



BP EXPLORATION

BP Exploration (Alaska) Inc.
900 East Benson Boulevard
P.O. Box 196612
Anchorage, Alaska 99519-6612
(907) 561-5111

January 19, 1995

PUBLIC FILE
COPY

Regional Supervisor
U.S. Department of the Interior
Minerals Management Service
949 E. 36th Avenue, Room 603
Anchorage, AK 99508-4302

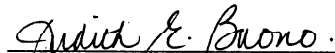
Re: Northstar Unit

Dear Sir:

Pursuant to Article 6 of the Northstar Unit Agreement, enclosed for filing are three fully executed originals of Resignation of Unit Operator and Designation of Successor Operator for the Northstar Unit.

Should you have any questions, please do not hesitate to contact me at 564-5012.

Sincerely,



Judith E. Buono,
Land/Title Analyst

enc.

Received by: 
U.S. Minerals Management Service
Date: JAN 19 1995

NORTHSTAR UNIT
RESIGNATION OF UNIT OPERATOR AND
DESIGNATION OF SUCCESSOR OPERATOR

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This Agreement, entered into this 12th day of January, 1995, among Amerada Hess Corporation ("Amerada"), Shell Frontier Oil & Gas Inc. ("Shell"), Murphy Exploration & Production Company ("Murphy") and BP Exploration (Alaska) Inc. ("BPXA"), hereinafter referred to collectively as the "Parties" or individually as the "Party".

WHEREAS, Amerada is the Operator of the Northstar Unit, Beaufort Sea, Alaska;

AND WHEREAS, Amerada intends to resign as Operator;

AND WHEREAS, BPXA has agreed to succeed Amerada as Unit Operator of the Northstar Unit;

NOW THEREFORE, in consideration of the covenants and agreements herein contained, the Parties agree as follows:

1. Amerada hereby resigns as Operator of the Northstar Unit pursuant to Article 10.002.01 of the Northstar Unit Operating Agreement and Article 5.1 of the Northstar Unit Agreement.
2. The Parties agree that BPXA shall succeed Amerada as Operator of the Northstar Unit.
3. Amerada's resignation and BPXA's succession as Unit Operator shall be effective ("Effective Date") upon approval of the United States Department of the Interior Minerals Management Service Regional Supervisor and the Commissioner of the Department of Natural Resources, State of Alaska. BP Exploration (Alaska) Inc.'s address for notification is:

BP Exploration (Alaska) Inc.
P.O. Box 196612
Anchorage, Alaska 99519-6612
Attention: Land Manager
4. Upon the Effective Date of Amerada's resignation, and in accordance with Article 5.4 of the Northstar Unit Agreement, Amerada relinquishes, if applicable, all wells, artificial islands, installations, devices, records and any other assets used for conducting unit operations.
5. Pursuant to Article 6.1 of the Northstar Unit Agreement, BPXA, as successor, accepts the rights and obligations of the Northstar Unit Operator.

6. This Agreement may be executed as one instrument or in counterparts, no one of which need be executed by all Parties, with the same force and effect as if all Parties had signed the same document.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the date first written above.

AMERADA HESS CORPORATION

By: J.Y. Christopher
J.Y. Christopher
Title: Attorney-in-Fact

SHELL FRONTIER OIL & GAS INC.

By: B.D. Griffin
~~B.K. Garrison~~ B. D. Griffin
Title: Attorney-in-Fact

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MURPHY EXPLORATION & PRODUCTION COMPANY

By: Stephen C. Hurley
Stephen C. Hurley
Title: Vice President

BP EXPLORATION (ALASKA) INC.

By: E.M. Luttrell
E.M. Luttrell
Title: Vice President