

ANADARKO PETROLEUM CORPORATION

1201 LAKE ROBBINS DRIVE • HOUSTON, TEXAS 77260

P.O. BOX 1330 • HOUSTON, TEXAS 77251-1300

NICHOLAS G. HUCH
LAND - GULF OF MEXICO
PHONE: 832-636-3018
EMAIL: nick.huch@anadarko.com



March 30, 2010

VIA FAX, EMAIL AND
OVERNIGHT MAIL DELIVERY

BP Exploration & Production Inc.
200 Westlake Park Blvd.
Houston, TX 77079

Attention: Mr. Mike Beirne

Re: Second Supplement to BP's AFE No. X2-000X8
OCS-G 32306 (MC 252) No. 1 Well
Macondo Prospect
Gulf of Mexico

Gentlemen,

Attached is the captioned Second Supplemental AFE to BP's AFE No. X2-000X8 in the gross amount of \$27,000,000 which has been signed by Anadarko E&P and Anadarko Petroleum (collectively "Anadarko") evidencing Anadarko's election to participate with its 25% working interest in the continued drilling of the Mississippi Canyon 252 No. 1 Well to test the Macondo Prospect.

Very truly yours,

A handwritten signature in black ink, appearing to read "Nick Huch".

Nicholas G. Huch

Enclosure (Signed Second Supplemental AFE No. X2-000X8)

EXHIBIT #

1521

WIT: O'Donnell

CONFIDENTIAL

ANA-MDL-000030687



BP Exploration & Production Inc.
Gulf of Mexico
200 WestLake Park Boulevard
Houston, Texas 77079

Michael J. Beirne
Offshore Land Negotiator
Phone: 281.366.1634
Fax: 281.366.7569
Email: michael.beirne@bp.com

VIA FACSIMILE (832-636-8059) U.S. MAIL, AND EMAIL

March 29, 2010

Anadarko E&P Company LP
1201 Lake Robbins Dr.
The Woodlands, TX 77380
Attention: Jim Bryan

Anadarko Petroleum Corporation
1201 Lake Robbins Dr.
The Woodlands, TX 77380
Attention: Jim Bryan

Re: Second Supplemental AFE #X2-000X8
Mississippi Canyon Block 252 #1 Well
Macondo Prospect
OCS, Gulf of Mexico

Gentlemen:

Reference is made to that certain Macondo Prospect Offshore Deepwater Operating Agreement ("Macondo OA") dated effective October 1, 2009, as amended, among BP Exploration & Production Inc. ("BP"), MOEX Offshore 2007 LLC, Anadarko E&P Company LP ("AEP"), and Anadarko Petroleum Corporation ("APC"), covering Mississippi Canyon Block 252. Please note that capitalized terms not otherwise defined herein shall have the meanings set forth in the Macondo OA. Reference is further made to that certain original AFE #X2-000X8 dated August 28, 2009 ("Original AFE") and that certain supplemental AFE #X2-000X8 dated January 27, 2010 ("First Supplemental AFE").

Pursuant to the Macondo OA, BP, as Operator, hereby submits to each AEP and APC for their review and approval, an Exploratory Well second supplemental AFE to cover the additional costs to carry out the operations proposed and approved in the Original AFE and First Supplemental AFE for the Mississippi Canyon Block 252 #1 well. This

second supplemental AFE in the amount of \$27,000,000 U.S. dollars (gross) represents the estimated additional funds required to complete the operations approved in the Original AFE and First Supplemental AFE. With this second supplemental AFE, the total project costs are now estimated to be \$151,000,000.

Please be advised that BP elects to participate in this operation as evidenced by our execution of the attached AFE.

As you are aware, the drilling rig is on location, and in accordance with Article 8.6.1 of the Macondo OA, AEP and APC must each make their Elections within forty-eight (48) hours of receipt of this AFE. Failure to respond within said period will be deemed an Election not to participate.

To signify AEP's and APC's Elections to this second supplemental AFE, please execute and return one (1) copy of the attached AFE in the designated spaces, for each AEP and APC, to my attention via facsimile at 281-366-7569.

