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By NYSCEF

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*NOT ADMITTED TO THE NEW YORK BAR

People of the State of New York v. PricewaterhouseCoopers LLP, No. 451962/2016

Dear Justice Ostrager:

On August 2, 2018, the United States Securities and Exchange Commission (the "SEC") notified Exxon Mobil Corporation ("ExxonMobil") by letter that it had concluded its investigation of the Company's climate change disclosures, impairments, and reserves. That letter, attached as Exhibit A, indicated that the SEC does not intend to recommend an enforcement action against ExxonMobil.

The SEC initiated its confidential investigation in January 2016. In the course of the investigation, ExxonMobil provided the SEC with copies of the more than 4 million pages of documents that have been produced to the Office of the New York Attorney General ("OAG"). The SEC closed the investigation after a comprehensive review of this record.

Closure of the SEC investigation accords with previous determinations made by the agency about ExxonMobil's disclosures. For example, in a letter dated April 10, 2017, the SEC's Division of Corporation Finance ("Corporation Finance") approved ExxonMobil's 2015 Form 10-K, taking no issue with the reserves and impairment disclosures therein. (See Exhibit B.) Similarly, in a letter dated March 23, 2018, Corporation Finance concluded that ExxonMobil had sufficiently addressed shareholder questions about how the Company "could adapt its business model to align with a decarbonizing economy." (See Exhibit C at 2.)

Hon. Barry R. Ostrager

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Ever since the SEC's investigation was leaked to the press in September 2016, OAG has repeatedly attempted to use the investigation's existence to justify its own.¹ In this proceeding, OAG likewise has sought to bolster its investigation by seeking documents produced to the SEC "relating to impairment evaluations, reserves calculations, and climate change." Dkt. 335 at 1. The now closed SEC probe, however, lends no legitimacy to OAG's inquiry.

Respectfully submitted,

/s/ Daniel J. Toal
Daniel J. Toal

cc: Manisha Sheth, Esq. Theodore V. Wells, Jr., Esq.
John Oleske, Esq. Michele Hirshman, Esq.
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¹ See, e.g., Mem. of Law in Support of the N.Y. Att'y Gen.'s Mot. to Dismiss the Action Based on Certain Threshold Defenses, at 7, *Exxon Mobil Corp. v. Schneiderman et al.*, No. 17-CV-2301 (VEC) (SN) (S.D.N.Y. May 19, 2017) (ECF No. 220) ("The NYOAG is not alone in investigating the accuracy of Exxon's financial disclosures touching on climate-change issues. So too is the Securities and Exchange Commission, according to published reports."); Mem. of Law in Support of the N.Y. Att'y Gen.'s Mot. to Quash Discovery and For a Protective Order, at 17 n.11, *Exxon Mobil Corp. v. Schneiderman et al.*, No. 4:16-cv-00469-K (N.D. Tex. Dec. 5, 2015) (ECF No. 136) ("The NYOAG is hardly alone in its beliefs: the federal Securities and Exchange Commission reportedly also has launched an analogous investigation into Exxon's accounting practices.").