



THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL

ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

MAURA HEALEY
ATTORNEY GENERAL

December 9, 2016

(617) 727-2200
www.mass.gov/ago

By Hand Delivery

Hon. Heidi E. Brieger
Associate Justice
Superior Court
Suffolk County Courthouse, 13th Flr.
Three Pemberton Square
Boston, MA 02108

Re: *In re Civil Investigative Demand No. 2016-EPD-36,*
Issued by the Office of the Attorney General
Suffolk Superior Court Civil Action No.: 16-1888F



Dear Justice Brieger:

The Office of Attorney General Healey ("AGO") writes following the hearing before Your Honor this week, to provide you with copies of: (i) the subpoena issued by the New York Attorney General to Exxon Mobil Corporation, dated November 4, 2015 (Ex. 1); (ii) the subpoena issued by the New York Attorney General to PricewaterhouseCoopers LLP, dated August 19, 2016 (Ex. 2); (iii) a letter filed by Exxon with the New York Supreme Court on December 5, 2016, with exhibits, regarding its production under the November 4, 2015 subpoena (Ex. 3); and (iv) a Stipulation and [Proposed] Order, executed on behalf of Exxon, PricewaterhouseCoopers, and the New York Attorney General's Office, and filed in the New York Supreme Court on December 7, addressing Exxon's and PricewaterhouseCoopers' ongoing production in response to the New York subpoenas.

The AGO understands that as of today Exxon has produced approximately 1.4 million pages of documents to the New York Attorney General in response to the New York subpoenas, and the stipulation filed by Exxon, PricewaterhouseCoopers, and the New York Attorney General's Office provides a schedule for Exxon's continued production of documents pursuant to those subpoenas.

Respectfully submitted,

I. Andrew Goldberg
Assistant Attorney General
Environmental Protection Division

- Enclosure



cc: Fish & Richardson P.C. (by hand) ✓

Paul, Weiss, Rifkind, Wharton & Garrison, LLP (by electronic mail) ✓

Patrick J. Conlon, Esq. (by electronic mail) ✓

Ex. 1



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

**SUBPOENA FOR PRODUCTION OF DOCUMENTS
THE PEOPLE OF THE STATE OF NEW YORK**

**TO: S. Jack Balagia, Jr.
Vice-President and General Counsel
Exxon Mobil Corporation
Corporate Headquarters
5959 Las Colinas Boulevard
Irving, Texas 75039-2298**

WE HEREBY COMMAND YOU, pursuant to New York State Executive Law Section 63(12) and Section 2302(a) of the New York State Civil Practice Law and Rules, to deliver and turn over to Eric T. Schneiderman, the Attorney General of the State of New York, or a designated Assistant Attorney General, on the **4th day of December, 2015** by 10:00 a.m., or any agreed upon adjourned date or time, at the at the offices of the New York State Office of the Attorney General, 120 Broadway, 26th Floor, New York, New York 10271, all documents and information requested in the attached Schedule in accordance with the instructions and definitions contained therein in connection with an investigation to determine whether an action or proceeding should be instituted with respect to repeated fraud or illegality as set forth in the New York State Executive Law Article 5, Section 63(12), violations of the deceptive acts and practices law as set forth in New York State General Business Law Article 22-A, potential fraudulent practices in respect to stocks, bonds and other securities as set forth in New York State General Business Law Article 23-A, and any related violations, or any matter which the Attorney General deems pertinent thereto.

PLEASE TAKE NOTICE that under the provisions of Article 23 of the New York State Civil Practice Laws and Rules, you are bound by this subpoena to produce the documents requested on the date specified and any adjourned date. Pursuant to New York State Civil Practice Laws and Rules Section 2308(b)(1), your failure to do so subjects you to, in addition to any other lawful punishment, costs, penalties and damages sustained by the State of New York State as a result of your failure to so comply.

PLEASE TAKE NOTICE that the Attorney General deems the information and documents requested by this Subpoena to be relevant and material to an investigation and inquiry undertaken in the public interest.

WITNESS, Honorable Eric T. Schneiderman, Attorney General of the State of New York, this 4th day of November, 2015.

By: 

Lemuel M. Srolovic

Kevin G. W. Olson

Mandy DeRoche

Office of the Attorney General
Environmental Protection Bureau

120 Broadway, 26th Floor
New York, New York 10271
(212) 416-8448 (telephone)
(212) 416-6007 (facsimile)

SCHEDULE 1

A. General Definitions and Rules of Construction

1. "All" means each and every.
2. "Any" means any and all.
3. "And" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the Subpoena all information or Documents that might otherwise be construed to be outside of its scope.
4. "Communication" means any conversation, discussion, letter, email, memorandum, meeting, note or other transmittal of information or message, whether transmitted in writing, orally, electronically or by any other means, and shall include any Document that abstracts, digests, transcribes, records or reflects any of the foregoing. Except where otherwise stated, a request for "Communications" means a request for all such Communications.
5. "Concerning" means, directly or indirectly, in whole or in part, relating to, referring to, describing, evidencing or constituting.
6. "Custodian" means any Person or Entity that, as of the date of this Subpoena, maintained, possessed, or otherwise kept or controlled such Document.
7. "Document" is used herein in the broadest sense of the term and means all records and other tangible media of expression of whatever nature however and wherever created, produced or stored (manually, mechanically, electronically or otherwise), including without limitation all versions whether draft or final, all annotated or nonconforming or other copies, electronic mail ("e-mail"), instant messages, text messages, Blackberry or other wireless device messages, voicemail, calendars, date books, appointment books, diaries, books, papers, files, notes, confirmations, accounts statements, correspondence, memoranda, reports, records, journals, registers, analyses, plans, manuals, policies, telegrams, faxes, telexes, wires, telephone logs, telephone messages, message slips, minutes, notes or records or transcriptions of conversations or Communications or meetings, tape recordings, videotapes, disks, and other electronic media, microfilm, microfiche, storage devices, press releases, contracts, agreements, notices and summaries. Any non-identical version of a Document constitutes a separate Document within this definition, including without limitation drafts or copies bearing any notation, edit, comment, marginalia, underscoring, highlighting, marking, or any other alteration of any kind resulting in any difference between two or more otherwise identical Documents. In the case of Documents bearing any notation or other marking made by highlighting ink, the term Document means the original version bearing the highlighting ink, which original must be produced as opposed to any copy thereof. Except where otherwise stated, a request for "Documents" means a request for all such Documents.

8. "Entity" means without limitation any corporation, company, limited liability company or corporation, partnership, limited partnership, association, or other firm or similar body, or any unit, division, agency, department, or similar subdivision thereof.
9. "Identify" or "Identity," as applied to any Document means the provision in writing of information sufficiently particular to enable the Attorney General to request the Document's production through subpoena or otherwise, including but not limited to: (a) Document type (letter, memo, etc.); (b) Document subject matter; (c) Document date; and (d) Document author(s), addressee(s) and recipient(s). In lieu of identifying a Document, the Attorney General will accept production of the Document, together with designation of the Document's Custodian, and identification of each Person You believe to have received a copy of the Document.
10. "Identify" or "Identity," as applied to any Entity, means the provision in writing of such Entity's legal name, any d/b/a, former, or other names, any parent, subsidiary, officers, employees, or agents thereof, and any address(es) and any telephone number(s) thereof.
11. "Identify" or "Identity," as applied to any natural person, means and includes the provision in writing of the natural person's name, title(s), any aliases, place(s) of employment, telephone number(s), e-mail address(es), mailing addresses and physical address(es).
12. "Person" means any natural person, or any Entity.
13. "Sent" or "received" as used herein means, in addition to their usual meanings, the transmittal or reception of a Document by physical, electronic or other delivery, whether by direct or indirect means.
14. "Subpoena" means this subpoena and any schedules, appendices, or attachments thereto.
15. The use of the singular form of any word used herein shall include the plural and vice versa. The use of any tense of any verb includes all other tenses of the verb.
16. The references to Communications, Custodians, Documents, Persons, and Entities in this Subpoena encompass all such relevant ones worldwide.

B. Particular Definitions

1. "You" or "Your" means ExxonMobil Corporation, ExxonMobil Oil Corporation, any present or former parents, subsidiaries, affiliates, directors, officers, partners, employees, agents, representatives, attorneys or other Persons acting on its behalf, and including predecessors or successors or any affiliates of the foregoing.
2. "Climate Change" means global warming, Climate Change, the greenhouse effect, a change in global average temperatures, sea level rise, increased concentrations of carbon dioxide and other Greenhouse Gases and/or any other potential effect on the earth's physical and biological systems as a result of anthropogenic emissions of carbon dioxide

and other Greenhouse Gases, in any way the concept is described by or to You.

3. "Fossil Fuel" or "Fossil Fuels" means all energy sources formed from fossilized remains of dead organisms, including oil, gas, bitumen and natural gas, but excluding coal. For purposes of this subpoena, the definition includes also fossil fuels blended with biofuels, such as corn ethanol blends of gasoline. The definition excludes renewable sources of energy production, such as hydroelectric, geothermal, solar, tidal, wind, and wood.
4. "Greenhouse Gases" or "GHGs" means carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulfur hexafluoride.
5. "Renewable Energy" means renewable sources of energy production, such as hydroelectric, geothermal, solar, tidal, wind, and wood.

C. Instructions

1. Preservation of Relevant Documents and Information; Spoliation. You are reminded of your obligations under law to preserve Documents and information relevant or potentially relevant to this Subpoena from destruction or loss, and of the consequences of, and penalties available for, spoliation of evidence. No agreement, written or otherwise, purporting to modify, limit or otherwise vary the terms of this Subpoena, shall be construed in any way to narrow, qualify, eliminate or otherwise diminish your aforementioned preservation obligations. Nor shall you act, in reliance upon any such agreement or otherwise, in any manner inconsistent with your preservation obligations under law. No agreement purporting to modify, limit or otherwise vary your preservation obligations under law shall be construed as in any way narrowing, qualifying, eliminating or otherwise diminishing such aforementioned preservation obligations, nor shall you act in reliance upon any such agreement, unless an Assistant Attorney General confirms or acknowledges such agreement in writing, or makes such agreement a matter of record in open court.
2. Possession, Custody, and Control. The Subpoena calls for all responsive Documents or information in your possession, custody or control. This includes, without limitation, Documents or information possessed or held by any of your officers, directors, employees, agents, representatives, divisions, affiliates, subsidiaries or Persons from whom you could request Documents or information. If Documents or information responsive to a request in this Subpoena are in your control, but not in your possession or custody, you shall promptly Identify the Person with possession or custody.
3. Documents No Longer in Your Possession. If any Document requested herein was formerly in your possession, custody or control but is no longer available, or no longer exists, you shall submit a statement in writing under oath that: (a) describes in detail the nature of such Document and its contents; (b) Identifies the Person(s) who prepared such Document and its contents; (c) Identifies all Persons who have seen or had possession of such Document; (d) specifies the date(s) on which such Document was prepared, transmitted or received; (e) specifies the date(s) on which such Document became unavailable; (f) specifies the reason why such Document is unavailable, including

without limitation whether it was misplaced, lost, destroyed or transferred; and if such Document has been destroyed or transferred, the conditions of and reasons for such destruction or transfer and the Identity of the Person(s) requesting and performing such destruction or transfer; and (g) Identifies all Persons with knowledge of any portion of the contents of the Document.

4. No Documents Responsive to Subpoena Requests. If there are no Documents responsive to any particular Subpoena request, you shall so state in writing under oath in the Affidavit of Compliance attached hereto, identifying the paragraph number(s) of the Subpoena request concerned.
5. Format of Production. You shall produce Documents, Communications, and information responsive to this Subpoena in electronic format that meets the specifications set out in Attachments 1 and 2.
6. Existing Organization of Documents to be Preserved. Regardless of whether a production is in electronic or paper format, each Document shall be produced in the same form, sequence, organization or other order or layout in which it was maintained before production, including but not limited to production of any Document or other material indicating filing or other organization. Such production shall include without limitation any file folder, file jacket, cover or similar organizational material, as well as any folder bearing any title or legend that contains no Document. Documents that are physically attached to each other in your files shall be accompanied by a notation or information sufficient to indicate clearly such physical attachment.
7. Document Numbering. All Documents responsive to this Subpoena, regardless of whether produced or withheld on ground of privilege or other legal doctrine, and regardless of whether production is in electronic or paper format, shall be numbered in the lower right corner of each page of such Document, without disrupting or altering the form, sequence, organization or other order or layout in which such Documents were maintained before production. Such number shall comprise a prefix containing the producing Person's name or an abbreviation thereof, followed by a unique, sequential, identifying document control number.
8. Privilege Placeholders. For each Document withheld from production on ground of privilege or other legal doctrine, regardless of whether a production is electronic or in hard copy, you shall insert one or more placeholder page(s) in the production bearing the same document control number(s) borne by the Document withheld, in the sequential place(s) originally occupied by the Document before it was removed from the production.
9. Privilege. If You withhold or redact any Document responsive to this Subpoena on ground of privilege or other legal doctrine, you shall submit with the Documents produced a statement in writing under oath, stating: (a) the document control number(s) of the Document withheld or redacted; (b) the type of Document; (c) the date of the Document; (d) the author(s) and recipient(s) of the Document; (e) the general subject matter of the Document; and (f) the legal ground for withholding or redacting the Document. If the legal ground for withholding or redacting the Document is attorney-

client privilege, you shall indicate the name of the attorney(s) whose legal advice is sought or provided in the Document.

10. Your Production Instructions to be Produced. You shall produce a copy of all written or otherwise recorded instructions prepared by you concerning the steps taken to respond to this Subpoena. For any unrecorded instructions given, you shall provide a written statement under oath from the Person(s) who gave such instructions that details the specific content of the instructions and any Person(s) to whom the instructions were given.
11. Cover Letter. Accompanying any production(s) made pursuant to this Subpoena, You shall include a cover letter that shall at a minimum provide an index containing the following: (a) a description of the type and content of each Document produced therewith; (b) the paragraph number(s) of the Subpoena request to which each such Document is responsive; (c) the Identity of the Custodian(s) of each such Document; and (d) the document control number(s) of each such Document.
12. Affidavit of Compliance. A copy of the Affidavit of Compliance provided herewith shall be completed and executed by all natural persons supervising or participating in compliance with this Subpoena, and you shall submit such executed Affidavit(s) of Compliance with Your response to this Subpoena.
13. Identification of Persons Preparing Production. In a schedule attached to the Affidavit of Compliance provided herewith, you shall Identify the natural person(s) who prepared or assembled any productions or responses to this Subpoena. You shall further Identify the natural person(s) under whose personal supervision the preparation and assembly of productions and responses to this Subpoena occurred. You shall further Identify all other natural person(s) able competently to testify: (a) that such productions and responses are complete and correct to the best of such person's knowledge and belief; and (b) that any Documents produced are authentic, genuine and what they purport to be.
14. Continuing Obligation to Produce. This Subpoena imposes a continuing obligation to produce the Documents and information requested. Documents located, and information learned or acquired, at any time after your response is due shall be promptly produced at the place specified in this Subpoena.
15. No Oral Modifications. No agreement purporting to modify, limit or otherwise vary this Subpoena shall be valid or binding, and you shall not act in reliance upon any such agreement, unless an Assistant Attorney General confirms or acknowledges such agreement in writing, or makes such agreement a matter of record in open court.
16. Time Period. The term "Time Period 1" as used in this Subpoena shall be from January 1, 2005 through the date of the production. The term "Time Period 2" shall be from January 1, 1977 through the date of the production.

D. Documents to be Produced

1. All Documents and Communications, within Time Period 2, Concerning any research, analysis, assessment, evaluation, modeling or other consideration performed by You, on Your behalf, or with funding provided by You Concerning the causes of Climate Change.
2. All Documents and Communications, within Time Period 2, Concerning any research, analysis, assessment, evaluation, modeling (including the competency or accuracy of such models) or other consideration performed by You, on Your behalf, or with funding provided by You, Concerning the impacts of Climate Change, including but not limited to on air, water and land temperatures, sea-level rise, ocean acidification, extreme weather events, arctic ice, permafrost and shipping channels, precipitation, flooding, water supplies, desertification, agricultural and food supplies, built environments, migration, and security concerns, including the timing of such impacts.
3. All Documents and Communications, within Time Period 2, Concerning the integration of Climate Change-related issues (including but not limited to (a) future demand for Fossil Fuels, (b) future emissions of Greenhouse Gases from Fossil Fuel extraction, production and use, (c) future demand for Renewable Energy, (d) future emissions of Greenhouse Gases from Renewable Energy extraction, production and use, (e) Greenhouse Gas emissions reduction goals, (f) the physical risks and opportunities of Climate Change, and (g) impact on Fossil Fuel reserves into Your business decisions, including but not limited to financial projections and analyses, operations projections and analyses, and strategic planning performed by You, on Your behalf, or with funding provided by You.
4. All Documents and Communications, within Time Period 1, Concerning whether and how You disclose the impacts of Climate Change (including but not limited to regulatory risks and opportunities, physical risks and opportunities, Greenhouse Gas emissions and management, indirect risks and opportunities, International Energy Agency scenarios for energy consumption, and other carbon scenarios) in Your filings with the U.S. Securities and Exchange Commission and in Your public-facing and investor-facing reports including but not limited to Your *Outlook For Energy* reports, Your *Energy Trends, Greenhouse Gas Emissions, and Alternative Energy* reports, and Your *Energy and Carbon - Managing the Risks* Report.
5. All Documents and Communications, within Time Period 1, presented to Your board of directors Concerning Climate Change
6. All Documents and Communications Concerning Climate Change, within Time Period 1, prepared by or for trade associations or industry groups, or exchanged between You and trade associations or industry groups, or sent from or to trade associations or industry groups, including but not limited to the: (i) American Petroleum Institute; (ii) Petroleum Industry Environmental Conservation Association; (PIECA); (iii) US Oil & Gas Association; (iv) Petroleum Marketers Association of America; and (v) Empire State Petroleum Association.

