STATE OF ALASKA

SARAH H. MURKOWSKI, GOVERNOR

DEPARTMENT OF NATURAL RESOURCES

DIVISION OF OIL AND GAS

550 WEST 7TH AVENUE, SUITE 800
ANCHORAGE, ALASKA 99501-3560
PHONE: (907) 269-8800
FAX: (907) 269-8938

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

November 28, 2005

Matt Fox
Manager, North Slope Development
ConocoPhillips Alaska, Inc.
PO Box 100360
Anchorage, Alaska 99510-0360

Via Fax (265-6133) and Mail

Re: Colville River Unit
Second Revision of the Alpine Participating Area and Fifth Year Reserves Estimate Revision, and Third Unit Plan of Development

On June 15, 2005, ConocoPhillips Alaska, Inc. (ConocoPhillips), as the unit operator of the Colville River Unit (CRU), filed an Application for the Second Revision of the Alpine Participating Area (APA) within the CRU (Application) under 11 AAC 83.351 and Article 9 of the CRU Agreement. The revised APA includes certain lands currently not within the APA boundaries and excludes certain lands currently within the APA boundaries. The Application also includes a revised division of interest allocating Unit Tract Participation among the CRU Tracts within the revised APA (See attached Exhibit C and Exhibit D to the CRU Agreement). The revised division of interest within the revised APA was filed under 11 AAC 83.371 and Article 10 of the CRU Agreement. In accordance with Article 9.5 and 10.1 of the CRU Agreement, the Application is approved effective December 1, 2005, subject to the June 6, 2005, Agreement between Arctic Slope Regional Corporation, the State of Alaska, ConocoPhillips, and Anadarko Petroleum regarding the CRU Five Year APA Revision and Reserves Estimate Revision.

ConocoPhillips also requested the Division of Oil & Gas' (Division) approval of the proposed Third CRU Plan of Development (Third CRU POD). In its review of this request, the Division considered the information provided at the CRU Section 3.9.8 Review Meeting held on June 29, 2005. The Division also considered the criteria in 11 AAC 83.303 and finds that the Third CRU POD protects the public interest. In accordance with Article 8.1 of the CRU Agreement, the Division approves the Third CRU POD for the period November 16, 2005 through November 15, 2006. Under 11 AAC 83.343 and Section 8.1.2 of the CRU Agreement, a Fourth CRU POD will be due 90 days before the expiration of the Third CRU POD. This approval is only for the general plan of development; specific field operations may require additional approval.

Matt Fox
North Slope Development Manager
Revised APA/Third CRU POD
November 28, 2005

The Division notes that under Article 8.1.2 of the CRU Agreement, specific Plans of Development are required not less than six months before commencement of production for any proposed additional participating areas within the CRU. We look forward in 2006 to the Plans of Development for the two Nanuq CD4 participating areas and the two Fiord CD3 participating areas.

A person affected by this decision may appeal it, in accordance with 11 AAC 02. Any appeal must be received within 20 calendar days after the date of "issuance" of this decision, as defined in 11 AAC 02.040(c) and (d) and may be mailed or delivered to Michael Menge, Commissioner, Department of Natural Resources, 550 W. 7th Avenue, Suite 1400, Anchorage, Alaska 99501; faxed to 1-907-269-8918, or sent by electronic mail to dnr_appeals@dnr.state.ak.us. This decision takes effect immediately. An eligible person must first appeal this decision in accordance with 11 AAC 02 before appealing this decision to Superior Court. A copy of 11 AAC 02 may be obtained from any regional information office of the Department of Natural Resources.

Sincerely,

for William Van Dyke
Acting Director

Attachments: Exhibit C and D to CRU Agreement

cc: AOGCC
Teresa Imm, ASRC
Dora Soria, CPAI (Fax 265-4966)

CRU3rdPOD_RevisedAPA_5YearReservesRevision_ Approval

7005 0390 0002 4228 8710

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)
For delivery information visit our website at www.usps.com®
OFFICIAL USE

Postage	$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	$

Postmark Here

Sent To Matt Fox ConocoPhillips Alaska Inc
Street, Apt. No.; or PO Box No. P.O. Box 100360
City, State, ZIP+4 Anchorage, AK 99510-0360

