

THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL

ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

MAURA HEALEY
ATTORNEY GENERAL

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

October 15, 2019

By Electronic mail

Theodore V. Wells, Jr.
Paul, Weiss, Rifkind, Wharton and Garrison LLP
1265 Avenue of the Americas
New York, NY 10019

Re: Letter to ExxonMobil and Your Reply

Dear Mr. Wells:

Thank you for your letter last night. I write to respond to several of the misconceptions in your letter and to propose alternative times to confer.

First, the tolling agreement which our office executed with ExxonMobil in 2016 provided that the Commonwealth of Massachusetts would not seek to enforce its 2016 civil investigative demand (CID) to ExxonMobil while the company's court challenges to the CID were still pending. The proposed lawsuit to obtain substantive relief against ExxonMobil pursuant to the Massachusetts Consumer Protection Act does not seek to enforce the CID as issued and does not violate or abrogate the tolling agreement.

You are correct that ExxonMobil has not yet produced any documents to our office pursuant to the CID while ExxonMobil has pursued its various unsuccessful court challenges. As you know, these challenges have been rejected by every court to render an opinion as to ExxonMobil's contentions that the CID is inappropriate. The Massachusetts Superior Court and the Massachusetts Supreme Judicial Court denied ExxonMobil's challenge to the CID and upheld the Commonwealth's right to enforce it. Likewise, the United States District Court for the Southern District of New York rejected ExxonMobil's federal challenge to the CID (as well as New York's similar subpoena for ExxonMobil documents). ExxonMobil has appealed that latter decision to the Second Circuit Court of Appeals, and the company twice has objected to the scheduling of the oral argument on its appeal, purportedly for reasons of convenience of its counsel. As a result, there is no oral argument date currently scheduled, although the appeal is fully briefed. ExxonMobil's continuing, baseless challenges to the CID are not, as you suggest,



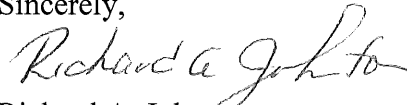
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a reason that the Commonwealth must accept more delay in filing suit. Throughout the three and a half years during which ExxonMobil has delayed enforcement of the CID issued to it, our office has continued its investigation through numerous other avenues and has sufficient grounds for the Commonwealth's complaint.

Finally, we reject your suggestion that discussions between our office and the New York Attorney General or other state Attorneys General about ExxonMobil's misconduct would be inappropriate. The suggestion is simply an erroneous continuation of allegations about the motives of this office which, as explained above, have been rejected by multiple courts.

Our office is prepared to confer with you by telephone or in person tomorrow or Thursday to see whether ExxonMobil is serious about pursuing a resolution of the Commonwealth's claims against the company. Please suggest some times when you, Justin Anderson or Thomas Frongillo are available.

Sincerely,



Richard A. Johnston
Chief Legal Counsel

cc: Justin Anderson (via electronic mail)
Thomas Frongillo (via electronic mail)