7. All Documents and Communications, within Time Period 1, related to Your support or funding for organizations relating to communications or research of Climate Change, including decisions to cease funding or supporting such organizations.
8. All Documents and Communications, within Time Period 1, created, recommended, sent, and/or distributed by You, on Your behalf, or with funding provided by You, Concerning marketing, advertising, and/or communication about Climate Change including but not limited to (a) policies, procedures, practices, memoranda and similar instructive or informational materials; (b) marketing or communication strategies or plans, (c) flyers, promotional materials, and informational materials; (d) scripts, Frequently Asked Questions, Q&As, and/or other guidance documents; (e) slide presentations, power points or videos; (f) written or printed notes from or video or audio recordings of speeches, seminars or conferences; (g) all Communications with and presentations to investors; and/or (h) press releases.
9. All Documents and Communications, within Time Period 1, that are exemplars of all advertisements, flyers, promotional materials, and informational materials of any type, (including but not limited to web-postings, blog-postings, social media-postings, print advertisements, radio and television advertisements, brochures, posters, billboards, flyers and disclosures) used, published, or distributed by You, on Your behalf, or with funding provided by You, Concerning Climate Change including but not limited to (a) a copy of each print advertisement placed in New York State; (b) a DVD format copy of each television advertisement that ran in New York State; (c) an audio recording of each radio advertisement that ran in New York State and the audio portion of each internet advertisement; and (d) a printout, screenshot or copy of each advertisement, information, or communication provided via the internet, email, Facebook, Twitter, You Tube, or other electronic communications system.
10. All Documents and Communications, within Time Period 1, substantiating or refuting the claims made in the materials identified in response to Demand Nos. 4, 8 and 9.
11. All Documents and Communications sufficient to identify any New York State consumer who has complained to You, or to any state, county or municipal consumer protection agency located in New York State, Concerning Your actions with respect to Climate Change; and for each New York State consumer identified: (i) each complaint or request made by or on behalf of a consumer, (ii) all correspondence between the consumer, his or her representative, and You, (iii) recordings and notes of all conversations between the consumer and You, and (iv) the resolution of each complaint, if any.

APPENDIX 1

Electronic Document Production Specifications

Unless otherwise specified and agreed to by the Office of Attorney General, all responsive documents must be produced in LexisNexis® Concordance® format in accordance with the following instructions. Any questions regarding electronic document production should be directed to the Assistant Attorney General whose telephone number appears on the subpoena.

1. **Concordance Production Components.** A Concordance production consists of the following component files, which must be produced in accordance with the specifications set forth below in Section 7.
 - A. ***Metadata Load File.*** A delimited text file that lists in columnar format the required metadata for each produced document.
 - B. ***Extracted or OCR Text Files.*** Document-level extracted text for each produced document or document-level optical character recognition ("OCR") text where extracted text is not available.
 - C. ***Single-Page Image Files.*** Individual petrified page images of the produced documents in tagged image format ("TIF"), with page-level Bates number endorsements.
 - D. ***Opticon Load File.*** A delimited text file that lists the single-page TIF files for each produced document and defines (i) the relative location of the TIF files on the production media and (ii) each document break.
 - E. ***Native Files.*** Native format versions of non-printable or non-print friendly produced documents.
2. **Production Folder Structure.** The production must be organized according to the following standard folder structure:
 - data\ (contains production load files)
 - images\ (contains single-page TIF files, with subfolder organization)
 \0001, \0002, \0003...
 - native files\ (contains native files, with subfolder organization)
 \0001, \0002, \0003...
 - text\ (contains text files, with subfolder organization)
 \0001, \0002, \0003...
3. **De-Duplication.** You must perform global de-duplication of stand-alone documents and email families against any prior productions pursuant to this or previously related subpoenas.
4. **Paper or Scanned Documents.** Documents that exist only in paper format must be scanned to single-page TIF files and OCR'd. The resulting electronic files should be

pursued in Concordance format pursuant to these instructions. You must contact the Assistant Attorney General whose telephone number appears on the subpoena to discuss (i) any documents that cannot be scanned, and (ii) how information for scanned documents should be represented in the metadata load file.

5. Structured Data. Before producing structured data, including but not limited to relational databases, transactional data, and xml pages, you must first speak to the Assistant Attorney General whose telephone number appears on the subpoena. Spreadsheets are not considered structured data.

6. Media and Encryption. All documents must be produced on CD, DVD, or hard-drive media. All production media must be encrypted with a strong password, which must be delivered independently from the production media.

7. Production File Requirements.

A. *Metadata Load File*

- Required file format:
 - ASCII or UTF-8
 - Windows formatted CR + LF end of line characters, including full CR + LF on last record in file.
 - .dat file extension
 - Field delimiter: (ASCII decimal character 20)
 - Text Qualifier: | (ASCII decimal character 254). Date and pure numeric value fields do not require qualifiers.
 - Multiple value field delimiter: ; (ASCII decimal character 59)
- The first line of the metadata load file must list all included fields. All required fields are listed in Attachment 2.
- Fields with no values must be represented by empty columns maintaining delimiters and qualifiers.
- **Note:** All documents must have page-level Bates numbering (except documents produced only in native format, which must be assigned a document-level Bates number). The metadata load file must list the beginning and ending Bates numbers (BEGDOC and ENDDOC) for each document. For document families, including but not limited to emails and attachments, compound documents, and uncompressed file containers, the metadata load file must also list the Bates range of the entire document family (ATTACHRANGE), beginning with the first Bates number (BEGDOC) of the "parent" document and ending with the last Bates number (ENDDOC) assigned to the last "child" in the document family.
- Date and Time metadata must be provided in separate columns.
- Accepted date formats:
 - mm/dd/yyyy
 - yyyy/mm/dd
 - yyyymmdd
- Accepted time formats:
 - hh:mm:ss (if not in 24-hour format, you must indicate am/pm)

- hh:mm:ss:mmm

B. *Extracted or OCR Text Files*

- You must produce individual document-level text files containing the full extracted text for each produced document.
- When extracted text is not available (for instance, for image-only documents) you must provide individual document-level text files containing the document's full OCR text.
- The filename for each text file must match the document's beginning Bates number (BEGDOC) listed in the metadata load file.
- Text files must be divided into subfolders containing no more than 500 to 1000 files.

C. *Single-Page Image Files (Petrified Page Images)*

- Where possible, all produced documents must be converted into single-page tagged image format ("TIF") files. See Section 7.E below for instructions on producing native versions of documents you are unable to convert.
- Image documents that exist only in non-TIF formats must be converted into TIF files. The original image format must be produced as a native file as described in Section 7.E below.
- For documents produced only in native format, you must provide a TIF placeholder that states "Document produced only in native format."
- Each single-page TIF file must be endorsed with a unique Bates number.
- The filename for each single-page TIF file must match the unique page-level Bates number (or document-level Bates number for documents produced only in native format).
- Required image file format:
 - CCITT Group 4 compression
 - 2-Bit black and white
 - 300 dpi
 - Either .tif or .tiff file extension.
- TIF files must be divided into subfolders containing no more than 500 to 1000 files. Where possible documents should not span multiple subfolders.

D. *Opticon Load File*

- Required file format:
 - ASCII
 - Windows formatted CR + LF end of line characters
 - Field delimiter: , (ASCII decimal character 44)
 - No Text Qualifier
 - .opt file extension
- The comma-delimited Opticon load file must contain the following seven fields (as indicated below, values for certain fields may be left blank):
 - ALIAS or IMAGEKEY – the unique Bates number assigned to each page of the production.
 - VOLUME – this value is optional and may be left blank.

- RELATIVE PATH – the filepath to each single-page image file on the production media.
- DOCUMENT BREAK – defines the first page of a document. The only possible values for this field are “Y” or blank.
- FOLDER BREAK – defines the first page of a folder. The only possible values for this field are “Y” or blank.
- BOX BREAK – defines the first page of a box. The only possible values for this field are “Y” or blank.
- PAGE COUNT – this value is optional and may be left blank.
- *Example:*
ABC00001,,IMAGES\0001\ABC00001.tif,Y,,,2
ABC00002,,IMAGES\0001\ABC00002.tif,,,,
ABC00003,,IMAGES\0002\ABC00003.tif,Y,,,1
ABC00004,,IMAGES\0002\ABC00004.tif,Y,,,1

E. *Native Files*

- Non-printable or non-print friendly documents (including but not limited to spreadsheets, audio files, video files and documents for which color has significance to document fidelity) must be produced in their native format.
- The filename of each native file must match the document’s beginning Bates number (BEGDOC) in the metadata load file and retain the original file extension.
- For documents produced only in native format, you must assign a single document-level Bates number and provide an image file placeholder that states “Document produced only in native format.”
- The relative paths to all native files on the production media must be listed in the NATIVEFILE field of the metadata load file.
- Native files that are password-protected must be decrypted prior to conversion and produced in decrypted form. In cases where this cannot be achieved the document’s password must be listed in the metadata load file. The password should be placed in the COMMENTS field with the format Password: <PASSWORD>.
- You may be required to supply a software license for proprietary documents produced only in native format.

APPENDIX 2**Required Fields for Metadata Load File**

FIELD NAME	FIELD DESCRIPTION	FIELD VALUE EXAMPLE¹
DOCID	Unique document reference (can be used for de-duplication).	ABC0001 or ###.#####.###
BEGDOC	Bates number assigned to the first page of the document.	ABC0001
ENDDOC	Bates number assigned to the last page of the document.	ABC0002
BEGATTACH	Bates number assigned to the first page of the parent document in a document family (<i>i.e.</i> , should be the same as BEGDOC of the parent document, or PARENTDOC).	ABC0001
ENDATTACH	Bates number assigned to the last page of the last child document in a family (<i>i.e.</i> , should be the same as ENDDOC of the last child document).	ABC0008
ATTACHRANGE	Bates range of entire document family.	ABC0001 - ABC0008
PARENTDOC	BEGDOC of parent document.	ABC0001
CHILDDOCS	List of BEGDOCs of all child documents, delimited by ";" when field has multiple values.	ABC0002; ABC0003; ABC0004...
COMMENTS	Additional document comments, such as passwords for encrypted files.	
NATIVEFILE	Relative file path of the native file on the production media.	.\\Native_File\\Folder\\...\\BEGDOC.ext
SOURCE	For scanned paper records this should be a description of the physical location of the original paper record. For loose electronic files this should be the name of the file server or workstation where the files were gathered.	Company Name, Department Name, Location, Box Number...
CUSTODIAN	Owner of the document or file.	Firstname Lastname, Lastname, Firstname, User Name; Company Name, Department Name...
FROM	Sender of the email.	Firstname Lastname <FLastname@domain>

¹ Examples represent possible values and not required format unless the field format is specified in Attachment 1.

FIELD NAME	FIELD DESCRIPTION	FIELD VALUE EXAMPLE ¹
TO	All to: members or recipients, delimited by ";" when field has multiple values.	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...
CC	All cc: members, delimited by ";" when field has multiple values.	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...
BCC	All bcc: members, delimited by ";" when field has multiple values	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...
SUBJECT	Subject line of the email.	
DATERCVD	Date that an email was received.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
TIMERCVD	Time that an email was received.	hh:mm:ss AM/PM or hh:mm:ss
DATESENT	Date that an email was sent.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
TIMESENT	Time that an email was sent.	hh:mm:ss AM/PM or hh:mm:ss
CALBEGDATE	Date that a meeting begins.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
CALBEGTIME	Time that a meeting begins.	hh:mm:ss AM/PM or hh:mm:ss
CALENDDATE	Date that a meeting ends.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
CALENDTIME	Time that a meeting ends.	hh:mm:ss AM/PM or hh:mm:ss
CALENDAR DUR	Duration of a meeting in hours.	0.75, 1.5...
ATTACHMENTS	List of filenames of all attachments, delimited by ";" when field has multiple values.	AttachmentFileName.; AttachmentFileName.docx; AttachmentFileName.pdf;...
NUMATTACH	Number of attachments.	1, 2, 3, 4...
RECORDTYPE	General type of record.	IMAGE; LOOSE E-MAIL; E-MAIL; E-DOC; IMAGE ATTACHMENT; LOOSE E-MAIL ATTACHMENT; E-MAIL ATTACHMENT; E-DOC ATTACHMENT
FOLDERLOC	Original folder path of the produced document.	Drive:\Folder\...\...\
FILENAME	Original filename of the produced document.	Filename.ext
DOCEXT	Original file extension.	html, xls, pdf

FIELD NAME	FIELD DESCRIPTION	FIELD VALUE EXAMPLE ¹
DOCTYPE	Name of the program that created the produced document.	Adobe Acrobat, Microsoft Word, Microsoft Excel, Corel WordPerfect...
TITLE	Document title (if entered).	
AUTHOR	Name of the document author.	Firstname Lastname; Lastname, First Name; FLastname
REVISION	Number of revisions to a document.	18
DATECREATED	Date that a document was created.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
TIMECREATED	Time that a document was created.	hh:mm:ss AM/PM or hh:mm:ss
DATEMOD	Date that a document was last modified.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd
TIMEMOD	Time that a document was last modified.	hh:mm:ss AM/PM or hh:mm:ss
FILESIZE	Original file size in bytes.	128, 512, 1024...
PGCOUNT	Number of pages per document.	1, 2, 10, 100...
IMPORTANCE	Email priority level if set.	Low, Normal, High
TIFFSTATUS	Generated by the Law Pre-discovery production tool (leave blank if inapplicable).	Y, C, E, W, N, P
DUPSTATUS	Generated by the Law Pre-discovery production tool (leave blank if inapplicable).	P
MD5HASH	MD5 hash value computed from native file (a/k/a file fingerprint).	BC1C5CA6C1945179FEE144F25F51087B
SHA1HASH	SHA1 hash value	B68F4F57223CA7DA3584BAD7E CF111B8044F8631
MSGINDEX	Email message ID	

AFFIDAVIT OF COMPLIANCE WITH SUBPOENA

State of _____ }

County of _____ }

I, _____, being duly sworn, state as follows:

1. I am employed by _____ in the position of _____;
2. The enclosed production of documents and responses to the Subpoena of the Attorney General of the State of New York, dated November 4, 2015 (the "Subpoena") were prepared and assembled under my personal supervision;
3. I made or caused to be made a diligent, complete and comprehensive search for all Documents and information requested by the Subpoena, in full accordance with the instructions and definitions set forth in the Subpoena;
4. The enclosed production of documents and responses to the Subpoena are complete and correct to the best of my knowledge and belief;
5. No Documents or information responsive to the Subpoena have been withheld from this production and response, other than responsive Documents or information withheld on the basis of a legal privilege or doctrine;
6. All responsive Documents or information withheld on the basis of a legal privilege or doctrine have been identified on a privilege log composed and produced in accordance with the instructions in the Subpoena;
7. The Documents contained in these productions and responses to the Subpoena are authentic, genuine and what they purport to be;
8. Attached is a true and accurate record of all persons who prepared and assembled any productions and responses to the Subpoena, all persons under whose personal supervision the preparation and assembly of productions and responses to the Subpoena occurred, and all persons able competently to testify: (a) that such productions and responses are complete and correct to the best of such person's knowledge and belief; and (b) that any Documents produced are authentic, genuine and what they purport to be; and
9. Attached is a true and accurate statement of those requests under the Subpoena as to which no responsive Documents were located in the course of the aforementioned search.

Signature of Affiant

Date

Printed Name of Affiant

Subscribed and sworn to before me
this 4th day of December 2015.

Notary Public

My commission expires:

Ex. 2



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

SUBPOENA DUCES TECUM
THE PEOPLE OF THE STATE OF NEW YORK
GREETINGS

TO:

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017

YOU ARE HEREBY COMMANDED, pursuant General Business Law § 352, Executive Law § 63(12), and § 2302(a) of the New York Civil Practice Law and Rules, to deliver and turn over to Eric T. Schneiderman, the Attorney General of the State of New York, or a designated Assistant Attorney General, on the 2nd day of September, 2016, at 9:30 a.m., or any agreed upon adjourned date or time, at 120 Broadway, New York, New York 10271, all documents and information requested in the attached Schedule in accordance with the instructions and definitions contained therein.

TAKE NOTICE that the Attorney General deems the documents and information commanded by this Subpoena to be relevant and material to an investigation and inquiry undertaken in the public interest.

TAKE FURTHER NOTICE that Your disobedience of this Subpoena, by failing to produce documents and information on the date, time and place stated above or on any agreed upon adjourned date or time, *may subject You to prosecution for a misdemeanor or penalties and other lawful punishment* under General Business Law § 352 and § 2308 of the New York Civil Practice Law, and/or other statutes.

TAKE FURTHER NOTICE that You should not disclose the existence of this Subpoena, its contents, or any subsequent communications with the Office of the Attorney General while this investigation is pending. Disclosure of this Subpoena may impede a confidential investigation being conducted by the Attorney General. In the event You believe that You are required to disclose the existence of this Subpoena or any information related thereto, You shall notify the Assistant Attorney General listed below immediately and well in advance of Your disclosure of the same.

WITNESS, The Honorable Eric T. Schneiderman, Attorney General of the State of New York, this 19th day of August, 2016.

By: 
Katherine Milgram
Deputy Bureau Chief
Investor Protection Bureau
120 Broadway, 23rd Floor
New York, New York 10271
(212) 416-8222

By: 
Jonathan Zweig
Assistant Attorney General
Investor Protection Bureau
120 Broadway, 23rd Floor
New York, New York 10271
(212) 416-8954

SCHEDULE

A. General Definitions and Rules of Construction

1. "All" means each and every.
2. "Any" means any and all.
3. "And" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the Subpoena all information or Documents that might otherwise be construed to be outside of its scope.
4. "Communication" means any conversation, discussion, letter, email, memorandum, meeting, note or other transmittal of information or message, whether transmitted in writing, orally, electronically or by any other means, and shall include any Document that abstracts, digests, transcribes, records or reflects any of the foregoing.
5. "Concerning" means, directly or indirectly, in whole or in part, relating to, referring to, describing, evidencing or constituting.
6. "Custodian" means any Person or Entity that, as of the date of this Subpoena, maintained, possessed, or otherwise kept or controlled such Document.
7. "Document" is used herein in the broadest sense of the term and means all records and other tangible media of expression of whatever nature however and wherever created, produced or stored (manually, mechanically, electronically or otherwise), including without limitation all versions whether draft or final, all annotated or nonconforming or other copies, electronic mail ("e-mail"), instant messages, text messages, Blackberry or other wireless device messages, voicemail, calendars, date books, appointment books, diaries, books, papers, work papers, files, desk files, permanent files, temporary files, notes, confirmations, account statements, correspondence, memoranda, reports, records, journals, registers, analyses, plans, manuals, policies, telegrams, faxes, telexes, wires, telephone logs, telephone messages, message slips, minutes, notes or records or transcriptions of conversations or Communications or meetings, tape recordings, videotapes, disks, other electronic media, microfilm, microfiche, storage devices, press releases, contracts, agreements, notices and summaries. Any non-identical version of a Document constitutes a separate Document within this definition, including without limitation drafts or copies bearing any notation, edit, comment, marginalia, underscoring, highlighting, marking, or any other alteration of any kind resulting in any difference between two or more otherwise identical Documents. In the case of Documents bearing any notation or other marking made by highlighting ink, the term Document means the original version bearing the highlighting ink, which original must be produced as opposed to any copy thereof.
8. "Entity" means without limitation any corporation, company, limited liability company or corporation, partnership, limited partnership, association, or other firm or similar body, or any unit, division, agency, department, or similar subdivision thereof.