PS Form 3800, June 2002 See Reverse for Instructions

Exhibit C

Revised June 15, 2005

Alpine Participating Area Tract Participation

Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
10	25538 4715 932100	T12N-R5E, U.M. Sec. 19: SW¼, S½SE¼ Sec. 20: SW¼SW¼ TOTAL	 252.74 40.00 292.74	12.5	CPAI APC	78.00 22.00	0.00000753
14	25530 4714 932098	T12N-R4E, U.M. Sec. 24: S½, S½N½ TOTAL	 480.00 480.00	12.5	CPAI APC	78.00 22.00	0.00020906
15	25529 4713 932096	T12N-R4E, U.M. Sec. 23: S½, S½N½ TOTAL	 480.00 480.00	12.5	CPAI APC	78.00 22.00	0.00006283
16	25529 4713 932096	T12N-R4E, U.M. Sec. 22: S½, S½N½, excl. NPRA TOTAL	 245.27 245.27	12.5	CPAI APC	78.00 22.00	0.00082619
17	387211 4833 932197	T12N-R4E, U.M. Sec. 22: S½, S½N½within NPRA TOTAL	 234.48 234.48	16.66667	CPAI APC	78.00 22.00	0.00001898
18-A	387211 4833 932197	T12N-R4E, U.M. Sec. 21: S½, S½N½ within NPRA TOTAL	 179.46 179.46	16.66667	CPAI APC	78.00 22.00	0.00000155
18-B	387211 4833 932197	T12N-R4E, U.M. Sec. 21: S½, all tide and submerged lands seaward of the Mean High Water as shown on the official tract map for the Oil and Gas Lease Sale 43 TOTAL	 90.00 90.00	16.66667	CPAI APC	78.00 22.00	0.00000003

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
19	380095 4621 932056	T12N-R4E, U.M. Sec. 21: S½, SE¼NW¼, S½NE¼ all tide and submerged lands seaward of the Mean High Water as shown on the official tract map for the Oil and Gas Lease Sale 43 TOTAL	 183.40 183.40	16.667	CPAI APC	78.00 22.00	0.00000029
20	380095 4621 932056	T12N-R4E, U.M. Sec. 20: SE¼, all tide and submerged lands seaward of the Mean High Water as shown on the official tract map for the Oil and Gas Lease Sale 43 TOTAL	 1.30 1.30	16.667	CPAI APC	78.00 22.00	0.00000000
21	387211 4833 932197	T12N,R4E-U.M. Sec. 20: SE¼, SE¼SW¼, all tide and submerged lands seaward of the Mean High Water as shown on the official tract map for the Oil and Gas Lease Sale 43 TOTAL	 198.74 198.74	16.66667	CPAI APC	78.00 22.00	0.00000000
23	ASRC ALK-4743	T11N-R4E, U.M. Sec. 4: ALL Sec. 5: NE¼, E½SE¼ Sec. 9: N½, SE¼, E½SW¼	 640.00 240.00 560.00	16.667	CPAI APC	78.00 22.00	0.04082772

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
		T12N-R4E, U.M.					
		Sec. 28: ALL, (fractional) excluding tide and submerged lands seaward of the line of mean high water	565.98				
		Sec. 29: E½, E½W½, (fractional) excluding tide and submerged lands seaward of the line of mean high water	317.51				
		Sec. 32: E½, E½W½, (fractional) excluding tide and submerged lands seaward of the line of mean high water	442.98				
		Sec. 33: ALL	640.00				
		TOTAL	3,406.47				
24	387212 4834 932199	T12N-R4E, U.M. Sec. 27: ALL, within NPRA TOTAL	 550.29 550.29	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00854381
25	25530 4714 932098	T12N-R4E, U.M. Sec. 27: ALL, excl. NPRA TOTAL	 89.71 89.71	12.5	CPAI APC	78.00 22.00	0.00269041
26	387212 4834 932199	T12N-R4E, U.M. Sec. 26: ALL, within NPRA TOTAL	 17.36 17.36	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00040179
27	25530 4714 932098	T12N-R4E, U.M. Sec. 26: ALL, excl. NPRA TOTAL	 622.64 622.64	12.5	CPAI APC	78.00 22.00	0.00754432
28	25530 4714 932098	T12N-R4E, U.M. Sec. 25: ALL TOTAL	 640.00 640.00	12.5	CPAI APC	78.00 22.00	0.01239749

