



October 18, 2017

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OCT 23 2017

DIVISION OF
OIL AND GAS

Andrew Mack, Commissioner
State of Alaska, Department of Natural Resources
Division of Oil and Gas
550 West 7th Avenue, Suite 1100
Anchorage, Alaska 99501-3560

Re: Southern Miluveach Unit Proposed Fourth Plan of Development Amendment

Commissioner Mack:

Brooks Range Petroleum Corporation ("BRPC") as the Operator of the Southern Miluveach Unit (SMU) and on behalf of the Unit's Working Interest Owners submits the attached amendment to the Fourth Plan of Development ("4th POD") for the SMU.

The 4th POD is to be considered an exhibit to the unit agreement and details the proposed development activities and the plans for exploration or delineation of any land in the unit not included in a participating area, based on data reasonably available at this time.

In accordance with AS 38.05.035(8)(c), we request that the Director hold the specific information within this 4th POD CONFIDENTIAL as it pertains to "all geological, geophysical, and engineering data supplied, whether or not concerned with the extraction or development of natural resources;" as cited in the statute.

More specifically, the following information is included:

1. Long-range proposed development activities for the unit, including plans to delineate all underlying oil or gas reservoirs, to bring the reservoirs into production, and to maintain and enhance production once established;
2. Plans for the exploration or delineation of any land in the unit not included in a participating area;
3. Details of the proposed operations for at least one year following submission of the plan; and
4. The surface location of proposed facilities, drill pads, roads, docks, causeways, material sites, base camps, waste disposal sites, water supplies, airstrips, and any other operation or facility necessary for unit operations.

BRPC is actively planning for the implementation of this project and awaits formal approval by DNR.

If you have any questions, please call me at (907) 865-5840.

Sincerely,

Bart Armfield
President, CEO

cc: Chantal Walsh, Director, DNR Division of Oil and Gas
Rebecca Kruse, SMU Unit Manager

Southern Miluveach Unit
Amendment to the Fourth Plan of Development
(4th POD)

Submitted By
Brooks Range Petroleum Corporation

On behalf of the
Working Interest Owners

CaraCol Petroleum LLC, TP North Slope Development, MEP
Alaska LLC, Ramshorn Investments, Inc., AVCG, LLC,
Mustang Road LLC, MOC1 LLC

Submitted October 18, 2017

SOUTHERN MILUVEACH UNIT FOURTH PLAN OF DEVELOPMENT

The Southern Miluveach Unit is located at the North Slope of Alaska west of the Kuparuk River Unit. It is operated by Brooks Range Petroleum Corporation ("BRPC") on behalf of the Working Interest Owners: CaraCol Petroleum LLC, TP North Slope Development, MEP Alaska LLC, Ramshorn Investments, Inc., AVCG, LLC, Mustang Road LLC, and MOC1 LLC. The Unit is comprised of five leases totaling 8,960 acres. A Unit map and lease ownership summary are attached for reference (attached - Exhibits A and B of the Southern Miluveach Unit Agreement).

In accordance with the requirements of 11 AAC 83.343 Unit Plan of Development and the terms of Article 8 of the Southern Miluveach Unit Agreement, BRPC is submitting, for approval by the DNR, the Fourth Plan of Development ("4th POD") for Southern Miluveach Unit ("SMU") for the development of the Mustang Oil Field. The Department of Natural Resources Findings and Decision of the Commissioner dated March 30, 2016, the Southern Miluveach Unit was extended until December 31, 2017. The term of the Third Plan of Development was extended until December 31, 2016. Therefore, the 4th POD must be in place by December 31, 2016 and cover the period January 1, 2017 through December 31, 2017.

In accordance with AS 38.05.035(8)(c), we request that the Director hold the specific information within the 4th POD CONFIDENTIAL as it pertains to "all geological, geophysical, and engineering data supplied, whether or not concerned with the extraction or development of natural resources;" as cited in the statute.

...

Drilling/Wells - 4th POD Program, as Proposed

Amended to add:

4. During 2017, BRPC plans to re-enter the North Tarn 1A well and conduct a flow test following hydraulic stimulation.

Southern Miluveach Unit
Fifth Plan of Development, as Amended
(5th POD)

Submitted By
Brooks Range Petroleum Corporation

On behalf of the
Working Interest Owners

CaraCol Petroleum LLC, TP North Slope Development, MEP
Alaska LLC, Nabors Drilling Technologies USA Inc., AVCG, LLC,
Mustang Road LLC, MOC1 LLC

October 23, 2017

SOUTHERN MILUVEACH UNIT PLAN OF DEVELOPMENT

The Southern Miluveach Unit is located at the North Slope of Alaska west of the Kuparuk River Unit. It is operated by Brooks Range Petroleum Corporation (“BRPC” or “Operator”) on behalf of the Working Interest Owners: Caracol Petroleum LLC, TP North Slope Development, MEP Alaska LLC, Nabors Drilling Technologies USA Inc., AVCG LLC, Mustang Road LLC, and MOC1 LLC. The Unit is comprised of five leases totaling 8,960 acres.

