

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

SUPERIOR COURT
CIVIL ACTION NO.: 16-1888F

IN RE CIVIL INVESTIGATIVE
DEMAND NO. 2016-EPD-36,
ISSUED BY THE OFFICE OF THE
ATTORNEY GENERAL

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**SUPPLEMENTAL APPENDIX IN SUPPORT
OF THE COMMONWEALTH'S CROSS-MOTION TO
COMPEL EXXON MOBIL CORPORATION TO COMPLY
WITH CIVIL INVESTIGATIVE DEMAND NO. 2016-EPD-36**

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Affidavits

Affidavit of I. Andrew Goldberg, dated October 6, 2016

Exhibits

<u>Ex.</u>	<u>Description</u>	<u>Supp. App.</u>
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2	Bradley Olson & Aruna Viswanatha, <i>SEC Probes Exxon Over Accounting for Climate Change</i> , The Wall Street Journal, September 20, 2016, available at http://www.wsj.com/articles/sec-investigating-exxon-on-valuing-of-assets-accounting-practices-1474393593 (last accessed 10/5/16).	369

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Respectfully submitted,

THE COMMONWEALTH OF
MASSACHUSETTS

By its attorney:

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(617) 727-2200

Dated: October 6, 2016

CERTIFICATE OF SERVICE

I, I. Andrew Goldberg, hereby certify that on this 6th day of October, 2016, I caused a copy of the foregoing document to be served upon counsel of record by regular mail.



I. Andrew Goldberg

COMMONWEALTH OF MASSACHUSETTS

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SUPERIOR COURT
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DEMAND NO. 2016-EPD-36,
ISSUED BY THE OFFICE OF THE
ATTORNEY GENERAL

AFFIDAVIT OF I. ANDREW GOLDBERG

I, I. Andrew Goldberg, hereby depose and state under oath:

1. I am an Assistant Attorney General in the Environmental Protection Division of the Office of Attorney General Maura Healey of the Commonwealth of Massachusetts (the "Commonwealth"), and am one of the attorneys representing the Commonwealth in this case. I have personal knowledge of the facts stated herein, based on my experience or my consultation with others, or they are known to me in my capacity as counsel for the Commonwealth, and each of them is true and correct.

2. I submit this affidavit in support of the Commonwealth's Reply Memorandum in Support of the Commonwealth's Cross-Motion to Compel Exxon Mobil Corporation ("Exxon") to Comply with Civil Investigative Demand No. 2016-EPD-36 (the "CID").

3. Attached to this affidavit as **Exhibit 1** is a true and accurate copy of a Chapter 93A Assurance between Exxon Mobil Corporation and the Massachusetts Attorney General, Suffolk Superior Court Civil Action No. 02-3563, filed in Suffolk Superior Court on August 13, 2002.

4. Attached to this affidavit as **Exhibit 2** is a true and accurate copy of an article, Bradley Olson and Aruna Viswanatha, *SEC Probes Exxon Over Accounting for Climate Change*,

The Wall Street Journal, September 20, 2016, available at <http://www.wsj.com/articles/sec-investigating-exxon-on-valuing-of-assets-accounting-practices-1474393593> (last accessed 10/5/16).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 6, 2016.



I. Andrew Goldberg

Exhibit 1

CIVIL ACTION COVER SHEET	DOCKET NO.(S) <div style="text-align: center; font-size: 1.2em;">0213563</div>	Trial Court of Massachusetts Superior Court Department County: <u>Suffolk</u>												
PLAINTIFF(S) <u>Commonwealth of Massachusetts</u>	DEFENDANT(S) <u>Exxon Mobil Corp.</u>	<div style="border: 2px solid black; padding: 10px; width: fit-content; margin: auto;"> RECEIVED <div style="font-size: 1.2em;">AUG 13 2002</div> </div>												
ATTORNEY, FIRM NAME, ADDRESS AND TELEPHONE <u>Barbara Dillon DeSouza, AAG (617) 727-2200</u> <u>Office of the Attorney General ext.2923</u> <u>One Ashburton Place, Boston, MA 02108</u> <u>Board of Bar Overseers number: 566998</u>	ATTORNEY (if known)													
Origin code and track designation														
Place an x in one box only: Assurance (in lieu of <input checked="" type="checkbox"/> 1. F01 Original Complaint Assurance of Discontinuance) trial) (X) <input type="checkbox"/> 2. F02 Removal to Sup.Ct. C.231,s.104 (Before trial) (F) <input type="checkbox"/> 5. F05 Reactivated after rescript; relief from judgment/Order (Mass.R.Civ.P. 60) (X) <input type="checkbox"/> 3. F03 Retransfer to Sup.Ct. C.231,s.102C (X) <input type="checkbox"/> 6. E10 Summary Process Appeal (X)														
TYPE OF ACTION AND TRACK DESIGNATION (See reverse side) CODE NO. TYPE OF ACTION (specify) TRACK IS THIS A JURY CASE?														
<u>E99</u> <u>G.L. c. 93A, § 5</u> () () Yes (X) No														
The following is a full, itemized and detailed statement of the facts on which plaintiff relies to determine money damages. For this form, disregard double or treble damage claims; indicate single damages only.														
TORT CLAIMS (Attach additional sheets as necessary)														
A. Documented medical expenses to date: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1. Total hospital expenses</td> <td style="width: 20%; text-align: right;">\$</td> </tr> <tr> <td>2. Total Doctor expenses</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>3. Total chiropractic expenses</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>4. Total physical therapy expenses</td> <td style="text-align: right;">\$</td> </tr> <tr> <td>5. Total other expenses (describe)</td> <td style="text-align: right;">\$</td> </tr> <tr> <td colspan="2" style="text-align: right;">Subtotal \$</td> </tr> </table>			1. Total hospital expenses	\$	2. Total Doctor expenses	\$	3. Total chiropractic expenses	\$	4. Total physical therapy expenses	\$	5. Total other expenses (describe)	\$	Subtotal \$	
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2. Total Doctor expenses	\$													
3. Total chiropractic expenses	\$													
4. Total physical therapy expenses	\$													
5. Total other expenses (describe)	\$													
Subtotal \$														
B. Documented lost wages and compensation to date														
C. Documented property damages to date														
D. Reasonably anticipated future medical and hospital expenses														
E. Reasonably anticipated lost wages														
F. Other documented items of damages (describe)														
\$														
G. Brief description of plaintiff's injury, including nature and extent of injury (describe)														
\$														
TOTAL \$														
CONTRACT CLAIMS (Attach additional sheets as necessary)														
Provide a detailed description of claim(s):														
TOTAL \$														
PLEASE IDENTIFY, BY CASE NUMBER, NAME AND COUNTY, ANY RELATED ACTION PENDING IN THE SUPERIOR COURT DEPARTMENT														
"I hereby certify that I have complied with the requirements of Rule 5 of the Supreme Judicial Court Uniform Rules on Dispute Resolution (SJC Rule 1:18) requiring that I provide my clients with information about court-connected dispute resolution services and discuss with them the advantages and disadvantages of the various methods."														
Signature of Attorney of Record <u>Barbara William de Souza</u>		DATE: <u>8/13/02</u>												