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
29	25558 4716 932102	T12N-R5E, U.M. Sec. 29: S½, NW¼, NW¼NE¼, S½NE¼ Sec. 30: ALL Sec. 31: ALL Sec. 32: ALL TOTAL	 600.00 588.00 591.00 640.00 2,419.00	5 12.5	CPAI APC	78.00 22.00	0.09198926
30	25557 4718 932106	T12N-R5E, U.M. Sec. 27: S½SW¼ Sec. 28: S½, SW¼NW¼ Sec. 33: ALL Sec. 34: S½, NW¼, NW¼NE¼, S½NE¼ TOTAL	 80.00 360.00 640.00 600.00 1,680.00	12.5	CPAI APC	78.00 22.00	0.04756720
34	372108 4559 932008	T12N-R5E, U.M. Sec. 35: W½SW¼ TOTAL	 80.00 80.00	12.5	CPAI APC	78.00 22.00	0.00000000
35	380096 4622 932058	T12N-R4E, U.M. Sec. 36: ALL TOTAL	 640.00 640.00	16.667	CPAI APC	78.00 22.00	0.05044167
36	25530 4714 932098	T12N-R4E, U.M. Sec. 35: ALL, excl. NPRA TOTAL	 596.62 596.62	12.5	CPAI APC	78.00 22.00	0.02919357
37	387212 4834 932199	T12N-R4E, U.M. Sec. 35: ALL, within NPRA TOTAL	 43.38 43.38	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00110728
38	387212 4834 932199	T12N-R4E, U.M. Sec. 34: ALL, within NPRA TOTAL	 640.00 640.00	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.02318496

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
39	387207 4830 932191	T11N-R4E, U.M. Sec. 3: ALL, within NPRA TOTAL	 588.85 588.85	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.03008309
40	380075 4608 932034	T11N-R4E, U.M. Sec. 3: ALL, excl. NPRA TOTAL	 51.15 51.15	16.667	CPAI APC	78.00 22.00	0.00349204
42	380075 4608 932034	T11N-R4E, U.M. Sec. 2: ALL TOTAL	 640.00 640.00	16.667	CPAI APC	78.00 22.00	0.04774199
43	380075 4608 932034	T11N-R4E, U.M. Sec. 1: ALL TOTAL	 640.00 640.00	16.667	CPAI APC	78.00 22.00	0.04723213
44	25559 4717 932104	T11N-R5E, U.M. Sec. 5: ALL Sec. 6: ALL Sec. 7: ALL Sec. 8: ALL TOTAL	 640.00 593.00 596.00 640.00 2,469.00	12.5	CPAI APC	78.00 22.00	0.15987085
45	372095 4551 931992	T11N-R5E, U.M. Sec. 3: ALL Sec. 4: ALL Sec. 9: ALL Sec. 10: ALL TOTAL	 640.00 640.00 640.00 640.00 2,560.00	12.5	CPAI APC	78.00 22.00	0.12601607
46	25560 4719 932108	T11N-R5E, U.M. Sec. 2: W½, W½SE¼ TOTAL	 400.00 400.00	12.5	CPAI APC	78.00 22.00	0.00029495

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
49	25560 4719 932108	T11N-R5E, U.M. Sec. 11: NW¼, W½NE¼, W½SW¼ NE¼SW¼ TOTAL	<u>360.00</u> 360.00	12.5	CPAI APC	78.00 22.00	0.00056553
50	380075 4608 932034	T11N-R4E, U.M. Sec. 12: ALL TOTAL	<u>640.00</u> 640.00	16.667	CPAI APC	78.00 22.00	0.06355565
51	380075 4608 932034	T11N-R4E, U.M. Sec. 11: ALL, excl. NPRA TOTAL	<u>594.02</u> 594.02	16.667	CPAI APC	78.00 22.00	0.07264459
52	387207 4830 932191	T11N-R4E, U.M. Sec. 11: ALL, within NPRA TOTAL	<u>45.98</u> 45.98	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00338415
53	380075 4608 932034	T11N-R4E, U.M. Sec. 10: ALL, excl. NPRA TOTAL	<u>5.83</u> 5.83	16.667	CPAI APC	78.00 22.00	0.00018468
54	387207 4830 932191	T11N-R4E, U.M. Sec. 10: ALL, within NPRA TOTAL	<u>634.17</u> 634.17	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.04333633
55	387208 4831 932193	T11N-R4E, U.M. Sec. 16: N½NE¼, SE¼NE¼, NE¼SE¼, within NPRA TOTAL	<u>151.26</u> 151.26	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00000000
56	380075 4608 932034	T11N-R4E, U.M. Sec. 16: SE¼NE¼, NE¼SE¼, excl. NPRA TOTAL	<u>8.73</u> 8.73	16.667	CPAI APC	78.00 22.00	0.00000000
57	387208 4831 932193	T11N-R4E, U.M. Sec. 15: ALL, within NPRA TOTAL	<u>103.94</u> 103.94	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00288784