9. "Identify" or "Identity," as applied to any Document, means the provision in writing of information sufficiently particular to enable the Attorney General to request the Document's production through subpoena or otherwise, including but not limited to: (a) Document type (letter, memorandum, etc.); (b) Document subject matter; (c) Document date; and (d) Document author(s), addressee(s) and recipient(s). In lieu of identifying a Document, the Attorney General will accept production of the Document, together with designation of the Document's Custodian, and identification of each Person You believe to have received a copy of the Document.
10. "Identify" or "Identity," as applied to any Entity, means the provision in writing of such Entity's legal name, any d/b/a, former, or other names, any parent, subsidiary, officers, employees, or agents thereof, and any address(es) and any telephone number(s) thereof.
11. "Identify" or "Identity," as applied to any natural person, means and includes the provision in writing of the natural person's name, title(s), any aliases, place(s) of employment, telephone number(s), e-mail address(es), mailing addresses and physical address(es).
12. "Person" means any natural person, or any Entity.
13. "Sent" or "received" as used herein means, in addition to their usual meanings, the transmittal or reception of a Document by physical, electronic or other delivery, whether by direct or indirect means.
14. "Subpoena" means this subpoena and any schedules or attachments thereto.
15. The use of the singular form of any word used herein shall include the plural and vice versa. The use of any tense of any verb includes all other tenses of the verb.
16. The references to Communications, Custodians, Documents, Persons, and Entities in this Subpoena encompass all such relevant ones worldwide.

B. Particular Definitions

1. "You," "Your," or "PwC" means PricewaterhouseCoopers LLP and Any present or former parents, subsidiaries, affiliates, directors, officers, partners, employees, agents, representatives, attorneys or other Persons acting on its behalf, and including predecessors or successors or Any affiliates of the foregoing.
2. "Exxon" means ExxonMobil Corporation, ExxonMobil Oil Corporation, and Any present or former parents, subsidiaries, affiliates, directors, officers, partners, employees, agents, representatives, attorneys or other Persons acting on its behalf, and including predecessors or successors or Any affiliates of the foregoing.
3. "CDP" means the organization formerly called Carbon Disclosure Project and Any present or former parents, subsidiaries, affiliates, directors, officers, partners, employees, agents, representatives, attorneys or other Persons acting on its behalf, including

predecessors or successors or Any affiliates of the foregoing, and All associated reports, publications, and analysis.

4. "Climate Change" means climate and environmental system impacts, weather-related events, and Any other effect on the earth's physical, biological, and human systems (e.g., communities and built infrastructure) that may be related to anthropogenic emissions of carbon dioxide and other Greenhouse Gases, including but not limited to increasing air or water temperatures, global warming, rising sea levels, melting of sea ice and land-based ice including glaciers and ice sheets, ocean acidification, permafrost thawing, changes in precipitation patterns, intensity or frequency, droughts, coastal and riverine flooding, and extreme storms.
5. "E&P" means the exploration and production segment of the energy industry, including but not limited to discovering, augmenting, extracting, producing, recovering, and merchandising oil, gas, and other hydrocarbons, together with All other upstream activities and assets, and including but not limited to oil, gas, and other hydrocarbon reserves, resource base, and potential resource base.
6. "Fossil Fuel" means All energy sources formed from fossilized remains of dead organisms, including oil, gas, bitumen and natural gas. For purposes of this Subpoena, the definition includes also fossil fuels blended with biofuels, such as corn ethanol blends of gasoline. The definition excludes renewable sources of energy production, such as hydroelectric, geothermal, solar, tidal, wind, and biomass.
7. "Greenhouse Gases" means carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons, and sulfur hexafluoride.
8. "Renewable Energy" means renewable sources of energy production, such as hydroelectric, geothermal, solar, tidal, wind, and biomass.

C. Instructions

1. Preservation of Relevant Documents and Information; Spoliation. You are reminded of Your obligations under law to preserve Documents and information relevant or potentially relevant to this Subpoena from destruction or loss, and of the consequences of, and penalties available for, spoliation of evidence. No agreement, written or otherwise, purporting to modify, limit or otherwise vary the terms of this Subpoena, shall be construed in any way to narrow, qualify, eliminate or otherwise diminish Your aforementioned preservation obligations. Nor shall You act, in reliance upon any such agreement or otherwise, in any manner inconsistent with Your preservation obligations under law. No agreement purporting to modify, limit or otherwise vary Your preservation obligations under law shall be construed as in any way narrowing, qualifying, eliminating or otherwise diminishing such aforementioned preservation obligations, nor shall You act in reliance upon any such agreement, unless an Assistant Attorney General confirms or acknowledges such agreement in writing, or makes such agreement a matter of record in open court.

2. Possession, Custody, and Control. The Subpoena calls for all responsive Documents or information in Your possession, custody or control. This includes, without limitation, Documents or information possessed or held by any of Your officers, directors, employees, agents, representatives, divisions, affiliates, subsidiaries or Persons from whom You could request Documents or information. If Documents or information responsive to a request in this Subpoena are in Your control, but not in Your possession or custody, You shall promptly Identify the Person with possession or custody.
3. Documents No Longer in Your Possession. If any Document requested herein was formerly in Your possession, custody or control but is no longer available, or no longer exists, You shall submit a statement in writing under oath that: (a) describes in detail the nature of such Document and its contents; (b) Identifies the Person(s) who prepared such Document and its contents; (c) Identifies all Persons who have seen or had possession of such Document; (d) specifies the date(s) on which such Document was prepared, transmitted or received; (e) specifies the date(s) on which such Document became unavailable; (f) specifies the reason why such Document is unavailable, including without limitation whether it was misplaced, lost, destroyed or transferred; and if such Document has been destroyed or transferred, the conditions of and reasons for such destruction or transfer and the Identity of the Person(s) requesting and performing such destruction or transfer; and (g) Identifies all Persons with knowledge of any portion of the contents of the Document.
4. No Documents Responsive to Subpoena Requests. If there are no Documents responsive to any particular Subpoena request, You shall so state in writing under oath in the Affidavit of Compliance attached hereto, identifying the paragraph number(s) of the Subpoena request concerned.
5. Format of Production. You shall produce Documents and information responsive to this Subpoena in the format requested by the Office of the New York State Attorney General. Productions in electronic format shall meet the specifications set out in Attachments 1 and 2 hereof.
6. Existing Organization of Documents to be Preserved. Regardless of whether a production is in electronic or paper format, each Document shall be produced in the same form, sequence, organization or other order or layout in which it was maintained before production, including but not limited to production of any Document or other material indicating filing or other organization. Such production shall include without limitation any file folder, file jacket, cover or similar organizational material, as well as any folder bearing any title or legend that contains no Document. Likewise, all Documents that are physically attached to each other in Your files shall remain so attached in any production; or if such production is electronic, shall be accompanied by notation or information sufficient to indicate clearly such physical attachment.
7. Document Numbering. All Documents responsive to this Subpoena, regardless of whether produced or withheld on ground of privilege or other legal doctrine, and regardless of whether production is in electronic or paper format, shall be numbered in the lower right corner of each page of such Document, without disrupting or altering the

form, sequence, organization or other order or layout in which such Documents were maintained before production. Such number shall comprise a prefix containing the producing Person's name or an abbreviation thereof, followed by a unique, sequential, identifying document control number.

8. Privilege Placeholders. For each Document withheld from production on ground of privilege or other legal doctrine, regardless of whether a production is electronic or in hard copy, You shall insert one or more placeholder page(s) in the production bearing the same document control number(s) borne by the Document withheld; in the sequential place(s) originally occupied by the Document before it was removed from the production.
9. Privilege. If You withhold any Document responsive to this Subpoena on ground of privilege or other legal doctrine, You shall submit with the Documents produced a statement in writing under oath, stating: (a) the document control number(s) of the Document withheld; (b) the type of Document; (c) the date of the Document; (d) the author(s) and recipient(s) of the Document; (e) the general subject matter of the Document; and (f) the legal ground for withholding the Document. If the legal ground for withholding the Document is attorney-client privilege, You shall indicate the name of the attorney(s) whose legal advice is sought or provided in the Document.
10. Your Production Instructions to be Produced. You shall produce a copy of all written or otherwise recorded instructions prepared by You concerning the steps taken to respond to this Subpoena. For any unrecorded instructions given, You shall provide a written statement under oath from the Person(s) who gave such instructions that details the specific content of the instructions and any Person(s) to whom the instructions were given.
11. Cover Letter. Accompanying any production(s) made pursuant to this Subpoena, You shall include a cover letter that shall at a minimum provide an index containing the following: (a) a description of the type and content of each Document produced therewith; (b) the paragraph number(s) of the Subpoena request to which each such Document is responsive; (c) the Identity of the Custodian(s) of each such Document; and (d) the document control number(s) of each such Document.
12. Affidavit of Compliance. A copy of the Affidavit of Compliance provided herewith shall be completed and executed by all natural persons supervising or participating in compliance with this Subpoena, and You shall submit such executed Affidavit(s) of Compliance with Your response to this Subpoena.
13. Identification of Persons Preparing Production. In a schedule attached to the Affidavit of Compliance provided herewith, You shall Identify the natural person(s) who prepared or assembled any productions or responses to this Subpoena. You shall further Identify the natural person(s) under whose personal supervision the preparation and assembly of productions and responses to this Subpoena occurred. You shall further Identify all other natural person(s) able competently to testify: (a) that such productions and responses are complete and correct to the best of such person's knowledge and belief; and (b) that any Documents produced are authentic, genuine and what they purport to be.

14. Continuing Obligation to Produce. This Subpoena imposes a continuing obligation to produce the Documents and information requested. Documents located, and information learned or acquired, at any time after Your response is due shall be promptly produced at the place specified in this Subpoena.
15. No Oral Modifications. No agreement purporting to modify, limit or otherwise vary this Subpoena shall be valid or binding, and You shall not act in reliance upon any such agreement, unless an Assistant Attorney General confirms or acknowledges such agreement in writing, or makes such agreement a matter of record in open court.
16. Time Period. Unless otherwise specified, the time period for information, Documents, and Communications requested by this Subpoena is from January 1, 2010 (i.e. PwC's audits of financial statements for 2010) through the date of the production.

D. Requests for Information

1. Identify All individuals and business groups or divisions at PwC that were involved in PwC's reviews and audits of Exxon's financial statements.
2. Identify All individuals and business groups or divisions at PwC that were involved in PwC's review of Exxon's decisions Concerning its oil, gas, and other hydrocarbon reserves, resource base, and potential resource base.
3. Identify All individuals and business groups or divisions at PwC that were involved in PwC's review of Exxon's decisions Concerning actual or potential E&P-related write-downs, impairment charges, impairment testing or analysis, or triggers for impairment testing or analysis.
4. Identify All individuals and business groups or divisions at PwC that were involved in PwC's review of Exxon's capital allocation and expenditure decisions based on actual or potential impacts of Climate Change or policies or regulations Concerning Climate Change.
5. Identify All individuals and business groups or divisions at Exxon with which PwC communicated Concerning Exxon's oil, gas, and other hydrocarbon reserves, resource base, and potential resource base.
6. Identify All individuals and business groups or divisions at Exxon with which PwC communicated Concerning actual or potential E&P-related write-downs, impairment charges, impairment testing or analysis, and triggers for impairment testing or analysis.
7. Identify All individuals and business groups or divisions at Exxon with which PwC communicated concerning Exxon's capital allocation and expenditure decisions based on actual or potential impacts of Climate Change or policies or regulations Concerning Climate Change.

E. Documents to be Produced

1. All Documents and Communications Concerning the valuation, accounting, booking, de-booking, and reporting of Exxon's oil, gas, and other hydrocarbon reserves, resource base, and potential resource base, and the time period within which Exxon expects to produce its reserves, resource base, and potential resource base.
2. All Documents and Communications Concerning the preparation or completion, or the potential preparation or completion, of Any audit of Exxon's oil, gas, and other hydrocarbon reserves, resource base, and potential resource base.
3. All Documents and Communications Concerning (a) Exxon's internal auditing of its database or system containing its estimates of oil, gas, and other hydrocarbon reserves, resource base, and potential resource base; (b) the processes and controls used by Exxon in the preparation of its estimates of such reserves, resource base, and potential resource base; and (c) the qualifications of the technical personnel responsible for overseeing the preparation of such estimates.
4. All Documents and Communications Concerning E&P-related write-downs, impairment charges, impairment testing or analysis, and triggers for impairment testing or analysis, actual or potential, with respect to Exxon, including but not limited to Exxon's late 2015 effort to assess its major long-lived assets most at risk for potential impairment.
5. All Documents and Communications Concerning Exxon's outlook or projections of oil, gas, and other hydrocarbon prices, including but not limited to Any outlook or projections Concerning the duration of Any price changes (such as Any classification of price changes as short-term, temporary, or long-term).
6. All Documents and Communications Concerning Exxon's consideration, analysis, determination, or application of a carbon price, shadow price of carbon, or proxy cost of carbon.
7. All Documents and Communications Concerning the impact or potential impact of Any of the following factors on Exxon's financial statements or its business generally, including operations and capital allocation and expenditures:
 - a. changes or potential changes in the cost or price of carbon, including but not limited to Any proxy or shadow cost of carbon;
 - b. actual or potential policies or regulations limiting or discouraging the emission of Greenhouse Gases;
 - c. actual or potential policies or regulations limiting or discouraging the use or development of Fossil Fuels;
 - d. actual or potential policies or regulations promoting or incentivizing the use or development of Renewable Energy;

- e. actual or potential policies or regulations Concerning Climate Change;
 - f. actual or potential effects of Climate Change; and/or
 - g. changes or potential changes in the price of oil, gas, and other hydrocarbons.
8. All Documents and Communications from PwC's audit files for Exxon Concerning Exxon's oil, gas, and other hydrocarbon reserves, resource base, and potential resource base; E&P-related write-downs, impairment charges, impairment testing or analysis, and triggers for impairment testing or analysis, actual or potential; and capital expenditures or allocation based on actual or potential impacts of Climate Change or policies or regulations Concerning Climate Change.
 9. Indices of PwC's work papers, permanent files, and desk files Concerning PwC's audits of Exxon's financial statements.
 10. All engagement letters Concerning Exxon's retention of PwC.
 11. All management representation letters Concerning PwC's audits of Exxon's financial statements.
 12. All Documents and Communications Concerning Exxon's CDP submissions and PwC's analysis of Exxon's CDP submissions.

ATTACHMENT 1
Electronic Document Production Specifications

Unless otherwise specified and agreed to by the Office of the Attorney General, all responsive documents must be produced in LexisNexis® Concordance® format in accordance with the following instructions. Any questions regarding electronic document production should be directed to the Assistant Attorney General whose telephone number appears on the subpoena.

1. **Concordance Production Components.** A Concordance production consists of the following component files, which must be produced in accordance with the specifications set forth below in Section 7.
 - A. ***Native Files.*** Native format versions of produced documents that are not redacted, named by their first Bates number.
 - B. ***Single-Page Image Files.*** Individual petrified page images of the produced documents in tagged image format ("TIF"), with page-level Bates number endorsements.
 - C. ***Extracted or OCR Text Files.*** Document-level extracted text for each produced document or document-level optical character recognition ("OCR") text where extracted text is not available.
 - D. ***Metadata Load File.*** A delimited text file that lists in columnar format the required metadata for each produced document.
 - E. ***Opticon Load File.*** A delimited text file that lists the single-page TIF files for each produced document and defines (i) the relative location of the TIF files on the production media and (ii) each document break.
2. **Production Folder Structure.** The production must be organized according to the following standard folder structure:
 - data\ (contains production load files)
 - images\ (contains single-page TIF files, with subfolder organization)
 \0001, \0002, \0003...
 - natives\ (contains native files, with subfolder organization)
 \0001, \0002, \0003...
 - text\ (contains text files, with subfolder organization)
 \0001, \0002, \0003...
3. **De-Duplication.** You must perform global de-duplication of stand-alone documents and email families against any prior productions pursuant to this or previously related subpoenas.
4. **Paper or Scanned Documents.** Documents that exist only in paper format must be scanned to single-page TIF files and OCR'd. The resulting electronic files should be pursued in Concordance format pursuant to these instructions. You must contact the

Assistant Attorney General whose telephone number appears on the subpoena to discuss (i) any documents that cannot be scanned, and (ii) how information for scanned documents should be represented in the metadata load file.

5. Structured Data. Structured data includes but is not limited to relational databases, transactional data, and xml pages. Spreadsheets are not considered structured data. You must first speak to the Assistant Attorney General whose telephone number appears on the subpoena.

A. Relational Databases

1. Database tables should be provided in comma-separated or other machine-readable, non-proprietary format, with each table in a separate data file. Each data file must have an accompanying data dictionary that explains the meaning of each column name and explains the values of any codes used.
2. Dates and numbers must be clearly and consistently formatted and, where relevant, units of measure should be explained in the data dictionary.
3. Records must contain clear, unique identifiers, and the data dictionary must include explanations of how the files and records relate to one another.

6. Media and Encryption. All document sets over 2 GB must be produced on CD, DVD, or hard-drive media. All production media must be encrypted with a strong password, which must be delivered independently from the production media. Document sets under 2 GB may be delivered electronically. The OAG offers a secure cloud storage option that can be set up to receive media on a one-time basis, or the OAG will download media from the providing party's server.

7. Production File Requirements.

A. Native Files

- Documents that do not contain redacted information must be produced in their native format.
- The filename of each native file must match the document's beginning Bates number (BEGDOC) in the metadata load file and retain the original file extension.
- For documents produced only in native format, and not additionally as single-page image files, you must assign a single document-level Bates number and optionally provide an image file placeholder that states "Document produced only in native format."
- The relative paths to all native files on the production media must be listed in the NATIVEFILE field of the metadata load file.
- Native files that are password-protected must be decrypted prior to conversion and produced in decrypted form.
- You may be required to supply a software license for proprietary documents

produced only in native format.

