


BP EXPLORATION & PRODUCTION INC.

Action of the Board of Directors  
by Written Consent in Lieu of a Meeting

The undersigned, collectively constituting all of the members of the Board of Directors of the above-named company, a Delaware corporation, (the "Corporation" or the "Company") hereby waive notice of the time, place and purpose of a meeting of the Board of Directors of said Company and consent to the taking of the following actions without a meeting and hereby adopt the resolutions attached hereto as Exhibit A effective as of December 22, 2009.

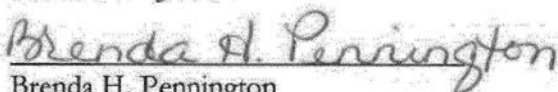
This written consent is given pursuant to Section 141(f) of the General Corporation Law of the State of Delaware. This consent may be executed in any number of counterparts, and all counterparts so executed shall constitute one consent. A facsimile copy of any director's signature on this consent shall be deemed an original signature.

  
\_\_\_\_\_  
Hans F. Boaz

  
\_\_\_\_\_  
Steven L. Bray

\_\_\_\_\_  
Rochelle H. Jackson

\_\_\_\_\_  
Jane E. Klewin

  
\_\_\_\_\_  
Brenda H. Pennington

  
\_\_\_\_\_  
Denise Robertson

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

  
\_\_\_\_\_  
Assistant Secretary

Ex 12752  
Worldwide  
Court Reporters, Inc.

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Assistant Secretary

**EXHIBIT A - RESOLUTIONS  
BOARD OF DIRECTORS OF  
BP EXPLORATION & PRODUCTION INC.**

Effective: December 22, 2009

**Dividend Declaration**

RESOLVED, that the Company hereby declares a dividend in the amount of \$12,000,000,000.00 payable December 22, 2009 to its shareholder of record on December 22, 2009, BP America Production Company.