

MAYOR AND CITY COUNCIL
OF BALTIMORE

Plaintiff,

v.

BP P.L.C., *et al.*

Defendants.

* IN THE
* CIRCUIT COURT
* FOR BALTIMORE CITY
* Case No. 24-C-18-004219
* Specially Assigned to the
* Hon. Videtta A. Brown
*

* * * * *

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS
MARATHON PETROLEUM CORPORATION'S AND SPEEDWAY LLC'S
MEMORANDUM OF LAW IN SUPPORT OF
THE MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

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TABLE OF CONTENTS

I.	The City States Claims Against MPC.	1
A.	The City Alleges MPC’s Failure to Warn and Affirmative Misrepresentations.	1
B.	The City Permissibly Relies on Collective Allegations, or “Group Pleading.”	5
C.	MPC Misrepresents Particularity Pleading, Which the City Satisfies Anyway.	6
1.	Particularity Pleading Applies to Only Part of the City’s MCPA Claim.	6
2.	Particularity Pleading Is Met for the City’s § 13-301(9) MCPA Claim.	7
II.	MPC’s Anti-SLAPP Arguments Are Meritless.	8

TABLE OF AUTHORITIES

	Page(s)
Cases	
<i>Adams v. NVR Homes, Inc.</i> , 193 F.R.D. 243 (D. Md. 2000).....	7
<i>Allied Tube & Conduit Corp. v. Indian Head, Inc.</i> , 486 U.S. 492 (1988).....	10
<i>Bobo v. State</i> , 346 Md. 706 (1997)	5
<i>Bolger v. Youngs Drug Prods. Corp.</i> , 463 U.S. 60 (1983).....	9
<i>CASA de Md., Inc. v. Arbor Realty Tr., Inc.</i> , 2022 WL 4080320 (D. Md. Sept. 6, 2022)	6
<i>Chevron U.S.A. Inc. v. Apex Oil Co.</i> , 113 F. Supp. 3d 807 (D. Md. 2015).....	6
<i>Consumer Prot. Div. v. Morgan</i> , 387 Md. 125 (2005)	1, 2, 3
<i>Copiers Typewriters Calculators, Inc. v. Toshiba Corp.</i> , 576 F. Supp. 312 (D. Md. 1983).....	4
<i>Cozzarelli v. Inspire Pharms. Inc.</i> , 549 F.3d 618 (4th Cir. 2008)	7
<i>Crowe v. Coleman</i> , 113 F.3d 1536 (11th Cir. 1997)	6
<i>Dashiell v. Meeks</i> , 396 Md. 149 (2006)	2
<i>Frazier v. U.S. Bank N.A.</i> , 2013 WL 1337263 (N.D. Ill. Mar. 29, 2013).....	6
<i>Freeman v. Lasky, Haas & Cohler</i> , 410 F.3d 1180 (9th Cir. 2005)	10
<i>Giannaris v. Cheng</i> , 219 F. Supp. 2d 687 (D. Md. 2002).....	7
<i>Grasso Enters., LLC v. Express Scripts, Inc.</i> , 2017 WL 365434 (E.D. Mo. Jan. 25, 2017)	4
<i>Green v. H & R Block, Inc.</i> , 355 Md. 488 (1999)	4
<i>Green v. Wells Fargo Bank, N.A.</i> , 927 F. Supp. 2d 244 (D. Md. 2013).....	8

<i>Haley v. Corcoran</i> , 659 F. Supp. 2d 714 (D. Md. 2009).....	5
<i>Heritage Harbour, L.L.C. v. John J. Reynolds, Inc.</i> , 143 Md. App. 698 (2002)	5
<i>In re Turkey Antitrust Litig.</i> , 642 F. Supp. 3d 711 (N.D. Ill. 2022)	4
<i>Kantsevov v. LumenR LLC</i> , 301 F. Supp. 3d 577 (D. Md. 2018).....	7
<i>Keyser v. Richards</i> , 130 A. 41 (Md. 1925)	5
<i>Knox v. Mayor & City Council of Baltimore City</i> , 2017 WL 5903709 (D. Md. Nov. 30, 2017)	9
<i>Knutsen v. Cloud</i> , 142 Idaho 148 (2005).....	3
<i>Lackey v. MWR Investigations, Inc.</i> , 2015 WL 132613 (D. Md. Jan. 8, 2015).....	6
<i>Ledvinka v. Ledvinka</i> , 154 Md. App. 420 (2003)	6
<i>Lloyd v. Gen. Motors Corp.</i> , 397 Md. 108 (2007)	7, 8
<i>Maple Flooring Mfrs.' Ass'n v. United States</i> , 268 U.S. 563 (1925).....	4
<i>MCB Woodberry Dev., LLC</i> , 253 Md. App. (2021)	9, 10
<i>McCormick v. Medtronic, Inc.</i> , 219 Md. App. 485 (2014)	6, 7, 8
<i>Merck-Medco Managed Care, Inc. v. Rite Aid Corp.</i> , 22 F. Supp. 2d 447 (D. Md. 1998).....	4
<i>Montgomery Cnty. v. Woodward & Lothrop, Inc.</i> , 280 Md. 686 (1977)	2
<i>Morgan v. Cohen</i> , 309 Md. 304 (1987)	3
<i>Needle v. White, Mindel, Clarke & Hill</i> , 81 Md. App. 463 (1990)	10
<i>Purdum v. Edwards</i> , 155 Md. 178 (1928)	1
<i>Robertson v. Sea Pines Real Estate Cos., Inc.</i> , 679 F.3d 278 (4th Cir. 2012)	6
<i>Samuels v. Tschechtelin</i> , 135 Md. App. 483 (2000)	5

<i>Silkworth v. Cedar Hill Cemetery, Inc.</i> , 95 Md. App. 741 (1993)	4
<i>Spangler v. Dan A. Sprosty Bag Co.</i> , 183 Md. 166 (1944)	6
<i>State v. Exxon Mobil Corp.</i> , 406 F. Supp. 3d 420 (D. Md. 2019)	6
<i>Thomas v. Nadel</i> , 427 Md. 441 (2012)	6
<i>United Mine Workers of Am. v. Pennington</i> , 381 U.S. 657 (1965)	10
<i>United States v. Philip Morris Inc.</i> , 304 F. Supp. 2d 60 (D.D.C. 2004)	10
<i>United States v. United Healthcare Ins. Co.</i> , 848 F.3d 1161 (9th Cir. 2016)	6
<i>Vantone Grp. Ltd. Liab. Co. v. Yangpu NGT Indus. Co.</i> , 2015 WL 4040882 (S.D.N.Y. July 2, 2015)	6
<i>Wells v. State</i> , 100 Md. App. 693 (1994)	5
Statutes	
Md. Code Ann., Com. Law § 13-301	7
Md. Code Ann., Cts. & Jud. Proc. § 5-807	9, 10
Rules	
Federal Rule of Civil Procedure 8	6
Federal Rule of Civil Procedure 9(b)	6, 7
Maryland Rule 2-303(b)	5
Maryland Rule 5-201	2, 3
Other Authorities	
2 Smolla & Nimmer on Freedom of Speech § 20:10 (2023)	9
William L. Prosser, <i>Joint Torts and Several Liability</i> , 25 Calif. L. Rev. 413 (1936)	2

The City states viable claims against Marathon Petroleum Corporation (“Marathon Petroleum Corp.”) and its subsidiary Speedway, LLC (together, “MPC”), as explained in the City’s opposition to Defendants’ joint motion to dismiss for failure to state a claim (“Opposition”). The arguments in MPC’s separate memorandum (“Motion”) change nothing. The City alleges not only that MPC failed to warn about the risks of its fossil fuel products, but also that others made affirmative representations that are attributable to MPC under a concert-of-action theory. MPC is wrong to ask the Court to ignore allegations that refer to MPC and other Defendants collectively because they acted in the same way. And although MPC invokes the particularity pleading doctrine, only the subset of the City’s MCPA claim that sounds in fraud needs to be pleaded with particularity, which it is. MPC’s dismissal arguments under Maryland’s Anti-SLAPP statute are meritless. The Court should deny MPC’s Motion or, alternatively, grant the City leave to amend.

