

UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF
BP EXPLORATION & PRODUCTION INC.
IN LIEU OF A MEETING

Pursuant to the provisions of §141(f) of the General Corporation Law of the State of Delaware, the undersigned directors (the "Directors"), being all of the directors of BP Exploration & Production Inc., a Delaware corporation (hereinafter referred to as the "Company"), do hereby waive notice and do agree, approve and consent in writing to the adoption of the following resolutions with the same force and effect as if adopted at a meeting of the Directors duly called and held on March 24, 2010.

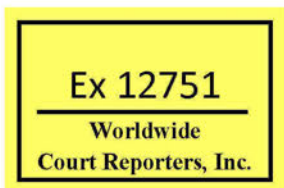
WHEREAS, upon review of and in reliance upon the work product prepared by the officers, employees and agents of the Company or its affiliates, the Directors have determined that there are adequate funds to declare and make a dividend payment on all preferred shares of stock out of the surplus of the Company to BP Products North America Inc. (the "Stockholder").

NOW, THEREFORE, BE IT

RESOLVED, that the Directors have determined it to be in the best interests of the Company and its shareholder for the Company to pay the dividend payment on all preferred shares of stock out of the surplus funds of the Company to BP Products North America Inc..

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 March 31, 2010 to its shareholder of record on March 31, 2010, BP Products North America Inc.

FURTHER RESOLVED, that the officers, employees and agents of the Company and its affiliates are hereby authorized and directed to take such action, execute such documents, and do such things as may be necessary or desirable in order to complete the actions and transactions authorized in the foregoing resolutions.



FURTHER RESOLVED, that this unanimous written consent action may be approved in as many counterparts as may be required, whether transmitted electronically or otherwise, with each electronically transmitted counterpart or other counterpart being an original, and with the same effect as if the approvals of all of the consenting parties below were given as to the same counterpart; and all counterparts shall collectively constitute a single consent action; and

FURTHER RESOLVED, that any lawful act theretofore taken by a person who is an officer, employee or agent of the Company or its affiliates in such capacity in connection with the matters contemplated in the foregoing resolutions be, and it hereby is, in all respects adopted, affirmed, ratified and approved as an act of the Company.

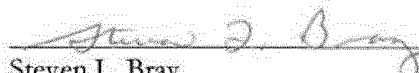
[THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK; SIGNATURE
PAGE FOLLOWS.]

IN WITNESS WHEREOF, this unanimous written consent is approved as of the 24th
day of March, 2010.

Directors:




Hans F. Boas



Steven L. Bray

Rochelle H. Jackson

Jane E. Klewin



Brenda H. Pennington



Denise Robertson

IN WITNESS WHEREOF, this unanimous written consent is approved as of the 24th
day of March, 2010.

Directors:

Hans F. Boas

Steven L. Bray



Rochelle H. Jackson

Jane E. Kewin

Brenda H. Pennington

Denise Robertson

IN WITNESS WHEREOF, this unanimous written consent is approved as of the 24th
day of March, 2010.

Directors:

Hans F. Boas

Steven L. Bray

Rochelle H. Jackson



Jane E. Klewin

Brenda H. Pennington

Denise Robertson