreement dated October 1, 2009 (the “Operating Agreement”) covering an offshore Gulf of Mexico block (“Block”) and lease (“Lease”) described on Exhibit “A”, attached hereto and made a part hereof; and

WHEREAS, BP, Anadarko E&P Company LP (“AEP”), and Anadarko Petroleum Corporation (“APC”) executed certain Lease Exchange Agreement dated October 1, 2009, covering the Block and the Lease (the “LEA Agreement”); and

WHEREAS, pursuant to such LEA Agreement, AEP and APC have been assigned, and BP, AEP, and APC have executed, certain Assignments of Record Title Interest (the “Assignments”) dated effective October 1, 2009, ("Effective Time"), covering the Lease; and

WHEREAS, said LEA Agreement and Assignments stipulate that the record title so assigned to AEP and APC in the Lease would be subject to the Operating Agreement; and

WHEREAS, BP, AEP, and APC desire to eliminate any ambiguity as to the applicability of the Operating Agreement governing the Lease.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AEP and APC do hereby ratify, confirm, and adopt as part of the Operating Agreement effective as of the Effective Time, subject to the following working interest ownership percentages of the Lease by BP, MOEX, AEP, and APC:

- BP EXPLORATION & PRODUCTION INC. 66.00%
- MOEX OFFSHORE 2007 LLC 10.00%
- ANADARKO E&P COMPANY LP 22.00%
- ANADARKO PETROLEUM CORPORATION 2.00%

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