I. The City States Claims Against MPC.

A. The City Alleges MPC’s Failure to Warn and Affirmative Misrepresentations.

MPC contends that all of the City’s claims fail because the Complaint does not describe specific misrepresentations by MPC. Mot. at 1–2, 4. That argument fails to appreciate that the City’s claims rest on *both* affirmative representations *and* simple failure to warn. The City specifically alleges that MPC sold fossil fuel products at Marathon and Speedway-branded gas stations in Maryland as they did elsewhere, *see* Compl. ¶ 27(h), while failing to adequately warn about its products’ climatic risks, *id.* ¶¶ 140–70, 295. This failure amply supports the City’s claims.

In addition to MPC’s failure to warn, the Complaint ties MPC to specific affirmative misrepresentations under a concert-of-action theory. That theory “recognize[s] joint and several liability for ‘true’ joint tortfeasors” that “act in concert,” *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005), including where persons “concur[] in making [a tortious] misrepresentation,” *Purdum v. Edwards*, 155 Md. 178 (1928). To define the theory, the Maryland Supreme Court

“repeatedly” has cited William Prosser’s scholarship, including for the rule that “[t]hose who actively participate in the wrongful act, by cooperation or request, or who lend aid, encouragement or countenance to the wrongdoer, or approval to his acts done for their benefit, are equally liable with him.” *Morgan*, 387 Md. at 178 (quoting Prosser, *Joint Torts and Several Liability*, 25 Calif. L. Rev. 413, 429–30 (1936)). “Express agreement is not necessary; all that is required is that there shall be a common design or understanding.” *Id.* (quoting Prosser, 25 Calif. L. Rev. at 430). That Court also has embraced Restatement (Second) of Torts (“Restatement”) § 876, which finds concert-of-action where a defendant “does a tortious act in concert with the other or pursuant to a common design with him” or “knows that the other’s conduct constitutes a breach of duty and gives substantial assistance or encouragement” nonetheless. *Morgan*, 387 Md. at 184–85.

Here, MPC acted in concert with other Defendants to spread disinformation, Compl. ¶¶ 147, 219, 242, 254, 275, including through its leadership in API, *id.* ¶ 31(a). As explained in the City’s opposition to Marathon Oil Corp. and Marathon Oil Co.’s separate memorandum in support of dismissal (“Marathon Oil Opposition”), executives from Marathon Oil Corp. and Marathon Oil Co. held leadership positions in API before MPC was spun off from those companies in 2011. Marathon Oil Opp. § I.B. Since MPC’s 2011 spin-off, Compl. ¶ 27(c), it has continued to engage in API’s activities through high leadership positions. According to MPC’s website, its former Chairman and CEO Gary Heminger served on API’s Board of Directors and Executive Committee,¹ and API’s judicially noticeable tax returns confirm Mr. Heminger served on API’s Board of Directors from at least 2012 to 2020, including as Finance Committee Chair from 2014

¹ Press Release, Marathon Petroleum Corp., Gary R. Heminger Announces Plan to Retire from Marathon Petroleum in 2020 After 45 Years (Oct. 31, 2019), <https://perma.cc/2AF3-2UYM>. The City requests judicial notice of the fact that Mr. Heminger, MPC’s former CEO and Chairman, served on API’s Board of Directors and Executive Committee. This fact is not subject to reasonable dispute because it is listed on MPC’s own website, a source whose accuracy MPC cannot reasonably question. See Md. Rule 5-201; see also *Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006) (noticeable adjudicative facts include “facts about the parties and their activities, businesses and properties” (quoting *Montgomery Cnty. v. Woodward & Lothrop, Inc.*, 280 Md. 686, 712 (1977))).

to 2015.² API has played a vital role in Defendants’ deception campaign. *Id.* ¶¶ 31, 154, 158–59, 162–67. For example, in 1996, API “published an extensive report . . . warning against concern over [] buildup” of greenhouse gases “and any need to curb consumption” of fossil fuels, and denying human-caused climate change. *Id.* ¶ 154. API also developed a multi-million-dollar communication plan that aimed to convince “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶ 158. And API funded junk climate science to undermine the public’s understanding of the link between fossil fuel products and climate change. *Id.* ¶ 162.

MPC tries to avoid concert-of-action liability by arguing the City must allege the elements of agency to attribute API’s and other Defendants’ conduct to MPC. Mot. at 5. But Maryland courts have not conflated concert-of-action with agency. *See Morgan*, 387 Md. at 184–85; *Morgan v. Cohen*, 309 Md. 304, 310–12 (1987). The doctrines are different: agency requires an agent under a principal’s control, but “persons acting in concert are not necessarily subject to another’s control.” *Knutsen v. Cloud*, 142 Idaho 148, 151 (2005) (addressing similar Idaho law). In any event, the City alleges agency. “[A]n agency relationship can be . . . infer[red] from the acts of the agent and principal,” and the existence of agency “is ordinarily a question of fact” that is ill-suited

² The City similarly requests that the Court take judicial notice of these facts about Mr. Heminger’s service on API’s Board of Directors and Finance Committee, based on Forms 990 that API submitted to the IRS. These are properly noticeable adjudicative facts because they are “capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned,” Md. Rule 5-201, *i.e.*, API’s own submissions to the IRS. *See Am. Petroleum Inst.*, *Form 990* at 14 (2012) (relevant excerpts attached as Ex. 1), https://projects.propublica.org/nonprofits/display_990/130433430/2013_12_EO%2F13-0433430_990O_201212; *Form 990* at 7 (2013) (relevant excerpts attached as Ex. 2), <https://projects.propublica.org/nonprofits/organizations/130433430/201423189349305017/full>; *Form 990* at 7 (2014) (relevant excerpts attached as Ex. 3), <https://projects.propublica.org/nonprofits/organizations/130433430/201503179349307295/full>; *Form 990* at 16 (2015) (relevant excerpts attached as Ex. 4), https://apps.irs.gov/pub/epostcard/cor/130433430_201512_990O_2017040714261686.pdf; *Form 990* at 19 (2016) (relevant excerpts attached as Ex. 5), https://apps.irs.gov/pub/epostcard/cor/130433430_201612_990O_2018011115111922.pdf; *Form 990* at 19 (2017) (relevant excerpts attached as Ex. 6), https://apps.irs.gov/pub/epostcard/cor/130433430_201712_990O_2019022516126496.pdf; *Form 990* at 19 (2018) (relevant excerpts attached as Ex. 7), https://apps.irs.gov/pub/epostcard/cor/130433430_201812_990O_2020011717044301.pdf; *Form 990* at 7 (2019) (relevant excerpts attached as Ex. 8), <https://projects.propublica.org/nonprofits/organizations/130433430/202023219349305147/full>; *Form 990* at 21 (2020) (relevant excerpts attached as Ex. 9), https://apps.irs.gov/pub/epostcard/cor/130433430_202012_990O_2022102720604032.pdf.

for early resolution. *Green v. H & R Block, Inc.*, 355 Md. 488, 503–04 (1999); see *Copiers Typewriters Calculators, Inc. v. Toshiba Corp.*, 576 F. Supp. 312, 324 (D. Md. 1983) (existence of agency relationship is “for the trier of fact”). Maryland courts have identified “three characteristics” that tend to show an agency relationship: “(1) the agent’s power to alter the legal relations of the principal; (2) the agent’s duty to act primarily for the benefit of the principal; and (3) the principal’s right to control the agent.” *Green*, 355 Md. at 503. Contrary to MPC’s view, these factors are “neither exclusive nor conclusive.” *Id.* at 506. Rather, agency turns on whether there is a “fiduciary relation which results from the manifestation of [mutual] consent” by the principal and agent, such that the agent “shall act on [the principal’s] behalf and subject to [the principal’s control].” *Id.* at 503. This consent may occur expressly or through acts. *Id.* Here, the City’s allegations easily support an inference of mutual consent for MPC and its predecessors to control API so that API would make misrepresentations to advance their interests.