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss

SUPERIOR COURT DEPARTMENT
CIVIL ACTION NO. 0213363



In the matter of:
Exxon Mobil Corporation

ASSURANCE IN LIEU OF
ASSURANCE OF DISCONTINUANCE

This matter is filed in the public interest by Attorney General Thomas F. Reilly on behalf of the Commonwealth of Massachusetts, pursuant to G.L. c. 93A, § 5.

Also pursuant to G.L. c.93A, § 5, this matter now may be closed, subject to reopening at any time by the Attorney General for further proceedings in the public interest.

COMMONWEALTH OF MASSACHUSETTS

THOMAS F. REILLY
ATTORNEY GENERAL

By: Barbara Dillon DeSouza
Barbara Dillon DeSouza
BBO#: 566998
Assistant Attorney General
One Ashburton Place
Boston, MA 02108
(617) 727-2200

Dated: August 13, 2002

In the matter of
EXXON MOBIL CORPORATION



ASSURANCE

BACKGROUND

WHEREAS, more than 80 % of regular adult smokers began smoking as children;

WHEREAS, every day in the United States more than 2,000 children begin smoking cigarettes, and one third of those children will one day die from a tobacco-related disease;

WHEREAS, it has been shown that the younger a person begins smoking, the more likely it is that he or she will be unable to quit in later life and will suffer a disease attributable to tobacco use;

WHEREAS, recent studies indicate that youth demonstrate signs of addiction after smoking only a few cigarettes;

WHEREAS, the federal Food & Drug Administration ("FDA") indicates that, as an average among U.S. retailers, one in every four attempts by a person 15 to 17 years old to purchase cigarettes over the counter results in a sale;

WHEREAS, an estimated 690 million packs of cigarettes are sold illegally to children each year nationwide, and 47 % of youth who report buying cigarettes identify gas stations as their primary point of purchase, and another 27 % identify convenience stores;

WHEREAS, more than 400,000 Americans die each year from diseases caused by tobacco use;

THEREFORE, Exxon Mobil Corporation (hereafter referred to as "ExxonMobil"), recognizing the need to step forward and demonstrate its commitment to responsible marketing of this age-restricted product and to the health and welfare of our nation's youth, agrees to enter into the following Assurance.

AGREEMENT

1. This Assurance is entered into by the Attorneys General of Arizona, Arkansas, California, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, Northern Mariana Islands, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, Virginia, Washington, West Virginia, Wisconsin and Wyoming (collectively "the Attorneys

General”)¹ on behalf of their respective jurisdictions (collectively “the States”) and ExxonMobil.

2. This Assurance follows an analysis of compliance check data collected by the FDA and by state authorities under the Synar Amendment, section 1926(b)(2) Public Health Service Act [42 USC 300x-26(b)(2)] 1992. Such data indicates that retail outlets operating under the Exxon or the Mobil trademark made tobacco sales to persons under the age of 18 in numerous controlled compliance checks. The Attorneys General claim that such sales, and/or the corporate policies and practices that result in such sales, violate the Consumer Protection statutes² and/or other laws of their respective states.

¹ Of the jurisdictions listed, Georgia is not represented by its Attorney General, but by the Administrator of the Fair Business Practices Act, and the District of Columbia is represented by its Corporation Counsel. The term “Attorneys General” as used herein, as it pertains to Georgia refers to the Administrator of the Fair Business Practices Act, and as it pertains to the District of Columbia refers to its Corporation Counsel. With regard to Virginia, this document will be titled an “Agreement.”

