

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: § **Chapter 11**
§
ATP OIL & GAS CORPORATION § **Case No. 12-36187**
§
Debtor. § **Hon. Marvin Isgur**

**NOTICE OF FILING OF
DIP AGENT’S NOTICE OF INTENT TO CREDIT BID**

PLEASE TAKE NOTICE THAT Credit Suisse AG, Cayman Islands Branch (the “DIP Agent”), as administrative agent and collateral agent under the Debtor’s Senior Secured Superpriority Debtor-in-Possession Credit Agreement dated as of August 29, 2012 (as amended from time to time, the “DIP Credit Agreement”), hereby files the Notice of Intent to Credit Bid attached hereto as Exhibit A (the “Notice of Intent to Credit Bid”).

Dated: April 18, 2013

HAYNES AND BOONE, LLP

By: /s/ Henry Flores
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- and -



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ATTORNEYS FOR THE DIP AGENT

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument was served by first class United States Mail, postage prepaid and properly addressed, to all parties listed on the attached Service List and by electronic transmission to all registered ECF users authorized to receive electronic notice in this case on April 18, 2013.

/s/ Henry Flores

Henry Flores

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JEFFERIES & COMPANY, INC.
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Exhibit A

Notice of Intent to Credit Bid

April 18, 2013

ATP Oil & Gas Corporation
4600 Post Oak Place, Suite 200
Houston, Texas 77027-9726
Attention: Chief Financial Officer

Re: Notice of Intent to Credit Bid

Ladies and Gentlemen,

Reference is hereby made to (a) that certain Senior Secured Super Priority Priming Debtor in Possession Credit Agreement dated as of August 29, 2012 (as amended, supplemented or otherwise modified through the date hereof, the "Credit Agreement"), among ATP Oil & Gas Corporation, as debtor and debtor in possession (the "Borrower"), the Lenders from time to time party thereto and Credit Suisse AG, as administrative agent and collateral agent (in such capacities, the "Agent") and (b) the Bidding Procedures (the "Bidding Procedures") approved by the Bankruptcy Court in the Order (A) Approving (i) Bidding Procedures, (ii) Bid Protections, (iii) Auctions Procedures, and (iv) Assumption and Assignment Procedures, (B) Approving Notice Procedures for (i) the Solicitation of Bids, and (ii) an Auction, (C) Scheduling Hearings on Approval of a Sale or Sales of Substantially All of the Debtor's Deepwater Property Assets, and (D) Granting Related Relief, entered on February 14, 2013. Capitalized terms used but not defined herein have the meanings assigned to them under the Credit Agreement or the Bidding Procedures, as applicable.

The Agent expects that the Required Lenders will, pursuant to Section 11.09 of the Credit Agreement, instruct it to credit bid on behalf of the holders of the Secured Obligations for certain assets owned by the Borrower, including at the Auction. The Agent, solely in its capacities as Agent, accordingly, hereby notifies the Borrower of its intent to credit bid, pursuant to any such instruction from the Required Lenders. The Agent reserves all of its and the DIP Lenders' rights under the Credit Agreement, the Final Order, and the Bidding Procedures.

THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK AND THE BANKRUPTCY CODE.

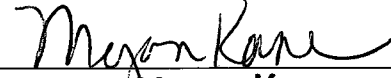
Delivery of this signed notice by facsimile or other customary means of electronic transmission (e.g., "pdf" or "tif") shall be as effective as delivery of a manually signed copy of this notice.

[Remainder of page intentionally left blank.]

Very truly yours,

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as Administrative Agent and
Collateral Agent

by



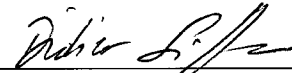
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Title:

Authorized Signatory

by



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