Otherwise, MPC refers to the unremarkable proposition that its mere membership in a lawful trade organization does not prove its participation in others’ wrongful acts. Mot. at 3–4. If anything, MPC’s citations only underscore that its membership in API and other groups *can* give rise to liability if MPC and the group together undertook unlawful conduct.³ Here, the City alleges that the very purpose and nature of API was to advance a shared goal of spreading deception.⁴

³ *Maple Flooring Mfrs.’ Ass’n v. United States*, 268 U.S. 563, 585 (1925) (“gather[ing] and disseminat[ion]” of market data by a trade association “may be the basis of agreement or concerted action” for anticompetitive conduct); *Merck-Medco Managed Care, Inc. v. Rite Aid Corp.*, 22 F. Supp. 2d 447, 472 (D. Md. 1998) (on summary judgment, looking for “evidence that the defendants used the trade association, or the otherwise legitimate meetings, as a vehicle for organiz[ed]” activity); cf. *Silkworth v. Cedar Hill Cemetery, Inc.*, 95 Md. App. 741, at *4–5 (1993) (per curiam) (unreported by West’s Atlantic Reporter) (similarity of trade practices and membership in common association insufficient to establish conspiracy to restrain trade).

⁴ Cf. *In re Turkey Antitrust Litig.*, 642 F. Supp. 3d 711, 727 (N.D. Ill. 2022) (“Although opportunities to cooperate in trade associations are not ipso facto evidence of a conspiracy, when one considers them in the broader context, evidence of these opportunities plausibly helps to fill-out the picture of an alleged conspiracy.” (cleaned up)); *Grasso Enters., LLC v. Express Scripts, Inc.*, 2017 WL 365434, at *4 (E.D. Mo. Jan. 25, 2017) (finding that “[i]n combination with . . . [various] circumstantial elements, Defendants’ and their co-conspirators’ joint involvement in a trade association supports an inference of a conspiracy,” and noting that “[m]embership and participation in a trade group . . . provides opportunities to conspire” (cleaned up)).

B. The City Permissibly Relies on Collective Allegations, or “Group Pleading.”

Instead of showing that the City does not satisfy the ordinary pleading standard, MPC tries to elevate the standard by asserting that the City may not use collective allegations that refer to multiple Defendants together because they acted in the same way. Mot. at 1–5. MPC is wrong to posit that Maryland courts have proscribed such allegations, whether under an ordinary or heightened pleading standard.⁵ Rather, the City’s use of the term “Defendants” is unremarkable because Defendants acted in concert and in similar ways. The City’s use of the term “Marathon” to refer to Marathon Petroleum Corp., Speedway LLC, Marathon Oil Co., and Marathon Oil Corp. is only natural. Marathon Petroleum Corp. fully owns and tightly controls Speedway, which acts on the former’s behalf and subject to its control. Compl. ¶ 27(e)–(f). Marathon Petroleum Corp. was spun off from Marathon Oil Corp. as recently as 2011, *id.* ¶ 27(c), and Marathon Oil Co. was Marathon Petroleum Corp.’s and Marathon Oil Corp.’s common ancestor, *id.* ¶ 27(a). Put simply, the Marathon entities were closely knit for most of the time period relevant to the City’s claims.

What’s more, the City’s collective allegations comport with Maryland pleading principles. The Maryland Supreme Court has rejected technical pleading and required that “a pleading shall be simple, concise, and direct” and “shall contain only such statements of fact as may be necessary to show the pleader’s entitlement to relief.” Md. Rule 2-303(b). The City’s Complaint, including its collective allegations, maintains brevity while meeting the purposes of pleading: “(1) it provides

⁵ None of MPC’s cited cases proscribes group pleading. Mot. at 2–5 (citing *Bobo v. State*, 346 Md. 706, 709 (1997) (observing in dicta that “when a pleading is doubtful and ambiguous, it will be construed . . . against the pleader”); *Keyser v. Richards*, 130 A. 41, 44 (Md. 1925) (dismissing claims due to insufficient allegations regarding “joint participation in the alleged wrong committed”); *Heritage Harbour, L.L.C. v. John J. Reynolds, Inc.*, 143 Md. App. 698, 711 (2002) (dismissal upheld where complaint lacked “any mention of” eight of twenty defendants, and the only allegation that could possibly pertain to those eight defendants was that all twenty “we[re] developers, architects and/or contractors who participated in the design, construction, evaluation and/or repair of” defective buildings); *Samuels v. Tschechtelin*, 135 Md. App. 483, 496, 528–29 (2000) (affirming dismissal of claims against individual university trustees where there were no allegations showing their involvement in the plaintiff’s allegedly wrongful termination); *Wells v. State*, 100 Md. App. 693, 703–04 (1994) (to assess whether plaintiff pleaded a wanton or willful state of mind for multiple defendants, “examin[ing] what each is charged with doing or failing to do,” and finding the thin allegations insufficient); *Haley v. Corcoran*, 659 F. Supp. 2d 714, 724 (D. Md. 2009) (under the federal particularity pleading standard, noting a plaintiff must “specify each defendant’s participation in the alleged fraud”)).

notice to the parties as to the nature of the claim or defense; (2) it states the facts upon which the claim or defense allegedly exists; (3) it defines the boundaries of litigation; and (4) it provides for the speedy resolution of frivolous claims.” *Ledvinka v. Ledvinka*, 154 Md. App. 420, 429 (2003).⁶

Consonantly, federal courts in Maryland and elsewhere often have embraced collective allegations.⁷ Maryland federal courts have been especially receptive of such allegations where the alleged wrongful conduct is such that the plaintiff has only limited “available information” without discovery, *CASA de Md., Inc. v. Arbor Realty Tr., Inc.*, 2022 WL 4080320, at *4 (D. Md. Sept. 6, 2022) (quotations omitted),⁸ as is the case here given Defendants’ concealment of their deception, see Compl. ¶¶ 31, 166–67. In fact, federal courts have recognized that group pleading can satisfy even heightened pleading requirements like Federal Rule of Civil Procedure 9(b)’s. See *United States v. United Healthcare Ins. Co.*, 848 F.3d 1161, 1184 (9th Cir. 2016).

C. MPC Misrepresents Particularity Pleading, Which the City Satisfies Anyway.

1. Particularity Pleading Applies to Only Part of the City’s MCPA Claim.

Maryland’s particularity pleading requirement for fraud is a “judge-made gloss on the general rules of pleading.” *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 528 (2014). It applies only where a plaintiff seeks “relief on the ground of fraud,” *Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotations omitted), meaning fraud is “[t]he basis of . . . the relief sought,” *Spangler v.*

⁶ See also *Frazier v. U.S. Bank N.A.*, 2013 WL 1337263, at *3 (N.D. Ill. Mar. 29, 2013) (“Although Plaintiff refers to [defendants] collectively, Plaintiff has provided sufficient factual detail about the nature of his allegations and about each defendant to provide fair notice of his claims.”).

⁷ See, e.g., *Crowe v. Coleman*, 113 F.3d 1536, 1539 (11th Cir. 1997) (“When multiple defendants are named . . . , the allegations can be and usually are to be read in such a way that each defendant is having the allegation made about him individually.”); *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 476 (D. Md. 2019) (collective allegations “provide[d] defendants with fair notice of the claims . . . and the grounds upon which they rest” (cleaned up)); *Chevron U.S.A. Inc. v. Apex Oil Co.*, 113 F. Supp. 3d 807, 815 n.1 (D. Md. 2015) (collecting cases showing “[n]othing in [Federal Rule of Civil Procedure] 8,” the general pleading rule, “prohibits collectively referring to multiple defendants where the complaint alerts defendants that identical claims are asserted against each defendant” (quoting *Vantone Grp. Ltd. Liab. Co. v. Yangpu NGT Indus. Co.*, 2015 WL 4040882, at *3 (S.D.N.Y. July 2, 2015))); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at *2–3 (D. Md. Jan. 8, 2015) (explaining “presum[ption] that all allegations made against the defendants collectively applied equally to the individual defendant” and noting that “[o]n numerous occasions . . . this Court has found [] collective allegations . . . sufficient” (collecting cases)).