In accordance with the requirements of 11 AAC 83.343 and Article 8 of the Southern Miluveach Unit Agreement, BRPC is submitting the Annual Report and the Fifth Plan of Development (“5th POD”) for the Southern Miluveach Unit (“SMU”) for the period January 1, 2018 through December 31, 2018. BRPC believes this satisfies the requirements of 11 AAC 83.343 including compliance under the provisions of 11 AAC 83.303.

By letter dated November 22, 2016 the Division of Oil and Gas approved the 4th POD for the period January 1st, 2017 through December 31, 2017.

Annual Report

The following is BRPC’s annual report under 11 AAC 83.343.

The development plans in the 4th POD consisted of the following:

1. Contract, retrofit, and commission a drilling rig for start-up in Q4 2017.
2. Re-engage engineering contractors to complete remaining engineering scope of work for facilities.
3. Engage procurement contractors for remaining equipment and services.
4. Solicit Requests for Proposals for fabrication work and North Slope installation work.
5. Fabricate remaining modules December 2016 through July 2017.
6. Install on-pad piles during Q1 2017.
7. Complete the Alpine tie-in to a ConocoPhillips pipeline in Q1 or Q2 2017.
8. Install cross-country pipelines in Q1 or Q2 2017.
9. Install Alaska-fabricated modules on-pad from April to September 2017.
10. Set and tie-in Canada-fabricated modules from August to October 2017.
11. Produce first oil in December 2017.

1. The extent to which the requirements of the previously approved plan were achieved:

- BRPC refined drilling plans and procedures regarding Managed Pressure Drilling and advanced its subsurface evaluation of the Kuparuk “C” and “A” sands.
- A reentry, fracture stimulation and test of North Tarn #1A is underway in 4Q, 2017.
- RFPs were solicited and received for North Slope installation work.

2. Actual operations that deviated from or did not comply with the previously approved plan and an explanation of the deviation or noncompliance:

In general, the plan remained in “Warm Standby” during the term of the 4th POD due to continued low oil prices and difficult economic conditions. More specifically, BRPC did not:

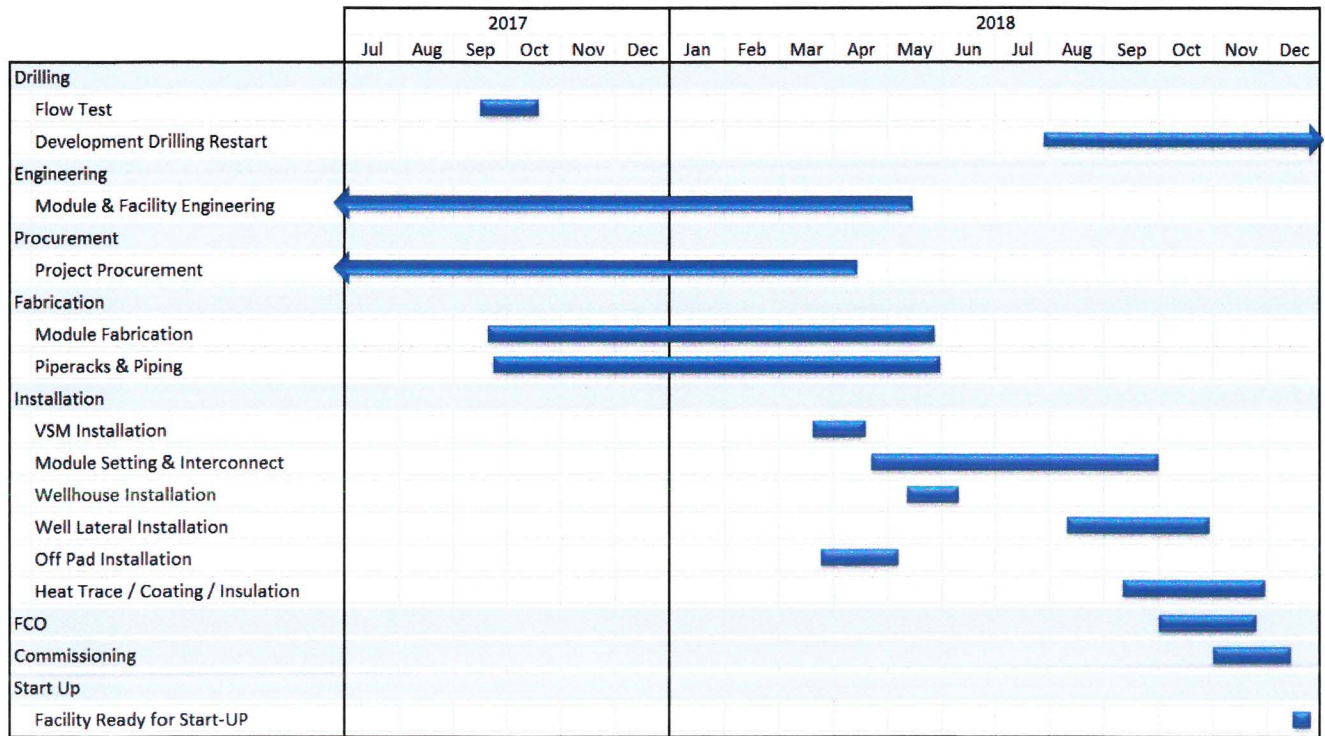
1. commission a drill rig for the drilling of development wells because a processing facility is not available.
2. re-engage with engineering contractors due to continued adverse economic conditions.
3. engage procurement contractors for remaining equipment and services due to continued adverse economic conditions.
4. solicit RFPs for fabrication work due to continued adverse economic conditions.
5. fabricate remaining modules due to adverse economic conditions.

