

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) 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

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  
ALLAN J. ARFFA  
ROBERT A. ATKINS  
DAVID J. BALL  
SCOTT A. BARSHAY  
JOHN F. BAEKHAUM  
J. STEVEN BAUGHMAN  
LYNN B. BAYARD  
CRAIG A. BENSON  
MITCHELL L. BERG  
MARK S. BERGMAN  
DAVID M. BERNICK  
JOSEPH J. BIAEY  
BRUCE BIRENBOIM  
H. CHRISTOPHER BOEHNING  
ANGELO BONVINO  
JAMES L. BROCHIN  
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. CLONISH  
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  
ROSS A. FIELDSTON  
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 GOGLIORMELLA  
NEIL GOLDMAN  
ROBERTO J. GONZALEZ\*  
CATHERINE L. GOODALL  
ERIC GOODISON  
CHARLES H. GOOGE, JR.  
ANDREW G. GORDON  
UDI GROFMAN  
NICHOLAS GROOMBRIDGE  
BRUCE A. GUTENPLAN  
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  
JEH C. JOHNSON  
MEREDITH J. KANE

JONATHAN S. KANTER  
BRAD S. KARP  
PATRICK N. KARSNITZ  
JOHN C. KENNEDY  
BRIAN KIM  
DAVID M. KLEIN  
ALAN W. KORNBURG  
DANIEL J. KRANER  
DAVID K. LAKHDIR  
STEPHEN P. LAMB\*  
JOHN E. LANGE  
GREGORY F. LAUFER  
BRIAN C. LAVIN  
XIAOYU GREG LIU  
JEFFREY D. MARELL  
MARCO V. MASOTTI  
EDWIN S. MAYNARD  
DAVID W. MAYO  
ELIZABETH R. MCCOLM  
ALVARO MEMBRILLERA  
MARK F. MENDELSON  
CLAUDINE MEREDITH-GOUJON  
WILLIAM B. MICHAEL  
ALEX YOUNG K. OH  
BRAD R. OKUN  
KELLEY D. PARKER  
VALERIE E. RADWANER  
CARL L. REISNER  
LORIN L. REISNER  
WALTER G. RICCIARDI  
WALTER RIEGAN  
RICHARD A. ROSEN  
ANDREW N. ROSENBERG  
JACQUELINE P. RUBIN  
CHARLES F. "RICK" RULE\*  
RAPHAEL M. RUSSO  
ELIZABETH M. SACKSTEDER  
JEFFREY B. SAMUELS  
DALE M. SARRO  
TERRY E. SCHIMEK  
KENNETH M. SCHNEIDER  
ROBERT B. SCHUMER  
JOHN M. SCOTT  
STEPHEN J. SHIMSHAK  
DAVID R. SICULAR  
MOSES SILVERMAN  
STEVEN SIMKIN  
JOSEPH J. SIMONS  
AUDRA J. SLOWAY  
SCOTT M. SONTAG  
TARUN M. STEWART  
ERIC ALAN STONE  
AIDAN SYNNOTT  
RICHARD C. TARLOWE  
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  
HAYE N. YOSHINO  
TONG YU  
TRACEY A. ZACCONE  
TAURIE M. ZEITZER  
T. ROBERT ZOCHOWSKI, JR.

WRITER'S DIRECT DIAL NUMBER

202-223-7321

WRITER'S DIRECT FACSIMILE

202-204-7393

WRITER'S DIRECT E-MAIL ADDRESS

janderson@paulweiss.com

November 30, 2017

BY ECF

Hon. Valerie E. Caproni  
United States District Judge  
United States District Court for the  
Southern District of New York  
Thurgood Marshall U.S. Courthouse  
40 Foley Square, Room 240  
New York, NY 10007

Re: *Exxon Mobil Corp. v. Healey & Schneiderman*, 17-cv-2301-VEC

Dear Judge Caproni:

Attached to this letter as Exhibit 1 is the demonstrative Exxon Mobil Corporation introduced at today's oral argument.

