

CONSENT ACTION OF THE BOARD OF DIRECTORS


IN LIEU OF A MEETING

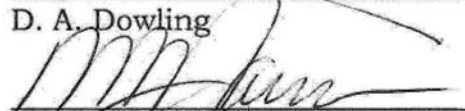
Action by Consent of Directors, BP Exploration & Production Inc., (the "Company") effective September 19, 2008.


We, the undersigned, being all of the Directors of the Company, do hereby waive call, notice, meeting and vote and do hereby consent to, confirm and verify the following corporate action pursuant to authority vested by Delaware Corporation Law, Section 141(f):


DIVIDEND


RESOLVED, that a cash dividend at the rate of \$17,250.00 per share, for an aggregate of \$120,180,750.00, be declared out of surplus of the Company, on all of the issued and outstanding shares of Series A Preferred Stock of this Company, payable on September 30, 2008 to the stockholder of record of the Company's Series A Preferred Stock, BP Products North America Inc.

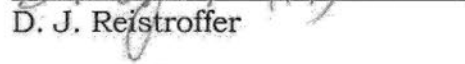

D. A. Dowling

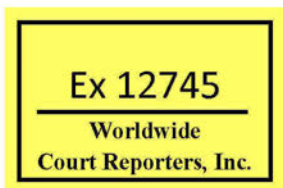

R. H. Jackson


J. E. Klewin

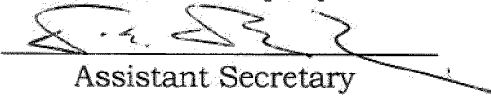

D. A. Plumb


D. J. Reistroffer


S. R. Sawada



I hereby certify that the signatories to the above instrument are, on the date first above mentioned, all of the Directors of the Company.


Assistant Secretary