



December 17, 2012

Railroad Commission of Texas
Oil and Gas Division
P-5 Financial Assurance
P.O. Box 12967
Austin, TX 78711-2967

RE: Blanket P-4

Please be advised that effective January 1, 2013, Anadarko E&P Company LP (#020542) is being converted to a limited liability company and will be renamed Anadarko E&P Onshore LLC. Anadarko E&P Company LP will cease to be a limited partnership on January 1, 2013 and should thereafter be referred to as a limited liability company.

Anadarko E&P Onshore LLC will remain a wholly-owned subsidiary of Anadarko Petroleum Corporation and will have all of the rights and obligations of Anadarko E&P Company LP. Anadarko requests that all activities under the P-5 #020542 be transferred to the pending P-5 number that will be assigned to Anadarko E&P Onshore LLC, effective January 1, 2013.

Please contact Bertha Nefe at 832-636-3362 for any future questions concerning P-4 authority.

Sincerely,

A handwritten signature in blue ink, appearing to read "E. Wood", written over a horizontal line.

Edward L. Wood
Vice President
Anadarko E&P Company LP

A handwritten signature in blue ink, appearing to read "E. Wood", written over a horizontal line.

Edward L. Wood
Vice President
Anadarko E&P Onshore LLC



December 17, 2012

Railroad Commission of Texas
Oil and Gas Division
P-5 Financial Assurance
P.O. Box 12967
Austin, TX 78711-2967

RE: Purchaser System Numbers

Please be advised that effective January 1, 2013, Anadarko E&P Company LP (#020542) is being converted to a limited liability company and will be renamed Anadarko E&P Onshore LLC. Anadarko E&P Company LP will cease to be a limited partnership on January 1, 2013 and should thereafter be referred to as a limited liability company. Anadarko E&P Onshore LLC will remain a wholly owned subsidiary of Anadarko Petroleum Corporation and will have all of the rights and obligations of Anadarko E&P Company LP.

Anadarko requests that purchaser system numbers remain the same for the new entity.

Please contact Bertha Nefe at 832-636-3362 for any future questions about purchaser system numbers.

Sincerely,

A handwritten signature in blue ink, appearing to read "Ed Wood", written over a horizontal line.

Edward L. Wood
Vice President
Anadarko E&P Company LP

A handwritten signature in blue ink, appearing to read "Ed Wood", written over a horizontal line.

Edward L. Wood
Vice President
Anadarko E&P Onshore LLC

December 19, 2012

Railroad Commission of Texas
Oil and Gas Division
P-5 Financial Assurance
P.O. Box 12967
Austin, TX 78711-2967

RE: P-5 - Organizational Report Application

Please find the following attachments submitted as required for the organizational report (P-5) application:

- Form P-5 Organization Report
- Form P-50 Officer Listing (9 pages)
- Certificate for P-5 Bond #22041544
- Certificate for Bond of Inactive Wells #SUR0019138
- Form W-3X
- Blanket P-4 Letter
- Purchaser System Numbers Letter
- P-5 Filing Fee - \$750.00

If you have any questions or need additional information, please contact me at 832-636-3507.

Sincerely,

A handwritten signature in blue ink, appearing to read "David Christian".

David Christian
Anadarko Petroleum Corporation
Project Reservoir Engineer Advisor
Regulatory Affairs Engineering Southern
david.christian@anadarko.com
ph: 832-636-3507
fax: 832-636-5458

Attachments

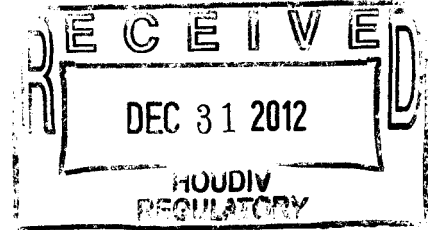
BARRY T. SMITHERMAN, CHAIRMAN
DAVID PORTER, COMMISSIONER
CHRISTI CRADDICK, COMMISSIONER



GIL BUJANO, P.E.
DIRECTOR, O&G DIVISION

RAILROAD COMMISSION OF TEXAS

Oil & Gas Division
12/27/2012



ANADARKO E&P ONSHORE LLC
ATTN FRANK A. DAVIS
PO BOX 1330
HOUSTON TX 77251-1330

RE: Operator No. 020528
Telephone No. (832) 636-3130

The above listed new operator number is assigned to your organization name as filed on the Organization Report (Form P-5). Where applicable, this operator number should be used on future filings, forms and correspondence with the Commission.

Please verify the name, address, and phone number listed above and notify us if there are any discrepancies. It is important that we agree on the exact spelling of your name (even the punctuation and spaces) so that the processing of your forms will not be delayed.