Sincerely,

/s/ Justin Anderson  
Justin Anderson, Esq.

cc: Counsel of record (by ECF)

\*NOT ADMITTED TO THE NEW YORK BAR

# **Exhibit 1**

Exxon Mobil Corporation

v.

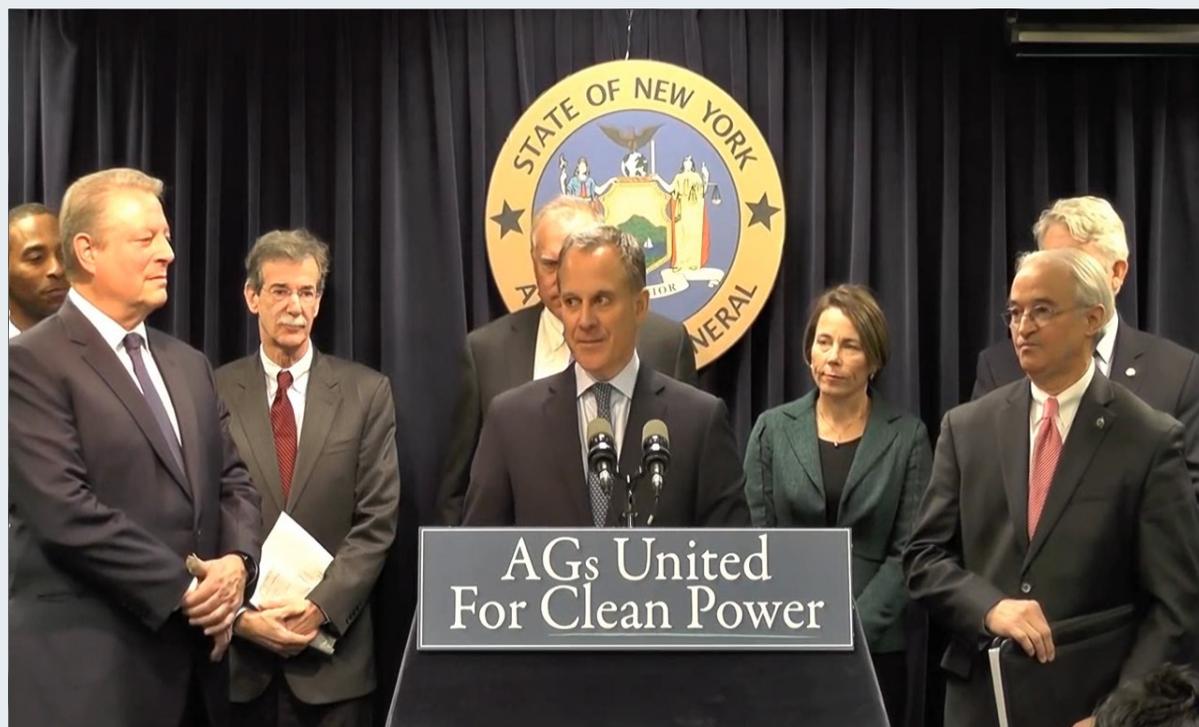
Eric Tradd Schneiderman & Maura Tracy Healey

No. 17 Civ. 2301 (VEC) (SN)

November 30, 2017

*Presentation of Plaintiff Exxon Mobil Corporation*

# March 29, 2016 - "AGs United for Clean Power" Press Conference



"We have heard the scientists. We know what's happening to the planet. There is no dispute but there is confusion, and confusion sowed by those with an interest in profiting from the confusion and creating misperceptions in the eyes of the American public that really need to be cleared up."

04:30-04:53

"Today, in the face of the gridlock in Washington, we are assembling a group of state actors to send the message that we are prepared to step into this breach."

05:43-05:52

"We know that in Washington there are good people who want to do the right thing on climate change but everyone from President Obama on down is under a relentless assault from well-funded, highly aggressive and morally vacant forces that are trying to block every step by the federal government to take meaningful action. So today, we're sending a message that, at least some of us – actually a lot of us – in state government are prepared to step into this battle with an unprecedented level of commitment and coordination."