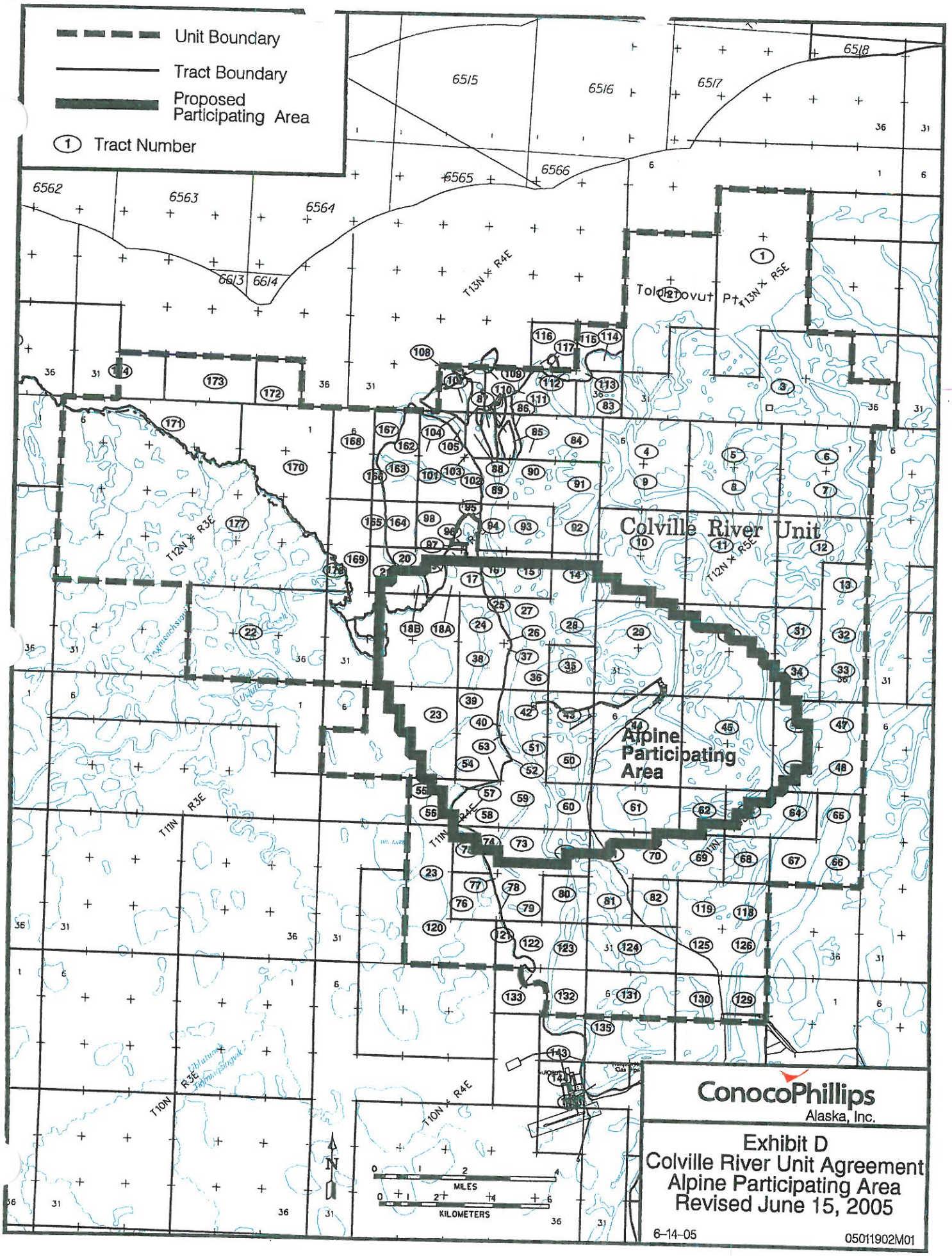
Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
58	380075 4608 932034	T11N-R4E, U.M. Sec. 15: ALL, excl. NPRA TOTAL	<u>536.06</u> 536.06	16.667	CPAI APC	78.00 22.00	0.00763363
59	380075 4608 932034	T11N-R4E, U.M. Sec. 14: ALL TOTAL	<u>640.00</u> 640.00	16.667	CPAI APC	78.00 22.00	0.02697375
60	380075 4608 932034	T11N-R4E, U.M. Sec. 13: ALL TOTAL	<u>640.00</u> 640.00	16.667	CPAI APC	78.00 22.00	0.03619503
61	372097 4553 931996	T11N-R5E, U.M. Sec. 17: ALL Sec. 18: ALL TOTAL	640.00 <u>599.00</u> 1,239.00	12.5	CPAI APC	78.00 22.00	0.00832728
62	37096 4552 931994	T11N-R5E, U.M. Sec. 16: N½, N½S½, S½SW¼ TOTAL	<u>560.00</u> 560.00	12.5	CPAI APC	78.00 22.00	0.00159950
63	384210 4701 932078	T11N-R5E, U.M. Sec. 15: NW¼, N½NE¼, NW¼SW¼ TOTAL	<u>280.00</u> 280.00	16.667	CPAI APC	78.00 22.00	0.00000012
70	384211 4702 932080	T11N-R5E, U.M. Sec. 20: N½NW¼ TOTAL	<u>80.00</u> 80.00	16.667	CPAI APC	78.00 22.00	0.00000000
71	384211 4702 932087	T11N-R5E, U.M. Sec. 19: NW¼, N½NE¼ TOTAL	<u>220.58</u> 220.58	16.667	CPAI APC	78.00 22.00	0.00000000
72	380077 4609 932036	T11N-R4E, U.M. Sec. 24: N½, N½SW¼ TOTAL	<u>400.00</u> 400.00	16.667	CPAI APC	78.00 22.00	0.00000000

