

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant BKSH & ASSOCIATES 1801 K Street, NW, Suite 901L Washington, DC 20006		2. Registration No. 5402
3. Name of foreign principal CNOOC, Limited	4. Principal address of foreign principal Offshore Petroleum Plaza No. 6 Dongzhimenwai Xiaojie, DongCheng Dist. Beijing P.R. China 100027	

5. Indicate whether your foreign principal is one of the following:

- Foreign government
- Foreign political party
- Foreign or domestic organization: If either, check one of the following:
 - Partnership
 - Corporation
 - Association
 - Committee
 - Voluntary group
 - Other (specify): _____
- Individual-State nationality _____

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6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

N/A

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address.

N/A

b) Name and title of official with whom registrant deals.

c) Principal aim.

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

CNOOC is an oil and gas company engaged in the exploration, development, production, and sale of crude oil and natural gas primarily offshore China.

b) Is this foreign principal *See Question #9 for a detailed response to these questions*

Supervised by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Owned by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Directed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Controlled by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Financed by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes <input type="checkbox"/>	No <input type="checkbox"/>

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

As stated in CNOOC's most recent filing with the U.S. Securities and Exchange Commission (Form 20-F, June 14, 2004), China National Offshore Oil Corporation, a PRC stated-owned enterprise, indirectly owns or controls an aggregate of approximately 70.625% of the shares of CNOOC, with the remaining 29.375% of the shares of CNOOC owned by public shareholders and corporate investors, with such shares being traded on the New York and Hong Kong Stock Exchange. CNOOC is managed on a day-to-day basis by senior executives who are private citizens, and it is controlled by a Board of Directors (that includes four independent executive directors out of a total of eight directors) who owe their fiduciary duties to all of CNOOC's shareholders.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

Date of Exhibit A	Name and Title	Signature
July 15, 2005	Charlie Black Chairman	

Exhibit B
To Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant BKSH & Associates 1801 K Street, NW, Suite 901L Washington, DC 20006	2. Registration No. 5402
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3. Name of Foreign Principal
CNOOC Limited

Check Appropriate Boxes.

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

We will communicate with U.S. Government officials concerning issues relating to the bid offer to merge with Unocal Corporation. In addition, we will advise the client on issues that may arise in connection with U.S. Government consideration of the bid.

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COMMUNICATIONS SECTION


8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

We will communicate with U.S. Government officials concerning issues relating to the bid offer to merge with Unocal Corporation. In addition, we will advise the client on issues that may arise in connection with U.S. Government consideration of the bid.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

We will communicate with U.S. Government officials and provide them with appropriate information concerning the proposed bid.

Date of Exhibit B	Name and Title	Signature
July 15, 2005	Charlie Black Chairman	

Footnote. Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

July 7, 2005

Letter of Agreement

The purpose of this letter is to set forth the mutual understanding as to the terms and conditions of the agreement ("Agreement") between the CNOOC Limited ("Client") and BKSH & Associates ("BKSH").

BKSH proposes to provide strategic and political counsel and government relations services to Client for the purpose of promoting federal government approval of the transaction by which CNOOC Limited proposes to purchase assets of Unocal Corporation.

Under this agreement BKSH will provide the services of Charlie Black to perform a leadership role for the Client's team of consultants, lobbyists, and attorneys in this project. Other principals of BKSH will be available to assist on the project, as needed.

BKSH will provide these services to Client from July 7, 2005, through August 10, 2005, for a retainer of \$60,000, payable upon execution of this agreement. If work on the project extends past August 10, 2005, BKSH will continue to provide the same services on a month-to-month basis, for a retainer of \$60,000.

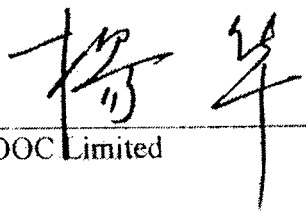
If the terms of the engagement are acceptable to the Client, we would appreciate it if you would sign and return BKSH a copy of this letter, evidencing the agreement of these terms.

Sincerely,



Charlie Black
Chairman

ACCEPTED AND AGREED:



CNOOC Limited

July 7, 2005

Date