08:41-09:11

# March 29, 2016 - "AGs United for Clean Power" Press Conference



"We know from the science and we know from experience the very real consequences of our failure to address this issue. Climate change is and has been for many years a matter of extreme urgency, but, unfortunately, it is only recently that this problem has begun to be met with equally urgent action. Part of the problem has been one of public perception, and it appears, certainly, that certain companies, certain industries, may not have told the whole story, leading many to doubt whether climate change is real and to misunderstand and misapprehend the catastrophic nature of its impacts."

34:29-35:08

"Fossil fuel companies that deceived investors and consumers about the dangers of climate change should be, must be, held accountable. That's why I, too, have joined in investigating the practices of ExxonMobil. We can all see today the troubling disconnect between what Exxon knew, what industry folks knew, and what the company and industry chose to share with investors and with the American public."

35:09-35:35

"By quick, aggressive action, educating the public, holding accountable those who have needed to be held accountable for far too long, I know we will do what we need to do to address climate change and to work for a better future."

36:56-37:10

# March 29, 2016 - “AGs United for Clean Power” Press Conference



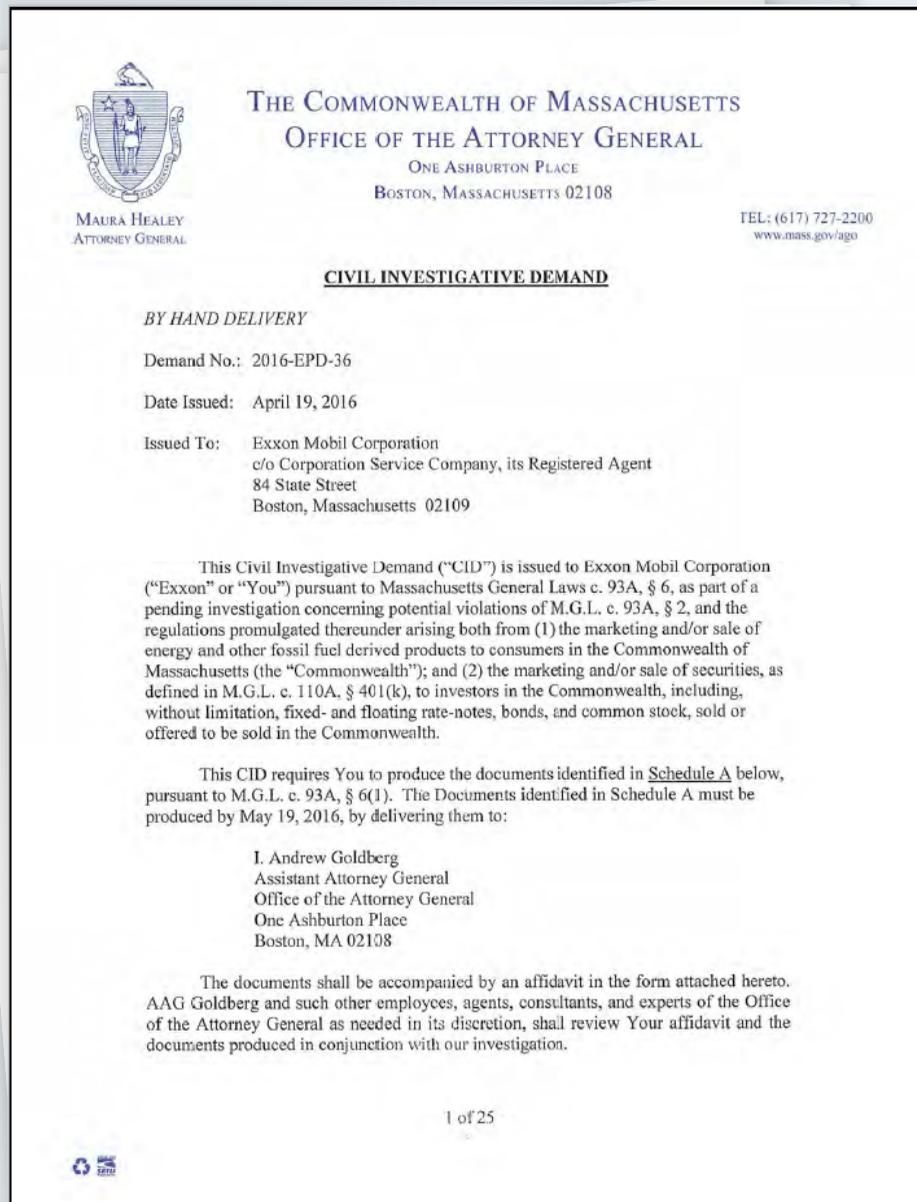
“I really believe that years from now this convening by Attorney General Eric Schneiderman and his colleagues here today may well be looked back upon as a real turning point in the effort to hold to account those commercial interests that have been – according to the best available evidence – deceiving the American people, communicating in a fraudulent way, both about the reality of the climate crisis and the dangers it poses to all of us.”