Exhibit C
Revised June 15, 2005
Alpine Participating Area Tract Participation
Attached to and made a part of the Colville River Unit Agreement

Tract No.	ADL No./ AK No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
73	380077 4609 932036	T11N-R4E, U.M. Sec. 23: N½, N½S½ TOTAL	<u>480.00</u> 480.00	16.667	CPAI APC	78.00 22.00	0.00074446
74	380077 4609 932036	T11N-R4E, U.M. Sec. 22: N½NW¼, NE¼, excl. NPRA TOTAL	<u>146.10</u> 146.10	16.667	CPAI APC	78.00 22.00	0.00000474
75	387208 4831 932193	T11N-R4E, U.M. Sec. 22: N½NW¼, NE¼, within NPRA TOTAL	<u>93.84</u> 93.84	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00000323
169	388466	T12N-R4E, U.M. Sec. 28: unsurveyed, all tide and submerged lands seward of the line of mean high water and the channel closing lines as shown on the official tract map Sec. 29: E½, E½ W½, unsurveyed, all tide and submerged lands seward of the line of mean high water and the channel closing lines as shown on the official tract map Sec. 32: E½, E½ W½, unsurveyed, all tide and submerged lands seward of the line of mean high water and the channel closing lines as shown on the official tract map THE CHANNEL CLOSING LINE WITHIN SECTION 28 WAS DRAWN BASED ON COASTAL LINE PROCEDURE. THE PURPOSE IS TO SEGREGATE TIDE AND SUBMERGED ACREAGE FROM UPLAND ACREAGE. TOTAL	 62.67 162.40 36.99 262.06	16.66667	CPAI APC	78.00 22.00	0.00021245
		TOTAL PA ACRES	29,841.43				

KEY:
CPAI - ConocoPhillips Alaska, Inc.
APC - Anadarko Petroleum Corporation


Unit Boundary
Tract Boundary
Proposed Participating Area
Tract Number
Colville River Unit
Alpine Participating Area
Tolokotovut Pt
T13N R4E
T13N R5E
T12N R3E
T12N R5E
T11N R3E
T11N R4E
T10N R3E
T10N R4E
MILES
KILOMETERS
N
ConocoPhillips
Alaska, Inc.
Exhibit D
Colville River Unit Agreement
Alpine Participating Area
Revised June 15, 2005
6-14-05
05011902M01