⁸ See also *Robertson v. Sea Pines Real Estate Cos., Inc.*, 679 F.3d 278, 291 (4th Cir. 2012) (“The requirement of nonconclusory factual detail at the pleading stage is tempered by the recognition that a plaintiff may only have so much information at his disposal at the outset.”).

Dan A. Sprosty Bag Co., 183 Md. 166, 173 (1944).⁹ MPC is thus wrong to suggest that particularity pleading applies to the City’s tort claims, which do not include fraud as an element. *See* Mot. at 4–5. As for the City’s MCPA claim, Maryland courts have applied particularity pleading to MCPA claims *only* to the extent they rely on Md. Code Ann., Com. Law § 13-301(9) and thus “replicate[] common-law fraud.” *See McCormick*, 219 Md. App. at 529. Here, the City alleges *non-fraudulent* MCPA violations under Md. Code Ann., Com. Law § 13-301(1) and (3) based on MPC’s representations and omissions that had the effect, capacity, or tendency to deceive, and fraudulent violations under § 13-301(9) based on MPC’s deception with the *specific intent* to induce consumer reliance.¹⁰ Only the latter is subject to particularity pleading.

2. Particularity Pleading Is Met for the City’s § 13-301(9) MCPA Claim.

The City amply pleads its MCPA claim based on § 13-301(9) by exhaustively describing the multi-decade deception and concealment campaign in which MPC participated. *Lloyd v. General Motors Corp.*, 397 Md. 108, 150–54 (2007), similarly involved an MCPA claim alleging automakers’ multi-decade effort to fraudulently conceal a product danger. *Id.* The Maryland Supreme Court found particularity pleading satisfied because plaintiffs alleged that defendants “ha[d] known the risk of injury,” provided “facts that support that assertion,” and alleged that defendants had “engaged in a 30-year cover-up.” *Id.* at 153 & n.21. The court did not require greater precision. The City’s allegations here are more robust than those in *Lloyd*.

MPC’s contrary arguments mostly reprise its failed arguments against collective

⁹ Maryland’s judge-made particularity requirement thus differs from Federal Rule of Civil Procedure 9(b)’s analogous requirement, which some courts have interpreted as reaching beyond claims that require showing fraud as an element. *E.g.*, *Cozzarelli v. Inspire Pharms. Inc.*, 549 F.3d 618, 629 (4th Cir. 2008). MPC’s citations to Rule 9(b) case law are thus impertinent. Mot. at 3, 5–6 (citing *Giannaris v. Cheng*, 219 F. Supp. 2d 687 (D. Md. 2002); *Kantsevov v. LumenR LLC*, 301 F. Supp. 3d 577 (D. Md. 2018); *Adams v. NVR Homes, Inc.*, 193 F.R.D. 243 (D. Md. 2000)).

¹⁰ Although the Complaint expressly refers only to §§ 13-301(1) and 13-301(9), *see* Compl. ¶ 292, the City also states a violation of § 13-301(3) by alleging the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that MPC and other Defendants failed to warn of their products’ climatic risks while marketing and selling those products, *see id.* ¶¶ 141–70, 241, 274, which has deceived consumers, *id.* ¶ 170.

allegations. Moreover, MPC’s reliance on the Appellate Court’s decision in *McCormick*, 219 Md. App. 485, fails. *First*, *McCormick* involved only allegations of a fraudulent, affirmative misrepresentation. 219 Md. App. at 528 (“defendants intended to induce physicians . . . to rely on [certain] alleged misrepresentations”). By contrast, the City—like the *Lloyd* plaintiffs, 397 Md. at 153–54—also alleges fraudulent omissions. Compl. ¶¶ 141–70, 295–96. So, MPC’s emphasis of *McCormick*’s requirement to specify “who made what false statement, when, and in what manner,” Mot. at 6 (quoting *McCormick*, 219 Md. App. at 528), simply does not fit the City’s case. *Second*, the City’s allegations here are far more detailed than those in *McCormick*, where the plaintiff only “vague[ly] reference[d]” misrepresentations. *See* 219 Md. at 528. The City shows “who made what false statement, when, and in what manner . . . ; why the statement is false; and why a finder of fact would have reason to conclude that the defendant acted with scienter . . . and with the intention to [induce reliance].” *See id.* As discussed, the City specifies how MPC—including in concert with API and others—made knowingly false statements. *See supra* Section I.A. These statements successfully increased consumer demand for fossil fuels and caused injuries to the City.¹¹

II. MPC’s Anti-SLAPP Arguments Are Meritless.

MPC’s Anti-SLAPP arguments are meritless for the same reasons stated in the City’s opposition to Chevron’s Anti-SLAPP motion (“Anti-SLAPP Opposition”), which the City incorporates by this reference. Maryland’s Anti-SLAPP statute requires a defendant to meet four

¹¹ The other cases MPC cites in its particularity pleading argument change nothing because the City’s allegations are much more robust than the allegations in those cases. Mot. at 6; *see supra* n.5 (addressing those cases).

MPC also cites *Lloyd*, 397 Md. at 143, and *Green v. Wells Fargo Bank, N.A.*, 927 F. Supp. 2d 244, 253 (D. Md. 2013), to argue that M CPA claims require the City to allege reliance on a specific “misrepresentation.” Mot. at 7. However, the passages MPC cites did not discuss concealment or omissions. *Green* expressly noted that “[i]n cases involving concealment or omissions of material facts,” particularity pleading “will likely take a different form,” and “an omission likely cannot be described in terms of the time, place, and contents of the misrepresentation or the identity of the person making the misrepresentation.” 927 F. Supp. 2d at 249 (cleaned up). And here, the Complaint describes in detail the climate-related injuries and resulting costs the City has suffered as a result of its and other consumers’ reliance on Defendants’ misconduct. *See* Compl. ¶¶ 59–102, 170, 190–217, 298; Opp. at Part IV.DC.5.

“statutory thresholds.”¹² *MCB Woodberry Dev., LLC v. Council of Owners of Millrace Condo., Inc.*, 253 Md. App. 279, 297 (2021). A defendant also must demonstrate it “lack[ed] . . . constitutional malice in making the communications at issue.” *Id.* at 312. The court must accept the plaintiff’s allegations and “draw all reasonable inferences” in the plaintiff’s favor. *Id.* at 296.

First, MPC flunks three of the requirements because the City does not seek to hold MPC liable for “protected communications.” *Id.* at 297. MPC’s liability rests on “false, deceptive, or misleading” commercial speech that is constitutionally unprotected. *Bolger v. Youngs Drug Prods. Corp.*, 463 U.S. 60, 64, 69 (1983). The Complaint makes clear that MPC is liable for failing to warn, *e.g.*, Compl. ¶¶ 237–248, and for engaging in “concerted public relations campaign[s] to cast doubt on the science connecting global climate change to fossil fuel[s]” in order to “influence consumers to continue using [its] fossil fuel products,” *id.* ¶ 147. MPC’s activities were commercial because they “focused on concealing, discrediting, [and] misrepresenting information that tended to support restricting consumption of [MPC’s] fossil fuel products.” *Id.* ¶ 146. To the extent MPC hypothesizes that its speech was protected because it involved matters of public concern, Mot. at 8–9, MPC ignores that speech can “constitute commercial speech notwithstanding . . . that [it] contain[s] discussions of important public issues,” *Bolger*, 463 U.S. at 67–68.¹³

Second, MPC hardly tries to show that the City’s suit is brought in bad faith or with intent to inhibit MPC’s rights. Because granting an Anti-SLAPP motion requires the Court to “rule definitively” that a lawsuit “is a SLAPP suit,” “bare allegations” of bad faith or improper motive without evidence cannot support dismissal on the pleadings. *Knox v. Mayor & City Council of*

¹² The defendant must prove that the lawsuit is “1) brought in bad faith, 2) brought against a party who has made protected communications to a government body or the public on a matter within the authority of government body or on an issue of public concern, 3) materially related to the protected communications, and 4) intended to inhibit or to have inhibited the making of those protected communications.” *MCB Woodberry Dev., LLC*, 253 Md. App. at 297 (emphasis removed). See Md. Code Ann., Cts. & Jud. Proc. § 5-807(b).