² A.R.S. § 44-1521 et seq. (AZ); Arkansas Code Annotated 4-88-101 et seq.; Cal.Civ.Code §1750 (West) and Cal. Bus. & Prof. Code §§17200 & 17500 (West) (CA); Conn. Gen. Stat. § 42-110a et seq. (1993) (CT); 6 Del. C. 2512 et seq. and 6 Del. C. 2531 et seq. (DE); D.C. Code, 2001 Ed. § 28-3901, et seq. (DC); Fla. Stat. Ann. §501.201 (West) (FL); O.C.G.A. 10-1-390 et seq. of the Fair Business Practices Act (GA); Haw. Rev. Stat. § 481A-1 et seq. (HI); Idaho Code Section 48-601 et seq.; Illinois Consumer Fraud and Deceptive Business Practices Act, 815 ILCS § 505/1 et seq.; Iowa Code § 714.16 (2001); K.S.A. 50-623, et seq. (KS); KRS 367.110-367.300 (KY); La. Rev. Stat. Ann. §51:1501 (West) (LA); Me. Rev. Stat. Ann. tit. 5 §206 et seq. and tit. 10 § 1211 (ME); Maryland Annotated Code, Commercial Law Article, §§13-101 et seq.; M.G.L. c. 93A (MA); M.C.L. 445.901 et seq., M.S.A. 19.418(1) et seq. (1994) (MI); Minn. Stat. § 325F.68-.69 (prevention of consumer fraud) and § 325D.43-.48 (2000) (MN); Miss. Code Ann. §75-24-1 (MS); Mont. Code Ann. § 30-14-101 et seq. (MT); Neb.Rev.Stat. §87-301 to §87-306 (Reissue 1999) (NE); Nevada Revised Statutes Chapter 598; NH Rev.Stat. Ann. 358-A (1995 Michie Butterworth, and Supp. 2001 West) (NH); N.J.S.A. 56:8-1 et seq. (NJ); NMSA 1978, §§57-12-1 et seq. (NM); New York Executive Law §63(12) and General Business Law Article 22-A; 1 CMC § 5101 et seq. of the Commonwealth Code (Northern Marianas Islands); R.C. 1345.01 et seq. (OH); 15 O.S. (1991) §§ 751 et seq. (OK); ORS 646.605, et seq. (OR); 73 P.S. §§201-1 et seq. (PA); R.I. General Laws §§ 11-9-13, 11-9-13.1 through 11-9-13.16, and 11-9-14 (RI); S.C. Code Ann., §39-5-10 et seq. (1976, as amended) (SC); S.D. Codified Laws Ann. Chapter 37-24 (SD); Tenn. Code Ann. §47-18-101 (TN); Tex. Bus. & Com. Code Ann. §17-41 (Vernon) (TX); Utah Code Ann. §§13-5-1 through 13-5-18 & 13-11-1 through 13-11-23; Vermont Consumer Fraud Act, 9 V.S.A. §2451 et seq. (VT); V.I. Code Ann. Tit. 12A VIC, §§ 101 to 123 Consumer Protection Law of 1973 (Virgin Islands); Virginia Consumer Protection Act, Va. Code § 59.1-196 et seq.; Wash. Rev. Code Ann. §19.86.020 (WA); W. VA Code 46A-1-101 et seq. (WV); Wis. Stat. § 100.18(1) (WI); Wyo. Stat. §40-12-101 et seq. (WY).

3. ExxonMobil is a publicly held corporation, with its principal place of business in Irving, Texas. ExxonMobil operates, either itself or through affiliates or agents, motor fuel outlets and associated convenience stores which sell, among other things, tobacco products. Such retail outlets are hereinafter referred to as "CORS." In addition, ExxonMobil enters into motor fuel sales contracts and leases with others permitting such others to operate retail motor fuel outlets with associated convenience stores using the Exxon or the Mobil trademark and the On The Run mark ("Franchisees").
4. ExxonMobil has expressed its commitment to employing tobacco retailing practices which are designed to prevent the sale of tobacco products to minors. Without admitting liability for any of the acts or practices described or referred to herein, ExxonMobil agrees to enter into this Assurance and to abide by the provisions set forth below in connection with its activities in each signatory state.
5. This Assurance shall be binding on ExxonMobil, and on its officers, employees, successors, assigns, and agents.
6. The parties reserve the right to discuss the viability of any or all of these provisions as they are implemented, having due regard for changes in laws and regulations, as well as changes in equipment, technology, or methodology of retail sales over time. In particular, to the extent that unlawful underage sales occur in spite of ExxonMobil's compliance with the provisions of this Assurance, the States expressly reserve any and all enforcement options available for addressing such non-compliance, including without limitation the right to renew discussions with ExxonMobil for the purpose of establishing additional and/or different practices, policies, or procedures designed to eliminate or further reduce underage tobacco sales. Any modifications to this Assurance shall be by written agreement of the affected parties.
7. This Assurance is intended to resolve only such claims of the Attorneys General as may arise from Consumer Protection jurisdiction over ExxonMobil's acts and practices relating to the tobacco sales to minors occurring prior to the execution of this Assurance by ExxonMobil. Nothing herein shall affect other remedies available to any state or local jurisdiction in connection with a past or future underage sale of tobacco at a particular retail location, including fines, administrative penalties, permit suspensions, or any other remedy, sanction, or penalty that may be available to state or local authorities under applicable law.
8. This Assurance may be executed in counterparts.
9. No provision of this Assurance is intended or shall be interpreted to authorize conduct in violation of applicable local, state or federal law, which law supersedes any and all terms of this Assurance in conflict with such law.
10. The tobacco retailing practices set forth herein relate to efforts to prevent persons under legal age from having access to and using tobacco. Although tobacco is not the only item to which

youth access is restricted, the term "youth access" is used herein as a shorthand reference to age restrictions on tobacco only. The term "tobacco" is intended to include cigarettes of all kinds (including bidis), cigars, loose tobacco, chewing tobacco, and snuff.