14:21-15:04

“[ExxonMobil] began giving grants – according to the evidence collected – to groups that specialize in climate denial, groups that put out information purposely designed to confuse the public into believing that the climate crisis was not real. And according to what I’ve heard from the preliminary inquiries that some of these attorneys general have made, the same may be true of information that they have put out concerning the viability of competitors in the renewable energy space.”

52:33-53:13

# The AGs Target Their Political Opponents



5. Documents and Communications with any of Acton Institute, AEI, Americans for Prosperity, ALEC, API, Beacon Hill Institute at Suffolk University, CEI, CIP, George C. Marshall Institute, The Heartland Institute, The Heritage Foundation, and/or Mercatus Center at George Mason University, concerning Climate Change and/or Global Warming, Climate Risk, Climate Science, and/or communications regarding Climate Science by fossil fuel companies to the media and/or to investors or consumers, including Documents and Communications relating to the funding by Exxon of any of those organizations.



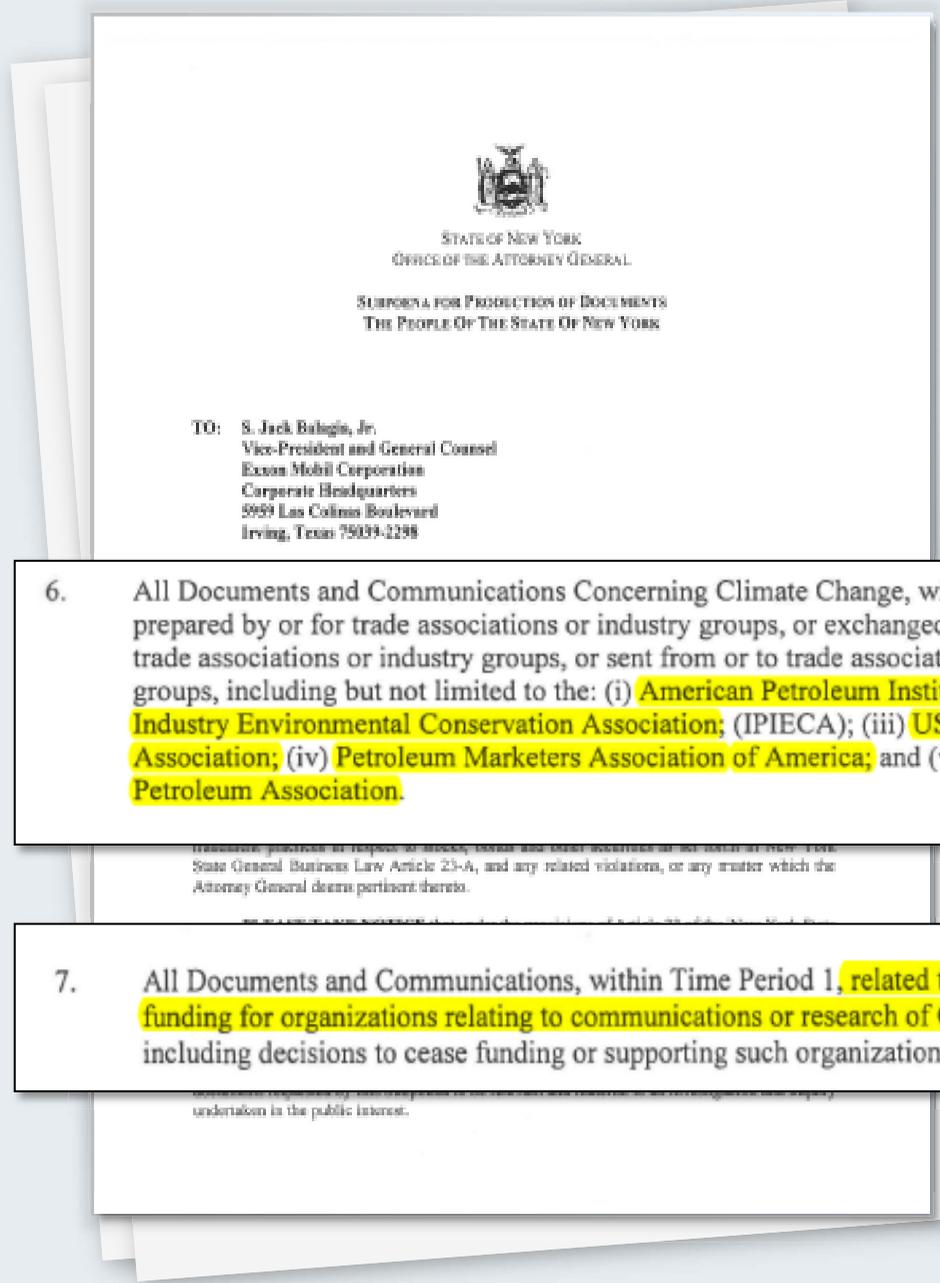
ACTON INSTITUTE



AMERICANS FOR PROSPERITY



# The AGs Target Their Political Opponents



 **PBS NEWSHOUR**

## Has Exxon Mobil misled the public about its climate change research?

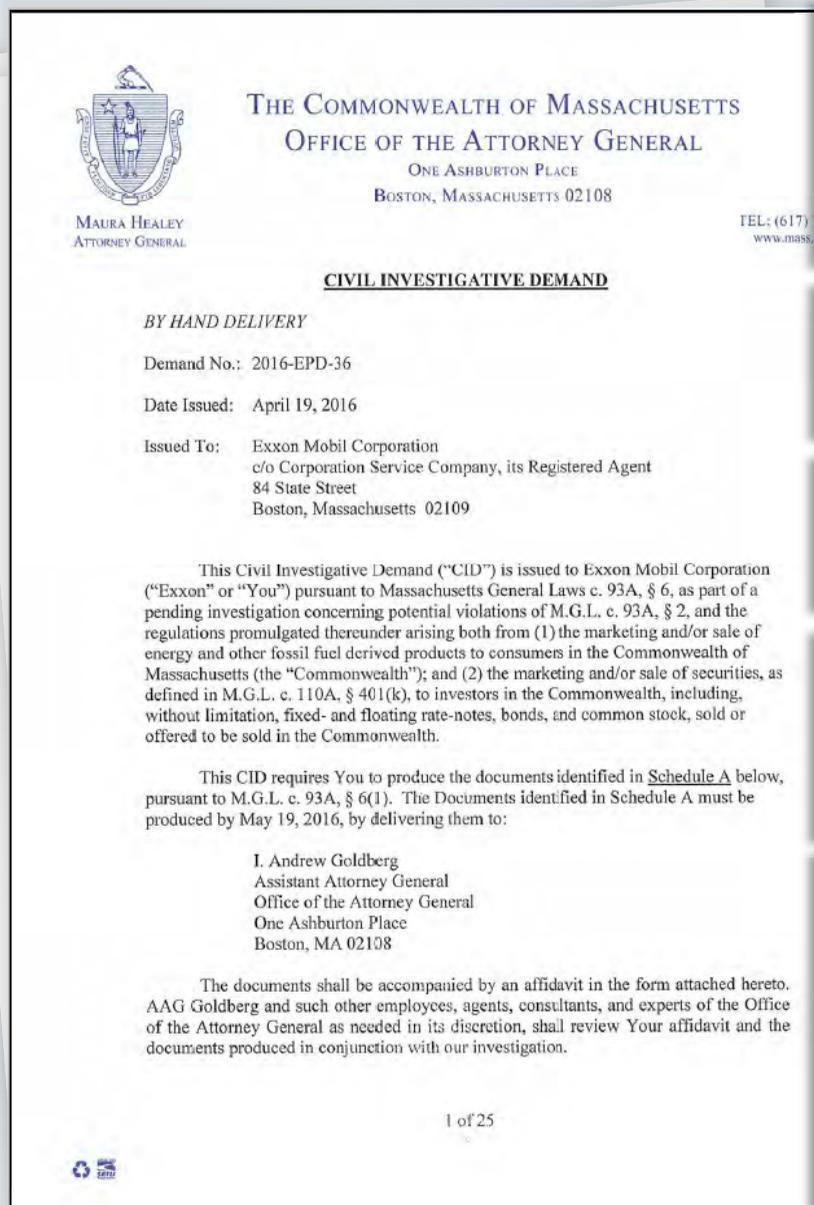
November 10, 2015 at 6:45 PM EST