Subsequent refilings of the Form P-5 may be necessary on an annual basis, at which time you will receive notification from us. If there is a change in the required information as reported on the Form P-5, please file an amended report showing the corrections.

Yours very truly,

A handwritten signature in cursive script that reads "Linda Turk".

Permitting Services



Office of the Secretary of State

December 20, 2012

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: Anadarko E&P Onshore LLC
File Number: 800123601

It has been our pleasure to file the Amendment to Registration - Conversion or Merger for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF AMENDED REGISTRATION OF

Anadarko E&P Onshore LLC
800123601

[formerly: Anadarko E&P Company LP]

The undersigned, as Secretary of State of Texas, hereby certifies that an Amendment to Registration - Conversion or Merger to transact business in this state for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this Certificate of Amended Registration to transact business in this state under the name of:

Anadarko E&P Onshore LLC

Dated: 12/19/2012
Effective: 12/19/2012



A handwritten signature of John Steen in black ink.

John Steen
Secretary of State

Form 422

(Revised 01/11)

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512/463-5709

Filing Fee: See instructions**Amendment to Registration
To Disclose a Change Resulting from
A Conversion or Merger**

FILED
In the Office of the
Secretary of State of Texas
DEC 19 2012
Corporations Section

Entity Information

1. The legal name of the converting or merging entity is:

Anadarko E&P Company LP*State the name of the entity as currently shown in the records of the secretary of state.*

2. If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state is:

3. The application for registration was issued to the entity on:

09/16/2002*mm/dd/yyyy*

The file number issued to the filing entity by the secretary of state is:

800123601**Reason for Transfer of Registration**

- 4A. ☒ The application for registration is amended to disclose a change resulting from a conversion from one type of foreign entity to another type of foreign filing entity in order for the converted entity to succeed to the registration of the converting entity. The name, jurisdiction of organization, and entity type of the converted entity succeeding to the registration are:

Anadarko E&P Onshore LLC*Name of Entity Succeeding to Registration*Delaware*Jurisdiction of Organization*Limited Liability Company*Type of Entity*

- 4B. ☐ The application for registration is amended to disclose a change resulting from a merger into another foreign filing entity in order for the entity that survived or resulted from the merger to succeed to the registration of the merging entity. The name, jurisdiction of organization, and entity type of the entity succeeding to the registration are:

*Name of Entity Succeeding to Registration**Jurisdiction of Organization**Type of Entity***Changes to the Application for Registration**

(Attach a completed application for registration.)

5. The entity succeeding to the registration hereby attaches an application for registration setting forth the information applicable to that entity and amends the prior registration accordingly.

Effectiveness of Filing (Select either A, B, or C.)

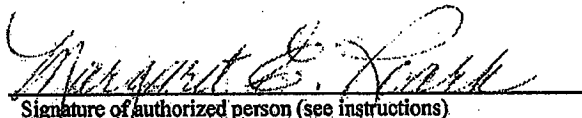
- A. ☐ This document becomes effective when the document is filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2013
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 18, 2012

By:


Signature of authorized person (see instructions)

Margaret E. Roark, Assistant Secretary
Typed or printed name of authorized person

Form 304**(Revised 05/11)**

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



This space reserved for office use.

**Application for
Registration
of a Foreign Limited
Liability Company**

1. The entity is a foreign limited liability company. The name of the entity is:

Anadarko E&P Onshore LLC

Provide the full legal name of the entity as stated in the entity's formation document in its jurisdiction of formation.

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation that it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

The assumed name must include an acceptable organizational identifier or an accepted abbreviation of one of these terms.

3. Its federal employer identification number is: 73-0739973

☐ Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) Delaware

and the date of its formation in that jurisdiction is: 09/29/1964

mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below.

Exploration and production of oil and natural gas and any other activities for which companies may be organized in Texas.

The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: 01/01/2013

mm/dd/yyyy

Late fees may apply (see instructions).

8. The principal office address of the limited liability company is:

1201 Lake Robbins Drive

The Woodlands

TX

USA

77380

Address

City

State

Country

Zip/Postal Code

Complete item 9A or 9B, but not both. Complete item 9C.