¹³ If the Court harbors any doubt that MPC engaged in unprotected commercial speech, it should permit the City’s claims to proceed to discovery because the commercial speech inquiry “will often be deeply fact-intensive and fact-driven.” 2 Smolla & Nimmer on Freedom of Speech § 20:10 (2023).

Baltimore City, 2017 WL 5903709, at *11 (D. Md. Nov. 30, 2017). Here, MPC asserts the City acted with bad faith or improper motive because: the City seeks abatement of climate-induced public nuisance conditions; the City does not (according to MPC) state a claim; and Baltimore’s port has handled fossil fuels. Mot. at 9–10. MPC’s thin arguments do not show an improper motive by the City, much less the “egregious behavior” needed to find bad faith. *Needle v. White, Mindel, Clarke & Hill*, 81 Md. App. 463, 474 (1990). Rather, the City sincerely pursues its claims so that MPC—which profited at the City’s expense—“bear[s] the costs” of its misconduct. Compl. ¶ 12.

Third, MPC does not even try to prove that its communications were made “without constitutional malice.” Md. Code Ann., Cts. & Jud. Proc. § 5-807(c). Instead, MPC tries to shift the burden onto the City to *prove* malice, Mot. at 10, notwithstanding the Appellate Court’s decision in *MCB Woodberry*, which requires MPC to show it acted “without constitutional malice.” 253 Md. App. at 312. In any event, the City alleges MPC’s malice because MPC deceived and failed to warn notwithstanding its advanced knowledge of the catastrophic dangers that the use of its fossil fuel products poses to communities like Baltimore. *See* Compl. ¶¶ 103–40.

Finally, MPC’s reliance on *Noerr-Pennington* changes nothing. Mot. at 10. That doctrine applies “only to what may fairly be described as *petitions*.” *Freeman v. Lasky, Haas & Cohler*, 410 F.3d 1180, 1184 (9th Cir. 2005). Because MPC’s relevant activities “[we]re in essence commercial activities,” MPC is not immune. *Allied Tube & Conduit Corp. v. Indian Head, Inc.*, 486 U.S. 492, 507 (1988). Also, the Court should not resolve the “fact-intensive inquiry” of what constitutes petitioning on mere pleadings. *United States v. Philip Morris Inc.*, 304 F. Supp. 2d 60, 73 (D.D.C. 2004); *see also United Mine Workers of Am. v. Pennington*, 381 U.S. 657, 670 & n.3 (1965) (petitioning activity may be used as evidence supporting, but not as a basis for, liability).

Dated: December 12, 2023

Respectfully submitted,

EBONY M. THOMPSON
(CPF No. 1312190231)
Acting City Solicitor

/s/ Sara Gross *Sara Gross up/AB*
Sara Gross (CPF No. 412140305)
Chief, Affirmative Litigation Division
BALTIMORE CITY LAW DEPT.
100 N. Holliday Street, Suite 109
Baltimore, MD 21202
Tel: (410) 396-3947
Email: sara.gross@baltimorecity.gov

Victor M. Sher (*pro hac vice*)
Matthew K. Edling (*pro hac vice*)
Corrie J. Yackulic (*pro hac vice*)
Stephanie D. Biehl (*pro hac vice*)
Martin D. Quiñones (*pro hac vice*)
Katie H. Jones (*pro hac vice*)
SHER EDLING LLP
100 Montgomery St., Ste. 1410
San Francisco, CA 94104
Tel: (628) 231-2500
Fax: (628) 231-2929
Email: vic@sheredling.com
matt@sheredling.com
corrie@sheredling.com
stephanie@sheredling.com
marty@sheredling.com
katie@sheredling.com

*Attorneys for Plaintiff the Mayor and City Council
of Baltimore*

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of December 2023, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendants Marathon Petroleum Corporation's and Speedway LLC's Motion to Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling

Matthew K. Edling

RECEIVED

2023 DEC 12 PM 1:54

CIVIL DIVISION

EXHIBIT 1

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable:

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

AMERICAN PETROLEUM INSTITUTE

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1220 L STREET NW

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20005

F Name and address of principal officer

JACK N GERARD
1220 L STREET NW
WASHINGTON, DC 20005

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 281,860,272

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☒ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.API.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1919 **M** State of legal domicile DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INFLUENCE PUBLIC POLICY IN SUPPORT OF A STRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO MEET THE ENERGY NEEDS OF CONSUMERS IN AN EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER		
	2 Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	44
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	40
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	274
Revenue	6 Total number of volunteers (estimate if necessary)	6	6,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	7,570,490
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	549,878
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
Expenses	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	204,263,445	225,071,326
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,314,527	2,605,054
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,185,467	10,231,932
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	215,763,439	237,908,312
	14 Benefits paid to or for members (Part IX, column (A), line 4)	3,621,457	7,104,446
Net Assets or Fund Balances	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	41,623,516	44,892,339
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0	0	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	161,633,954	183,445,281
	18 Total expenses—add lines 13-17 (must equal Part IX, column (A), line 25)	206,878,927	235,442,066
Net Assets or Fund Balances	19 Revenue less expenses—subtract line 18 from line 12	8,884,512	2,466,246
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	128,273,933	134,168,724
22 Net assets or fund balances—subtract line 21 from line 20	101,926,506	102,434,961	
		26,347,427	31,733,763

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

JACK N GERARD, PRESIDENT AND CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name
DEBORAH G KOSNETT

Firm's name ▶ YATE AND TRYON

Firm's address ▶ 2021 L STREET NW SUITE 400
WASHINGTON, DC 20036

May the IRS discuss this return with the preparer shown above? (see instructions)

Additional Data

Software ID:
Software Version:
EIN: 13-0433430
Name: AMERICAN PETROLEUM INSTITUTE

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
NABEEL M AMUDI BOARD MEMBER	50	X						0	0	0
ALAN S ARMSTRONG BOARD MEMBER	50	X						0	0	0
MORTEN ARNTZEN BOARD MEMBER	50	X						0	0	0
JOHN BANNERMAN BOARD MEMBER	50	X						0	0	0
JOSEPH BRYANT BOARD MEMBER	50	X						0	0	0
CLARENCE P CAZALOT JR BOARD MEMBER	50	X						0	0	0
STEPHEN I CHAZEN BOARD MEMBER & TREASURER	50	X		X				0	0	0
CHADWICK C DEATON BOARD MEMBER	50	X						0	0	0
PETER EVENSEN BOARD MEMBER	50	X						0	0	0
G STEVEN FARRIS BOARD MEMBER	50	X						0	0	0
TIMOTHY C FELT BOARD MEMBER	50	X						0	0	0
GREG C GARLAND BOARD MEMBER	50	X						0	0	0
JOHN T GREMP BOARD MEMBER	50	X						0	0	0
JAMES T HACKETT BOARD MEMBER	50	X						0	0	0
GARY R HEMINGER BOARD MEMBER	50	X						0	0	0
JOHN B HESS BOARD MEMBER	50	X						0	0	0
PAUL L HOWES BOARD MEMBER	50	X						0	0	0
W HERBERT HUNT BOARD MEMBER	50	X						0	0	0
RAY L HUNT BOARD MEMBER	50	X						0	0	0
JAMES F JUSTISS JR BOARD MEMBER	50	X						0	0	0
RYAN M LANCE BOARD MEMBER	50	X						0	0	0
VIRGINIA GIGI B LAZENBY BOARD MEMBER	50	X						0	0	0
DAVID J LESAR BOARD MEMBER	50	X						0	0	0
BILL MALONEY BOARD MEMBER	50	X						0	0	0
DOUGLAS R MATTHEWS BOARD MEMBER	50	X						0	0	0