The provisions of this Section 10 (I through V) relate only to ExxonMobil's hiring and training of its employees and other practices relating to the sale of tobacco products in CORS retail outlets, and do not relate to any practices and operations of any of the Franchisees except as provided in Section 12 of this Assurance.

I.

Personnel Practices Relating to the Sale of Tobacco Products to Minors

ExxonMobil shall implement the following personnel practices with respect to its employees relating to youth access:

A. Hiring

1. ExxonMobil shall not hire anyone under the legal age for purchasing tobacco for a position that may involve selling tobacco.
2. As part of the employment interview process, ExxonMobil shall inform applicants for positions that may involve selling tobacco, or supervising anyone who sells tobacco, of the importance of compliance with laws relating to youth access. The information ExxonMobil provides shall include references to ExxonMobil's business practices, legal consequences, and health concerns associated with youth access.
3. ExxonMobil shall ask all applicants for positions as store managers about past violations of prohibitions on selling or supplying tobacco to minors by that person or anyone under that person's supervision, and shall give any such violations due consideration in the hiring decision.
4. ExxonMobil shall inform each new hire for a position that may involve the sale of tobacco, before he or she assumes any job responsibilities, that: (a) the employee's compliance with youth access laws and policies will be taken into account in connection with compensation, promotion, and retention decisions; (b) ExxonMobil actively monitors employee compliance with youth access laws and policies by instructing on-site managers to assess performance on an on-going basis, by checking security tapes periodically, and by conducting internal and external compliance check programs; and (c) failure to comply with youth access laws and policies may constitute grounds for discharge. ExxonMobil also shall provide the new hire this information in writing and shall require the employee to sign an acknowledgment that he/she has read and understands the information provided.

B. Training

1. Before assuming any job duties that involve or may involve the sale of tobacco, an employee shall receive comprehensive training in the laws and company policies relating to tobacco.
2. Such training shall be performed by a person experienced in providing youth access training, and shall include, at a minimum, the following components:
 - a. A review of applicable federal, state, and local laws relating to youth access.
 - b. A review of all ExxonMobil business practices relating to youth access.
 - c. An explanation of the reasons that the law and ExxonMobil business practices deem youth access an important matter, with appropriate references to: (i) the age of most beginning users (currently the average age is 14); (ii) the fact that nicotine is addictive, and that young people may show signs of addiction after smoking only a few cigarettes; (iii) the fact that the younger a person becomes a regular tobacco user the more likely it is that he or she will become addicted and will suffer serious health damage; and (iv) the fact that more than 400,000 Americans die each year from tobacco-related diseases.
 - d. A review of the range of tobacco products, and, where applicable, smoking paraphernalia sold by ExxonMobil, to which ExxonMobil business practices and/or youth access laws apply.
 - e. A review of the law and ExxonMobil business practices and procedures relating to requiring identification, including: (i) the age that triggers the I.D. requirement; (ii) acceptable forms of I.D.; (iii) features of an I.D. that must be checked, with particular emphasis on the government-issued forms of identification most commonly possessed by adults in the market area; (iv) how to tell if an I.D. may have been altered or is being misused; and (v) what an employee is to do if an I.D. appears altered or misused.
 - f. An explanation of the fact that many illegal sales are made to minors who produce I.D.s showing that they are in fact under the legal age, and the importance of devoting the time and effort needed to perform the necessary calculation to establish that a customer is of age.
 - g. A review of prescribed methods, practical techniques, and stock phrases (where appropriate) for handling the following recurring situations: (i) asking for I.D.; (ii) making the necessary age calculation; (iii) declining to make a sale based on concerns relating to whether the I.D. has been altered or is being misused; (iv) declining to make a sale for failure to have an I.D.; (v)

recognizing a potential "third party" sale; (vi) declining to make a sale that appears to be a "third party" sale; (vii) declining to make a sale of smoking paraphernalia; (viii) resisting customer pressure and handling a customer's abusive conduct; (ix) special challenges associated with declining to sell tobacco to underage persons who are friends, acquaintances, and/or peer group members, and techniques and methods for meeting such challenges; and (x) contacting the police when required by ExxonMobil business practices to do so.

