

EXHIBIT B

**FORM OF CERTIFICATE TO BE DELIVERED BY TRANSFEROR IN
CONNECTION WITH TRANSFERS OF NOTES PURSUANT TO
RULE 144A TO REQUEST ADDITION OF THE RULE 144A LEGEND**

TNK-BP FINANCE S.A. (the "Issuer")

**U.S.\$5,000,000,000 Guaranteed Debt Issuance Programme Guaranteed by TNK-BP
International Limited**

Reference is hereby made to the trust deed dated 7 September 2005 (the "**Trust Deed**") in relation to the issue of [Notes] (the "**Notes**") by TNK-BP Finance S.A. (the "**Issuer**"). Terms used herein and defined in the Trust Deed are used herein as so defined. Other terms have the meaning given to them in Regulation S.

This letter relates to U.S.\$[●] principal amount of Notes which are held in the form of a Note which does not bear the Rule 144A Legend (as defined in the Trust Deed constituting the Notes) in the name of [transferor] (the "**Transferor**"). The Transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in a Note bearing the Rule 144A Legend.

In connection with such request, and in respect of such Notes the Transferor acknowledges (or if the Transferor is acting for the account of another person, such person has confirmed to the Transferor that it acknowledges), that such Notes have not been and will not be registered under the U.S. Securities Act of 1933, (the "**Securities Act**"), and that the Issuer has not been and will not be registered as an investment company under the Investment Company Act of 1940, (the "**Investment Company Act**"), and the Transferor hereby certifies that, if the transferee is a U.S. person within the meaning of Regulation S under the Securities Act, such transfer has been effected (i) in accordance with the transfer restrictions set forth in the Notes and (ii) in a transaction meeting the requirements of Rule 144A under the Securities Act.

The Transferor does hereby further certify that the beneficial interests in the Notes are being transferred to a person that the Transferor reasonably believes:

- 1** if the transferee is a U.S. person within the meaning of Regulation S, is (a) a "qualified institutional buyer" within the meaning of Rule 144A (a "**QIB**"), (i. (b) acquiring such Notes for its own account or for the account of one or more QIBs, and (c) aware, and each beneficial owner of such Notes has been advised, that the seller of such Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A;
- 2** understands that such Notes have not been and will not be registered under the Securities Act may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a U.S. person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of one or more QIBs, or (b) to a non-U.S. person in an offshore transaction within the meaning of Regulation S in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, in each case in accordance with any applicable securities laws of any State of the United States; and
- 3** acknowledges that, prior to any transfer of Definitive Notes or of beneficial interests in the Global Notes, the holder of Definitive Notes or the holder of beneficial interests in Global Notes, as the case may be, may be required to provide certifications and other documentation relating to the manner of such transfer and submit such certifications and other documentation as provided in the Trust Deed.

In addition, the Transferor does hereby certify that (i) the Transferor has provided notice of these restrictions to the Transferee, (ii) the Transferee has confirmed to the Transferor that it acknowledges that the Issuer, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its transfer of Notes pursuant to Rule 144A is no longer accurate, its shall promptly notify the Issuer, TNK-BP International Limited and the Dealers, and that if the Transferee is acquiring any Notes for the account of one or more persons who are QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account and (iii) the Transferor will provide any purchaser from it of the Notes notice of the transfer restrictions set forth above.

[Details of the relevant accounts at Euroclear Bank S.A./N.V. as operator of the Euroclear System or Clearstream Banking, société anonyme, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details]]

We hereby request that you issue Notes which bear the Rule 144A Legend.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[Insert name of Transferor]

By:

Date:

Authorised Signature

EXHIBIT A

**FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH
TRANSFERS OF NOTES
PURSUANT TO REGULATION S
TO PERMIT REMOVAL OF THE RULE 144A LEGEND**

TNK-BP FINANCE S.A. (the "Issuer")

**U.S.\$5,000,000,000 Guaranteed Debt Issuance Programme Guaranteed by TNK-BP
International Limited**

Reference is hereby made to the trust deed dated 7 September 2005 (the "**Trust Deed**") in relation to the issue of [Notes] (the "**Notes**") by TNK-BP Finance S.A. (the "**Issuer**"). Terms used herein and defined in the Trust Deed are used herein as so defined.

In connection with our transfer of U.S.\$[●] principal amount of Notes, we confirm that such transfer has been effected pursuant to and in accordance with Regulation S, and, accordingly, we represent that:

- 1** the offer and sale of the Notes was made to a non-U.S. person in an offshore transaction within the meaning of Rule 902 of Regulation S;
- 2** no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable;
- 3** the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- 4** we have notified the transferee that at the time of its purchase and throughout the period it holds such Notes or any interest therein it may not sell or otherwise transfer any such Note or interest to any person without first obtaining these same foregoing representations and warranties from that person.

In addition, if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you issue Notes which do not bear the Rule 144A Legend.

[Details of the relevant accounts at Euroclear Bank S.A./N.V. as operator of the Euroclear System or Clearstream Banking, société anonyme, as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [insert details]]

In connection with such request, we hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Notes.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer. Terms used in this certificate have the meanings set forth in Regulation S.

[Name of Transferor]

By: _____

Authorised Signature