B. *Single-Page Image Files (Petrified Page Images)*

- Where possible, all produced documents must be converted into single-page tagged image format ("TIF") files.
- Image documents that exist only in non-TIF formats must be converted into TIF files.
- For documents produced only in native format, you may provide a single, TIF placeholder that states "Document produced only in native format."
- Each single-page TIF file must be endorsed with a unique Bates number.
- The filename for each single-page TIF file must match the unique page-level Bates number (or document-level Bates number for documents produced only in native format).
- Required image file format:
 - CCITT Group 4 compression
 - 2-Bit black and white
 - 300 dpi
 - Either .tif or .tiff file extension.
- TIF files must be divided into subfolders containing no more than 5000 files. Documents should not span multiple subfolders, a document with more than 5000 pages should be kept in a single folder.

C. *Extracted or OCR Text Files*

- You must produce individual document-level text files containing the full extracted text for each produced document.
- When extracted text is not available (for instance, for image-only documents) you must provide individual document-level text files containing the document's full OCR text.
- The filename for each text file must match the document's beginning Bates number (BEGDOC) listed in the metadata load file.
- Text files must be divided into subfolders containing no more than 5000 files.

D. *Metadata Load File*

- Required file format:
 - UTF-8
 - .dat file extension
 - Field delimiter: (ASCII decimal character 20)
 - Text Qualifier: h (ASCII decimal character 254). Multiple value field delimiter: ; (ASCII decimal character 59)
- The first line of the metadata load file must list all included fields. All required fields are listed in Attachment 2.
- Fields with no values must be represented by empty columns maintaining delimiters and qualifiers.
- **Note:** All documents must have page-level Bates numbering (except documents produced only in native format, which must be assigned a document-level Bates number). The metadata load file must list the beginning and ending Bates numbers (BEGDOC and ENDDOC) for each document.
- Accepted date formats:

- o mm/dd/yyyy
- o yyyy/mm/dd
- o yyyymmdd
- Accepted time formats:
 - o hh:mm:ss (if not in 24-hour format, you must indicate am/pm)
 - o hh:mm:ss:mmm

E. *Opticon Load File*

- Required file format:
 - o Field delimiter: , (ASCII decimal character 44)
 - o No Text Qualifier
 - o .opt file extension
- The comma-delimited Opticon load file must contain the following seven fields (as indicated below, values for certain fields may be left blank):
 - o ALIAS or IMAGEKEY – the unique Bates number assigned to each page of the production.
 - o VOLUME – this value is optional and may be left blank.
 - o RELATIVE PATH – the file path to each single-page image file on the production media.
 - o DOCUMENT BREAK – defines the first page of a document. The only possible values for this field are “Y” or blank.
 - o FOLDER BREAK – defines the first page of a folder. The only possible values for this field are “Y” or blank.
 - o BOX BREAK – defines the first page of a box. The only possible values for this field are “Y” or blank.
 - o PAGE COUNT – this value is optional and may be left blank.
- *Example:*
 - ABC00001,,IMAGES\0001\ABC00001.tif,Y,,,2
 - ABC00002,,IMAGES\0001\ABC00002.tif,,,,
 - ABC00003,,IMAGES\0002\ABC00003.tif,Y,,,1
 - ABC00004,,IMAGES\0002\ABC00004.tif,Y,,,1

ATTACHMENT 2
Required Fields for Metadata Load File

FIELD NAME	FIELD DESCRIPTION	FIELD VALUE EXAMPLE¹
BEGDOC	Bates number assigned to the first page of the document.	ABC0001
ENDDOC	Bates number assigned to the last page of the document.	ABC0002
BEGATTACH	Bates number assigned to the first page of the parent document in a document family (<i>i.e.</i> , should be the same as BEGDOC of the parent document, or PARENTDOC).	ABC0001
ENDATTACH	Bates number assigned to the last page of the last child document in a family (<i>i.e.</i> , should be the same as ENDDOC of the last child document).	ABC0008
PARENTDOC	BEGDOC of parent document.	ABC0001
CHILDDOCS	List of BEGDOCs of all child documents, delimited by ";" when field has multiple values.	ABC0002; ABC0003; ABC0004...
COMMENTS	Additional document comments, such as passwords for encrypted files.	
NATIVEFILE	Relative file path of the native file on the production media.	.\Native_File\Folder\...\BEGDOC.ext
TEXTFILE	Relative file path of the plain text file on the production media.	.\Text_Folder\Folder\...\BEGDOC.txt
SOURCE	For scanned paper records this should be a description of the physical location of the original paper record. For loose electronic files this should be the name of the file server or workstation where the files were gathered.	Company Name, Department Name, Location, Box Number...
CUSTODIAN	Owner of the document or file.	Firstname Lastname, Lastname, Firstname, User Name; Company Name, Department Name...
FROM	Sender of the email.	Firstname Lastname <FLastname@domain>
TO	All to: members or recipients, delimited by ";" when field has multiple values.	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...

¹ Examples represent possible values and not required format unless the field format is specified in Attachment 1.

CC	All cc: members, delimited by ";" when field has multiple values.	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...
BCC	All bcc: members, delimited by ";" when field has multiple values	Firstname Lastname <FLastname@domain>; Firstname Lastname <FLastname@domain>; ...
SUBJECT	Subject line of the email.	
DATERCVD	Date and time that an email was received.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss
DATESENT	Date and time that an email was sent.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss
CALBEGDATE	Date that a meeting begins.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss
CALENDDATE	Date that a meeting ends.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss
ATTACHMENTS	List of filenames of all attachments, delimited by ";" when field has multiple values.	AttachmentFileName.; AttachmentFileName.docx; AttachmentFileName.pdf;...
NUMATTACH	Number of attachments.	
RECORDTYPE	General type of record.	IMAGE; LOOSE E-MAIL; E-MAIL; E-DOC; IMAGE ATTACHMENT; LOOSE E-MAIL ATTACHMENT; E- MAIL ATTACHMENT; E-DOC ATTACHMENT
FOLDERLOC	Original folder path of the produced document.	Drive:\Folder\...\
FILENAME	Original filename of the produced document.	Filename.ext
DOCEXT	Original file extension.	html, xls, pdf
DOCTYPE	Name of the program that created the produced document.	Adobe Acrobat, Microsoft Word, Microsoft Excel, Corel WordPerfect...
TITLE	Document title (if entered).	
AUTHOR	Name of the document author.	
REVISION	Number of revisions to a document.	18
DATECREATED	Date and time that a document was created.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss

DATEMOD	Date and time that a document was last modified.	mm/dd/yyyy, yyyy/mm/dd, or yyyymmdd; hh:mm:ss AM/PM or hh:mm:ss
FILESIZE	Original file size in bytes.	
PGCOUNT	Number of pages per document.	
IMPORTANCE	Email priority level if set.	Low, Normal, High
MD5HASH	MD5 hash value computed from native file (a/k/a file fingerprint).	
SHA1HASH	SHA1 hash value	
MSGINDEX	Email message ID	
CONVERSATIONINDEX	Email Conversation Index	

AFFIDAVIT OF COMPLIANCE WITH SUBPOENA

State of _____ }

County of _____ }

I, _____, being duly sworn, state as follows:

1. I am employed by Respondent in the position of _____;
2. Respondent's productions and responses to the Subpoena of the Attorney General of the State of New York, dated _____, 20____ (the "Subpoena") were prepared and assembled under my personal supervision;
3. I made or caused to be made a diligent, complete and comprehensive search for all Documents and information requested by the Subpoena, in full accordance with the instructions and definitions set forth in the Subpoena;
4. Respondent's productions and responses to the Subpoena are complete and correct to the best of my knowledge and belief;
5. No Documents or information responsive to the Subpoena have been withheld from Respondent's production and response, other than responsive Documents or information withheld on the basis of a legal privilege or doctrine;
6. All responsive Documents or information withheld on the basis of a legal privilege or doctrine have been identified on a privilege log;
7. The Documents contained in Respondent's productions and responses to the Subpoena are authentic, genuine and what they purport to be;
8. Attached is a true and accurate record of all persons who prepared and assembled any productions and responses to the Subpoena, all persons under whose personal supervision the preparation and assembly of productions and responses to the Subpoena occurred, and all persons able competently to testify: (a) that such productions and responses are complete and correct to the best of such person's knowledge and belief; and (b) that any Documents produced are authentic, genuine and what they purport to be; and

9. Attached is a true and accurate statement of those requests under the Subpoena as to which no responsive Documents were located in the course of the aforementioned search.

Signature of Affiant

Date

Printed Name of Affiant

* * *

Subscribed and sworn to before me this ____ day of _____, 20____.

_____, Notary Public

My commission expires: _____

Ex. 3

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LYOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

UNIT 3601, OFFICE TOWER A, BEIJING FORTUNE PLAZA
NO. 7 DONGSANHUAN ZHONGLU
CHAOYANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

WRITER'S DIRECT DIAL NUMBER

212-373-3869

WRITER'S DIRECT FACSIMILE

212-492-0868

WRITER'S DIRECT E-MAIL ADDRESS

dtoal@paulweiss.com

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

TORONTO-DOMINION CENTRE
77 KING STREET WEST, SUITE 3100
P.O. BOX 226
TORONTO, ONTARIO M5K 1J3
TELEPHONE (416) 504-0520

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

December 5, 2016

By NYSEF

The Honorable Barry R. Ostrager
Supreme Court of the State of New York
Commercial Division
60 Centre Street, Room 629
New York, NY 10007

MATTHEW W. ABBOTT
EDWARD T. ACKERMAN
JACOB A. ADLERSTEIN
ALLAN J. ARFFA
ROBERT A. ATKINS
DAVID J. BALL
SCOTT A. BARSHAY
JOHN F. BAUGHMAN
LYNN B. BAYARD
DANIEL J. BELLER
CRAIG A. BENSON
MITCHELL L. BERG
MARK S. BERGMAN
DAVID M. BERNICK
JOSEPH J. BIAL
BRUCE BIRNBOIM
H. CHRISTOPHER BOEHNING
ANGELO BONVINO
JAMES L. BROCHIN
RICHARD J. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BUERGEL
PATRICK S. CAMPBELL
JESSICA S. CAREY
JEANETTE K. CHAN
GEOFFREY R. CHEPIGA
ELLEN N. CHING
WILLIAM A. CLAREMAN
LEWIS R. CLAYTON
JAY COHEN
KELLEY A. CORNISH
CHRISTOPHER J. CUMMINGS
CHARLES E. DAVIDOW
THOMAS V. DE LA BASTIDE III
ARIEL J. DECKELBAUM
ALICE BELISLE EATON
ANDREW J. EHRLICH
GREGORY A. EZRING
LESLIE GORDON FAGEN
MARC FALCONE
ROSS A. FIELDSTON
ANDREW C. FINCH
BRAD J. FINKELSTEIN
BRIAN P. FINNEGAN
ROBERTO FINZI
PETER E. FISCH
ROBERT C. FLEDER
MARTIN FLUMENBAUM
ANDREW J. FOLEY
ANDREW J. FORMAN
HARRIS B. FREIDUS
MANUEL S. FREY
ANDREW L. GAINES
KENNETH A. GALLO
MICHAEL E. GERTZMAN
ADAM M. GIVERTZ
SALVATORE GUGLIOMIELLA
ROBERT D. GOLDBAUM
NEIL GOLDMAN
ROBERTO J. GONZALEZ
CATHERINE L. GOODALL
ERIC GOODISON
CHARLES H. GOODE, JR.
ANDREW G. GORDON
UDI GROFMAN
NICHOLAS GROOMBRIDGE
BRUCE S. GUNPLAN
GAINES GWATHNEY, III
ALAN S. HALPERIN
JUSTIN G. HAMILL
CLAUDIA HAMMERMAN
BRIAN S. HERMANN
MICHELE HIRSHMAN
MICHAEL S. HONG
DAVID S. HUNTINGTON
AMRAN HUSSEIN
LORETTA A. IPPOLITO

JAREN JANGHORBANI
BRIAN M. JANSON
MEREDITH G. KANE
JONATHAN S. KANTER
ROBERTA A. KAPLAN
BRAD S. KARP
PATRICK N. KARSNITZ
JOHN C. KENNEDY
BRIAN KIM
ALAN W. KORNBERG
DANIEL J. KRAMER
DAVID K. LAKHDHIR
STEPHEN F. LAIB*
JOHN E. LANGE
GREGORY F. LAUFER
DANIEL J. LEFFELL
XIAOYU GREG LIU
JEFFREY D. MARELL
MARCO V. MASOTTI
EDWIN S. MAYNARD
DAVID W. MAYO
ELIZABETH R. MCCOLM
MARK F. MENDELSON
CLAUDINE MEREDITH-GOUJON
WILLIAM B. MICHAEL
TOBY S. MYERSON
JUDIE NG SHORTELL*
CATHERINE NYARADY
JANE B. O'BRIEN
ALEX YOUNG K. OH
BRAD R. OKUN
KELLEY D. PARKER
VALERIE E. RADWANER
CARL L. REISNER
LORIN L. REISNER
WALTER G. RICCIARDI
WALTER RIEMAN
RICHARD A. ROSEN
ANDREW N. ROSENBERG
JACQUELINE P. RUBIN
CHARLES F. "RICK" RULE*
RAPHAEL M. RUSSO
ELIZABETH M. SACKSTEDER
JEFFREY D. SAFERSTEIN
JEFFREY B. SAMUELS
DALE M. SARRO
TERRY E. SCHINEK
KENNETH M. SCHNEIDER
ROBERT B. SCHUMER
JOHN N. SCOTT
STEPHEN J. SHIMSHAK
DAVID R. SICULAR
MOSES SILVERMAN
STEVEN SIMKIN
JOSEPH J. SIMONS
AUDRA J. SOLOWAY
SCOTT M. SONTAG
TARUN M. STEWART
ERIC ALAN STONE
AIDAN SYNNOTT
MONICA K. THURMOND
DANIEL J. TOAL
LIZA M. VELAZQUEZ
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
MARK B. WLAZLO
JULIA MASON WOOD
JENNIFER H. WU
BETTY YAP
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
TAURIE M. ZEITZER
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

Re: *In the Matter of the Application of the People of the State of New York, by Eric T. Schneiderman, Index No. 451962/2016.*

Dear Justice Ostrager:

We represent Respondent Exxon Mobil Corporation ("ExxonMobil") in the above referenced matter. We write in response to the New York Attorney General's ("NYAG") letter to the Court, dated December 1, 2016, complaining of purported deficiencies in ExxonMobil's response to the NYAG's November 4, 2015 investigative subpoena (the "Subpoena").

The record in this matter makes clear that ExxonMobil is fully complying with its obligations with regard to the Subpoena. ExxonMobil has undertaken an extensive search for responsive documents that is reasonable in all respects. It has spent millions of dollars producing documents to the NYAG, has accommodated the NYAG's shifting investigative priorities, and has already produced nearly 1.4 million pages of responsive documents. The NYAG nonetheless complains that ExxonMobil must do more. While the NYAG proclaims that something must be done, it does not say what additional steps ExxonMobil should take. Contrary to the NYAG's position, ExxonMobil's production of documents has been entirely reasonable, and the law requires nothing more.

ExxonMobil's History of Compliance

ExxonMobil has been reviewing and producing documents to the NYAG in compliance with the Subpoena since December 3, 2015. To date, and in accordance with the NYAG's investigative priorities, ExxonMobil has collected and produced documents from 56 custodians. The search terms it has used to identify potentially responsive documents are those agreed to by the NYAG and ExxonMobil on December 16, 2015. (Exhibit A.) These include the original terms proposed by ExxonMobil on December 15, 2015, as well as the twelve modifications and three additional terms proposed by the NYAG on December 16—all of which ExxonMobil accepted that same day. The terms are unusually broad, containing such commonplace phrases as (i) "climate" within two words of "change"; (ii) "global warming"; (iii) "carbon dioxide" within five words of "tax," "cost," "asset," or "budget"; and (iv) "greenhouse." Using these broad terms, ExxonMobil has already produced 1,389,703 pages of documents from 56 custodians. The Company has agreed to produce documents from an additional 12 custodians—and, as applicable and if feasible, other key custodians identified during the course of the document review—by the end of December 2016.

The custodians from whom ExxonMobil has produced documents are those most central to the NYAG's investigation. Most of them were identified and prioritized based on the NYAG's shifting investigative theories. ExxonMobil thus produced over 109,000 documents, totaling over 680,000 pages, from four custodians who studied climate science. When these documents evidently refuted the NYAG's investigative theory, the NYAG directed ExxonMobil instead to review the documents of employees who had contributed to a report ExxonMobil published in 2014, entitled "*Energy and Carbon - Managing the Risks*," and those on ExxonMobil's greenhouse gas issue management teams. After ExxonMobil produced over 80,000 documents (totaling over 455,000 pages) from these custodians, the NYAG shifted its focus yet again to ExxonMobil's "valuation, accounting, and reporting of its assets and liabilities," expressing an interest in two groups that have exceedingly limited involvement in issues relating to climate change: the "Global Reserves Group" and the "Reserves Technical Oversight Group."¹

In view of these diligent and concerted efforts, ExxonMobil has agreed to complete a reasonable production of documents responsive to Requests 3 through 5 by December 31, 2016, and a reasonable production of documents responsive to Requests 8 through 11 by January 31, 2017. And the NYAG has agreed that no further production is required for Requests 1, 2, 6, and 7.

Efforts to Resolve the Discovery Dispute

Notwithstanding ExxonMobil's willingness to work with the NYAG, in a letter dated November 1, 2016, the NYAG demanded the production of all accounting and proxy cost of carbon documents within three weeks' time. ExxonMobil, in a letter dated November 11,

¹ As ExxonMobil stated in its letter to the NYAG, dated September 8, 2016, the Reserves Technical Oversight Group is also known, and referred to, as the Global Reserves Group.

2016, explained that while it was willing to collect documents from the remaining accounting custodians identified on its September 8 list, production from additional custodians inevitably would extend into 2017.

The parties then appeared before your Honor on November 21, 2016. At that hearing, the Court noted that since “there has been a long negotiation between the parties,” he would not “fix a specific date” for discovery to be concluded. (Exhibit B at 24:16-17.) Instead, the Court instructed the parties to meet-and-confer to determine when ExxonMobil could reasonably complete production of all documents requested by the Subpoena. (*Id.* at 24:13-23.) The Court added that, if the parties could not reach a “reasonable resolution on a consensual basis among themselves,” then the Court would resolve the outstanding issues. (*Id.* at 24:22-23.)

