

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

**AFFIRMATION OF MICHELE  
HIRSHMAN IN SUPPORT OF  
EXXONMOBIL'S OPPOSITION TO  
THE APPLICATION FOR AN  
ORDER TO SHOW CAUSE**

I, Michele Hirshman, affirm as follows:

1. I am admitted to practice in the State of New York and am a partner with the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP. I am one of the attorneys representing Exxon Mobil Corporation ("ExxonMobil") in this matter.

2. I submit this Affirmation in Support of ExxonMobil's Opposition to the New York Attorney General's Application for an Order to Show Cause.

3. On October 14, 2016, at approximately 10:31 a.m., Katherine Milgram, Chief of the Investor Protection Bureau of the New York Attorney General's Office, left me a voicemail message. In that voicemail, Ms. Milgram indicated that her Office had considered communications from ExxonMobil in which ExxonMobil had advised the Attorney General that, with respect to certain documents held by PricewaterhouseCoopers LLP ("PwC") that were responsive to a subpoena issued to PwC, it might assert a privilege under Texas state law protecting communications between an accountant and its client. Ms. Milgram stated the Office's view that the "Texas Occupation Code provision that Exxon . . . cited . . . hasn't been construed as a privilege but as a rule of confidentiality" and further indicated that the Attorney General had previously assured ExxonMobil and PwC of its intent to treat the documents provided pursuant to the subpoena confidentially. Ms. Milgram asked that I let the Attorney General know, "as soon as possible, if [ExxonMobil] intend[s] to withdraw the accountant-client privilege claim, and allow PwC to produce documents in response to [the Attorney General's] subpoena without a document-by-document review for this privilege by Exxon." This voicemail message said nothing about the Attorney General's intention to file an application for an order to show cause with the Court that day.

4. Attached to this Affirmation as Exhibit A is a transcript of the October 14, 2016, 10:31 a.m. voicemail from Katherine Milgram.

5. On October 14, 2016, at approximately 2:41 p.m., I contacted Ms. Milgram via email seeking to "arrange a call next week to discuss the accountant privilege" and indicating that I would "coordinate schedules and get back to [Ms. Milgram] on Monday with some times."

6. Attached to this Affirmation as Exhibit B is a copy of my email to Katherine Milgram, dated October 14, 2016, at 2:41 p.m.

7. On October 14, 2016, at approximately 4:26 p.m., Ms. Milgram left me a second voicemail message. In that message, Ms. Milgram acknowledged receipt of my email and indicated that the Attorney General's Office was happy to discuss the matter further and "happy to hear [our] thoughts, and, and follow up if [we] have any questions about the message [she] left [us] earlier." Notwithstanding, the message also indicated that the Attorney General had went "ahead and filed a motion today, in New York Supreme" and would serve a copy of the papers on counsel. Ms. Milgram additionally stated that, notwithstanding the fact that the Attorney General had already filed its papers "we're still obviously happy to meet next week, whether by phone or in person to discuss this issue and try to resolve it" and suggesting that the "motion" could be withdrawn if ExxonMobil decided to permit PwC to produce documents without "withholding on the basis of this purported privilege."

8. Attached to this Affirmation as Exhibit C is a transcript of the October 14, 2016, 4:26 p.m. voicemail from Katherine Milgram.

9. A copy of the Attorney General's papers was provided via email at approximately 5:18 p.m. on October 14, 2016. Attached to this Affirmation as Exhibit D is the email from Katherine Milgram attaching the Attorney General's papers.

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

Executed on October 17, 2016.



Michele Hirshman  
(mhirshman@paulweiss.com)

Paul, Weiss, Rifkind, Wharton &  
Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064  
(212) 373-3747  
Fax: (212) 492-0747