6. install additional piles due to adverse economic conditions.
7. complete the Alpine tie-in due to adverse economic conditions.
8. install cross-country pipelines due to adverse economic conditions.
9. install Alaska-fabricated modules due to adverse economic conditions.
10. set and tie-in Canada fabricated modules due to adverse economic conditions.
11. produce oil in December 2017 because the processing facilities were not complete.

5th POD Update, as Proposed

This 5th POD details the proposed development activities, and the plans for exploration or delineation of any land in the unit not included in a participating area, based on data reasonably available at this time. More specifically, the information below will address the following and meet the requirements of 11 AAC 83.343(c):

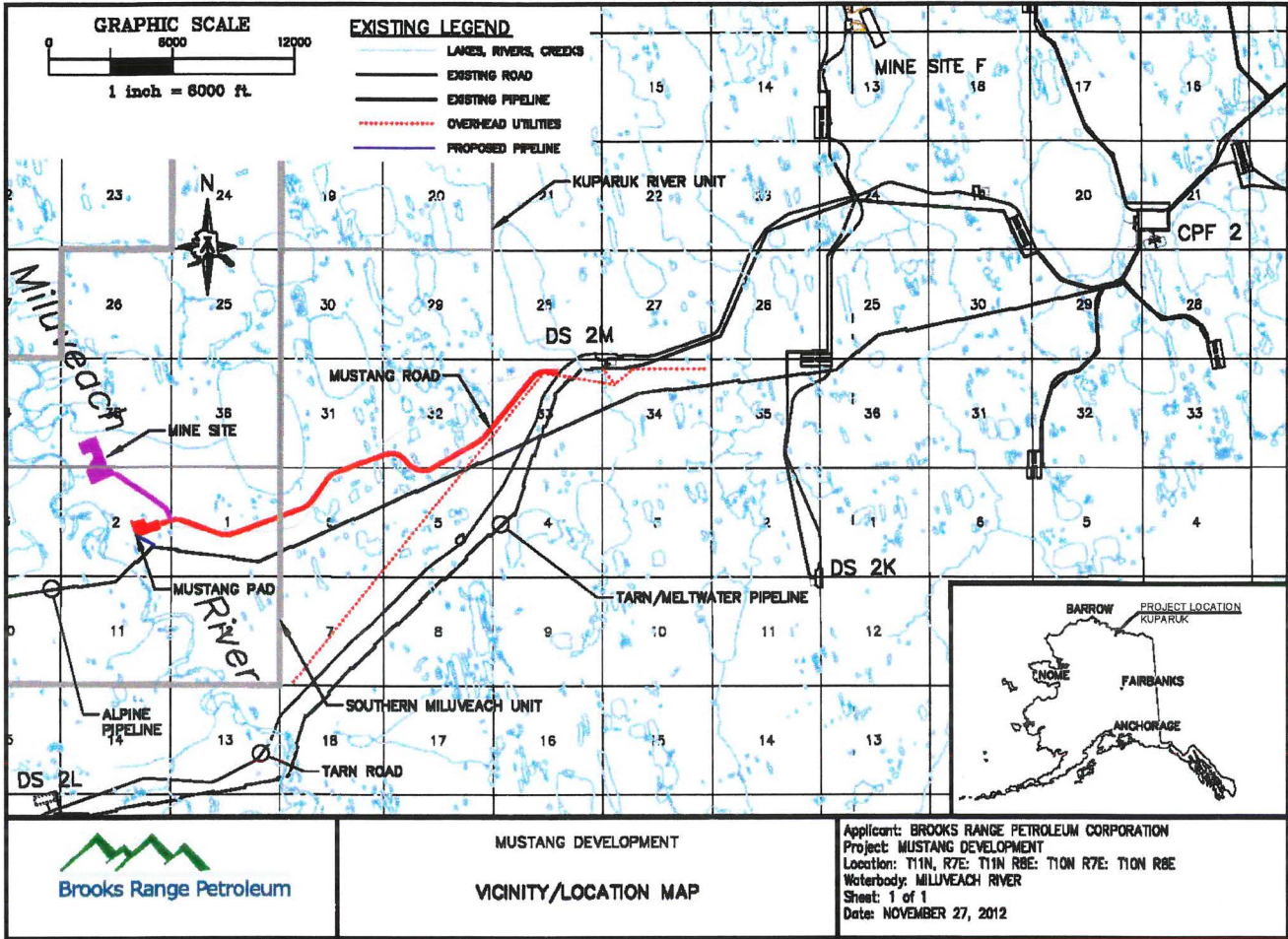
1. Long-range proposed development activities for the unit, including plans to delineate all underlying oil or gas reservoirs, to bring the reservoirs into production, and to maintain and enhance production once established.
 - Central process facilities with 15,000 bopd capacity
 - Drill site facilities
 - Two cross-country pipelines
 - Non-process infrastructure including buildings and equipment
 - Communications tower and related infrastructure
 - Up to 9 production wells and 17 injection wells
2. Plans for the exploration or delineation of any land in the unit not included in a participating area:
 - BRPC continues to review all potential targets within the SMU Unit, including but not limited to the Kuparuk "C" and "A" sands. BRPC intends to continue exploration to fully explore the Unit area as economic conditions warrant and financial conditions allow.
3. Details of the proposed operations for at least one year following submission of the plan:
 - Fabrication of remaining modules starts January 2018 and continues through December 2018.
 - All remaining on-pad piles will be installed 1st quarter-2018.
 - CPAI-executed pipeline tie-in work will be executed 4th quarter 2018 and/or 1st quarter 2019.
 - Cross country pipelines will be installed 4th quarter 2018 or 1st quarter 2019.
 - First Alaska-fabricated modules to arrive at slope will initiate on-pad field construction activities June 2018.
 - The last Alaska-fabricated module will arrive at slope for installation December 2018.
 - The Canadian fabricated modules will arrive at slope via sealift in August 2018.
 - Setting and tie-in of Canadian modules will be complete August/September 2018.
 - System-wide Functional Check-Out (FCO) with Commissioning and Start-Up immediately after will take approximately 60-90 days and will lead to first oil in 1st quarter 2019.