☐ 9A. The registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

☐ 9B. The registered agent is an individual resident of the state whose name is:

First Name	M.I.	Last Name	Suffix
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9C. The business address of the registered agent and the registered office address is:

350 N. St. Paul Street Suite 2900	Dallas	TX	75201-4234
Street Address	City	State	Zip Code

10. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each governing person is:

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Anadarko Limited Resources LLC				
Organization Name				
1201 Lake Robbins Drive	The Woodlands	TX	USA	77380
Street or Mailing Address	City	State	Country	Zip Code

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Anadarko General Resources LLC				
Organization Name				
1201 Lake Robbins Drive	The Woodlands	TX	USA	77380
Street or Mailing Address	City	State	Country	Zip Code

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
Street or Mailing Address				
City				
State				
Country				
Zip Code				

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Anadarko E&P Company LP was formed in Delaware on 9.29.1964 and has a principal address of 1201 Lake Robbins Drive, The Woodlands, Texas 77380

The Limited liability company is being incorporated, organized or formed pursuant to a plan of conversion

Effectiveness of Filing (Select either A, B, or C.)

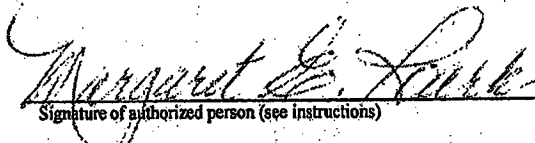
- A. ☐ This document becomes effective when the document is filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 01/01/2013
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 12/18/2012


Signature of authorized person (see instructions)

Margaret E. Roark, Assistant Secretary
Printed or typed name of authorized person.

TO: RAILROAD COMMISSION OF TEXAS
Attention: Oil & Gas Division
Permitting/Production, P-5 Financial Assurance Section
P.O. Box 12967
Austin, TX 78711-2967

Bond # 22041544

BLANKET PERFORMANCE BOND

P-5PB(2)
rev. 6/2002

THE STATE OF TEXAS, COUNTY OF Montgomery

WHEREAS, persons performing oil and gas operations within the jurisdiction of the Railroad Commission of Texas are required to execute and file with the Commission a bond covering those operations, pursuant to §91.103 and §91.104 of the Texas Natural Resources Code;

WHEREAS, the Principal named below is the operator of certain Commission-regulated operations including but not limited to (1) operations listed on the Commission's P-5 Organization Report records, and/or (2) wells listed on the Commission's Oil and Gas Proration Schedules, and any additional wells that may be obtained prior to the expiration of this bond and carried on the Oil and Gas Proration Schedules;

WHEREAS, the Commission's P-5 Organization Report records and the Oil and Gas Proration Schedules pertaining to the Principal are incorporated herein by reference as if fully set forth at length;

WHEREAS, the Principal desires to perform oil and gas operations and activities within the jurisdiction of the Commission, and which operations and activities must be carried on in full conformance with all state laws and Commission rules, including those laws and Commission rules, orders, and permits requiring operators to plug and abandon all wells and control, abate, and clean up pollution associated with an operator's oil and gas operations and activities;

WHEREAS, Principal acknowledges and agrees that, due to amendments to the Texas Natural Resources Code, amendments to Commission Rules, and/or changes to the Principal's Commission-regulated operations, including without limitation the acquisition of additional wells, it may be required during the effective term of this bond to provide additional financial security beyond the face amount of this bond before its P-5 Organization Report will be accepted and approved.

1. Organization Name, exactly as shown on P-5 Organization Report. Anadarko E&P Onshore LLC	2. P-5 Number, if assigned.	3. Total # of operator's wells.
4. Other Commission-regulated operations. See bond instruction sheet, Paragraph F. [Check appropriate operations; example: operating a pipeline = I] (A) _____ (B) _____ (C) _____ (D) _____ (E) _____ (F) _____ (G) _____ (H) _____ (I) _____ (J) _____ (K) _____ (L) _____	5. Other operations not included in (A)-(L).	6. Effective Date of P-5 Renewal for which bond is being submitted. (Leave blank if this is the initial bond filing.)

We, Anadarko E&P Onshore LLC (person's name) as Principal, and Liberty Mutual Insurance Company as Surety, duly authorized and qualified to do business in the State of Texas, are held and firmly bound unto the State of Texas in the sum of Two Hundred Fifty Thousand Dollars (\$ 250,000.00) payable at Austin, Travis County, Texas, and for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents.

This bond is conditioned that if the Principal will plug and abandon all wells and control, abate, and clean up pollution associated with its oil and gas operations and activities in accordance with state law and all permits, rules and orders of the Commission, and is in full compliance with the following requirements, then the Principal and Surety are relieved of their obligation to pay the bond amount to the State:

1. Inactive wells shall be maintained in compliance with Commission Statewide Rule 14 (a) by plugging the wells, (b) by restoring the wells to beneficial use, or (c) so as to prevent the pollution of any ground or surface water in the state or any uncontrolled escape of formation fluids from the strata in which they were originally located.
2. All active wells shall be maintained so as to prevent the pollution of any ground or surface water in the state or any uncontrolled escape of formation fluids from the strata in which they were originally located.
3. All oil and gas operations and activities shall be carried out so as to prevent pollution of any ground or surface water in the state.

