STATE OF ALASKA

SARAH PALIN, 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

December 8, 2008

Christopher J. Wilson
Alaska Alpine Engineering
ConocoPhillips Alaska, Inc.
PO Box 100360
Anchorage, Alaska 99510-0360

Re: Colville River Unit
Fourth Revision of the Alpine Participating Area and Eighth Year Reserves Estimate Revision

On June 26, 2008, ConocoPhillips Alaska, Inc. (ConocoPhillips), acting under 11 AAC 83.351 and Articles 9 and 10 of the Colville River Unit (CRU) Agreement, filed an application for the Fourth Revision of the Alpine Participating Area (APA) within the CRU (Application). The revised APA includes certain lands not encompassed within the current APA boundaries. The Application also includes, among other things, a revised division of interest allocating APA Unit Tract Participations (See attached, revised Exhibit C and Exhibit D to the CRU Agreement), a revised schedule allocating APA expense (revised Exhibit E to the CRU Agreement), and a revised schedule allocating unit expense to each APA Tract (revised Exhibit F to the CRU Agreement). Consistent with the provisions of Subsections 9.7.2 and 10.1.3 of the CRU Agreement, the Division approves the revised APA and the revised unit expense schedule effective January 1, 2009.

ConocoPhillips also updated the CRU Plan of Development (Attachment C to the Application) as part of the revision. In reviewing this update, the Division considered the information provided at APA technical meetings held on February 14, April 3, May 21-22, and July 1, 2008, and the criteria set out in 11 AAC 83.303. Under that regulation and Section 8.1 of the CRU Agreement, the Division also approves the updated CRU Plan of Development effective January 1, 2009

Sincerely,

Kevin R. Banks
Director

Attachments: Revised Exhibit C to CRU Agreement for the APA
Revised Exhibit D to the CRU Agreement for the APA

cc: AOGCC
Teresa Imm, ASRC

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
10	25538	T12N-R5E, U.M.		12.5	CPAI	78.00	0.00147583
	932100	Sec. 19: ALL	585.00		APC	22.00	
		Sec. 20: ALL	640.00				
		TOTAL	1,225.00				
11	372107	T12N-R5E, U.M.		12.5	CPAI	78.00	0.00000000
	932006	Sec. 21: SW¼, SW¼SE¼, SW¼NW¼	240.00		APC	22.00	
		TOTAL	240.00				
14	25530	T12N-R4E, U.M.		12.5	CPAI	78.00	0.00000000
	932098	Sec. 24: S½, S½N½, NE¼NE¼	520.00		APC	22.00	
		TOTAL	520.00				
15	25529	T12N-R4E, U.M.		12.5	CPAI	78.00	0.00008778
	932096	Sec. 23: S½, S½N½	480.00		APC	22.00	
		TOTAL	480.00				
16	25529	T12N-R4E, U.M.		12.5	CPAI	78.00	0.00065713
	932096	Sec. 22: S½, S½NE¼, SE¼NW¼, excl. NPRA	245.50		APC	22.00	
		TOTAL	245.50				
17	387211	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.00000000
	932197	Sec. 22: S½, SE¼NW¼, within NPRA	194.50		APC	22.00	
		TOTAL	194.50				
18-A	387211	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.00000000
	932197	Sec. 21: S½, within NPRA	124.24		APC	22.00	
		TOTAL	124.24				
18-B	387211	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.00000000
	932197	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	90.00		APC	22.00	
		TOTAL	90.00				

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
19	380095	T12N-R4E, U.M.		16.667	CPAI	78.00	0.00000000
	932056	Sec. 21: S½, excluding 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	118.62		APC	22.00	
		TOTAL	118.62				
20	380095	T12N-R4E, U.M.		16.667	CPAI	78.00	0.00000000
	932056	Sec. 20: SE¼, excluding 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	1.30		APC	22.00	
		TOTAL	1.30				
21	387211	T12N,R4E-U.M.		16.66667	CPAI	78.00	0.00000000
	932197	Sec. 20: SE¼, S½SW¼, 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	238.74		APC	22.00	
		TOTAL	238.74				
23	ASRC NPR-A 2	T11N-R4E, U.M.		16.667	CPAI	78.00	0.06188586
	932128	Sec. 4: ALL	640.00		APC	22.00	
		Sec. 5: N½, SE¼, N½SW¼, SE¼SW¼	600.00				
		Sec. 8: NE¼, N½ SE¼, SE¼SE¼, E½NW¼	360.00				
		Sec. 9: All	640.00				
		Sec. 21: E½, E½NW¼	400.00				