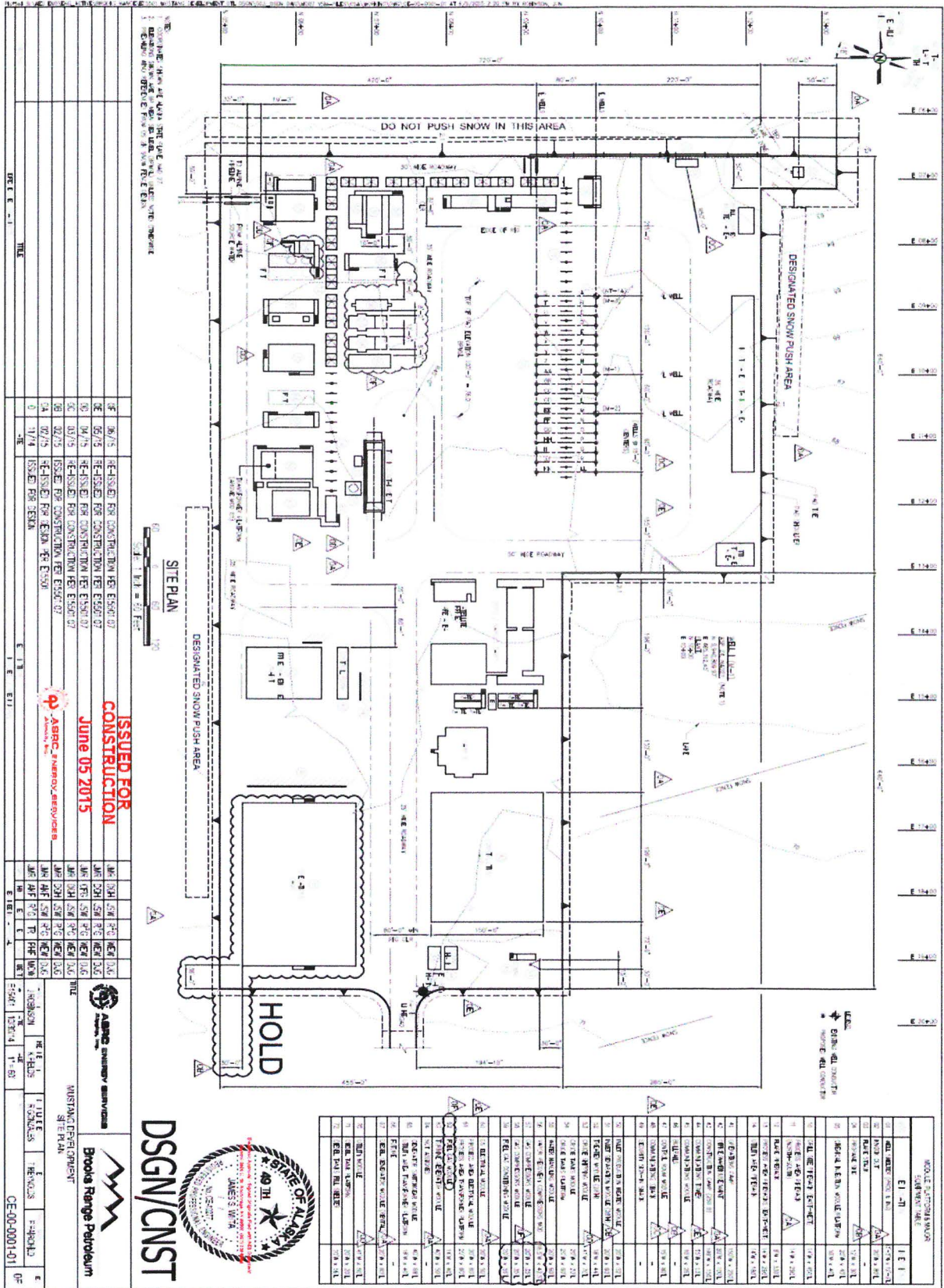
- The surface location of proposed facilities, drill pads, roads, docks, causeways, material sites, base camps, waste disposal sites, water supplies, airstrips, and any other operation or facility necessary for unit operations:

The locations of proposed activities are detailed on the following maps.

Location Map



Mustang Development Site Plan



1. ALL AREAS WITHIN OF THIS SITE PLAN ARE TO BE CONSIDERED AS A PART OF THE DEVELOPMENT UNLESS OTHERWISE SPECIFIED.

2. ALL UTILITIES SHOWN ARE BASED ON RECORD DRAWINGS AND FIELD SURVEY. THE ENGINEER ASSUMES NO LIABILITY FOR THE ACCURACY OF THESE UTILITIES.

ISSUED FOR CONSTRUCTION
June 05 2015
 AARC ENERGY SERVICES

NO.	DATE	DESCRIPTION
01	06/05/15	ISSUED FOR CONSTRUCTION PER E390.02
02	06/05/15	RE-DESIGNED FOR CONSTRUCTION PER E390.02
03	06/05/15	RE-DESIGNED FOR CONSTRUCTION PER E390.02
04	06/05/15	ISSUE FOR CONSTRUCTION PER E390.02
05	06/05/15	RE-DESIGNED FOR CONSTRUCTION PER E390.02
06	06/05/15	ISSUE FOR CONSTRUCTION PER E390.02
07	06/05/15	RE-DESIGNED FOR CONSTRUCTION PER E390.02
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STATE OF ALASKA
 DEPARTMENT OF REVENUE
 JAMES S. WEAVER
 COMMISSIONER

DSGN/CNST

Brooks Range Petroleum

MUSTANG DEVELOPMENT
 SITE PLAN

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01	06/05/15	ISSUED FOR CONSTRUCTION PER E390.02
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