



Hilcorp Alaska, LLC

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NOV 17 2014

Regional Director, Alaska OCS
Bureau of Ocean Energy Management
Anchorage, Alaska

Kevin Tabler
Land Manager, Alaska

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November 17, 2014

Mr. David W. Johnston
Alaska Region Director, Leasing and Planning
Bureau of Ocean Energy Management
3801 Centerpoint Drive, Suite 500
Anchorage, AK, 99503-5820

Mr. Mark Fesmire
Alaska OCS Region Director
Bureau of Safety and Environment Enforcement
3801 Centerpoint Drive, Suite 500
Anchorage, AK, 99503-5820

Re: Unit Operator: Northstar Unit and Liberty Unit

Dear Mssrs. Johnston and Fesmire:

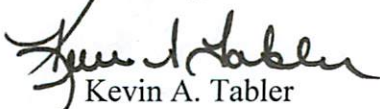
Pursuant to that certain Purchase and Sale Agreement by and among BP Exploration (Alaska) Inc. and Amoco Endicott Pipeline Company (BP), as Sellers and Hilcorp Alaska, LLC (Hilcorp Alaska), as Buyer dated April 16, 2014, Hilcorp Alaska is acquiring certain Working Interest Ownerships in the above referenced Units. Hilcorp Alaska will take over and accept the duties and responsibilities of Operatorship of the Northstar Unit and Liberty Unit effective November 18, 2014.

This notice is provided in conformance with the provisions of the Northstar Unit Agreement, Article 6.1, Successor Unit Operator, and Liberty Unit Agreement, Article 6.1, Successor Unit Operator, and the letters by BP dated November 3 and November 12, 2014.

The address of the Unit Operator for each unit identified above will be as follows:

Hilcorp Alaska, LLC
3800 Centerpoint Drive, Suite 1400
Anchorage, AK 99503
Attn: Land Manager
Telephone: 907-777-8379
Facsimile: 907-777-8580

Sincerely,


Kevin A. Tabler