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
23	ASRC NPRA 2 932128 (cont.)	T12N-R4E, U.M. Sec. 28: ALL, (fractional) excluding tide and submerged lands seaward of the line of mean high water	568.35				
		Sec. 29: ALL, (fractional) excluding tide and submerged lands seaward of the line of mean high water	402.79				
		Sec. 30: E½, SE¼NW¼, E½SW¼, (fractional) excluding tide and submerged lands seaward of the line of mean high water	177.74				
		Sec. 31: E½SE¼, NE¼, (fractional) excluding tide and submerged lands seaward of the line of mean high water	198.37				
		Sec. 32: All, (fractional) excluding tide and submerged lands seaward of the line of mean high water	538.42				
		Sec. 33: ALL	640.00				
		TOTAL	5,165.67				
24	387212 932199	T12N-R4E, U.M. Sec. 27: ALL, within NPRA	550.29	16.66667 Sliding	CPAI APC	78.00 22.00	0.00939925
		TOTAL	550.29	Scale			
25	25530 932098	T12N-R4E, U.M. Sec. 27: ALL, excl. NPRA	89.71	12.5	CPAI APC	78.00 22.00	0.00341919
		TOTAL	89.71				
26	387212 932199	T12N-R4E, U.M. Sec. 26: ALL, within NPRA	17.36	16.66667 Sliding	CPAI APC	78.00 22.00	0.00039958
		TOTAL	17.36	Scale			
27	25530 932098	T12N-R4E, U.M. Sec. 26: ALL, excl. NPRA	622.64	12.5	CPAI APC	78.00 22.00	0.00968871
		TOTAL	622.64				
28	25530 932098	T12N-R4E, U.M. Sec. 25: ALL	640.00	12.5	CPAI APC	78.00 22.00	0.01106986
		TOTAL	640.00				

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
29	25558	T12N-R5E, U.M.		12.5	CPAI	78.00	0.09570273
	932102	Sec. 29: ALL	640.00		APC	22.00	
		Sec. 30: ALL	588.00				
		Sec. 31: ALL	591.00				
		Sec. 32: ALL	640.00				
		TOTAL	2,459.00				
30	25557	T12N-R5E, U.M.		12.5	CPAI	78.00	0.03815267
	932106	Sec. 27: SW¼, SW¼NW¼, SW¼SE¼	240.00		APC	22.00	
		Sec. 28: ALL	640.00				
		Sec. 33: ALL	640.00				
		Sec. 34: S½, NW¼, NW¼NE¼, S½NE¼	600.00				
		TOTAL	2,120.00				
34	372108	T12N-R5E, U.M.		12.5	CPAI	78.00	0.00000000
	932008	Sec. 35: W½SW¼	80.00		APC	22.00	
		TOTAL	80.00				
35	380096	T12N-R4E, U.M.		16.667	CPAI	78.00	0.04318481
	932058	Sec. 36: ALL	640.00		APC	22.00	
		TOTAL	640.00				
36	25530	T12N-R4E, U.M.		12.5	CPAI	78.00	0.02563486
	932098	Sec. 35: ALL, excl. NPRA	596.62		APC	22.00	
		TOTAL	596.62				
37	387212	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.00092143
	932199	Sec. 35: ALL, within NPRA	43.38	Sliding	APC	22.00	
		TOTAL	43.38	Scale			
38	387212	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.02256690
	932199	Sec. 34: ALL, within NPRA	640.00	Sliding	APC	22.00	
		TOTAL	640.00	Scale			

