

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 Brunswick Group LLC 140 East 45th Street, 30th Floor New York, NY 10017	2. Registration No. 5700
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3. Name of foreign principal CNOOC, Limited	4. Principal address of foreign principal
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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:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> 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.
N/A

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.
N/A

c) Principal aim.
N/A

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 - *please see below, refer to no. 9*

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

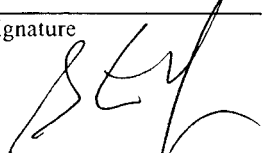
Date of Exhibit A	Name and Title	Signature
07.25.2005	Steven Lipin Senior Partner	

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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1. Name of Registrant Brunswick Group LLC 140 East 45th Street, 30th Floor New York, NY 10017	2. Registration No. 5700
3. Name of Foreign Principal CNOOC Ltd.	

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.

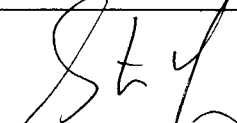
Provide support on communication issues including media relations and outreach to third parties (see also attached letter)

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8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.
Provide support on communication issues including media relations and outreach to third parties (see also attached letter).

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.

Date of Exhibit B 07-25-2005	Name and Title Steven Lipin Senior Partner	Signature 
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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.

BRUNSWICK23rd June, 2005

Xiao Zongwei
Investor Relations
General Manager
CNOOC Limited
No. 6, Dongzhimenwai Xiaojie,
Beijing, 100027

Dear Mr Xiao,

Communications Support for Bid for Unocal

I am writing to clarify the terms of our relationship and provide you with an overview of how we would approach the work. This proposal is based on our providing full, ongoing, round-the-clock strategic advice and tactical support for your international communications needs in China, Hong Kong and the United States.

We feel very strongly that the international financial and corporate communications process requires a single, global team that can ensure the company's messages are consistent and persuasive in all locations.

Situation

Brunswick's role will be to assist CNOOC with all communications needs related to this project, coordinating closely with your other advisors, including retained lobbying and public affairs firms. It is clear that the regulatory and political aspects of this campaign are important to the success of the proposed transaction. However, as we discussed in the meeting, it is also important to ensure that your financial and investor audiences accept that the transaction makes sense for CNOOC. CNOOC is admired, with a reputation for caution and financial prudence -- we need to make sure that reputation remains in succeeding in this transaction.

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BRUNSWICK**Approach**

Our communications efforts will be aimed at:

- Developing a coordinated international communications strategy that recognizes the international nature of the media, investors, analyst houses and hedge funds.
- Communicating a clear and compelling message that dovetails seamlessly with the requirements of regulatory communications.
- Helping you understand, anticipate and address your detractors' arguments against your proposal and potential issues that are likely to arise.
- Marshalling supporters in the financial community more publicly to your cause.
- Providing continuous around-the-clock support for related communication issues as they arise.

Commencement /Term

We suggest Brunswick's contract immediately, and extends until close of the transaction.

Personnel

You will have the full resources of the firm and its partners to help you as and where needed – not just in Asia and the US, but Europe also. However the campaign will be led by me and my partners Ray Bashford in Hong Kong, Michael Buckley, Ellen Barry and Steve Lipin in the US. In Beijing, Cai Jinqing will lead the team from New Alliances, which will fall under our single contract.

Fees and Payment

Fees and payment terms will be confirmed in a subsequent letter referencing this contract.

In addition, we will invoice you for normal disbursements for reasonable and customary third-party costs such as press cuttings, hotels, travel, production of documents and other costs associated with the project.



Conclusion

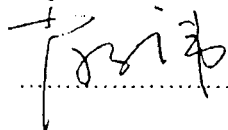
This proposal should be read with the attached Terms of Business that also apply in relation to the work we do for you. In particular I would highlight that paragraph 6 of those Terms states that our liability is limited to the amount of our professional fees.

Thank you for inviting Brunswick to work with you. It will be our great honor to represent you on this project and we look forward to striving together for a successful conclusion.

Yours sincerely,

Tim Payne
Managing Partner

I agree to the terms of this letter:

..... CNOOC

23 / 4 / 05.....Date