

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

| | | |
|--------------------------|---|-----------------------------------|
| UNITED STATES OF AMERICA | : | NO: 07 CR 683 |
| | : | |
| v. | : | JOINT MOTION FOR APPROVAL |
| | : | OF THE REVISED RESTITUTION |
| | : | PLAN |
| | : | |
| BP AMERICA INC., | : | |
| | : | |
| | : | |
| Defendant. | : | |
| | : | |

Defendant BP AMERICA INC. (“BP America” or the “Company”), a corporation established and existing under the laws of the State of Delaware, and the United States Department of Justice, Criminal Division, Fraud Section (the “Department of Justice” or the “Department”) jointly move this Court to approve the Revised Restitution Plan attached hereto as Exhibit A, which has been prepared by the Third Party Administrator pursuant to a Deferred Prosecution Agreement.

BACKGROUND

BP America, by its undersigned attorneys, pursuant to authority granted by its Board of Directors, and the Department, entered into a Deferred Prosecution Agreement (“Agreement”) applicable to BP America and the following BP America subsidiaries: BP Corporation North America Inc., BP Products North America Inc., BP America Production Company, BP Energy Company, and BP International Services Company (hereinafter collectively referred to as the “BP Entities”), which Agreement was received by this Court on October 25, 2007.

Section 13 of the Agreement provides for the appointment of a third party administrator (“Third Party Administrator”) to administer the restitution fund (“Restitution Fund”) established by Section 9 of the Agreement.

Section 14 of the Agreement provides for the Third Party Administrator to prepare and submit to the Department a plan (the “Restitution Plan”) setting forth the procedures governing the activities of the Third Party Administrator. The Third Party Administrator prepared a Restitution Plan, which was submitted to the Court on September 18, 2008.

Subsequent to the submission of the Restitution Plan to the Court, the Third Party Administrator, the Department and BP America agreed that certain terms of the Restitution Plan as originally submitted should be modified, and hereby submit a revised Restitution Plan (“Revised Restitution Plan”), attached hereto as Exhibit A. BP America and the Department jointly, respectfully request that the Court consider the attached Revised Restitution Plan in lieu of the Restitution Plan submitted on September 18, 2008.

The Revised Restitution Plan addresses two issues: (1) expanded notification to potential victims, and (2) clarification and streamlining of certain procedural provisions related to filing and appealing claims. Accordingly, the attached Revised Restitution Plan includes the following six (6) modifications:

(1) Addition of Paragraph 28(b) to provide for a direct notice provision that reaches a far greater number of potential victims through the use of a list of entities compiled from North American Industry Classification System (“NAICS”) industry categories that may include entities which purchased propane during the Relevant Period of Purchase; and

(2) Modification of Paragraph 9a to remove any references to Eligible Recipients needing to “request” an Appeals Form;

(3) Modification of Paragraph 30d to allow potential Eligible Recipients to submit supporting documentation through email;

(4) Modification of Paragraph 30e to allow potential Eligible Recipients to submit supporting documentation through email or by uploading it through the website;

(5) Modification of Paragraph 32 to remove the requirement to return Certification Form if already complete and accurate; and

(6) Modification of Paragraph 35 to eliminate requirement that potential Eligible Recipients request an Appeals Form to appeal Exclusionary List status.

Section 14 of the Agreement further provides that the Restitution Plan must be approved by the Department and the Court. The Department has reviewed the Revised Restitution Plan and approves it.

Therefore, BP America and the Department jointly respectfully request that the Court approve the Third Party Administrator's Revised Restitution Plan attached as Exhibit A hereto.

AGREED:

FOR DEFENDANT BP AMERICA INC:



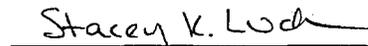
STEVEN R. PEIKIN
Counsel for Defendant BP America Inc.

Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004-2498
(212) 558-7228

FOR THE DEPARTMENT OF JUSTICE:

STEVEN A. TYRRELL
Chief, Fraud Section

By:


JERROB DUFFY
STACEY K. LUCK

Trial Attorneys
Fraud Section, Criminal Division
United States Department of Justice
Criminal Division, Fraud Section
10th & Constitution Avenue, NW
Washington, D.C. 20530
(202) 305-0273

Filed at Chicago, Illinois, on this 15th day of October, 2008.