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
39	387207	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.02358157
	932191	Sec. 3: ALL, within NPRA	588.85	Sliding	APC	22.00	
		TOTAL	588.85	Scale			
40	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00375681
	932034	Sec. 3: ALL, excl. NPRA	51.15		APC	22.00	
		TOTAL	51.15				
42	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.04302967
	932034	Sec. 2: ALL	640.00		APC	22.00	
		TOTAL	640.00				
43	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.04447092
	932034	Sec. 1: ALL	640.00		APC	22.00	
		TOTAL	640.00				
44	25559	T11N-R5E, U.M.		12.5	CPAI	78.00	0.15873010
	932104	Sec. 5: ALL	640.00		APC	22.00	
		Sec. 6: ALL	593.00				
		Sec. 7: ALL	596.00				
		Sec. 8: ALL	640.00				
		TOTAL	2,469.00				
45	372095	T11N-R5E, U.M.		12.5	CPAI	78.00	0.13147520
	931992	Sec. 3: ALL	640.00		APC	22.00	
		Sec. 4: ALL	640.00				
		Sec. 9: ALL	640.00				
		Sec. 10: ALL	640.00				
		TOTAL	2,560.00				
46	25560	T11N-R5E, U.M.		12.5	CPAI	78.00	0.00043962
	932108	Sec. 2: W½, W½SE¼	400.00		APC	22.00	
		TOTAL	400.00				

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
49	25560	T11N-R5E, U.M.		12.5	CPAI	78.00	0.00131477
	932108	Sec. 11: NW¼, W½NE¼, W½SW¼, NE¼SW¼	360.00		APC	22.00	
		TOTAL	360.00				
50	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.06285265
	4608	Sec. 12: ALL	640.00		APC	22.00	
	932034	TOTAL	640.00				
51	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.07494062
	4608	Sec. 11: ALL, excl. NPRA	594.02		APC	22.00	
	932034	TOTAL	594.02				
52	387207	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.00196182
	4830	Sec. 11: ALL, within NPRA	45.98	Sliding	APC	22.00	
	932191	TOTAL	45.98	Scale			
53	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00016066
	4608	Sec. 10: ALL, excl. NPRA	5.83		APC	22.00	
	932034	TOTAL	5.83				
54	387207	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.02840070
	4830	Sec. 10: ALL, within NPRA	634.17	Sliding	APC	22.00	
	932191	TOTAL	634.17	Scale			
55	387208	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.00175083
	932193	Sec. 16: ALL, within NPRA	630.47	Sliding	APC	22.00	
		TOTAL	630.47	Scale			
56	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00002947
	932034	Sec. 16: All, excl. NPRA	9.53		APC	22.00	
		TOTAL	9.53				
57	387208	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.00330442
	932193	Sec. 15: ALL, within NPRA	103.94	Sliding	APC	22.00	
		TOTAL	103.94	Scale			

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
58	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00836747
	932034	Sec. 15: ALL, excl. NPRA	536.06		APC	22.00	
		TOTAL	536.06				
59	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.01983454
	932034	Sec. 14: ALL	640.00		APC	22.00	
		TOTAL	640.00				
60	380075	T11N-R4E, U.M.		16.667	CPAI	78.00	0.03054381
	932034	Sec. 13: ALL	640.00		APC	22.00	
		TOTAL	640.00				
61	372097	T11N-R5E, U.M.		12.5	CPAI	78.00	0.00832198
	931996	Sec. 17: ALL	640.00		APC	22.00	
		Sec. 18: ALL	599.00				
		TOTAL	1,239.00				
62	372096	T11N-R5E, U.M.		12.5	CPAI	78.00	0.00148459
	931994	Sec. 16: N½, N½S½, S½SW¼, SW¼SE¼	600.00		APC	22.00	
		TOTAL	600.00				
63	384210	T11N-R5E, U.M.		16.667	CPAI	78.00	0.00000000
	932078	Sec. 15: NW¼, N½NE¼,			APC	22.00	
		NW¼SW¼	280.00				
		TOTAL	280.00				
69	384211	T11N-R5E, U.M.		16.667	CPAI	78.00	0.00000000
	932080	Sec. 21: N½NW¼	80.00		APC	22.00	
		TOTAL	80.00				
70	384211	T11N-R5E, U.M.		16.667	CPAI	78.00	0.00000927
	932080	Sec. 20: N½, N½SW¼ , SW¼SW¼, NW¼SE¼	480.00		APC	22.00	
		TOTAL	480.00				
71	384211	T11N-R5E, U.M.		16.667	CPAI	78.00	0.00016600
	932087	Sec. 19: ALL	601.00		APC	22.00	
		TOTAL	601.00				