The next day, pursuant to the Court’s November 21, 2016 Order, ExxonMobil requested a meet-and-confer with the NYAG to “develop a joint proposal for completing the production of documents responsive to the [Subpoena].” (Exhibit C.) The NYAG accepted ExxonMobil’s invitation, and the parties agreed to meet the following week. (Exhibit D.) In advance of the meeting, the NYAG, in a letter dated November 22, 2016, proposed a timeline for the completion of the production with December deadlines. (*Id.*) ExxonMobil responded in a letter dated November 29, 2016 that it would discuss a production schedule that provided sufficient time for review and production, but noted that production from any additional custodians would require additional time.

During the meet-and-confer, which took place on November 29, 2016, ExxonMobil sought to discuss a reasonable production schedule with the NYAG’s office. The NYAG, however, declined to discuss specific perceived deficiencies in ExxonMobil’s production, instead asserting that the Subpoena would not be satisfied until ExxonMobil had identified every responsive document. The NYAG expressly stated that a “reasonable production” would not suffice, and insisted that it wanted “everything.”

ExxonMobil has made substantial efforts to compromise with the NYAG. Although ExxonMobil believes that the agreed-to search terms are more than adequate to identify potentially responsive documents, it nonetheless agreed to add the term “proxy cost” to the list of terms. But, no sooner had the NYAG made this demand, than it rejected ExxonMobil’s acceptance of it as inadequate. Similarly, when ExxonMobil said it was willing to consider producing documents from additional custodians at the NYAG’s request, the NYAG steadfastly refused to identify any.

The NYAG’s December 1 Letter to the Court

In its submission to the Court, the NYAG raised several supposed deficiencies with ExxonMobil’s production in response to the Subpoena. Each of the NYAG’s complaints is without merit. For the past year, ExxonMobil has worked tirelessly to address the NYAG’s ever-changing objectives. This has included the identification and collection of documents from scores of custodians, the negotiation of broad search terms with the NYAG, and the production of over 214,000 documents—and nearly 1.4 million pages—identified by those terms. The

NYAG appears to believe that it is entitled to every responsive document possessed by any of ExxonMobil's tens of thousands of employees, but the law establishes otherwise.²

First, the NYAG contends that ExxonMobil has failed to produce documents from certain categories. Not so. ExxonMobil has collected responsive documents from an expansive selection of key custodians, including its CEO, senior management, Public and Government Affairs professionals, members of its Corporate Strategic Planning group, authors and contributors to various external facing publications that reference climate change, and numerous science teams that have focused on climate change. The NYAG has no basis for believing that the current custodians and search terms exclude unique relevant documents in the categories that it has identified. With respect to documents involving the proxy cost of carbon, for example, ExxonMobil has produced 1,403 documents from 25 custodians where the term "proxy cost" appears, notwithstanding that "proxy cost" was not an agreed-to search term. Further, and notwithstanding that this Court explicitly ruled that the current Subpoena applies only to documents concerning climate change, the NYAG continues to press for greater information about reserves, a topic that has no connection to climate change. ExxonMobil nonetheless has produced, and continues to produce, climate change-related documents that mention reserves and are otherwise responsive to the Subpoena. To date, 1,400 such documents have been produced. The NYAG should not be surprised that there are not more documents that discuss a connection between ExxonMobil's reserves and climate change because no such connection exists. "Proved reserves" under Securities and Exchange Commission ("SEC") regulations encompass only energy sources that ExxonMobil estimates with "reasonable certainty" to be economically producible "under existing economic conditions, operating methods, and government regulations." *Modernization of Oil & Gas Reporting*, SEC Release No. 78, File No. S7-15-08, 2008 WL 5423153, at *66 (Dec. 31, 2008). By definition, therefore, future government regulations related to climate change, which may or may not be enacted, are not to be considered when measuring and disclosing proved reserves.

The NYAG's contention that ExxonMobil has failed to search databases or shared folders and collect responsive documents therefrom is similarly baseless. As previously detailed to the NYAG, relevant electronic documents belonging to each custodian are collected from multiple data sources, including shared folders such as "MySite" and "TeamSite." (Exhibit E at 1, Ex. B.) The Company searched shared drives or databases where custodians indicated that there was a reasonable likelihood that a shared drive or database contained responsive

² As noted in the *Sedona Principles*, "[d]iscovery should not be permitted to continue indefinitely merely because a requesting party can point to undiscovered documents and electronically stored information when there is no indication that the documents or information are relevant to the case, or further discovery is disproportionate to the needs of the case." The Sedona Conference, *The Sedona Principles (Second Edition): Best Practices Recommendations & Principles for Addressing Electronic Document Production* (2007), at 38, <http://www.thesedonaconference.org>; see also *Zubulake v. UBS Warburg LLC*, 229 F.R.D. 422, 432 (S.D.N.Y. 2004) ("counsel and client must take some reasonable steps to see that sources of relevant information are located") (emphasis in original); *Barrison v. D'Amato & Lynch, LLP*, 2015 WL 1158573, at *2 (N.Y. Sup. New York Cty. March 16, 2015) (recognizing that "litigants are not entitled to a perfect production of documents in e-discovery").

documents. Thus, the underlying location of a document is immaterial with regard to whether the relevant custodial files of a custodian are reviewed and subsequently produced.

Second, the list of custodians from whom ExxonMobil has collected documents is more than reasonable.³ ExxonMobil crafted its custodian list through comprehensive research, witness interviews, and document review. The custodial list reaches into almost every component of the Company and includes a cross section of individuals who may have the type of information sought by the Subpoena. This list includes the scientists who conducted ExxonMobil's climate change research, employees who developed ExxonMobil's principal communications regarding the relevance of climate change, individuals involved in accounting and valuation, senior management, and even ExxonMobil's current and former CEOs. Indeed, this was not a list created without the NYAG's knowledge and consent. In fact, the NYAG often proposed names to be added to the list of custodians. Now, having repeatedly selected custodians for collection at earlier stages of the investigation, the NYAG disclaims the obligation and ability to identify additional custodians that it considers necessary to a reasonable production. Instead, the NYAG asserts that key custodians must be missing because it has not found documents supporting any of its investigative theories. Notably, at no point has ExxonMobil refused to add a single custodian requested by the NYAG, although it has noted that the addition of custodians inevitably would affect and prolong the timetable for production.

Third, the search terms to which ExxonMobil and the NYAG agreed in December 2015 are entirely reasonable and sufficient to identify potentially relevant documents.⁴ The current search terms used by ExxonMobil were created after discussion with, and modification by, the NYAG. Indeed, when the NYAG suggested the addition of twelve modifications and three additional terms, ExxonMobil immediately complied. (Exhibit A.) Further, as explained above, there is no evidence that these search terms have been inadequate. They have resulted in almost 1.4 million pages of responsive information, and have been broad enough to capture documents related to the proxy cost of carbon, even though "proxy cost" was not itself a search-term. Contrary to the NYAG's suggestion, the search terms agreed to on December 16, 2015 were expected to capture an exceedingly broad swath of documents and were not intended to be "preliminary." (AG Letter at 3.) And, in all circumstances to date, ExxonMobil never said that

³ The NYAG's reliance on *Crown Castle USA Inc. v. Fred A. Nudd Corp.*, No. 05-CV-6163T, 2010 WL 1286366 (W.D.N.Y. Mar. 31 2010), is unavailing. In that case, the company's in-house counsel erred by failing to implement a litigation hold, leading to the destruction of relevant documents. *Id.* at *12. In contrast, ExxonMobil immediately instituted a litigation hold of relevant custodians—including ExxonMobil's CEO, senior management, and various science-based teams—as soon as the investigation began. ExxonMobil has also conducted numerous witness interviews and reviewed documents in its efforts to identify key custodians.

⁴ The NYAG quotes *William A. Gross Const. Associates, Inc. v. American Manufacturers Mutual Insurance Co.*, 256 F.R.D. 134 (S.D.N.Y. 2009), out of context. (NYAG Letter of December 1, 2016 ("AG Letter") at 3 n.4.) Inappropriate search terms, as the court in *William A. Gross* noted, are those created "without adequate information" or "involvement" from the parties themselves. *Id.* at 136. Here, the parties did "carefully craft" the set of search terms. First, ExxonMobil investigated terms that would capture documents of interest through interviews and review of documents. Second, ExxonMobil accommodated the request from the NYAG to add an additional search term. The NYAG has not alleged—nor could it—that there was inadequate "involvement" from both parties in this case.

it was unwilling to consider additional terms that have a reasonable likelihood of identifying unique responsive documents that the prior search terms would have missed. In fact, during the November 29, 2016 discussion with the NYAG, ExxonMobil agreed to add “proxy cost” to the list of search terms that ExxonMobil will apply across the files of the produced custodians. By contrast, the additional search terms that the NYAG proposed in its October 14, 2016 letter were largely unrelated to climate change and, in any event, were unreasonably broad, including such generic terms as “capital investments,” “environmental standards,” or “project economics” (Exhibit F⁵ at 1).⁶

Fourth, the NYAG objects to ExxonMobil’s redaction in certain documents of non-responsive material. But the NYAG fails to cite to a single New York state court case in support of its position that it is entitled to the production of non-responsive information, and, as far as ExxonMobil is aware, no such case exists. Instead, the NYAG relies upon a handful of unrepresentative federal cases applying the Federal Rules of Civil Procedure, which are not at issue here, in the context of discovery disputes.⁷ While ExxonMobil maintains that New York state law unambiguously and routinely permits redactions for non-responsiveness,⁸ it is nonetheless willing to re-review all of its non-responsiveness redactions. In conducting this re-review, ExxonMobil will limit its redactions to proprietary and commercially sensitive information, which even the NYAG concedes is proper. That review is underway and will be completed by month’s end.

Finally, ExxonMobil maintains that, the current protocol—which involves monthly document productions and quarterly submissions of privilege logs covering documents withheld over a three-month period—is reasonable.⁹ By contrast, weekly productions and productions of

⁵ Exhibit F is an excerpt of a letter from the NYAG, dated October 14, 2016. ExxonMobil omitted the second page of the letter in order to protect the identities of specific document custodians. The Company will provide the full letter to the Court for *in camera* review upon request.

⁶ Paradoxically, the very documents highlighted in the NYAG’s October 14 letter were identified through use of the search terms the NYAG now claims are inadequate to identify such documents.

⁷ Even if these federal cases had been applicable to this matter, which they are not, the NYAG’s citations would still be inapt. The NYAG cited *John Wiley & Sons, Inc. v. Book Dog Books, LLC*, 298 F.R.D. 184, 186 (S.D.N.Y. 2014), for the proposition that “redactions of portions of a document are normally impermissible unless the redactions are based on a legal privilege.” However, it overlooks the court’s statement that governing federal standards “specifically contemplate[] that in the case of trade secret[s] or other confidential . . . commercial information, that the Court may order that such information be not revealed at all or be revealed only in a specified way.” *Id.* at 186 (internal quotation marks omitted). Indeed, it is well established that “[r]edactions of documents are commonplace where sensitive and irrelevant materials are mixed with highly relevant information.” *In re AutoHop Litig.*, 2014 WL 6455749, at *9 (S.D.N.Y. Nov. 4, 2014) (quoting *The New York Times Co. v. Gonzales*, 459 F.3d 160, 170 (2d Cir. 2006)).

⁸ See, e.g., *Feingold v. River Place 1 Holding, LLC*, No. 150084/2012, 2014 N.Y. Misc. LEXIS 2169, at *7 (N.Y. Sup. Ct. N.Y. Cty. May 9, 2014) (“Irrelevant material may be redacted prior to production of the records.”); accord *Fox Paine & Co., LLC v. Houston Cas. Co.*, 37 N.Y.S.3d 207 (N.Y. Sup. Ct. Westchester Cty. 2016) (holding that a party “may redact[] as irrelevant” information about matters “not relevant to the issues” in the case).

⁹ NYAG will be receiving a privilege log for the July through September 2016 productions on December 30, 2016.

privilege logs two weeks later would impose needless administrative burdens. A more frequent production schedule is also unnecessary given the parties' common aspiration to conclude the production by January 31, 2017.

ExxonMobil's Proposal to Conclude Production

ExxonMobil remains intent on completing its reasonable production of documents responsive to the Subpoena by January 31, 2017. To that end, ExxonMobil proposes the following schedule for completion of its production:

1. ExxonMobil agrees with the NYAG that no further production is required regarding Requests 1, 2, 6, and 7.
2. ExxonMobil will complete a reasonable production of documents responsive to Requests 3 through 5 by December 31, 2016. The December production will include documents belonging to (a) three proxy cost of carbon custodians; (b) two greenhouse gas issue management team custodians; (c) seven senior manager custodians; and (d) as applicable and if feasible, other key custodians identified during the course of the document review.
3. ExxonMobil will complete a reasonable production of documents responsive to Requests 8–11 by January 31, 2017.

To the extent that ExxonMobil is required to produce documents from additional custodians, it would not be possible to produce any such documents by January 31, 2017. If ordered to produce from additional custodians, ExxonMobil would have to collect documents from each such custodian and transfer that data to its discovery vendor. The vendor would then have to upload the data and apply the search terms. After determining the volume of documents that contain any of the search terms, ExxonMobil's counsel would then have to conduct a manual review to determine responsiveness, identify privileged documents, and redact any proprietary and commercially sensitive information. As a result, it is only after determining the volume of documents that "hit" any of the search terms that ExxonMobil would be in a position to assess how long it would take to complete the production of documents from those custodians. It is clear, however, that any such production could not be completed by January 31, 2017.

ExxonMobil regrets that the parties have been unable to resolve this discovery dispute without judicial intervention. Nonetheless, ExxonMobil looks forward to a productive discussion that will allow it to complete a reasonable production of documents by a date certain.

Justice Ostrager

8

Respectfully Submitted,

/s/ Daniel J. Toal
Daniel J. Toal

cc:

Katherine Milgram, Esq.
John Oleske, Esq.
Mandy DeRoche, Esq.
Patrick Conlon, Esq.

Theodore V. Wells, Jr., Esq.
Michele Hirshman, Esq.
David Meister, Esq.
Jocelyn Strauber, Esq.

Exhibit A

From: Monica Wagner [mailto:Monica.Wagner@ag.ny.gov]
Sent: Wednesday, December 16, 2015 6:29 PM
To: Jansen, Sean D <sjansen@paulweiss.com>
Cc: Hirshman, Michele <mhirshman@paulweiss.com>; Wells Jr., Theodore V <twells@paulweiss.com>; Patrick J. Conlon (patrick.j.conlon@exxonmobil.com) <patrick.j.conlon@exxonmobil.com>; Lemuel Srolovic <Lemuel.Srolovic@ag.ny.gov>; Steven Glassman <Steven.Glassman@ag.ny.gov>; Philip Bein <Philip.Bein@ag.ny.gov>; Mandy DeRoche <Mandy.DeRoche@ag.ny.gov>
Subject: ExxonMobil subpoena

Sean,

We'd like to suggest the attached modifications to the search terms that you proposed. We do not think that having a call with our e-discovery teams is necessary at this time but are willing to have one if that would be helpful.

As discussed in last week's meeting, we may need to modify search terms as we learn more during the production process. As a result, ExxonMobil's obligations to provide all documents and communications responsive to the subpoena and to preserve all such documents and communications is not limited to documents and communications containing the current search terms.

Thanks,

Monica

Monica Wagner
Deputy Chief
Environmental Protection Bureau
Office of the Attorney General of New York
120 Broadway, 26th Floor
New York, NY 10271
(212) 416-6351

From: Jansen, Sean D [<mailto:sjansen@paulweiss.com>]
Sent: Tuesday, December 15, 2015 10:13 AM
To: Monica Wagner; Lemuel Srolovic; Mandy DeRoche; Steven Glassman; Philip Bein
Cc: Hirshman, Michele; Wells Jr., Theodore V; 'Patrick J Conlon (patrick.j.conlon@exxonmobil.com)'
Subject: RE: ExxonMobil subpoena

Monica,

With respect to search terms, as you requested, attached please find the terms that are being used to identify potentially relevant documents. In advance of the e-discovery call, can you please send us the list of questions that you have so that our discovery support team can be adequately prepared to answer such questions?

Sincerely,

Sean

Sean D. Jansen | Associate
Paul, Weiss, Rifkind, Wharton & Garrison LLP
2001 K Street, NW | Washington, DC 20006-1047
(202) 223-7446 (Direct Phone) | (202) 315-3802 (Direct Fax)
sjansen@paulweiss.com | www.paulweiss.com

From: Monica Wagner [<mailto:Monica.Wagner@ag.ny.gov>]
Sent: Monday, December 14, 2015 8:54 AM
To: Wells Jr., Theodore V; 'Hirshman, Michele'; Conlon, Patrick J
Cc: Lemuel Srolovic; Steven Glassman; Philip Bein; Mandy DeRoche
Subject: ExxonMobil subpoena

Ted, Michele, and Pat,

I'd like to follow up on last Thursday's meeting. We agreed to schedule a telephone conference as soon as possible to discuss key-word searches. If Pat is able to send Mandy DeRoche the search terms being used to identify relevant documents and communications today or tomorrow, Mandy and our e-discovery team are available to speak tomorrow afternoon or Wednesday afternoon..

We also discussed several categories of information that will assist us in formulating ongoing document production. We would like to request that you provide that information by this Friday, December 18.

First, please provide the names of the approximately 200 custodians whose documents and communications have been preserved, let us know where these custodians appear in the main organizational chart (EMC 04), and provide an organizational chart showing their particular division or group. As we indicated in the meeting, we are particularly interested in identifying and preserving documents and communications in departments that integrate climate change into business decisions (see Subpoena Request No. 3) as well as other departments (see Subpoena Request Nos. 4-10). Those appear to include Corporate Strategic Planning, Investor Relations and the Office the Secretary, Public and Government Affairs, Safety Security Health and Environment, and relevant sub-divisions, as well as the ExxonMobil Foundation, ExxonMobil Upstream Ventures, ExxonMobil Upstream Research Company and other potentially relevant divisions of EMRE (e.g., Strategy and Planning, Strategic Studies, and within CSR R&D, CSR Planning and Upstream Research Portfolio).

Second, please provide copies of your document retention policies in effect now and throughout Time

Period 1 and Time Period 2.

Third, we briefly discussed the Operations Integrity Management System (OIMS). Please ensure that documents and communications that reflect your climate change risk management and analysis pursuant to OIMS, as described in your Investor CDP 2014 Information Request Response and your 2012 Environmental Aspects Guide, are preserved.