- h. Actual practice of the methods, techniques, and phrases to be employed in the situations described in the preceding paragraph, in the form of role plays.
 - i. A review to establish that the employee has fully acquired the knowledge required to perform in accordance with the laws and ExxonMobil's business practices relating to youth access, including the use of role plays in order to ensure that the employee can perform properly in the situations referred to in subparagraph g above. ExxonMobil shall provide supplemental training to ensure that any weaknesses identified by such testing are remedied before tobacco responsibilities are assumed.
 - j. Instruction that an employee is not required to make a tobacco sale, and must decline to do so, if the circumstances reasonably suggest that doing so would violate the laws or ExxonMobil business practices regarding youth access.
- 3. ExxonMobil shall provide all employees who have responsibilities relating to tobacco, but who are not new hires, additional training periodically to ensure that they maintain the requisite knowledge, skill, and motivation. Such training shall occur no less frequently than annually and shall include at minimum: a review of the applicable laws and ExxonMobil's written business practices on youth access; an updated review of performance by the company and the particular outlet on internal and external compliance checks; and a discussion of specific compliance check performance goals and ways to attain those goals. ExxonMobil shall require that each employee upon completion of such training sign an acknowledgment that he or she has read and understands the information provided.
- 4. In the event that an employee sells tobacco products to minors in violation of state or local laws, or fails to pass an internal or external compliance check pursuant to subsections III.B or C of this Section 10, ExxonMobil shall provide additional training to the employee as soon as possible, and within no more than thirty (30) days of ExxonMobil's receipt of notice of such violation and a final determination by the authority issuing such notice that the violation has occurred.

II. Support Tools

1. ExxonMobil shall, to the extent reasonably and technically practicable, program its cash registers to (i) lock when a tobacco product is scanned; (ii) prompt the employee to I.D. the customer; (iii) require the clerk to enter the birth date shown on the I.D., or, if it cannot be programmed in that manner, display the date on or after which the customer must have been born in order to make a legal tobacco purchase; and (iv) indicate whether the tobacco sale can proceed.
2. In addition to meeting whatever signage and posting requirements or restrictions may be embodied in local, state or federal law, ExxonMobil shall post signs (at minimum) as follows, with all prescribed messages conspicuously presented: On each door by which a customer may enter the establishment (facing out), at each cash register at which tobacco is sold, at each tobacco product display, and on the door by which employees leave the employee area, a sign indicating that a person must be 18 to buy tobacco and that I.D.s are checked on all persons appearing to be under age 27.
3. Each person with responsibility for selling tobacco shall be reminded each time he or she begins a shift of the importance of performing proper I.D. checks for tobacco purchases, through a sign-in sheet, a cash register prompt, or other means.
4. ExxonMobil shall monitor developments in technology relating to electronic age verification devices and systems and, to the extent reasonably practicable, will consider employing such devices and systems. Nothing in this agreement requires or sanctions practices that involve the retention of information identifying individual purchasers.

III. Self-Monitoring and Other Measures to Ensure Compliance

A. Supervision and Accountability at CORS Locations

1. ExxonMobil shall instruct the on-site supervisor immediately upon assuming responsibility for supervising employees selling tobacco to monitor staff compliance with youth access laws and ExxonMobil business practices on an on-going basis, and shall inform the supervisor that instances of compliance and non-compliance with youth access laws and ExxonMobil business practices on the part of those supervised will be given serious consideration in connection with that supervisor's periodic performance review and in connection with subsequent decisions relating to the supervisor's compensation, promotion, and retention.
2. Each store manager shall report all notices of violations of federal, state, and local laws concerning the sale of tobacco products to minors received at the store to a designated person in ExxonMobil's corporate offices where responsibility for management of ExxonMobil's CORS locations is located within three business days

of receipt of notice of the alleged violation. Such ExxonMobil corporate office shall maintain a record of all violations occurring within the previous three years.

3. Each ExxonMobil employee shall be informed that, to the extent that his or her job performance is reflected in the compliance or non-compliance of other employees or contractors with youth access laws and ExxonMobil business practices, ExxonMobil will give such compliance or non-compliance consideration in connection with his or her compensation, promotion, and retention (as applicable). This paragraph applies to all employees and contractors whose duties include hiring, retention, training, and/or supervision of employees or contractors with responsibilities relating to youth access.

B. Internal Compliance Checks at CORS Locations

1. ExxonMobil shall implement and maintain a program of internal compliance checks designed to determine whether CORS locations and staff thereat are in compliance with youth access laws and ExxonMobil business practices. This program shall at minimum have the following features:
 - a. ExxonMobil shall support compliance checks with the secrecy and procedures necessary to ensure that those whose compliance is being checked (both clerks and supervisors responsible for the performance of the clerks) have no reason to know that a given attempt to purchase tobacco is a compliance check.
 - b. ExxonMobil shall perform compliance checks at varying or random times of the day at each CORS location no less frequently than once every six months. In addition, each employee who fails a compliance check and who continues to have responsibilities that may involve the sale of tobacco shall receive another compliance check within thirty days of the failed check, and the outlet (but not the employee who failed the check) shall receive another compliance check within sixty days of the failed check.
 - c. The compliance check shall (i) where it is legal to do so, use a person who is under legal age to buy tobacco (a 17 year old where the legal age is 18, an 18 year old where the legal age is 19), in order to test both whether I.D. is being requested as required and whether sales are made in spite of the presentation of a valid I.D. accurately showing the tester's age; or (ii) where the above procedure is not permitted by law, use a person of legal age to buy tobacco who is within the age range requiring that he or she be asked to produce I.D., in order to test whether I.D. is requested as required by the employee responsible for the tobacco sale transaction being checked.
 - d. In the event of a failed compliance check, the supervisor shall without delay inform the non-complying employee of the test result, instruct the employee

on what constitutes proper compliance, and caution the employee to avoid further instances of non-compliance. In addition, a company representative shall meet with the non-complying employee at the earliest practicable time for the purpose of informing him/her of the consequences of the violation and any subsequent violations, providing remedial training and testing (if the employee is being retained), and informing the employee that he or she will be the subject of additional compliance checks in the future.

e. An employee who passes a compliance check and his/her immediate supervisor shall at the earliest practicable time be informed of the success and reminded that passing a compliance check is noted in personnel records and is taken into account in company decisions relating to compensation, promotion, and retention. ExxonMobil shall provide tangible rewards such as store- or company-wide recognition to such employees.