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
72	380077 932036	T11N-R4E, U.M. Sec. 24: ALL TOTAL	<u>640.00</u> 640.00	16.667	CPAI APC	78.00 22.00	0.00047364
73	380077 932036	T11N-R4E, U.M. Sec. 23: ALL TOTAL	<u>640.00</u> 640.00	16.667	CPAI APC	78.00 22.00	0.00546532
74	380077 932036	T11N-R4E, U.M. Sec. 22: ALL, excl. NPRA TOTAL	<u>228.74</u> 228.74	16.667	CPAI APC	78.00 22.00	0.00398769
75	387208 932193	T11N-R4E, U.M. Sec. 22: ALL, within NPRA TOTAL	<u>411.26</u> 411.26	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00561779
76	387209 932195	T11N-R4E, U.M. Sec. 27: N½, N½S½, S½SE¼, SE¼SW¼, within NPRA TOTAL	<u>574.70</u> 574.70	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00201729
77	380077 932036	T11N-R4E, U.M. Sec. 27: ALL, excl. NPRA TOTAL	<u>25.30</u> 25.30	16.667	CPAI APC	78.00 22.00	0.00021334
78	387209 932195	T11N-R4E, U.M. Sec. 26: ALL, within NPRA TOTAL	<u>25.23</u> 25.23	16.66667 Sliding Scale	CPAI APC	78.00 22.00	0.00003754
79	380077 932036	T11N-R4E, U.M. Sec. 26: ALL, excl. NPRA TOTAL	<u>614.77</u> 614.77	16.667	CPAI APC	78.00 22.00	0.00778366
80	384209 932076	T11N-R4E, U.M. Sec. 25: N½, SW¼, N½SE¼, SW¼SE¼ TOTAL	<u>600.00</u> 600.00	16.667	CPAI APC	78.00 22.00	0.00032097

Exhibit C

Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
81	384211	T11N-R5E, U.M.		16.667	CPAI	78.00	0.00003873
	932080	Sec. 30: N½N½, S½NW¼, NW¼SW¼	253.00	of 604.00	APC	22.00	
		TOTAL	253.00				
120	ASRC NPRA 2	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00003081
	932128	Sec. 28: E½NE¼	80.00		APC	22.00	
		Sec. 34: E½NE¼, NW¼NE¼	120.00				
		TOTAL	200.00				
121	388905	T11N-R4E, U.M.		16.66667	CPAI	78.00	0.00004519
	932357	Sec. 35: N½, Unsurveyed, within NPRA	93.05	Sliding	APC	22.00	
		TOTAL	93.05	Scale			
122	388902	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00009486
	932351	Sec. 35: N½, Unsurveyed, excl. NPRA	226.95		APC	22.00	
		TOTAL	226.95				
123	388902	T11N-R4E, U.M.		16.667	CPAI	78.00	0.00001540
	932351	Sec. 36: NW¼NW¼	40.00		APC	22.00	
		TOTAL	40.00				