**ERIC SCHNEIDERMAN:** We know that they have been issuing public statements that are at odds with that, and that they have been funding organizations that are even more aggressive climate change deniers.

And they have made numerous statements, both Exxon officials and in Exxon reports, but also through these organizations they fund, like the American Enterprise Institute, ALEC, the American Legislative Exchange Council, through their activities with the American Petroleum Institute, so directly and through other organizations, Exxon has said a lot of things that conflict with the statement that they have always been forthcoming about the realities of climate change.



# The AGs Target Statements They Consider Unacceptable



- To achieve this kind of reduction in carbon dioxide emissions most advocates are talking about, **governments would have to resort to energy rationing** administered by a vast international bureaucracy responsible to no one. (Raymond WPC Statements, p. 10)

- **Humans have long adapted to change**, and governments should create policies to cope with the Earth's rising temperatures.

- Changes to weather patterns that move crop production areas around – we'll adapt to that. **It's an engineering problem and it has engineering solutions.**

- **Issues such as global poverty [are] more pressing than climate change**, and billions of people without access to energy would benefit from oil and gas supplies.

- [W]e see world GDP growing at a rate that exceeds population growth through [the year 2040], almost tripling in size from what it was globally in 2000 [fn. omitted]. It is largely the poorest and least developed of the world's countries that benefit most from this anticipated growth. However, **this level of GDP growth requires more accessible, reliable and affordable energy to fuel growth, and it is vulnerable populations who would suffer most should that growth be artificially constrained.** (pp. 3 – 4)

# Attorney General Healey Travelled to New York in Furtherance of Torts



Commonwealth of Massachusetts  
Office of the Comptroller  
TRAVELER VOUCHER INPUT FORM

Date	Description
3/17/16	Purchased airline ticket to attend meeting in New York on 3/29/16 regarding Exxon- Clean Power Plan.

Case 1:17-cv-02301-VEC Document 227-17 Filed 06/16/17 Page 5 of 8

Date	Description
3/28/16	Trip to NYC for Exxon Case

Case 1:17-cv-02301-VEC Document 227-17 Filed 06/16/17 Page 7 of 8

## The *Colorado River* Factors Weigh Against Abstention

Threshold Question: Are there “parallel” litigations in state and federal court with same claims, parties, and relief?

---

- Does the controversy involve a *res*?
- Was the state action filed first/ has it progressed further?
- Is the federal forum less convenient than the state forum?
- Does state law provide the rule of decision?
- Will abstention avoid piecemeal litigation?
- Are state procedures adequate to protect federal rights?