

CONSENT ACTION OF THE BOARD OF DIRECTORS

IN LIEU OF ANNUAL MEETING

Action by Consent of Directors, BP Exploration & Production Inc., (the "Company") effective June 1, 2009.

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):

Election of Officers

RESOLVED, that the following persons are elected as officers of the Company, to the respective offices designated below, each to serve until their successors are chosen and qualified, or until their earlier resignation or removal:

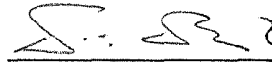
President:	N. Shaw
Vice President and Chief Financial Officer:	T. L. Taylor
Vice President and Deputy Chief Financial Officer:	B. D. Smith
Vice President and General Tax Officer:	J. A. Dietz
Vice President:	F. T. Addison
Vice President:	A. P. Hopwood
Vice President:	J. C. Mutschler
Vice President:	D. I. Rainey
Vice President:	D. J. Reistroffer
Vice President:	S. R. Sawada
Vice President:	K. Wells
Vice President:	K. K. Westall
Vice President:	B. Yilmaz
Vice President:	P. A. Zwart
Tax Officer:	R. A. Cooper
Tax Officer:	B. A. Reynolds
Tax Officer:	D. P. Shallow
Secretary:	D. A. Plumb

Assistant Secretary:	D. A. Dowling
Assistant Secretary:	M. Maestri
Assistant Secretary:	W. T. Mangan
Assistant Secretary:	G. E. Stein
Assistant Secretary:	K. K. Westall
Treasurer:	Michael C. Mroz
Assistant Treasurer:	S. D. Funk
Assistant Treasurer:	P. L. Hanson
Assistant Treasurer:	C. A. Jadowska
Assistant Treasurer:	M. A. Lukas
Assistant Treasurer:	D. A. Martin
Assistant Treasurer:	L. G. Slenk

RESOLVED, that the resignation of T. L. Taylor from the office of Vice President and Chief Financial Officer of the Company, effective June 15, 2009, be and the same is hereby accepted.

FURTHER RESOLVED, that pursuant to Section 142 of the Delaware General Corporation Law, B. D. Smith is hereby removed from the office of Vice President and Deputy Chief Financial Officer, effective June 15, 2009.

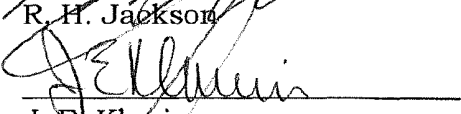
FURTHER RESOLVED, that B. D. Smith is hereby elected to the office of Vice President and Chief Financial Officer of the Company, effective June 15, 2009, to serve until his successor is chosen and qualified, or until his earlier resignation or removal.




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