EXHIBIT 2

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AMERICAN PETROLEUM INSTITUTE		D Employer identification number 13-0433430
	Doing Business As		E Telephone number (202) 682-8000
	Number and street (or P.O. box if mail is not delivered to street address) 1220 L STREET NW	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20005		
F Name and address of principal officer JACK N GERARD 1220 L STREET NW WASHINGTON, DC 20005		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(6) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.API.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1919 M State of legal domicile DC	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INFLUENCE PUBLIC POLICY IN SUPPORT OF A STRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO MEET THE ENERGY NEEDS OF CONSUMERS IN AN EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER																										
	2 Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets																										
	3 Number of voting members of the governing body (Part VI, line 1a) 3 44																										
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 42																										
Revenue	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 297																										
	6 Total number of volunteers (estimate if necessary) 6 6,000																										
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 8,913,904																										
	b Net unrelated business taxable income from Form 990-T, line 34 7b 845,506																										
	<table border="1"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td>0</td> <td>0</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td>225,071,326</td> <td>210,719,378</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td>2,605,054</td> <td>1,629,431</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td>10,231,932</td> <td>13,121,592</td> </tr> <tr> <td>12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td>237,908,312</td> <td>225,470,401</td> </tr> </tbody> </table>				Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	0	0	9 Program service revenue (Part VIII, line 2g)	225,071,326	210,719,378	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,605,054	1,629,431	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,231,932	13,121,592	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	237,908,312	225,470,401						
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Expenses	<table border="1"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td> <td>7,104,446</td> <td>5,534,317</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td>0</td> <td>0</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td> <td>44,892,339</td> <td>49,098,453</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0</td> <td></td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td> <td>183,445,281</td> <td>183,272,590</td> </tr> <tr> <td>18 Total expenses—Add lines 13–17 (must equal Part IX, column (A), line 25)</td> <td>235,442,066</td> <td>237,905,360</td> </tr> <tr> <td>19 Revenue less expenses—Subtract line 18 from line 12</td> <td>2,466,246</td> <td>-12,434,959</td> </tr> </tbody> </table>			13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	7,104,446	5,534,317	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	44,892,339	49,098,453	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0			17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	183,445,281	183,272,590	18 Total expenses—Add lines 13–17 (must equal Part IX, column (A), line 25)	235,442,066	237,905,360	19 Revenue less expenses—Subtract line 18 from line 12	2,466,246	-12,434,959
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22 Net assets or fund balances—Subtract line 21 from line 20	31,733,763	32,721,302																									

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer JACK N GERARD PRESIDENT AND CEO Type or print name and title	
	Print/Type preparer's name DEBORAH G KOSNETT	Preparer's signature
Paid Preparer Use Only	Firm's name ▶ TATE AND TRYON	
	Firm's address ▶ 2021 L STREET NW SUITE 400 WASHINGTON, DC 20036	

May the IRS discuss this return with the preparer shown above? (see instructions)

EXHIBIT 3

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014

- B** Check if applicable:
- ☐ Address change
 - ☐ Name change
 - ☐ Initial return
 - ☐ Final return/terminated
 - ☐ Amended return
 - ☐ Application pending

C Name of organization
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1220 L STREET NW

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20005

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 289,861,320

F Name and address of principal officer
JACK N GERARD
1220 L STREET NW
WASHINGTON, DC 20005

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

I Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.API.ORG

H(c) Group exemption number

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1919

M State of legal domicile DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INFLUENCE PUBLIC POLICY IN SUPPORT OF A STRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO MEET THE ENERGY NEEDS OF CONSUMERS IN AN EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER		
	2 Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	48
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	47
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	297
	6 Total number of volunteers (estimate if necessary)	6	6,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	9,318,744
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	840,073
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	210,719,378	218,289,099
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,629,431	289,947
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	13,121,592	14,333,983
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	225,470,401	232,913,029
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,534,317	5,879,574
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	49,098,453	52,226,004
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ⁰		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	183,272,590	186,169,501
	18 Total expenses—add lines 13-17 (must equal Part IX, column (A), line 25)	237,905,360	244,275,079
	19 Revenue less expenses—subtract line 18 from line 12	-12,434,959	-11,362,050
Not Assets of Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	120,286,655	115,144,135
	22 Net assets or fund balances—subtract line 21 from line 20	87,565,353	124,019,063
		32,721,302	-8,874,928

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	2015-11-13			
	JACK N GERARD, PRESIDENT AND CEO	Date			
Paid Preparer Use Only	Print/Type preparer's name DEBORAH G KOSNETT	Preparer's signature DEBORAH G KOSNETT	Date	Check <input type="checkbox"/> if self-employed	PTIN P00290720
	Firm's name	TATE AND TRYON		Firm's EIN	52-1855942
	Firm's address	2021 L STREET NW SUITE 400		Phone no.	(202) 293-2200
	WASHINGTON, DC 20036				

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2014)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KHALID S ALNAJI BOARD MEMBER	0 50 0 00	X						0	0	0
(1) ALAN S ARMSTRONG BOARD MEMBER	0 50 0 00	X						0	0	0
(2) JOHN BANNERMAN BOARD MEMBER	0 50 0 00	X						0	0	0
(3) JOSEPH BRYANT BOARD MEMBER	0 50 0 00	X						0	0	0
(4) THOMAS BURKE BOARD MEMBER	0 50 0 00	X						0	0	0
(5) STEPHEN I CHAZEN CHAIRMAN OF THE BOARD	0 50 0 00	X		X				0	0	0
(6) MARTIN S CRAIGHEAD BOARD MEMBER	0 50 0 00	X						0	0	0
(7) TIM J CUTT BOARD MEMBER	0 50 0 00	X						0	0	0
(8) RICARDO DARRE BOARD MEMBER	0 50 0 00	X						0	0	0
(9) PETER EVENSEN BOARD MEMBER	0 50 0 00	X						0	0	0
(10) DAVID FANTA BOARD MEMBER	0 50 0 00	X						0	0	0
(11) G STEVEN FARRIS BOARD MEMBER	0 50 0 00	X						0	0	0
(12) TIMOTHY C FELT BOARD MEMBER	0 50 0 00	X						0	0	0
(13) GREG C GARLAND BOARD MEMBER	0 50 0 00	X						0	0	0
(14) JOHN T GREMP BOARD MEMBER	0 50 0 00	X						0	0	0
(15) GARY R HEMINGER BOARD MEMBER & CHAIR FIN CMTE	0 50 0 00	X		X				0	0	0
(16) JOHN B HESS BOARD MEMBER	0 50 0 00	X						0	0	0
(17) PAUL L HOWES BOARD MEMBER	0 50 0 00	X						0	0	0
(18) RAY L HUNT BOARD MEMBER	0 50 0 00	X						0	0	0
(19) W HERBERT HUNT BOARD MEMBER	0 50 0 00	X						0	0	0
(20) ROGER JENKINS BOARD MEMBER	0 50 0 00	X						0	0	0
(21) TRACY W KROHN BOARD MEMBER	0 50 0 00	X						0	0	0
(22) RYAN M LANCE BOARD MEMBER	0 50 0 00	X						0	0	0
(23) ROBERT DOUG LAWLER BOARD MEMBER	0 50 0 00	X						0	0	0
(24) VIRGINIA GIGI B LAZENBY BOARD MEMBER	0 50 0 00	X						0	0	0

EXHIBIT 4

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2015

Open to Public Inspection

A For the 2015 calendar year, or tax year beginning 01-01-2015, and ending 12-31-2015

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1220 L STREET NW

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20005

F Name and address of principal officer
**JACK N GERARD
1220 L STREET NW
WASHINGTON, DC 20005**

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ **284,976,328**

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c)(6) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: **www.api.org**

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation **1919**

M State of legal domicile **DC**

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
THE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INFLUENCE PUBLIC POLICY IN SUPPORT OF A STRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO MEET THE ENERGY NEEDS OF CONSUMERS IN AN EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	46
4	Number of independent voting members of the governing body (Part VI, line 1b)	45
5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	311
6	Total number of volunteers (estimate if necessary)	6,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	11,000,271
7b	Net unrelated business taxable income from Form 990-T, line 34	901,122