Fourth, please provide us a list of all locations that are being searched for electronically stored information responsive to the subpoena, including non-custodian-specific information (e.g., proprietary databases, internal communications storage, team collaboration software tools, intranet repositories), if any.

In addition to what we discussed at the meeting, and in an effort to preserve as many relevant documents as possible while you continue to identify relevant departments and custodians, please identify your client's capabilities for effecting an entity-wide preservation hold based on key-word search terms, for example via Microsoft Office 360 In Place, EMC Kazeon, Symantec NetBackup or other similar software.

With respect to the January 11 production, it is our understanding that you will produce responsive hard copy documents (in scanned/OCR format) from the files of Haroon Kheshgi, Brian Flannery, Bryan Mignone and William Landuyt, along with some or all of their electronic documents. We also understand that you are trying to produce at that time, or shortly thereafter, documents responsive to our requests for annual climate change briefings presented to the Board, and certain climate change documents generated by or for the Management Committee.

Finally, we would like to request that, as the next priority item, documents and communications of the authors and contributors to the 2014 Report entitled Energy and Carbon - Managing the Risks (see Subpoena Request No. 4) be produced, including but not limited to those of Peter Trelenberg and Robert Luetgen.

We look forward to follow-up discussions and our meeting on February 2, 2015 at 11:00 am at our offices.

Monica

Monica Wagner
Deputy Chief
Environmental Protection Bureau
Office of the Attorney General of New York
120 Broadway, 26th Floor
New York, NY 10271
(212) 416-6351

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the message and its attachments and notify us immediately. [search terms AG.pdf](#)

BINDERS

XOM TERMS	AG SUGGESTION
"ANTHROPOGENIC EMISSIONS"	ANTHROPOGENIC
CARBON /2 SEQUEST!	CARBON /5 (SEQUEST! or TAX! or COST! or ASSET! or BUDGET! or EMIT! or EMISSION! or CYCLE or SINK or RISK or LOW or SCIENCE)
"CARBON CYCLE"	see above
"CARBON SINK"	see above
CLIMATE /2 CHANG!	
CLIMATE /2 SKEPTIC!	CLIMAT! /5 (SKEPTIC! or DENI! or MODEL! or RESEARCH! or FUND! or SUPPORT! or WARMING or LOW or SCIENCE)
CLIMATE /2 DENI!	see above
CLIMATE /2 MODEL!	see above
CLIMATE /2 RESEARCH	see above
CLIMATE /3 FUND!	see above
CLIMATE /3 SUPPORT!	see above
INCREAS! /3 ("CARBON DIOXIDE" or CO2 or GREENHOUSE)	("CARBON DIOXIDE" or CO2) /5 (SEQUEST! or TAX! or COST! or ASSET! or BUDGET! or EMIT! or EMISSION! or CYCLE or SINK or RISK or LOW or SCIENCE)
CLIMATE /5 UNCERTAIN!	
GHG	
EXTREME /2 WEATHER	
GLOBAL /3 TEMPERATURE!	
"GLOBAL WARMING"	
"GLOBAL WEATHER MODEL"	
GREENHOUSE	
IPCC	
"KYOTO PROTOCOL"	KYOTO
"OCEAN ACIDIFICATION"	
(RIS! or INCREAS!) /3 "SEA LEVEL"	
WINE /2 MEASUREMENT!	
	add: STRANDED /5 (ASSET! or RESERVE!)
	add: PERMAFROST or "SEA ICE" or "ARCTIC ICE"
	add: "FOSSIL FUEL EMISSIONS"
	add: any internal codes or project names used

Exhibit B

1
2 SUPREME COURT OF THE STATE OF NEW YORK
3 COUNTY OF NEW YORK: CIVIL TERM: PART - 61

4 -----X
5 In the Matter of the Application of the

6 PEOPLE OF THE STATE OF NEW YORK, by ERIC T. SCHNEIDERMAN,
7 Attorney General of the State of New York,

8 Petitioner

9 INDEX NUMBER:
10 451962/2016

11 For an order pursuant to CPLR 2308(b) to compel
12 Compliance with a subpoena issued by the Attorney General,

13 -against-

14 PRICEWATERHOUSECOOPERS, LLP and EXXON MOBIL CORPORATION

15 Respondents

16 -----X
17 60 Centre Street
18 New York, New York 10007
19 November 21, 2016

20 BEFORE:

21 HONORABLE: Barry R. Ostrager, JSC

22 APPEARANCES:

23 State of New York
24 Office of the Attorney General
25 Eric T. Schneiderman
26 120 Broadway
New York, New York 10271
By: John Oleske, Esq.
Manisha M. Sheth, Esq.
Mandy DeRoche, Esq.

1

2

Skadden, Arps, Slate, Meagher & Flom, LLP

3

Attorneys for Respondent,

4

PRICEWATERHOUSECOOPERS, LLP

5

Four Times Square

6

New York, New York 10036

7

By: David Meister, Esq.

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Jocelyn E. Strauber, Esq.

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Delores Hilliard
Official Court Reporter

Proceedings

COURT CLERK: Index Number 451962/2016.

In the Matter of the Application of the.

P E O P L E O F T H E S T A T E O F N E W
Y O R K versus P R I C E W A T E R H O U S E C O O P E R S
L L P and E X X O N M O B I L C O R P O R A T I O N.

THE COURT: I have read the order to show cause,
the memorandum in support of the order to show cause, the
affirmations in support and of course the opposition.

So, as I understand the dispute here, the New York
Attorney General's office issued an information subpoena to
Exxon Mobil.

And I have looked at the text of your subpoena.
And it appears that what is called for under section D,
documents to be produced, are 11 specific categories of
documents relating to climate change issues.

Now, I am not going to trail into anything. There
is an information subpoena that was issued to
Pricewaterhousecoopers. And the last time the parties were
here I ordered that Pricewaterhousecoopers comply with that
subpoena. And then the attorneys from the Attorney General
and Pricewaterhousecoopers should work out a more recent
schedule for the production of documents than the order that
I entered.

So, this application is to compel Exxon to comply
with the production of documents that Exxon claims goes

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beyond the scope of the subpoena that is at issue.

So, I will hear from the Attorney General.

MR. OLESKE: Yes, your Honor, thank you.

John Oleske for The State, Judge.

First and foremost I need to address some confusion that I think Exxon has stated in their brief.

Documents that we are seeking to compel go beyond this kind of carve-out of category that Exxon is creating, which is the documents they claim are beyond the scope of the subpoena.

There are already, in fact, many documents. We expected the bulk of the response of documents actually do relate or indirectly to climate change. Those are part of the documents, we expect the bulk of the documents we are trying to compel.

They have advanced no argument, whatsoever, as to the burdensomeness or the overbreadth of those requests. They have argued nothing at all in response as to why they cannot produce those documents by the now extended by a year return date that we have offered for the documents that are responsive and to requests 3 and 4 in the original subpoena.

So, really, we see Exxon as having conceded the bulk of this motion.

Now, we are talking about really in this carve-out category Exxon is trying to recreate.

Proceedings

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2 But, it is really a Red Herring, Judge, because the
3 fact is that the documents that we are looking for are
4 documents that explain or reflect how Exxon is including or
5 counting for the impact of climate change related effects
6 directly or indirectly in its valuation, accounting and
7 reporting of its financial condition.

8 Now, obviously, that calls for documents that say
9 climate change on them, this is our plan for integrating
10 climate change into our decisions.

11 But, obviously, it also calls for documents that
12 reflect Exxon's practices in valuing, accounting and
13 reporting its evaluations or its assets and liabilities so
14 that we can understand the documents that specifically deal
15 with climate change impacts on those procedures.

16 THE COURT: That is your position.

17 MR. OLESKE: Yes. I mean, but first and foremost
18 the vast majority of what we expect to get out of this
19 production they have advanced no argument for why they
20 should not produce this.

21 THE COURT: Then, there isn't really a lot for me
22 to decide.

23 MR. OLESKE: No.

24 THE COURT: You're telling me that they don't
25 object to the vast majority of the documents that you're
26 seeking.

Proceedings

MR. OLESKE: You're right, your Honor.

In their November 11th letter they did not object to or give any specific objection to the scope or breadth of those requests. Although, they refused to commit that they would, would produce by the extended return date and refused to provide any other date that they would provide those documents, the ones they don't have a dispute as to.

But, they did in their November 11th letter openly defy our requests. Because, they said they were not going to produce additional documents related to proxy costs which are documents that specifically relate to climate change. They weren't going to go back and search for documents even though we have identified specific deficiencies in their production.

So, in fact, they have not just not given an explanation for why they are not producing these documents. They have at the same time they are doing that openly refused to produce those documents.

So, we view that as the main issue in getting an order to compel the production of those documents by the extended time.

Now the question is are there documents out there that Exxon is going to say this doesn't relate directly or indirectly to climate change, so we are not going to produce them.

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The answer is for Exxon to produce by the return date all of the documents that are encompassed by the subpoena.

When we get those documents and have a chance to review them and we identify deficiencies with which we can go back to Exxon and have an argument over whether or not the documents we think are deficiencies, and we think are, they think are beyond the scope. But, that's not really necessary for the Court to order Exxon to comply with the subpoena requests 3 and 4 with the specific, the clarification that we offered 5 months ago which we are now hearing about for the first time are beyond the scope.

THE COURT: All right. They have received the charts that Mr. Wells has brought with him.

MR. WELLS: May we set up one second?

While we are setting them up, let me take a step back and tell you that our core argument is that the New York Attorney General has requested documents concerning our general accounting practices, concerning valuation, and assets and liabilities.

They are requesting documents that are basically accounting documents.

THE COURT: So, your argument is that that is beyond the scope of the scan.

MR. WELLS: Yes. And what they have done, your

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Honor, they started out in November of 2015 with an investigation concerning issues of climate change. And if you look, if you look at that subpoena it is modified not just item 3 and 4 by relating them to climate change..

After we got the subpoena we had meetings with them, because some of the requests on their face were somewhat confusing.

One was item number 3 that talked about integration. But, we don't need this because you said you read that. I will just move right through that.

They told us with respect to item number 3 in terms of integration what they wanted were high level documents concerning how the company integrated its knowledge in fusion climate change into its day to day business practice.

And they told us, candidly, that their theory of investigation was, well, Exxon Mobil at times has said we believe that it doesn't believe in climate change. And we want to see in your day to day business practices if, in fact, you have integrated into your practices a belief that climate change is real, so that you build a certain offshore rig a certain height because you think the ocean is going to rise. So, it is about integration, not about accounting. That's what they told us.

We, thereafter, we agreed upon search terms. Those search terms do not cover any accounting documents or

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2 accounting. The only time the word, these are the actual
3 search terms which are in the certification, the only time
4 the word asset is even used is with respect to a term called
5 stranded assets.

6 So, the only time you would pick up the word asset
7 would be if it was in 5 words with the word stranded.

8 Stranded asset is not an accounting concept, it is
9 a political concept that certain environmental groups have
10 coined to deal with the argument that if regulators around
11 the world pass regulations limiting the use of fossil fuels
12 that some of our assets might be stranded in the ground
13 because if wouldn't be profitable to take them out of the
14 ground.

15 But, the search terms did not involve accounting
16 search terms.

17 Now, in addition, they stated in press that the
18 investigation was related to climate change. So, that is
19 repeatedly by them in the press what the investigation was
20 about, which was consistent with the subpoena and what they
21 said to us.

22 Now, in late June of this year they opened up a
23 different arm of the investigation. A non-climate change
24 related piece of the investigation.

25 That different investigation is not tied to climate
26 change. It concerns our accounting practicing with respect

Proceedings

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2 to how we valued our assets in the face of the last two
3 years of fallen oil prices. That is a different
4 investigation.

5 They have admitted that the investigation is
6 different in the press. If you look at the Pricewaterhouse
7 subpoena it's not tied in most parts to climate change.
8 They want the accounting records.

9 What they are trying to get now by this motion is
10 really the flip side of the accounting records that they are
11 getting from Pricewaterhouse.

12 Now, in terms of -- in terms of what they say they
13 want now, this is from Mr. Oleske's affirmation, I think
14 this is the key point. He says, number 3 calls for
15 documents reflecting Exxon's general practices concerning
16 the valuation, accounting and reporting of its assets and
17 liabilities.

18 That's what we are objecting to. It's not tied in
19 any way to climate change.

20 They really want our accounting records, similar to
21 what they have asked Pricewaterhouse to give to them.

22 We say that these two items or descriptions in the
23 subpoena do not cover that type of general practices
24 accounting requests.

25 (Short pause)

26 MR. WELLS: If you look at the Pricewaterhouse

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subpoena that was served August 19th, as they have done throughout this case, they serve a subpoena. They leak to the press.

So, the subpoena was served August 19th. Then, in The New York Times the same day the subpoena is issued they say in the press, if collectively the fossil fuel companies are overstating their assets by trillions of dollars that is a big deal. Okay. There may be massive securities fraud here.

That is not a climate change investigation. It is whether or not we have properly valued our assets in light of falling oil prices having nothing to do with climate change.

And we don't have to guess, because as part of their continued practice of leaking after they talked to The New York Times the same day they issued the Pricewaterhouse subpoena they then talked to The Wall Street Journal.

And what The Wall Street Journal reported based upon what is described as sources close to their investigation, they say the new probe, that is a 100 scored word, new, the new probe and why Exxon hasn't written down the value of its assets two years into a crash in oil prices is an outgrowth of the climate change investigation say people familiar with the matters.

This is a new, this is a new investigation.

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The same day there is another article in The Wall Street Journal, we are still September 16th. New York Attorney General's probe focuses on why Exxon is the only oil firm not to write down value of assets amid price route.

That is a new piece of the investigation that is not tied to climate change.

If you turn to page 6 of their brief, page 6 of their brief they, The New York Attorney General writes, finally, Exxon unilaterally declared that it would not produce documents revealing how it values accounts for and reports its assets and liabilities, generally, but only documents that specifically discuss how those processes are effected by climate change. Which would leave OAT understanding only one half of the relevant equation.

The next sentence which is key.

Exxon's unilateral limitations would deprive the OAG of documents reflecting Exxon's procedures for assessing the impact, for example, of the declining oil and gas prices on reserves and impairments and capital expenditures.

That is what the new investigation is about. It is not climate change related.

We do not dispute for purposes of argument that if they want to open up that new front that they can serve us with a new subpoena.

THE COURT: Of course.

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MR. WELLS: Okay. But, they cannot take the old subpoena that was about something else and now use it to get our general accounting practice documents. They have to serve us with a new subpoena.

I represent to the Court that if they serve us with the new subpoena I will discuss it with my client, I'll discuss it with them. And if we decide that it is overly broad or it raises Federal preemption issues as we think it very well might, we will move to quash the subpoena. If you want to set a briefing schedule to make sure everybody does things proper, we have no objection to that.

But, they cannot take the old subpoena and turn it into something it was not intended for. And that is the core of what this dispute is about.

THE COURT: I understand completely.

Did you have an agreed upon date pursuant to which you were going to produce climate change documents in accordance with the old subpoena?

MR. WELLS: Yes. We have been producing on a rolling basis.

I would prefer, since Mr. Anderson is involved in that if I let him speak to that. Because, he is the one who is involved in the process.

I just don't want to make a misstep because I'm not down at that level.

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THE COURT: All right, Mr. Anderson.

MR. ANDERSON: Yes, Judge.

We have been producing documents to The Attorney General.

THE COURT: I understand there are more documents.

My specific question is do you have a date certain by which you have agreed that you're going to produce the climate change documents?

MR. ANDERSON: Your Honor, I don't believe that we set a date certain.

But, based upon the schedule that we are producing at we expect that for the assets, liabilities and reserves custodians who have been identified that the production would be completed by the end of the year.

THE COURT: Okay. And why is that unacceptable to the AG's office?

MR. OLESKE: Yes, your Honor.

THE COURT: Let's just assume hypothetically that I agree with Mr. Wells that the documents that you are entitled to are climate change documents. And Mr. Wells' partner is representing that by the end of the year you will have all of the documents responsive to the 11 categories of documents to be produced in the subpoena ready.

MR. OLESKE: There is the problem, your Honor, is that your Honor interpreted that is what Exxon's counsel may

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have just said.

That's not what they said.

What they said was there is a list of custodians relating just to that June 24th letter that they came up with two months later that they said, okay, we have got these custodians relating just to your letter. And we are going to produce these on a time frame that we are not going to tell you about on a rolling basis.

Now, for the first time we are hearing that they are going to give us those custodians.

We have no idea what universal custodians are. They are not representing that this is even all of the documents to requests 3 and 4, let alone what your Honor is saying which is the entirety of the subpoena.

That is how we have been going for 5 months.

THE COURT: Let me hear from Mr. Anderson, so there is no confusion about this.

It seems to me that you issued an investigative subpoena a long, long time ago.

You have worked out with each other search terms. You have worked out with each other schedules within reason recognizing that millions of documents can't be produced overnight.

Are you going to produce all of these documents by the end of the year?

Proceedings

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2 MR. ANDERSON: Your Honor, I think it is the
3 definition of these documents that we have to address.

4 THE COURT: The climate change documents that refer
5 to items 1 through 11 of documents to be produced.

6 MR. ANDERSON: No, that cannot happen by the end
7 the year, Judge.

8 THE COURT: When can it happen?

9 And then we can get some parameters on what is
10 reasonable and what requires Court intervention and what
11 doesn't.

12 MR. ANDERSON: The system that we worked out with
13 The Attorney General's office is that we would identify
14 custodians and we would identify search terms.

15 We would gather the documents from the custodians
16 based upon the priorities set by The Attorney General's
17 office. Run those documents through the search terms and
18 then make our production.

19 And that is how we have proceeded for the last
20 year.

21 We initially began with scientists and others who
22 were responsive to that initial inquiry about whether Exxon
23 was using an internal knowledge to run its business and
24 whether it is inconsistent with statements it was making to
25 the public.

26 And we made multiple productions based upon the

Proceedings

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2 priorities that were identified where we could provide The
3 Attorney General with the documents it wanted.

4 The shift, there was a first shift around February
5 or March of this year when the priority became a report
6 called Managing The Risks.

7 So, we said, fine, we have custodians for that.

8 We came up with 17. And we have produced the
9 records from those 17 custodians to The Attorney General's
10 office.

11 Then, in June, July we start hearing about, no, now
12 we want to know about the assets and the liabilities. So,
13 then we switched over to that to start to work out who are
14 the custodians for this. We will run them through the
15 search terms and produce documents.