2. The Attorneys General agree not to institute legal proceedings under the statutes set out in footnote 1 based on any tobacco sales that are made during internal compliance checks conducted pursuant to this section.

C. External Compliance Checks

In addition to the internal compliance checks described above, ExxonMobil shall, in consultation with the Attorneys General, arrange for an independent entity reasonably acceptable to the Attorneys General to perform compliance checks consistent with an agreed protocol each six months at 150 or more randomly selected CORS locations that sell tobacco. The independent entity shall be instructed to conduct two separate checks at each selected store for the purpose of obtaining an accurate and reliable indication of actual employee practices in connection with tobacco sales, rather than for the purpose of ensuring favorable results, and successful performance by a selected store shall consist of passing both of the separate checks. These external checks shall be performed in the same manner as the internal checks, but with the following provisos:

1. The independent entity will randomly select which outlets will be checked, and no outlet selected to be checked will be identified to ExxonMobil, directly or indirectly, until after the check of that outlet is completed.
2. ExxonMobil shall require that the results of the external checks be reported by the independent entity to a person designated by the participating Attorneys General to receive such reports at the same time as they are reported to ExxonMobil.
3. For purposes of retaining an independent entity to perform the external compliance checks, ExxonMobil shall evaluate the performance of the entity on the basis of the competency of the entity's performance in obtaining an accurate and reliable indication of actual employee practices in connection with the sale of tobacco, rather than on the basis of whether the results were favorable.

4. ExxonMobil shall cooperate in providing access to information relating to the performance and results of the external compliance checks, including the terms of the agreements with the independent entity and interviews with those with responsibility for performing the checks, upon request of a participating Attorney General.
5. The Attorneys General agree not to institute legal proceedings under the statutes set out in footnote 1 based on any tobacco sales that are made during external compliance checks conducted pursuant to this section.

D. Video-tapes

In all CORS locations that have one or more security cameras designed and placed to video-tape transactions at the cash register, ExxonMobil shall adopt the following procedures:

1. The security cameras shall continuously video-tape sales transactions at the cash register.
2. Supervisory personnel shall periodically review portions of the tapes in order to monitor compliance with youth access laws and policies on the part of each employee who sells tobacco, such review to occur at least twice each year in each store. The review shall cover enough tobacco sales transactions involving young customers to permit a realistic assessment of whether the employee is in compliance.
3. Such reviews shall be conducted in a manner that does not permit an employee to predict which shifts or transactions are likely to be reviewed.
4. As soon as practicable after each review is performed, the supervisor shall meet with the employee whose performance was reviewed for the purpose of informing him/her of the fact that a review was performed and discussing the employee's performance. Employees who performed well shall be commended. If it is determined as a result of the review that an employee failed to comply with youth access laws and policies, ExxonMobil shall inform the employee of the consequences of the violation and any subsequent violations, shall provide remedial training and testing (if the employee is being retained), and shall inform the employee that he or she will be the subject of an additional compliance check in the future.
5. ExxonMobil shall display a clear and conspicuous sign at or near the cash register informing customers that security cameras are used to detect underage attempts to buy tobacco.

E. Electronic I.D. Scanning Systems and/or Cash Register Locks

To the extent that electronic systems store data that would assist in evaluating whether the systems are being properly used by employees, ExxonMobil shall review such data periodically, use it to assess employee performance, and provide remedial training and support, as necessary, for those employees who, in ExxonMobil's estimation, appear to need it. Such data shall be made available for review by a participating attorney general, upon request.

F. Youth Access Compliance Designee

ExxonMobil shall designate a senior-level employee to be responsible for assuring compliance with the terms of this Assurance and, more generally, for taking the steps necessary to improve compliance with youth access laws, including reviewing reports of violations of laws concerning the sale of tobacco products to minors (see 10.III.A.2, above).

IV.

Vendor-Assisted Sales

- A. ExxonMobil shall display and store all tobacco products in a format that does not permit a customer to take possession of the product without requesting an employee's assistance in retrieving it from a restricted-access location.
- B. No vending machines shall be used to sell tobacco products at CORS locations.

V.

Other Tobacco Business Practices

A. Written Business Practices

ExxonMobil business practices relating to tobacco shall be in writing. ExxonMobil shall provide a copy to each employee who sells tobacco, and shall do so within sixty days of the execution of this Assurance, or upon assumption of tobacco sales responsibilities if that occurs thereafter. Tobacco policies intended to prevent underage tobacco sales shall be no less stringent or comprehensive than policies intended to prevent underage alcohol sales, except where differences in the law require differences in policy. ExxonMobil business practices shall, at minimum, embody the standards and practices relating to personnel, support tools, self-monitoring, and vendor-assisted sales set forth in this Assurance and shall also include the following business practices:

1. Requiring that no one under the legal age for purchasing tobacco is permitted to purchase smoking paraphernalia including lighters, matches, cigarette papers, and pipes.
2. Youth access to tobacco shall be given comparable treatment to underage access to alcohol in employee training and discipline, as well as in other aspects of company operations.