In the event of a failure of Principal to comply with the conditions and obligations of this bond, the Surety shall promptly remedy such non-compliance, in accordance with the laws of the state and permits, rules, and orders of the Commission, within 60 days of notice of non-compliance.

1. If any well or other oil and gas operation or activity subject to this bond is likely to pollute or is polluting any ground or surface water or allowing uncontrolled escape of formation fluids from the strata in which they were originally located, the Surety shall expend funds up to the face amount of the bond to control, abate and clean up pollution and to prevent further escape of formation fluids.
2. If any well or other oil and gas operation or activity subject to this bond is not polluting any ground or surface water or allowing uncontrolled escape of formation fluids from the strata in which they were originally located, but the Principal has failed to maintain current operator status as reflected on the Commission's P-5 Organization Report records, the Surety shall:
 - (a) Expend funds up to the face amount of the bond to properly plug the well or close any other operation or activity (Surety understands and agrees that plugging or closing operations must be completed once commenced without the expenditure of State Funds, including State Oil-Field Cleanup funds); or
 - (b) Pay liquidated damages. It is agreed by the parties that the actual damages which might be sustained by the Railroad Commission of Texas by reason of the failure to comply are uncertain and would be difficult of ascertainment, and it is further agreed that the sum of \$2.50 per foot multiplied by the total depth of each non-compliant well, up to the face amount of the bond, would be reasonable and just compensation for such failure to comply, and Surety hereby promises to pay and the Railroad Commission of Texas agrees to accept, at its office in Austin, Travis County, Texas such sum as liquidated damages, and not as a penalty, in the event of such failure to comply.

(over)

**APPLICATION FOR AN
EXTENSION OF DEADLINE FOR
PLUGGING AN INACTIVE WELL**

Form W-3X
(Rev. 09/2011)

READ INSTRUCTIONS ON BACK

1. OPERATOR NAME exactly as shown on Form P-5, Organization Report Anadarko E&P Onshore LLC	2. OPERATOR ADDRESS including city, state and zip code PO BOX 1330 Houston, TX 77251-1330
3. OPERATOR P-5 NO. Pending	

- If you are applying for a blanket plugging extension for all inactive land wells operated by this entity:

Blanket Extension Options (See Instructions)	
<input type="checkbox"/> A	The filing operator has plugged or restored to active status 10% of the number of inactive land wells operated at the time of the last annual renewal of the operator's organization report;
<input type="checkbox"/> B	The filing operator is a publicly traded entity and has filed with the Commission documentation naming the operator as "debtor" and the Railroad Commission of Texas as the "secured creditor" and specifies the funds covered by the documents in the amount of the cost calculation for plugging all inactive wells.
<input checked="" type="checkbox"/> C	The filing operator has submitted additional financial security covering the amount of the cost calculation for plugging all inactive wells or \$2 million, whichever is less.

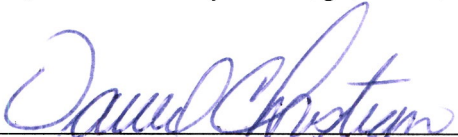
OR

- If you are applying for a plugging extension for a single well:

4. LEASE NAME as shown on Proration Schedule		5. FIELD NAME as shown on Proration Schedule		
6. API NUMBER 42-	4. RRC DISTRICT NO.	8. OIL LEASE / GAS ID NO.	9. WELL NO.	10. COUNTY

Individual Well Extension Options (See Instructions)	
<input type="checkbox"/> D	The well identified above is covered by an abeyance of plugging report and the operator has paid the required filing fee of \$100. (Please attach the abeyance of plugging report.)
<input type="checkbox"/> E	The well identified above is part of a Commission-approved EOR Project.
<input type="checkbox"/> F	The well identified above is not otherwise required by Commission rule or order to conduct a fluid level or hydraulic pressure test of the well, and the operator has conducted a successful fluid level or hydraulic pressure test of the well and has paid the required filing fee of \$50. (The test results must be filed with the Railroad Commission on Form H-15.)
<input type="checkbox"/> G	The operator has filed additional financial security in the amount of the cost calculation for plugging the well identified above.
<input type="checkbox"/> H	The operator has filed an escrow fund deposit in an amount at least equal to 10% of the cost calculation for plugging the well identified above.

CERTIFICATION: I certify under penalties prescribed by the Texas Natural Resources Code and the Texas Penal Code that, to the best of my knowledge, the information given in this application is true, complete, and correct.

	David Christian	
Signature	Name (print or type)	
Project Reservoir Engr. Advisor	12/5/2012	832-636-3507
Title	Date	Phone No.
Contact Person and Phone Number if different from above: _____		