

**FIRE BOOM REPLACEMENT AGREEMENT**

In accordance with Schedule 3, Part III to the MPA Service Agreement between Marine Spill Response Corporation (MSRC) and BP America Inc. (BP), BP is obligated to replace the MSRC fire boom used during the Deepwater Horizon spill. Per Schedule 3, BP is obligated to compensate MSRC at "replacement cost plus 10% to replace fire boom and ancillary items."

The following five (5) systems of fire boom were used during the Deepwater Horizon response:

- Water Cooled Fire Boom – American Marine – 1000 feet (2 systems of 500 feet)
- Fire Boom – 3M – 500 feet of boom
- Fire Boom – Oil Stop – 1000 feet with guide boom (2 systems of 500 feet)

MSRC hereby conveys and transfers all of its right, title and interest in and to the above listed five (5) fire boom systems to BP.

**These fire boom systems are transferred to BP, and BP accepted the systems, "AS IS, WHERE IS" without representations, warranties or guaranties, express or implied, of any kind or nature whatsoever, including any WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. BP acknowledges and agrees that MSRC was not the manufacturer or supplier of the fire boom systems and shall bear full responsibility for the use and damage to the systems.**

BP will also be responsible for, all third parties charges associated with the response (including, without limitation, the cost of the fire boom systems used during the response).

As to replacement of the five (5) fire boom systems:

If MSRC were to purchase new fire boom systems (including reels and ancillary equipment) for replacement of the five (5) fire boom systems, MSRC and BP agree that the replacement cost of the newly manufactured fire boom systems (including reels and ancillary equipment) is subject to MSRC's inspection and approval, and subject to a mutually agreed upon transfer date.

MSRC

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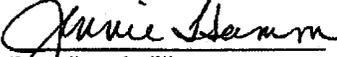
BP will also be responsible for, and agrees to reimburse MSRC for, any and all third parties charges associated with the five (5) fire boom systems used during the response (including, without limitation, shipping, handling and deployment costs for the fire boom systems used during the response).

As to replacement of the five (5) fire boom systems used in the response:

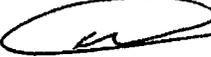
If MSRC were to purchase new fire boom systems, it would purchase five (5) new 500 foot systems (including reels and ancillary systems) from Elastec Fire Boom Systems. In lieu of purchasing these new fire boom systems and billing BP for the replacement cost, MSRC and BP agree to transfer title from BP to MSRC for five (5) of the newly manufactured Elastec Marine Hydro Fire Boom Systems (including reels and ancillary equipment) recently purchased by BP. Such transfer is subject to MSRC's inspection and acceptance of the five systems, and subject to a mutually agreed upon transfer date.

BP will be responsible for any applicable sales or other taxes on this boom transfer, as well as any other third party charges or costs. BP agrees to reimburse MSRC for any third party charges incurred by MSRC (including, without limitation, shipping charges to MSRC locations designated by MSRC) plus 10%. However, the 10% mark up will not apply to the Fire Boom Systems themselves as they are being transferred from BP.

Marine Spill Response Corporation  
220 Spring Street, Ste 500  
Herndon, VA 20170

 9/21/10  
By: Jennie Hamm  
Contracts & Tax Manager

BP America, Inc.

 9/21/10  
By: Thomas Cleveland  
Title: Containment Boom Team Lead