3. Requiring that store personnel make every reasonable effort to cooperate in the enforcement of applicable youth access laws, by making timely reports to law enforcement authorities of violations of laws (a) prohibiting the possession, purchase, or attempts to purchase tobacco by minors; (b) prohibiting persons from supplying tobacco to minors; (c) prohibiting the theft of tobacco; and (d) prohibiting the alteration or misuse of a government-issued I.D. in connection with an attempt to purchase tobacco.
4. Prohibiting the sale of single cigarettes or other modes of packaging cigarettes in packs with fewer than twenty (i.e., so-called "kiddie packs").
5. Prohibiting the distribution of free samples of tobacco products on store property.
6. Requiring that an I.D. be checked in connection with tobacco purchases and tobacco paraphernalia purchases by persons appearing to be under age 27.
7. Prohibiting the sale of non-tobacco products which are designed to look like tobacco products, such as bubble gum cigars or candy cigarettes.
8. Unless otherwise provided by law, requiring only the following forms of photo-I.D. for purposes of establishing legal age to purchase tobacco: (a) Driver's License; (b) State-Issued Identification Card; (c) U.S. Passport; (d) Military Identification Card; and (e) U.S. Immigration Card.

B. Policies provided to Attorneys General

ExxonMobil shall provide a copy of written business practices that it adopts pursuant to paragraph V.A of this Assurance in order to comply with the standards set forth herein to a person or persons designated by the Attorneys General within sixty days of its execution of this Assurance, and thereafter shall provide copies of any changes or modifications to such written business practices to a person or persons designated by the Attorneys General to receive them within thirty days of such change or modification.

11. ExxonMobil knowingly and voluntarily agrees to adopt and to implement at all CORS locations the tobacco retailing business practices set forth in this Assurance, and to do so within sixty days of the date of execution of this Assurance by ExxonMobil.
12. ExxonMobil shall make good faith efforts to effect compliance on the part of each non-CORS outlet permitted by ExxonMobil to display the Exxon or the Mobil trademark ("NCO outlet") with local, state, and federal laws and regulations relating to the sale of tobacco products to minors. Without limiting the foregoing, ExxonMobil shall, within ninety days of its execution of the Assurance:


-
- a. Provide each Franchisee who operates an NCO outlet to which ExxonMobil directly supplies motor fuels and each Franchisee who supplies motor fuels to an NCO outlet correspondence reminding them of the importance of preventing underage sales of tobacco products, the seriousness of complying with laws regarding youth access to tobacco, and noting the fact that failure to comply with such laws could constitute grounds for termination or non-renewal of their right to operate under the Exxon and/or Mobil trademark at the non-complying outlet. In the case of correspondence to each Franchisee who supplies motor fuels to an NCO outlet, such correspondence shall also request the Franchisee to provide a copy of the correspondence to each outlet to which the Franchisee supplies motor fuels and to confirm having done so. Thereafter, correspondence from ExxonMobil bearing the same message will be sent annually to each such Franchisee.
 - b. Offer each Franchisee who operates an NCO outlet to which ExxonMobil directly supplies motor fuels and each Franchisee who supplies motor fuels to an NCO outlet the opportunity to participate in ExxonMobil's Internal and/or External Compliance Check programs described above at Parts III.B. & C, respectively, which offer may include the requirement that the NCO outlet pay the reasonable cost of its participation.
 - c. In evaluating available legal options to discipline, terminate or non-renew the franchise agreement of an NCO outlet, ExxonMobil will give appropriate consideration under the circumstances in its discretion to violations of laws restricting underage access to tobacco.
 - d. Incorporate provisions into all franchise agreements with NCO outlets, at the time such agreement is initiated or renewed, requiring that the NCO outlet (1) not permit on the marketing premises the sale of tobacco products to underage persons; and (2) notify ExxonMobil within five business days, in writing, of any Notices of Violation received from local, state or federal authorities concerning the sale of tobacco to minors.

13. ExxonMobil agrees to pay, within thirty days of its execution of this Assurance, the sum of \$100,000 to the States, made payable to such accounts and addresses as the Attorneys General may direct. Such sum is to be divided by the States as they may agree and is to be used by the individual States for attorneys fees or costs of investigation, or it shall be placed in or applied to consumer education, public protection, or local consumer aid funds, including for implementation of programs designed to decrease possession and use of tobacco by minors, or for any other purpose authorized by state law at the sole discretion of each State's Attorney General or as otherwise required by law.

DATED: August 7, 2002

EXXON MOBIL CORPORATION

By:


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Vice President
Exxon Mobil Corporation

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In the matter of EXXON MOBIL CORPORATION

Dated: 7/25/02

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Commonwealth of Massachusetts



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Exhibit 2

THE WALL STREET JOURNAL.