If you have any questions, please do not hesitate to contact me

Yours truly


Michael J. Beirne
Offshore Land Negotiator

Enclosures



SECOND SUPPLEMENTAL AUTHORIZATION FOR EXPENDITURE

DATE PREPARED: 3/22/2010 FINANCIAL MEMO NO: GoM-SPU-FW-2009-57
OPERATOR: BP AFE NO: X2-000X8
LEASE/UNIT/FACILITY: OCS-G 32306 START DATE: 10/1/2009
LEASE/FAC FLAG ID: Mississipp Canyon 252 END DATE: 5/1/2010
WELL DESC/NAME/NO: MC 252 #1 SURFACE LOCATION: X=1,202,803
Y=10,431,617
WELL FLAG: BOTTOM HOLE LOC: X=1,202,803
Y=10,431,617
BUSINESS UNIT: GOMX PRPSD TOTAL DEPTH: 19,561' TVD SS*
BP WORKING INTEREST: 65.00% COUNTY/STATE: Offshore - GoM/LA
JOINT OPRTR AGRMNT NO: OPERATING FIELD: Macondo - Wildcat
SAP COST CENTER: HORIZON: Miocene
(formation/prospect)

SAP NO	X2-000X8
ROOM	YES (GOMX) - Exploration
ROOM COST CENTER	

CAPITAL	
Project ID	X2 Exploratory Drilling
Project TYPE	08 Capital - Exploration Activity
CRK/2/PIN/EST	02 Exploration and Eval
REPLACEMENT ACCOUNTING	Component Replacement - YES

EXPENSE	
Project ID	

WELL TYPE - If Applicable	
OWNI	Exploratory Well
FIELD TRIAL	Required
Not A Field Trial	
COMPAS Outburst	Required
Drilling	

PROJECT DESCRIPTION/COMMENTS: Macondo (MC252 #1)
This Second Supplemental AFE includes additional funds to finish the drilling, evaluation, and abandonment of the Macondo exploration well as provided in the Original AFE #X2-000X8 dated August 28, 2009 and first Supplemental AFE #X2-000X8 dated January 27, 2010. The first Supplemental AFE was exceeded due to unexpected lost circulation and well control events resulting in earlier than planned setting of the 16" and 13-5/8" casing strings. The well will now require both the risked contingency liner (11-7/8") and one additional contingency liner (9-7/8") to reach planned TD. Anticipated completion date is May 1, 2010.
*As provided in the Original AFE #X2-000X8 dated August 28, 2009.

Working Interest OWNERS	Initial WI %	Final WI %	WI COST	NOTES
BP, et al.		75.0%	\$20,250,000	
Anadarko E&P Company LP		22.5%	\$6,075,000	
Anadarko Petroleum Corporation		2.5%	\$675,000	
			\$0	
Total	Total	100%	Total Costs	\$27,000,000

TANGIBLE / INTANGIBLE	DESCRIPTION	ESTIMATED GROSS COST
	Previously approved funds by Original AFE	\$ 96,100,000
	Previously approved funds by first Supplemental AFE	\$ 27,900,000
	Total Supplemental Amount Requested	\$ 27,000,000
	TOTAL PROJECT COST	\$ 151,000,000

PROJECT CONTACTS:	NAME	TITLE	EMAIL	PHONE
	Mark Haffa	Drilling Engineer	Mark.Haffa@bp.com	281-365-4122
	Andrea Kraus	Team Lead - Project Services	andrea.m.kraus@bp.com	281-365-4763

NOTICE TO NONOPERATOR Cost shown are estimates only. Nonoperators should not consider these estimates as establishing any limit on the monies which will be required to perform the proposed operation. Overhead will be charged in accordance with the Joint

PARTNER APPROVAL: YES ☒ NO ☐ DATE: 3/30/10
COMPANY NAME / NONOPERATOR: Anadarko E&P Company LP
PRINT NAME: [Signature] TITLE: VP Exploration
PARTNER APPROVAL: YES ☒ NO ☐ DATE: 5/30/10
COMPANY NAME / NONOPERATOR: Anadarko Petroleum Corporation
PRINT NAME: [Signature] TITLE: VP Exploration

ADDITIONAL APPROVALS

PRINT NAME	SIGNATURE	DATE
Mark Haffa	[Signature]	3/26/10
David Smith	[Signature]	3/26/2010
James Lee	[Signature]	3/26/2010
Jay Thomas	[Signature]	3-26-10
David Roney	[Signature]	3-26-10

DOA (Delegation of Authority) Verified Yes No
FINANCIAL TREATMENT Verified Yes No
Form 115 Rev 11/21/01

SIGNATURE: [Signatures]
DATE: 3/26/10
3/26/2010
3-26-10
3-26-10