Revenue

	Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0
9	Program service revenue (Part VIII, line 2g)	218,289,099
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	289,947
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	14,333,983
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	232,913,029

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,879,574	6,193,088
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	52,226,004	54,932,364
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	186,169,501	189,213,934
18	Total expenses—add lines 13-17 (must equal Part IX, column (A), line 25)	244,275,079	250,339,386
19	Revenue less expenses—subtract line 18 from line 12	-11,362,050	-34,086,282

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	115,144,135
21	Total liabilities (Part X, line 26)	124,019,063
22	Net assets or fund balances—subtract line 21 from line 20	-8,874,928

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer **JACK N GERARD, PRESIDENT AND CEO**
Date **2016-11-15**

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name **Deborah G Kosnett** Preparer's signature **Deborah G Kosnett** Date **2016-11-11** Check ☐ if self-employed PTIN **P00290720**
Firm's name ▶ **Tate and Tryon** Firm's EIN ▶ **52-1855942**
Firm's address ▶ **2021 L Street NW Suite 400** Phone no. **(202) 293-2200**
Washington, DC 20036

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form **990** (2015)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
John T Grempp Board Member	0 50 0 00	X					0	0	0
David W Grzebinski Board Member	0 50 0 00	X					0	0	0
Gary R Heminger Board Member & Chair Fin Cmte	0 50 0 00	X		X			0	0	0
John B Hess Board Member	0 50 0 00	X					0	0	0
Paul L Howes Board Member	0 50 0 00	X					0	0	0
W Herbert Hunt Board Member	0 50 0 00	X					0	0	0
Roger Jenkins Board Member	0 50 0 00	X					0	0	0
Paal Kibsgaard Board Member	0 50 0 00	X					0	0	0
Tracy W Krohn Board Member	0 50 0 00	X					0	0	0
Ryan M Lance Board Member	0 50 0 00	X					0	0	0

EXHIBIT 5

Form 990 Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) ▶ Do not enter social security numbers on this form as it may be made public ▶ Information about Form 990 and its instructions is at www.irs.gov/form990	OMB No 1545-0047 <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">2016</div> Open to Public Inspection
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A For the 2016 calendar year, or tax year beginning 01-01-2016, and ending 12-31-2016

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final <input checked="" type="checkbox"/> Return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AMERICAN PETROLEUM INSTITUTE Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1220 L STREET NW City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20005	D Employer identification number 13-0433430 E Telephone number (202) 682-8000 G Gross receipts \$ 254,789,984
F Name and address of principal officer JACK N GERARD 1220 L STREET NW WASHINGTON, DC 20005		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(6) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ www.api.org		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1919 M State of legal domicile DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities The mission of American Petroleum Institute (API) is to promote safety across the industry globally and to influence public policy in support of a strong, viable U.S. oil and natural gas industry																																								
Revenue	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) 4 Number of independent voting members of the governing body (Part VI, line 1b) 5 Total number of individuals employed in calendar year 2016 (Part V, line 2a) 6 Total number of volunteers (estimate if necessary) 7a Total unrelated business revenue from Part VIII, column (C), line 12 7b Net unrelated business taxable income from Form 990-T, line 34	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 5%; text-align: center;">3</td><td style="width: 95%; text-align: right;">44</td></tr> <tr><td style="text-align: center;">4</td><td style="text-align: right;">43</td></tr> <tr><td style="text-align: center;">5</td><td style="text-align: right;">332</td></tr> <tr><td style="text-align: center;">6</td><td style="text-align: right;">6,000</td></tr> <tr><td style="text-align: center;">7a</td><td style="text-align: right;">10,671,550</td></tr> <tr><td style="text-align: center;">7b</td><td style="text-align: right;">633,384</td></tr> </table>	3	44	4	43	5	332	6	6,000	7a	10,671,550	7b	633,384																											
3	44																																								
4	43																																								
5	332																																								
6	6,000																																								
7a	10,671,550																																								
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Expenses	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses Subtract line 18 from line 12	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;"></th> <th style="width: 45%; text-align: center;">Prior Year</th> <th style="width: 45%; text-align: center;">Current Year</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">8</td><td style="text-align: right;">0</td><td style="text-align: right;">12,193,728</td></tr> <tr><td style="text-align: center;">9</td><td style="text-align: right;">200,847,919</td><td style="text-align: right;">200,946,375</td></tr> <tr><td style="text-align: center;">10</td><td style="text-align: right;">868,917</td><td style="text-align: right;">504,780</td></tr> <tr><td style="text-align: center;">11</td><td style="text-align: right;">14,536,268</td><td style="text-align: right;">16,013,935</td></tr> <tr><td style="text-align: center;">12</td><td style="text-align: right;">216,253,104</td><td style="text-align: right;">229,658,818</td></tr> <tr><td style="text-align: center;">13</td><td style="text-align: right;">6,193,088</td><td style="text-align: right;">4,321,347</td></tr> <tr><td style="text-align: center;">14</td><td style="text-align: right;">0</td><td style="text-align: right;">0</td></tr> <tr><td style="text-align: center;">15</td><td style="text-align: right;">54,932,364</td><td style="text-align: right;">60,071,949</td></tr> <tr><td style="text-align: center;">16a</td><td style="text-align: right;">0</td><td style="text-align: right;">0</td></tr> <tr><td style="text-align: center;">17</td><td style="text-align: right;">189,213,934</td><td style="text-align: right;">160,686,526</td></tr> <tr><td style="text-align: center;">18</td><td style="text-align: right;">250,339,386</td><td style="text-align: right;">225,079,822</td></tr> <tr><td style="text-align: center;">19</td><td style="text-align: right;">-34,086,282</td><td style="text-align: right;">4,578,996</td></tr> </tbody> </table>		Prior Year	Current Year	8	0	12,193,728	9	200,847,919	200,946,375	10	868,917	504,780	11	14,536,268	16,013,935	12	216,253,104	229,658,818	13	6,193,088	4,321,347	14	0	0	15	54,932,364	60,071,949	16a	0	0	17	189,213,934	160,686,526	18	250,339,386	225,079,822	19	-34,086,282	4,578,996
	Prior Year	Current Year																																							
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19	-34,086,282	4,578,996																																							
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances Subtract line 21 from line 20	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;"></th> <th style="width: 45%; text-align: center;">Beginning of Current Year</th> <th style="width: 45%; text-align: center;">End of Year</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">20</td><td style="text-align: right;">83,690,323</td><td style="text-align: right;">88,459,067</td></tr> <tr><td style="text-align: center;">21</td><td style="text-align: right;">116,060,215</td><td style="text-align: right;">112,383,184</td></tr> <tr><td style="text-align: center;">22</td><td style="text-align: right;">-32,369,892</td><td style="text-align: right;">-23,924,117</td></tr> </tbody> </table>		Beginning of Current Year	End of Year	20	83,690,323	88,459,067	21	116,060,215	112,383,184	22	-32,369,892	-23,924,117																											
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22	-32,369,892	-23,924,117																																							

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer JACK N GERARD, PRESIDENT AND CEO Type or print name and title	2017-11-15 Date
Paid Preparer Use Only	Print/Type preparer's name Deborah G Kosnett Preparer's signature Deborah G Kosnett Date 2017-10-31	Check <input type="checkbox"/> if self-employed PTIN P00290720 Firm's EIN ▶ 52-1855942 Phone no (202) 293-2200
Firm's name ▶ Tate and Tryon Firm's address ▶ 2021 L Street NW Suite 400 Washington, DC 20036		