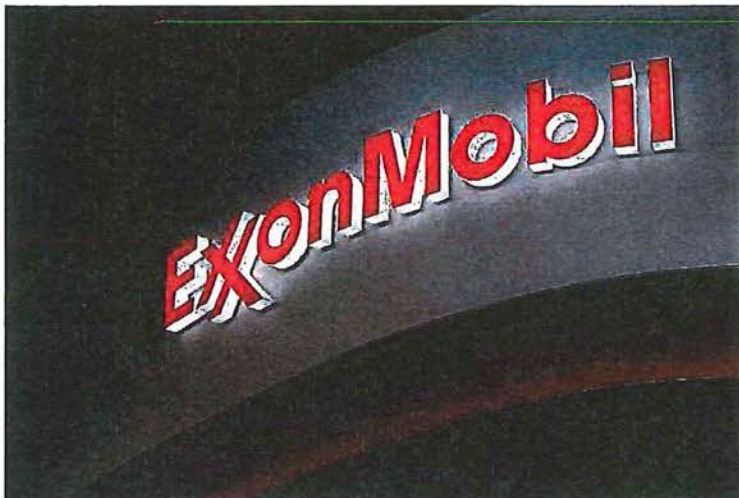
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BUSINESS

SEC Probes Exxon Over Accounting for Climate Change

Probe also examines company's practice of not writing down the value of oil and gas reserves



The Securities and Exchange Commission is investigating Exxon Mobil Corp.'s valuing of its assets and how it calculates the impact of climate change on its business. PHOTO: BLOOMBERG NEWS

By **BRADLEY OLSON** and **ARUNA VISWANATHA**

Updated Sept. 20, 2016 7:55 p.m. ET

The U.S. Securities and Exchange Commission is investigating how Exxon Mobil Corp. values its assets in a world of increasing climate-change regulations, a probe that could have far-reaching consequences for the oil and gas industry.

The SEC sought information and documents in August from Exxon and the company's auditor, PricewaterhouseCoopers LLP, according to people familiar with the matter. The federal agency has been receiving documents the company submitted as part of a continuing probe into similar issues begun last year by New York Attorney General Eric Schneiderman, the people said.

The SEC's probe is homing in on how Exxon calculates the impact to its business from the world's mounting response to climate change, including what figures the company uses to account for the future costs of complying with regulations to curb greenhouse gases as it evaluates the economic viability of its projects.

The decision to step into an Exxon investigation and seek climate-related information represents a moment in the effort to take climate change more seriously in the financial community, said Andrew Logan, director of the oil and gas program at Ceres, a Boston-based advocacy organization that has pushed for more carbon-related disclosure from companies.

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"It's a potential tipping point not just for Exxon, but for the industry as a whole," he said.

As part of its probe, the SEC is also examining Exxon's longstanding practice of not writing down the value of its

oil and gas reserves when prices fall, people familiar with the matter said. Exxon is the only major U.S. producer that hasn't taken a write down or impairment since oil prices plunged two years ago. Peers including Chevron Corp. have lowered valuations by a collective \$50 billion.

"The SEC is the appropriate entity to examine issues related to impairment, reserves and other communications important to investors," said Exxon spokesman Alan Jeffers. "We are fully complying with the SEC request for information and are confident our financial reporting meets all legal and accounting requirements."

A spokeswoman for PwC declined to comment. An SEC spokeswoman declined to comment. A spokesman for Mr. Schneiderman said the attorney general wouldn't comment on the matter.

The SEC probe isn't believed to involve other energy companies, according to a person familiar with the matter.

Activists, members of Congress and former government officials have ratcheted up pressure on the SEC in the past year to do more to assess climate risks. Four congressional Democrats including U.S. Rep. Ted Lieu last year asked the SEC to investigate Exxon over its climate-related science and advocacy. Three former U.S. treasury secretaries wrote the SEC in July urging the agency to adopt industry-specific standards for disclosure in company filings.

A potential sticking point in the probe is what price Exxon uses to assess the "price of carbon"—the cost of regulations such as a carbon tax or a cap-and-trade system to push down emissions—when evaluating certain future oil and gas prospects, people familiar with the matter said. The SEC is asking how Exxon's carbon price affects its balance sheet and the outlook for its future, the people said.

When such a theoretical price for carbon is low, more oil and gas wells would be commercially viable. Conversely, a high carbon price would make more of Exxon's assets look uneconomic to pull out of the ground in future years.

In 2014, Exxon determined that none of its assets were at risk of being rendered less valuable by impacts from the global response to climate change.

Exxon doesn't disclose the exact price it uses to determine the commercial viability of its projects—outside of a general range of \$20 to \$80 a metric ton for the future—but many of its rivals, including Royal Dutch Shell PLC and BP PLC, do. Both Shell and BP said they use an internal price of roughly \$40 a metric ton to decide whether to proceed with a project.

By contrast, Houston-based ConocoPhillips said it uses an internal carbon price range of between \$6 and \$51 a metric ton, depending on a project's location and annual projected emissions.

Exxon has ardently defended its record of climate research against critics, as well as its view that the use of fossil fuels will grow in coming decades, which corresponds to the predictions of major global energy forecasters.

Still, some investors such as the California Public Employees' Retirement System say Exxon and other energy companies should acknowledge the growing global response to climate change may mean that it will never be able to tap future wells that make up a great deal of its multibillion-dollar value.

Exxon also has defended its practice of not writing down the value of assets, saying that it is extremely conservative in booking the value of new fields and wells, which lowers its need to reduce the value of those assets if falling prices later affect the reserves' value.

In response to a report in The Wall Street Journal about the New York attorney general's probe into write-downs last week, an Exxon spokesman said the company follows all rules and regulations.

Write to Bradley Olson at Bradley.Olson@wsj.com and Aruna Viswanatha at Aruna.Viswanatha@wsj.com

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