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October 14, 2019

By Email

Richard A. Johnston  
Chief Legal Counsel  
Office of the Massachusetts Attorney General  
One Ashburton Place  
Boston, MA 02108

Notice Letter to ExxonMobil

Dear Mr. Johnston:

We write on behalf of Exxon Mobil Corporation ("ExxonMobil"), in response to your letter, dated October 10, 2019, stating an intent to commence a civil action against ExxonMobil.

Your notice is highly unusual in light of existing circumstances. After reaching a tolling agreement with ExxonMobil over two years ago, your office relieved ExxonMobil of any obligation to respond to your Civil Investigative Demand ("CID"). Under the tolling agreement, your office agreed it would take no action to compel compliance with the CID's discovery requests. And ExxonMobil has not provided your office with any discovery. To the extent you intend to obtain that discovery now through a civil suit, your action would violate the letter and spirit of the tolling agreement. It would be an improper attempt to

obtain the discovery requested in the CID and therefore a breach of the agreement. ExxonMobil reserves the right to seek any and all appropriate remedies under the circumstances, including specific performance and rescission.

Even more troubling is your office's decision to sue ExxonMobil without having reviewed a single document from ExxonMobil or having interviewed a single ExxonMobil employee. It appears your office has decided to charge the company without any consideration or concern for the underlying facts. The timing of your notice provides further cause for concern that improper motives animate your office's decision to file suit. We view the sending of your notice on the eve of both oral argument before the U.S. Court of Appeals for the Second Circuit and trial before Justice Ostrager in New York Supreme Court to be an act of harassment consistent with the claims in our lawsuit now before the Second Circuit. We also view the timing of your letter as further proof of the collusive conduct between your office and the New York Attorney General's office, as set forth in ExxonMobil's federal complaint. Neither ExxonMobil nor, we suspect, the courts or any objective observer will view the timing of your letter as a mere coincidence unconnected to the upcoming Second Circuit argument and New York State trial. It is far more likely to be seen for what it is: the freshest evidence of your office's participation in a conspiracy with other state attorneys general.

We trust this letter serves as an adequate reminder that your office has a continuing obligation to preserve all documents and communications that might be relevant to the lawsuit now before the Second Circuit or the CID enforcement proceeding pending in the Massachusetts Superior Court. This obligation extends to any communication relating to your decision to send the letter advising ExxonMobil of your intent to file a lawsuit, including any communications with the New York Attorney General, other state attorney generals, or third parties. It also requires the preservation of all documents and communications relating to the tolling agreement between your office and ExxonMobil.

We accept your offer to meet and confer about the notice. We propose to do so following the conclusion of the New York State trial in mid-November, less than a month away.

Finally, we request that you refrain in the future from communicating directly with ExxonMobil's Chief Executive Officer, Darren Woods, or other ExxonMobil employees. As you are well aware, ExxonMobil is represented by counsel, and ethical rules prohibit direct contact with represented clients.

Sincerely,

/s/ Theodore V. Wells, Jr.  
Theodore V. Wells, Jr.

cc: Thomas C. Frongillo