16 You can see in the declaration that Mr. Oleske
17 filed that the letters go back and forth and have
18 attachments with custodians.

19 This is not something that is being done in a
20 vacuum. It is a process that has been going on for a year.
21 And there has been no need to come to court before.

22 Because, as they shifted priorities we have
23 produced the documents that they wanted.

24 The only reason we are here now is because they
25 have asked for documents that are outside the scope of the
26 subpoena.

Proceedings

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2 MR. OLESKE: Your Honor, if I may? Because, this
3 keeps coming up.

4 I have to address their issue of this shift that
5 does not exist. And somehow explain why Exxon and Paul,
6 Weiss a year after the subpoena cannot even commit to when
7 they are going to finish production.

8 There has never been an issue. This law
9 enforcement investigation from the beginning has been trying
10 to find out whether or not Exxon has misrepresented to
11 investors, consumers or the public generally the impact of
12 the effects of climate change on its business.

13 And so, for example, all of the characterization
14 that Mr. Wells made or that The Wall Street Journal had made
15 about different phases of the investigation are not
16 relevant. What is relevant is what is in the subpoena.

17 And for example, the question of declining oil
18 prices is in the subpoena. It is in request 3. It
19 specifically talks about it. The effects of future declines
20 in oil prices. And of course, we need to know if we are
21 looking at documents that talk about Exxon's reaction to the
22 impact of oil price declines that have to do with climate
23 change on its business. We also need to know how Exxon
24 deals with accounting, valuation and reporting relating to
25 declines of oil prices generally to see how that fits into
26 their business.

Proceedings

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2 But, to The Court's specific inquiry about these
3 documents and this time line for production, it started as a
4 process. We did go back and forth on search terms in
5 December of 2015.

6 We did ask for Exxon to focus on producing
7 custodians who were responsible for the managing of the
8 risks report that is detailed in our papers in February.

9 That was part of request number 4. That was not
10 some new priority we came up with. This was specifically
11 identified in request number 4 of the subpoena.

12 They did produce a bunch of custodians relating to
13 that report. We don't know if they are complete or not.
14 They haven't confirmed that.

15 But, then, yes, come June we got to the point where
16 it is now 7 months, 8 months later. We still haven't gotten
17 any documents that show the integration of climate change
18 impact into their business other than the managing
19 structures trying to push them to do this.

20 It is 5 months later. They still cannot tell us
21 when they are going to give us even those documents related
22 to those specific requests.

23 And this whole integrated process idea, in our most
24 recent letter that prompted this request to the Court, we
25 told them there are these documents about the proxy that
26 your company says that it uses to insure investors that it

Proceedings

is incorporating these impacts.

We have noticed there are deficiencies in these productions. That there are documents that would not be caught by the prior search terms.

We have spent the previous 5 months trying to get Exxon to revamp the search terms to catch these additional documents. They didn't do it.

Then, in their most recent letter on November 11th they have flatly refused to supplement their search terms to catch documents that we know relate directly to climate change and we know are in their production. And they cannot explain why they are not even willing to do that.

And now we are hearing about an integrative process where they are cooperating and there is just no way they can put an end date on this process.

That is a real problem for The Attorney General's office from a law enforcement perspective. Because, we are conducting an investigation. And the investigation, the production of documents from a company like Exxon has to have an ending, Judge. We have to have some expectations of the finality of when at least they say they have completed their production.

Now, I think we can all assume that when Exxon says, okay, we have given you all of the documents in response to these 11 categories, we are going to have

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additional questions. We are going to see additional deficiencies. We are going to come back with more questions. But, at least we have to get to that point.

But, the whole point of this seemed to be to never get to that point.

That's why we are here today.

MR. WELLS: Your Honor, this is very unfair what they are saying.

They made a motion last Monday. They filed it at 8:30 in the morning. They proceeded by order to show cause.

The order to show cause for which they wanted emergent relief is very specific. The order to show cause asks for an order compelling Exxon to produce no later than November 23rd documents concerning little i, Exxon Mobil's valuation, accounting and reporting of its assets and liabilities, etc. And little two i, the impact of climate change relating to, on such valuation.

That related to items 3 and 4 that they say were covered by that request.

The order to show cause did not ask for The Court to issue any kind of orders about when we would finish complying with the entire subpoena. Nobody has briefed that issue. No one has discussed that issue.

We have been complying, in all due respect, with their subpoena, we believe in good faith, since it was

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filed.

May we have differences on the margins? Everybody does. But, that was not what got us into court today about when are all of the documents going to be finished, because we have worked with them.

And if you look at the June 24th letter which was central to this specific order to show cause, the letter says, we want you to stop what you have been doing and change priorities. And we now want you to look at the, this valuation accounting stuff.

So, and that is how it has worked throughout. They tell us. We work on the science documents. They call us. They say, you know what, we have decided we want you to go here. We find the custodians. We go here. They get that and they tell us, we want you to go somewhere else.

What happened on June 24th, for the first time we felt they were asking for something that was beyond the subpoena. That is where the friction was created, because it was in the paper. They had said, they had a new investigation about, not about climate change, but about the impairment issues and whether you did certain things.

Okay, they knew we were not supposed to be in court today to talk about the general schedules of when we would finish the 11 items. Because, they know they take us one place one day and another place another day. Because, its a

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broad area.

This subpoena in part goes back to either 10 years for some items or 40 years for others. This is a huge request. And we have been working cooperatively with them. And they haven't briefed that.

That's not, that's not what got us into court and had teams working around the clock to get these papers in. They were very focused on these accounting documents.

And now for them to have flipped this court conference into some discussion of when are we going to finish the 11 items that nobody has briefed, discussed at all, I mean, I just don't think --

THE COURT: I understand the issues here.

Obviously, the parties have been engaged for an extended period of time in discussions about what documents should be prioritized, what should be produced and how they are going to be produced.

I agree with Exxon that there is a difference between an inquiry relating to climate change and an entirely different inquiry relating to Exxon's general accounting procedures.

Now, if The Attorney General's office issues a subpoena to Pricewaterhousecoopers which dealt with Exxon's general accounting procedures, apparently, The Attorney General's office has worked out a stipulation with

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Pricewaterhouse with respect to the manner in which Pricewaterhouse will produce documents relating to Exxon's general accounting procedures.

I don't see any prejudice to The Attorney General's office in awaiting the production of that information from Pricewaterhousecoopers in accordance with the schedule that The Attorney General's office worked out with Pricewaterhousecoopers.

If The Attorney General's office wants to issue a subpoena to Exxon Mobil with respect to its general accounting procedures, it is free to do so.

With respect to the climate change documents there clearly does need to be an agreement between the parties concerning the production of those documents. And The Court is not going to fix a specific date today. Because, there has been a long negotiation between the parties relating to search terms, relating to priorities, relating to the sequencing of various kinds of documents.

And so, frankly, this wasn't a matter for an order to show cause. It is a matter for the parties to come to some reasonable resolution on a consensual basis among themselves. And failing that The Court will enter an order.

MR. OLESKE: Your Honor, if I may be heard on just that one point.

We spent 5 months trying to come to that kind of

Proceedings

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2 agreement. Trying to find out when we were going to get
3 these documents.

4 And in the most recent correspondence Exxon refused
5 to modify its search terms to capture documents that we knew
6 were missing.

7 So, while the office understands completely your
8 Honor's interest in having the parties go back and try to
9 work it out without having some kind of enforcement of our
10 return date, we are kind of left in this limbo where we have
11 been for the last 5 months kind of banging our head against
12 the wall trying to get an agreement for a specific date and
13 for the universe of documents that are going to be produced.
14 And we are talking to ourselves.

15 THE COURT: Well, if you cannot get a specific
16 agreement between now and December 1st, then you can return
17 to The Court and The Court will fix a date.

18 And if necessary The Court will arbitrate what are
19 reasonable or unreasonable search terms.

20 And that is the disposition of the motion.

21 Thank you.

22 MR. OLESKE: Thank your, your Honor.

23 THE COURT: Both parties are to order a copy of the
24 transcript.

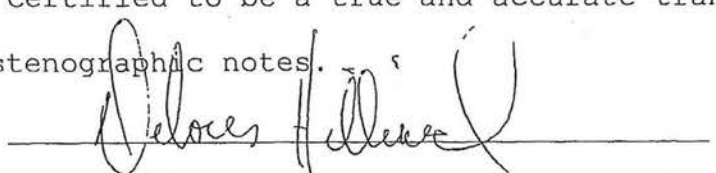
25 And the actual disposition of the order to show
26 cause is that the motion is denied with the understanding

Proceedings

that if the parties do not come to a consensual agreement by December 1st The Court will impose upon the appropriate application.

MR. OLESKE: Thank you, your Honor.

Certified to be a true and accurate transcription
of said stenographic notes.



Official Court Reporter

Exhibit C

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

UNIT 3601, OFFICE TOWER A, BEIJING FORTUNE PLAZA
NO. 7 DONGSANHUAN ZHONGLU
CHAOYANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5826-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

TORONTO-DOMINION CENTRE
77 KING STREET WEST, SUITE 3100
P.O. BOX 226
TORONTO, ONTARIO M5K 1J3
TELEPHONE (416) 504-0520

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

MATTHEW W. ABBOTT
EDWARD T. ACKERMAN
JACOB A. ADLERSTEIN
ALAN J. ARFFA
ROBERT A. ATKINS
DAVID J. BALL
SCOTT A. BARSHAY
JOHN R. BAUGHMAN
LYNN B. BAYARD
DANIEL J. BELLER
CRAIG A. BENSON
MITCHELL L. BERG
MARK S. BERGMAN
DAVID M. BERNICK
JOSEPH J. BIAL
BRUCE BIRENBOIM
H. CHRISTOPHER BOEHRING
ANGELO BONVINO
JAMES L. BROCHIN
RICHARD J. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BUERGEL
PATRICK S. CAMPBELL
JESSICA S. CAREY
JEANETTE K. CHAN
GEOFFREY R. CHEPIGA
ELLEN N. CHING
WILLIAM A. CLAREMAN
LEWIS R. CLAYTON
JAY COHEN
ALEX A. CORNISH
CHRISTOPHER J. CUMMINGS
CHARLES E. DAVIDOW
THOMAS V. DE LA BASTIDE III
ARIEL J. DECKELBAUM
ALICE BELISLE EATON
ANDREW J. EHRLEICH
GREGORY A. EZRING
LESLIE GORDON FAGEN
MARC FALCONE
ROSS A. FIELDSTON
ANDREW C. FINCH
BRAD J. FINKELSTEIN
BRIAN P. FINNEGAN
ROBERTO FINZI
PETER E. FISCH
ROBERT C. FLEDER
MARTIN FLUMENBAUM
ANDREW J. FOLEY
ANDREW J. FORMAN
HARRIS B. FREIDUS
MANUEL S. FREY
ANDREW L. GAINES
KENNETH A. GALLO
MICHAEL E. GERTZMAN
ADAM M. GIVERTZ
SALVATORE GUGLIORMELLA
ROBERT D. GOLDBAUM
NEIL GOLDMAN
ROBERTO J. GONZALEZ
CATHERINE L. GOODALL
ERIC GOODISON
CHARLES H. GOODE, JR.
ANDREW G. GORDON
UDI GROFMAN
NICHOLAS GROOMBRIDGE
BRUCE A. GUTENPLAN
GAINES GWATHEY, III
ALAN S. HALPERIN
JUSTIN G. HAMILL
CLAUDIA HAMMERMAN
BRIAN S. HERNANN
MICHAEL S. HONG
DAVID S. HUNTINGTON
AMRAN-HUSSEIN
LORETTA A. IPPOLITO

JAREN JANGHORANI
BRIAN M. JANSON
MEREDITH J. KANE
JONATHAN S. KANTER
ROBERTA A. KAPLAN
BRAD S. KARP
PATRICK N. KARSNITZ
JOHN C. KENNEDY
BRIAN KIM
ALAN W. KORNBERG
DANIEL J. KRAMER
DAVID K. LAKHDIR
STEPHEN R. LAMB
JOHN E. LANGE
GREGORY F. LAUFER
DANIEL J. LEFFELL
XIAOYU LEE
JEFFREY D. MARELL
MARCO V. MASOTTI
EDWIN S. MAYNARD
DAVID W. MAYO
ELIZABETH R. MCCOLM
MARK F. MENDELSON
CLAUDINE MEREDITH-GOUJON
WILLIAM B. MICHAEL
TOBY S. MYERSON
JUDIE NG SHORTELL
CATHERINE NYARADY
JANE B. O'BRIEN
ALEX YOUNG K. OH
BRAD R. OKUN
KELLEY D. PARKER
VALERIE E. RADWANER
CARL L. REISNER
LORIN L. REISNER
WALTER G. RICCIARDI
WALTER RIEMAN
RICHARD A. ROSEN
ANDREW N. ROSENBERG
JACQUELINE P. RUBIN
CHARLES F. "BOCK" RULE
RAPHAEL M. RUSSO
ELIZABETH M. SACKSTEDER
JEFFREY D. SAFERSTEIN
JEFFREY B. SAMUELS
DALE M. SARRO
TERRY E. SCHINEK
KENNETH M. SCHNEIDER
ROBERT B. SCHUMER
JOHN M. SCOTT
STEPHEN J. SHIMSHAK
DAVID R. SICULAR
MOSES SILVERMAN
STEVEN SINKIN
JOSEPH J. SIMONS
AUDRA J. SOLOWAY
SCOTT M. SONTAG
TARUN M. STEWART
ERIC ALAN STONE
AIDAN SYNNOTT
MONICA K. THURMOND
DANIEL J. TOAL
LIZA M. VELAZQUEZ
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
MARK B. WLAZLO
JULIA MASON WOOD
JENNIFER H. WU
BETTY YAP
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
TAURIE M. ZEITZER
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR.

WRITER'S DIRECT DIAL NUMBER

212-373-3896

WRITER'S DIRECT FACSIMILE

212-492-0869

WRITER'S DIRECT E-MAIL ADDRESS

dtoal@paulweiss.com

November 22, 2016

Via Email

John Oleske, Esq.
Senior Enforcement Counsel
Office of the Attorney General
State of New York
120 Broadway, 26th Floor
New York, NY 10271

Re: *New York State Attorney General Subpoena Directed to Exxon Mobil Corporation*

Dear John:

During yesterday's hearing, Justice Ostrager directed the parties to develop a joint proposal for completing the production of documents responsive to the New York Attorney General's subpoena. As he set a December 1, 2016 deadline for doing so, we propose to meet at your offices on the afternoon of November 29, 2016 in an effort to reach agreement.

Please let us know whether that date is convenient for your team.

Sincerely,


Daniel J. Poal

cc: Katherine Milgram, Esq.
Mandy DeRoche, Esq.
Patrick J. Conlon, Esq.

Exhibit D



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

John Oleske
Senior Enforcement Counsel
John.Oleske@ag.ny.gov

November 22, 2016

VIA EMAIL

Theodore Wells Jr.
Michele Hirshman
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064

Re: *Nov. 4, 2015 Subpoena to ExxonMobil Corp.* (the "Subpoena")

Dear Ted and Michele:

Thank you for your letter of today. We are available to meet with you at our office on November 29, 2016 at 3:00 p.m. to discuss the production schedule for ExxonMobil Corporation's ("Exxon") response to the Subpoena. In that vein, we propose the following production schedule:

- (1) Exxon will complete its production of all documents responsive to Request Nos. 3 and 4 by December 9, 2016;
- (2) Exxon will complete its production of all documents responsive to Request No. 5 by December 16, 2016;
- (3) Pending further review of Exxon's production and privilege logs, OAG will require no further production in response to Request Nos. 1, 2, 6, and 7 at this time;
- (4) Exxon will complete its production of all documents responsive to Request Nos. 8, 9, 10, and 11 by January 16, 2017; and
- (5) Exxon will complete its production of any remaining responsive documents by January 31, 2017.

To the extent you wish to provide a counterproposal, we would welcome receiving it in advance of our meeting on Tuesday. We look forward to discussing with you on Tuesday.

Very truly yours,

/s

John Oleske

Exhibit E

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

WRITER'S DIRECT DIAL NUMBER
(202) 223-7446

WRITER'S DIRECT FACSIMILE
(202) 315-3802

WRITER'S DIRECT E-MAIL ADDRESS
sjansen@paulweiss.com

July 15, 2016

John Oleske, Esq.
Senior Enforcement Counsel
Office of the Attorney General
State of New York
120 Broadway, 26th Floor
New York, NY 10271

Dear John:

This letter encloses certain information that NYAG requested in its letter of June 9, 2016.

First, the June 9 letter sought the "title and business units of individuals listed on Exhibit A to [ExxonMobil's] April 18, 2016 letter." Enclosed as Exhibit A to this letter are the titles and business units of all employees listed on Exhibit A of ExxonMobil's April 18, 2016 letter. We are not providing the title and business unit of any employee whose title and business unit were provided to the NYAG on December 22, 2015.

Second, the June 9 letter requests a "[l]ist of all data sources reviewed for each custodian already produced." Enclosed as Exhibit B to this letter is a list of the sources from which ExxonMobil collected and reviewed documents for each custodian whose documents have already been produced.

