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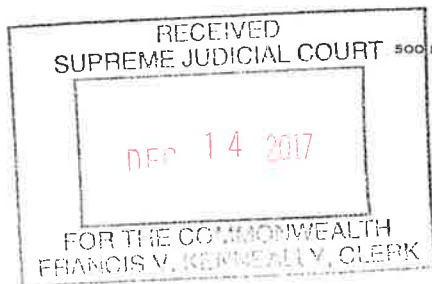
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By Hand

Francis V. Kenneally, Clerk  
Supreme Judicial Court Clerk's Office  
Clerk for the Commonwealth  
John Adams Courthouse  
One Pemberton Square  
Boston, MA 02108

Re: *Exxon Mobil Corporation v. Office of the Attorney General of the Commonwealth of Massachusetts*, Civil Action No. 16-1888F

Dear Mr. Kenneally:

We write on behalf of Exxon Mobil Corporation ("ExxonMobil") to address a question posed by the Court at the December 5, 2017 hearing.

At oral argument, Justice Cypher asked counsel for ExxonMobil to "tell [her] when . . . Exxon implement[ed] this business model," referring to the distribution of fuel under licensing agreements with independent retailers. Counsel offered to provide a letter containing a response and hereby submits the following information for the Court's consideration.

Francis V. Kenneally, Clerk

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According to the uncontested record evidence, ExxonMobil's "business model" of licensing its brands to independent retail distributors in Massachusetts is governed by a Brand Fee Agreement ("BFA"), which recognizes the licensees as "independent contractors" ("not as partners, fiduciaries, [or] agents"), (BFA § 42 (J.A. 1540)), who are "solely responsible for securing and paying for [gasoline] and the additive package" required by "ExxonMobil quality specifications." (BFA § 5(a) (J.A. 1516); Doescher Aff. ¶ 6 (J.A. 938).) The BFA is expressly "not a product sales or supply agreement." (BFA § 5(a) (J.A. 1516).) Under the BFA, ExxonMobil "reserves the right to review trademark usage for compliance, but it does not fund or control advertisements by BFA-holders." (Doescher Aff. ¶ 5 (J.A. 938).) These arrangements have been in effect since at least 2011. (Doescher Aff. ¶ 3 (J.A. 62).)

We appreciate the opportunity to provide the Court with this information.

Respectfully submitted,

/s/ Justin Anderson  
Justin Anderson

cc: Richard Johnston, Esq. (AGO)  
Patrick J. Conlon, Esq. (ExxonMobil)  
Thomas C. Frongillo, Esq. (Fish & Richardson)