Exhibit C

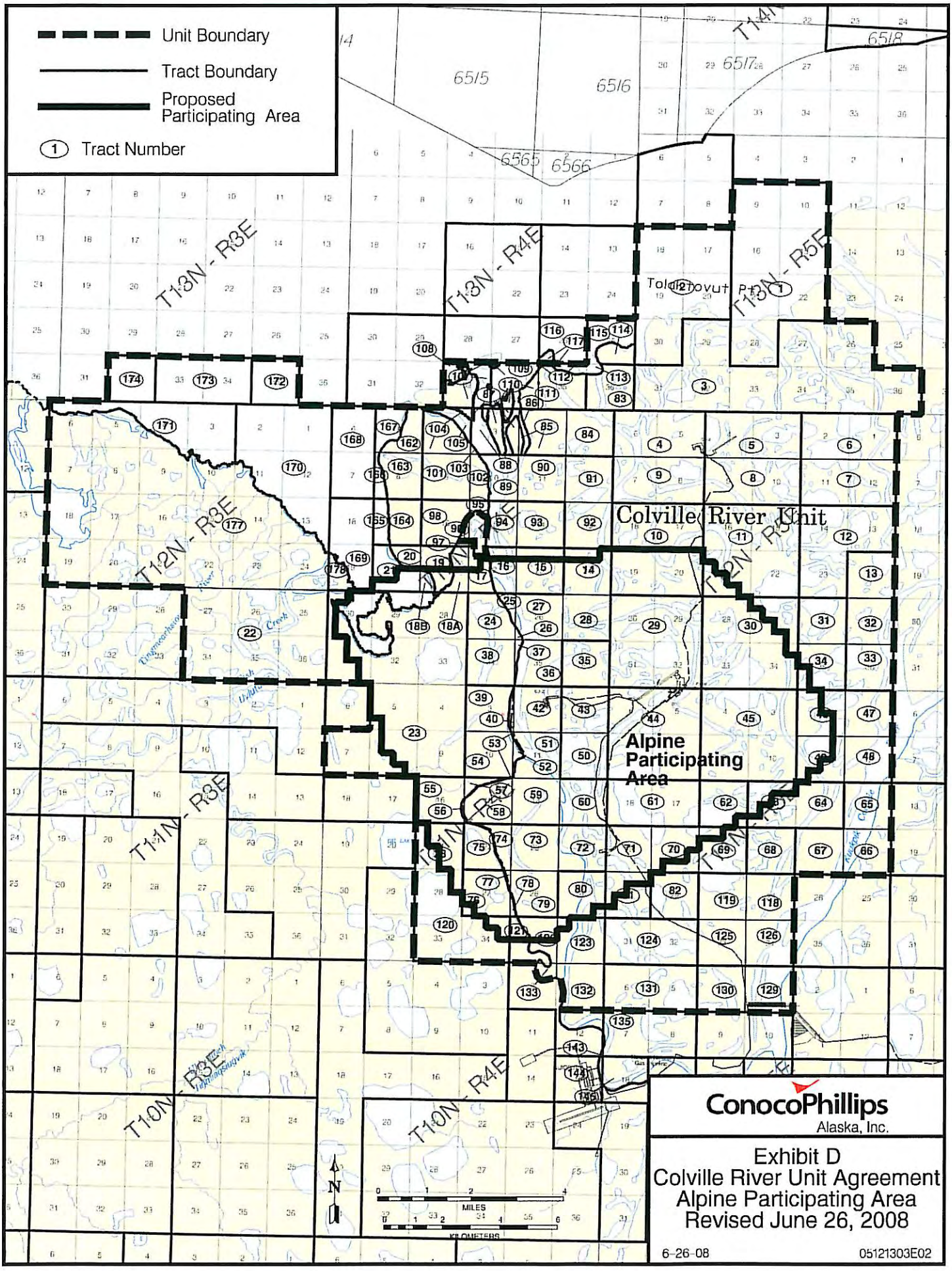
Alpine Participating Area Tract Participation

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

Revised July 29, 2008

Tract No.	ADL No./ Tobin No.	Legal Description	Acres	Royalty (%)	Owners	Working Interest %	Tract Allocation
169	388466	T12N-R4E, U.M.		16.66667	CPAI	78.00	0.00068369
	300634				APC	22.00	
		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	71.65				
		Sec. 29: 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	237.21				
		Sec. 30: E½, SE¼NW¼, E½SW¼, Unsurveyed, tide and submerged lands seward of the line of mean high water and the channel closing lines as shown on the official tract map	262.26				
		Sec. 31: 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	50.63				
		Sec. 32: 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	101.58				
		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	723.33				
		TOTAL PA ACRES	37,907.90				

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



ConocoPhillips Alaska, Inc.

Exhibit D
Colville River Unit Agreement
Alpine Participating Area
Revised June 26, 2008

6-26-08

05121303E02