Sincerely,


Sean D. Jansen

cc: Patrick Conlon, Esq.
Theodore V. Wells, Jr., Esq.
Michele Hirshman, Esq.
Mandy DeRoche, Esq.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
TELEPHONE (212) 373-3000

UNIT 3601, OFFICE TOWER A
BEIJING FORTUNE PLAZA
NO. 7 DONGSHANHUAN ZHONGLU
CHAOYANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-4300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0013, JAPAN
TELEPHONE (81-3) 3587-8101

TORONTO-DOMINION CENTRE
77 KING STREET WEST, SUITE 3100
P.O. BOX 326
TORONTO, ONTARIO M5X 1J3
TELEPHONE (416) 504-0520

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

Exhibit A
Letter from S. Jansen to J. Oleske
July 15, 2016

Name	Job Title	Business Unit
Aerts, Kurt A.	Vice President, Specialty Elastomers-Butyl	ExxonMobil Chemical Company
Albert, James	Issues Advisor	XTO Energy, Government & Regulatory Affairs
Allen, Dawna L.	Air Quality and Greenhouse Gas Advisor	Safety, Security, Health & Environment, Environment & Regulatory
Andreko, Marion S.	Senior Executive Assistant	ExxonMobil Research & Engineering
Ashton, Michael D.	Advisor	Public & Government Affairs, Gas & Power Marketing
Aspray, Tristan J.	Vice President, Europe, Russia and Caspian	ExxonMobil Exploration Company
Aziz, Azivy C.	Senior Research Engineer	Upstream Research Company, Offshore & Environment
Bailey, Kevin D.	Arctic Projects OIMS Manager	Safety, Security, Health & Environment
Barekholtz, Tim	Senior Scientific Advisor	ExxonMobil Research & Engineering
Berek, Eugene P.	Metocean Advisor	Upstream Research Company, Offshore & Environment
Bhore, Nazeer A.	Manager, Downstream Breakthrough Research	ExxonMobil Research & Engineering
Bigler, Michael D.	Safety, Security, Health & Environment, Safety Manager	ExxonMobil Development Company
Bork, Lisa K.	Counsel	Law
Brundage, Mark D.	Community Relations Lead	ExxonMobil Development Company
Bunnelle, Eric M.	Advanced Fuels Advisor	Refining & Supply, Global Regulatory Affairs
Calder, Steve	Contractor	ExxonMobil Alaska Production Inc.
Chambard, Trisha M.	Heavy Oils Operations	Refining & Supply, Beaumont Refinery
Cleveland, Randy J.	President	XTO Energy
Cochrane, Maureen A.	Vice President, Strategic Planning	ExxonMobil Upstream Ventures
Comer, Hugh M.	Manager, Global Cash Management	Treasurer's
Contreras, Wally	Engineer, Process Improvement	XTO Energy
Cook, Michael F.	Senior Pipeline & Flowlines Consultant	ExxonMobil Production Company
Deason, Douglas L.	Clean Air Issues Advisor	Safety, Security, Health & Environment, Environment & Regulatory
Dobson, Monte K.	Vice President, Business Development	XTO Energy

Exhibit A
Letter from S. Jansen to J. Oleske
July 15, 2016

Name	Job Title	Business Unit
Doriski, Mark W.	Global Intermediates Technology Manager	ExxonMobil Chemical Company
Duffin, Neil W.	President	ExxonMobil Development Company
Eidt, Brian D.	U.S. Crude Oil Trader	Refining & Supply
Farris, J. Hunter	Vice President, Engineering	ExxonMobil Production Company
Febbo, Eric J.	Wildlife-Community Relations Supervisor	ExxonMobil Alaska Production Inc.
Fente, Javier	Project Manager	ExxonMobil Development Company
Forehand, Nina J.	Environmental Advisor	ExxonMobil Production Company
Franklin, Rob S.	President	Gas & Power Marketing
Fu, Dong	Senior Economist	Corporate Strategic Planning, Economics & Energy
Gehring, Michael D.	Associate Developer	Gas & Power Marketing
Gilbert, Jeanine	Staff Administrative Assistant	Office of Secretary
Guerrant, Richard F.	Vice President	Gas & Power Marketing
Hall, James A.	Arctic and Environmental Technology Manager	Upstream Research Company, Offshore & Environment
Hallam, Malcolm	Senior Research Associate	ExxonMobil Research & Engineering, R&D Support Services
Hart, Jenifer	Communications Advisor	Public & Government Affairs
Hart, Stephen P.	Refining Director, North America	Refining & Supply
Henry, David G.	Contractor	Office of the Secretary
Hochhalter, Theresa J.	Environmental Engineering Section Head	ExxonMobil Research & Engineering
Hollenbach, John H.	Global Business Development Executive	Refining & Supply
Hommema, Scott E.	Engineering Interchange Coordinator	ExxonMobil Production Company
Horne, Joseph M.	Accounting Policy Manager	Controller's
Howard, Amber C.	Social Media Coordinator	Public & Government Affairs
Hunsaker, James K.	Vice President, Marketing	XTO Energy
Hutton, Nina	Vice President, Environment, Health & Safety	XTO Energy
Jackson, Jay L.	Geoscience Manager	ExxonMobil Production Company
Keller, Laura H.	Fluids Regulatory Affairs and Advocacy Advisor	ExxonMobil Chemical Company
Kelley, Rusty	Senior Facilities Technology Consultant	Upstream Research Company, Engineering

Exhibit A
Letter from S. Jansen to J. Oleske
July 15, 2016

Name	Job Title	Business Unit
Kelman, Brie Vankeuren	Associate Developer, Alaska LNG	Gas & Power Marketing
Kevelson, Pamela A.	Corporate Communications Advisor	Public & Government Affairs
Koch, Philip S.	Commercial Advisor	ExxonMobil Exploration Company
Langford, Alison C.	Corporate Issues Advisor	Public & Government Affairs
Langlands, Cynthia G.	Citizenship Communications Manager	Public & Government Affairs
Littleton, Stephen A.	Assistant Controller	Controller's
Lokken, Ro T.	Chief Offshore Engineer	Upstream Research Company, Offshore & Environment
Mainland, Monica M.	Refinery Manager	Refining & Supply
Mairs, Heide L.	Senior Engineering Advisor	Upstream Research Company, Offshore & Environment
March, Bruce H.	Senior Vice President, Global Operations	ExxonMobil Chemical Company
Mart, Chuck J.	Manager, Facilities Technology	Upstream Research Company
Martin, J. Christopher	Senior Advisor, Refining & Supply	Public & Government Affairs
Martin, Jena C.	OIMS Assessment Advisor	Safety, Security, Health & Environment
Meidel, Rick W.	Senior Advisor, Technical Management	ExxonMobil Upstream Ventures
Melli, Tomas R.	BSA Technical Division Manager	ExxonMobil Research & Engineering
Moynihn, Kelly J.	Senior Environmental, Regulatory & Socioeconomic Consultant	Safety, Security, Health & Environment, Environment & Regulatory
Mundt, Karsten H.	Advisor	Gas & Power Marketing
Nauman, Scott A.	Senior Corporate Strategic Advisor	Corporate Strategic Planning
Neyas, Erica B.	Corporate Citizenship Program Officer	Public & Government Affairs
Nielsen, Bruce T.	Manager	Treasurer's, Risk Management
O'Brien, David P.	Senior Consultant, Power Projects	Gas & Power Marketing, Upstream Commercial Resources
O'Connor, James	Project Manager	XTO Energy, Environment, Health & Safety
O'Neill, Meg E.	Executive Assistant to Chairman	ExxonMobil Headquarters
Palmer, Molly A.	Research Engineer	Upstream Research Company, Offshore & Environment

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July 15, 2016

Name	Job Title	Business Unit
Papka, Scott D.	Civil & Marine Manager	Upstream Engineering, Offshore & Infrastructure, Civil & Marine
Parker, Donna J.	WCC LNG Project Manager	Upstream Project Management & Execution
Porche, Wil J.	Manager	XTO Energy, Environment, Health & Safety
Pratt, Karen	Regulatory Advisor	XTO Energy, Environment, Health & Safety
Pulliam, Gregory	Manager	XTO Energy, Government & Regulatory Affairs
Rapaka, Raj	Project Manager	XTO Energy, Environment, Health & Safety
Reep, Brien E.	Safety, Security, Health & Environment Manager, Point Thomson	ExxonMobil Alaska Production Inc.
Roux, Timothee W.	Planning Technology Manager	ExxonMobil Chemical Company
Rucker, Rebecca L.	Technical Information Research & Management Section Head	ExxonMobil Research & Engineering, R&D Support Services
Sanguedolce, Lynn A.	Planning Advisor	Safety, Security, Health & Environment
Simpson, Tricia L.	Manager	Public & Government Affairs
Sinha, Somnath	Energy & Technology Advisor	Corporate Strategic Planning, Economics & Energy
Soraci, Ben A.	Executive Assistant to the Chairman	Lubes & Petroleum Specialties
Spitler, Todd M.	Downstream Media Advisor	Public & Government Affairs
Stroud, Darren W.	Contractor	Law
Summa, Lori L.	Senior Technical Professional	Upstream Research Company, Geoscience
Tait, Russell D.	Chief Environmental Specialist	Safety, Security, Health & Environment, Environment & Regulatory
Taschner, Lynne D.	Planning Advisor	Corporate Strategic Planning, Economics & Energy
Tasker, Richard	Manager	Gas & Power Marketing
Thomann, Hans	Senior Scientific Advisor	ExxonMobil Research & Engineering, R&D Development – Corporate Strategic Research
Tyler, David C.	Planning Manager	Safety, Security, Health & Environment, Environment & Regulatory

Exhibit A
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July 15, 2016

Name	Job Title	Business Unit
Ulickas, Walter J.	Aviation Business Support Manager	ExxonMobil Oil Corporation, Fuel Marketing, Aviation & Marine Sales Support Service
Werner, Sandra R.	Environmental Advisor	Safety, Security, Health & Environment, Environment & Regulatory
Williamson, Judith G.	Executive Assistant	Exxon Mobil Corporation, Corporate Board
Wilson, Douglas J.	Senior Management	XTO Energy
Winn, Lisa	Government Relations Advisor	XTO Energy, Government & Regulatory Affairs
Younan, Adel H.	Senior Structural & Civil Consultant	ExxonMobil Production Company
Yuskiewicz, Vincent G.	Manager, Project Services	ExxonMobil Research & Engineering, Project Services
Zhang, Changyong	Engineering Specialist	Upstream Research Company, Offshore & Environment
Zinngrabe, Kay E.	Downstream Value Chain, Lead Competency and Interchange	Refining & Supply

Exhibit B
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July 15, 2016

Custodian	Data Sources
Bailes, Robert	Email H:/ Drive
Cohen, Kenneth	Email C:/ Drive H:/ Drive MySite
Flannery, Brian	Email C:/ Drive H:/ Drive Paper
Jeffers, Alan	Email C:/ Drive H:/ Drive I:/ Drive MySite
Kheshgi, Haroon	Email C:/ Drive H:/ Drive MySite Paper TeamSite
Landuyt, William	Paper
Luetngen, Robert	Email C:/ Drive H:/ Drive Paper
McCarron, Suzanne	Email C:/ Drive H:/ Drive MySite
Mignone, Bryan	Paper
Powell, Guy	Email C:/ Drive H:/ Drive MySite Paper
Trelenberg, Peter	Email C:/ Drive H:/ Drive Paper
Zinngrabe, Kay	Email C:/ Drive H:/ Drive MySite

Exhibit F



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

John Oleske
Senior Enforcement Counsel
John.Oleske@ag.ny.gov

October 14, 2016

VIA EMAIL

Theodore Wells Jr.
Michele Hirshman
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
TWells@paulweiss.com, MHirshman@paulweiss.com

Re: *Nov. 4, 2015 Subpoena to ExxonMobil Corp. ("XOM")*

Dear Ted and Michele:

We write concerning the document productions to date with respect to XOM's disclosure, calculation, use and application of the proxy cost of carbon/GHGs. The various search terms you have used to date have identified documents that concern the proxy cost of carbon/GHGs. However, there appear to be several other terms that were used at XOM in connection with the proxy cost of carbon/GHGs, as shown in the following exemplar documents:

- Managing the Risks at 17-18 & n.11 (e.g., proxy cost, investment opportunities/proposals/decisions, capital investments, OECD/non-OECD),
- EMC 714363-65 (e.g., go/no-go, CDM, DCF, IRR, price assumptions/forecasts, hurdle rate, lending rates, PLR, Gate 1/2/3, gatekeeper, NPV, risk, benchmarks, feasibility, additionality),
- EMC 704485-88 (e.g., dataguide, corp plan, P&B guidance/assumptions/planning, environmental standards, emissions avoided/offsets, price basis, upstream standard, emissions price/values),
- EMC 547479 (e.g., project/CO2 debit, gate 1/2/3, DCF, metric/short ton/tonne, CO2e/eq/equivalent methodology/conversion),
- EMC 539174-84, at 80-82 (e.g., Scope 1/2/3, EPI, direct/equity/absolute emissions/adjustments/bases, EDMS, CO2e/eq/equivalent, CH4, N20),
- EMC 554271-76 (e.g., protocol, direct/indirect/net/total emissions, GHG/carbon/emissions footprint/intensity, CO2e/eq/equivalent, metric ton/tonne),
- EMC 1107269-72 (e.g., input, opex, PDS, project economics, P&B, Dataguide, economic model, gross emissions), and

Ex. 4

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of the

PEOPLE OF THE STATE OF NEW YORK, by
ERIC T. SCHNEIDERMAN,
Attorney General of the State of New York,

Petitioner,

For an order pursuant to C.P.L.R. § 2308(b) to compel
compliance with a subpoena issued by the Attorney
General

- against -

PRICEWATERHOUSECOOPERS LLP and
EXXON MOBIL CORPORATION,

Respondents.

Index No. 451962/2016

Motion Sequence No. 1

**STIPULATION AND
[PROPOSED] ORDER**

WHEREAS, pursuant to the Stipulation and Order for a Partial Stay of Decision and Order Pending Appeal (Docket No. 48), signed by the Office of the Attorney General of the State of New York ("OAG"), Exxon Mobil Corporation ("ExxonMobil"), and PricewaterhouseCoopers LLP ("PwC") (collectively, the "Parties") and so-ordered by the Court on November 1, 2016 (the "November 1 Stipulation"), the Parties met and conferred regarding a schedule for (i) PwC to provide to ExxonMobil certain materials that are responsive to OAG's August 19, 2016 subpoena (the "PwC Subpoena"); (ii) ExxonMobil to review such materials to determine whether ExxonMobil will assert an accountant-client privilege¹ over such documents; (iii) ExxonMobil to produce privilege logs to OAG covering any documents withheld on the

¹ By entering into this Stipulation, OAG does not concede that any such privilege exists. The issue of whether such a privilege exists is currently pending appeal before the First Department. *People of the State of New York v. PricewaterhouseCoopers LLP and Exxon Mobil Corporation*, Index. No. 451962/2016 (1st Dep't).

basis of an accountant-client privilege; and (iv) PwC to produce documents to OAG that ExxonMobil does not designate as privileged; and

WHEREAS, the Parties' meet-and-confer conferences resulted in an agreed-upon schedule to be so ordered by the Court, as anticipated in the November 1 Stipulation;

IT IS HEREBY STIPULATED AND AGREED by the undersigned, attorneys for OAG, ExxonMobil, and PwC, as follows:

1. PwC has provided and will continue to provide access to certain documents responsive to the PwC Subpoena, related to PwC's audits of ExxonMobil, to ExxonMobil on a rolling basis. ExxonMobil has performed and will continue to perform, in accordance with the dates set forth below, a privilege review to determine whether an accountant-client privilege applies. PwC has made or shall make such documents available to ExxonMobil, and ExxonMobil has completed or shall complete its review of such documents and produce privilege logs to OAG, pursuant to the following schedule:

Type of Documents	Date PwC Has Provided/Will Provide ExxonMobil Access to Documents, and Number of Documents	Date ExxonMobil Has Provided/Will Provide Privilege Determinations to PwC	Date ExxonMobil Has Provided/Will Provide Privilege Log to OAG
PwC engagement letters, management representation letters, index files, certain CDP files, impairment memoranda, and 2014-2015 work papers	Sept. 6 through Oct. 18, 2016 1004 Documents	Sept. 12 through Nov. 6, 2016	Nov. 11, 2016
2012-2013 work papers	Oct. 28, 2016 730 Documents	Nov. 9, 2016	Nov. 11, 2016
2011 work papers	Nov. 2, 2016 305 Documents	Nov. 9, 2016	Nov. 11, 2016
2010 work papers	Nov. 4, 2016 408 Documents	Nov. 11, 2016	Nov. 14, 2016
Electronic communications and	Nov. 8 and 9, 2016 2,632 Documents	Nov. 16, 2016	Nov. 19, 2016

other documents			
Electronic communications and other documents	Nov. 10, 2016 510 Documents	Nov. 17, 2016	Nov. 21, 2016
Electronic communications and other documents	Nov. 11, 2016 2,078 Documents	Nov. 21, 2016	Nov. 28, 2016
Electronic communications and other documents	Nov. 12, 2016 3,307 Documents	Nov. 23, 2016	Nov. 28, 2016
Electronic communications and other documents	Nov. 15, 2016 4,982 Documents	Nov. 28, 2016	Dec. 1, 2016
Electronic communications and other documents	Nov. 16, 2016 4,900 Documents	Dec. 2, 2016	Dec. 5, 2016
Work papers (previously encrypted)	Nov. 16, 2016 ² 5 Documents	Nov. 16, 2016	N/A
Electronic communications and other documents	Nov. 17, 2016 551 Documents	Dec. 5, 2016	Dec. 7, 2016
Electronic communications and other documents	Nov. 18, 2016 1,609 Documents	Dec. 5, 2016	Dec. 7, 2016
Accounting work papers	Nov. 23, 2016 6,308 Documents	Dec. 14, 2016	Dec. 17, 2016

[Remainder of page intentionally left blank.]

² ExxonMobil received these documents unexpectedly on November 16, 2016, so there was no previously agreed-upon date on which ExxonMobil would provide its privilege determinations to PwC. ExxonMobil provided its privilege determinations with regard to these documents to PwC on the same day that ExxonMobil received them. Because ExxonMobil did not claim privilege over any of these documents, there was no need for a date for the privilege log.

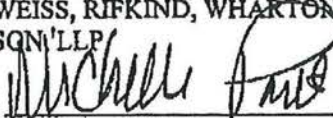
2. PwC shall use reasonable best efforts to produce to OAG documents that ExxonMobil does not designate as privileged, within three business days of receiving privilege determinations from ExxonMobil.

Dated: New York, New York
December 7, 2016

Respectfully submitted,

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By:

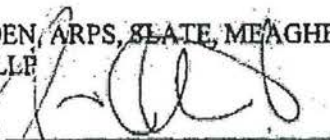

Theodore V. Wells, Jr.
Michele Hirshman
1285 Avenue of the Americas
New York, NY 10019-6064

Michelle Parikh
2001 K Street, NW
Washington D.C. 20006-1047

*Attorneys for
Exxon Mobil Corporation*

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

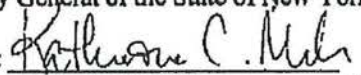
By:


David Meister
Jocelyn Strauber
Four Times Square
New York, New NY 10036

*Attorneys for
PricewaterhouseCoopers LLC*

ERIC T. SCHNEIDERMAN
Attorney General of the State of New York

By:


Katherine C. Milgram
Chief, Investor Protection Bureau
Office of the New York Attorney
General
120 Broadway
New York, New York 10271

Attorneys for Petitioner

So Ordered:

Hon. Barry R. Ostrager, J.S.C.