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Name and Title

Name and Title	Average hours per week (list any hours for related organizations below dotted line)	Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
Greg C Garland Board Member & Chair Fin Cmte	0 50 0 00	X		X			0	0	0
Russell K Girling Board Member	0 50 0 00	X					0	0	0
John T Grempe Board Member	0 50 0 00	X					0	0	0
David W Grzebinski Board Member	0 50 0 00	X					0	0	0
Dave A Hager Board Member	0 50 0 00	X					0	0	0
Gary R Heminger Board Member	0 50 0 00	X					0	0	0
John B Hess Board Member	0 50 0 00	X					0	0	0
Paul L Howes Board Member	0 50 0 00	X					0	0	0
W Herbert Hunt Board Member	0 50 0 00	X					0	0	0
Roger Jenkins Board Member	0 50 0 00	X					0	0	0

EXHIBIT 6

Form 990 Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations) ▶ Do not enter social security numbers on this form as it may be made public ▶ Information about Form 990 and its instructions is at www.irs.gov/form990	OMB No 1545-0047 <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">2017</div> Open to Public Inspection
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A For the 2017 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AMERICAN PETROLEUM INSTITUTE Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1220 L STREET City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20005	D Employer identification number 13-0433430 E Telephone number (202) 682-8000 G Gross receipts \$ 226,586,227
F Name and address of principal officer MICHAEL J SOMMERS 1220 L STREET WASHINGTON, DC 20005		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(6) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.API.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1919 M State of legal domicile DC

Part I Summary				
Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE PART III, LINE 1			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	44	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	43	
	5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	332	
	6	Total number of volunteers (estimate if necessary)	6,000	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	11,371,855	
	7b	Net unrelated business taxable income from Form 990-T, line 34	1,099,053	
	Revenue	Prior Year		Current Year
		8	Contributions and grants (Part VIII, line 1h)	12,193,728
9		Program service revenue (Part VIII, line 2g)	200,946,375	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	504,780	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,013,935	
Expenses	Prior Year		Current Year	
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	229,658,818	
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,321,347	
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	60,071,949	
Net Assets or Fund Balances	Prior Year		Current Year	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	160,686,526	
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	225,079,822	
	19	Revenue less expenses Subtract line 18 from line 12	4,578,996	
Beginning of Current Year		End of Year		
20	Total assets (Part X, line 16)	88,459,067	84,629,322	
21	Total liabilities (Part X, line 26)	112,383,184	133,279,064	
22	Net assets or fund balances Subtract line 21 from line 20	-23,924,117	-48,649,742	

Part II Signature Block
 Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer MICHAEL J SOMMERS, PRESIDENT AND CEO	Date 2018-11-15	Check <input type="checkbox"/> if self-employed PTIN P00290720
	Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name DEBORAH G KOSNETT	Preparer's signature DEBORAH G KOSNETT	Date 2018-11-01
	Firm's name ▶ TATE AND TRYON		Firm's EIN ▶ 52-1855942
	Firm's address ▶ 2021 L STREET NW SUITE 400 WASHINGTON, DC 20036		Phone no (202) 293-2200

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GREG C GARLAND BOARD MEMBER & CHAIR FIN CMTE	0 50 0 00	X		X				0	0	0
RUSSELL K GIRLING BOARD MEMBER	0 50 0 00	X						0	0	0
DAVID W GRZEBINSKI BOARD MEMBER	0 50 0 00	X						0	0	0
DAVE A HAGER BOARD MEMBER	0 50 0 00	X						0	0	0
GARY R HEMINGER BOARD MEMBER	0 50 0 00	X						0	0	0
JOHN B HESS BOARD MEMBER	0 50 0 00	X						0	0	0
VICKI HOLLUB BOARD MEMBER	0 50 0 00	X						0	0	0
PAUL L HOWES BOARD MEMBER	0 50 0 00	X						0	0	0
W HERBERT HUNT BOARD MEMBER	0 50 0 00	X						0	0	0
ROGER JENKINS BOARD MEMBER	0 50 0 00	X						0	0	0

EXHIBIT 7

Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018

B Check if applicable

- ☒ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
 AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 200 MASSACHUSETTS AVE NW NO 1100

City or town, state or province, country, and ZIP or foreign postal code
 WASHINGTON, DC 20001

F Name and address of principal officer
 MICHAEL J SOMMERS
 200 MASSACHUSETTS AVE NW NO 1100
 WASHINGTON, DC 20001

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 255,566,874

I Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: WWW API ORG

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

H(c) Group exemption number

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1919

M State of legal domicile DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
 SEE PART III, LINE 1

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	45
4	Number of independent voting members of the governing body (Part VI, line 1b)	44
5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	350
6	Total number of volunteers (estimate if necessary)	6,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	11,397,065
7b	Net unrelated business taxable income from Form 990-T, line 34	1,158,808

Revenue

	Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	100,000
9	Program service revenue (Part VIII, line 2g)	187,074,722
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	513,458
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	18,987,624
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	206,675,804

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,347,561	8,328,057
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	61,818,084	74,505,244
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	156,678,262	159,414,791
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	220,843,907	242,248,092
19	Revenue less expenses Subtract line 18 from line 12	-14,168,103	-7,898,732

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	84,629,322
21	Total liabilities (Part X, line 26)	133,279,064
22	Net assets or fund balances Subtract line 21 from line 20	-48,649,742

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

2019-11-15
 Date

MICHAEL J SOMMERS PRESIDENT AND CEO
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date
 2019-11-06

Check ☐ if self-employed PTIN
 P00290720

Firm's name ▶ TATE AND TRYON

Firm's EIN ▶ 52-1855942

Firm's address ▶ 2021 L STREET NW SUITE 400
 WASHINGTON, DC 20036

Phone no (202) 293-2200

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2018)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
GREG C GARLAND BOARD MEMBER	0 50 0 00	X					0	0	0
RUSSELL K GIRLING BOARD MEMBER	0 50 0 00	X					0	0	0
DAVE A HAGER BOARD MEMBER	0 50 0 00	X					0	0	0
HANS JAKOB HEGGE BOARD MEMBER (AS OF 10/18)	0 50 0 00	X					0	0	0
GARY R HEMINGER BOARD MEMBER	0 50 0 00	X					0	0	0
JOHN B HESS BOARD MEMBER	0 50 0 00	X					0	0	0
VICKI HOLLUB BOARD MEMBER & CHAIR FIN CMTE	0 50 0 00	X		X			0	0	0
PAUL L HOWES BOARD MEMBER	0 50 0 00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0 50 0 00	X					0	0	0
ROGER JENKINS BOARD MEMBER	0 50 0 00	X					0	0	0

EXHIBIT 8

Form **990**
(Rev. January 2020)
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

A For the **2019** calendar year, or tax year beginning

and ending

B Check if applicable:	C Name of organization AMERICAN PETROLEUM INSTITUTE Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 200 MASSACHUSETTS AVE NW 1100 City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20001	D Employer identification number 13-0433430 E Telephone number (202) 682-8000 G Gross receipts \$ 266,176,897. H(a) Is this a group return for subordinates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> H(b) Are all subordinates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: MICHAEL J. SOMMERS SAME AS C ABOVE		
I Tax-exempt status: 501(c)(3) <input checked="" type="checkbox"/> 501(c) (6) ◀ (insert no.) 4947(a)(1) or 527		
J Website: ▶ WWW.API.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶		
L Year of formation: 1919 M State of legal domicile: DC		

Part I Summary

1	Briefly describe the organization's mission or most significant activities: SEE PART III, LINE 1	
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
3	Number of voting members of the governing body (Part VI, line 1a)	44
4	Number of independent voting members of the governing body (Part VI, line 1b)	43
5	Total number of individuals employed in calendar year 2019 (Part V, line 2a)	376
6	Total number of volunteers (estimate if necessary)	6000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	11,141,837.
7b	Net unrelated business taxable income from Form 990-T, line 39	827,362.
8	Contributions and grants (Part VIII, line 1h)	401,267.
9	Program service revenue (Part VIII, line 2g)	215,094,345.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	917,570.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,508,925.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	238,520,840.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,419,219.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	74,344,887.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	163,199,186.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	249,963,292.
19	Revenue less expenses. Subtract line 18 from line 12	-11,442,452.
20	Total assets (Part X, line 16)	131,182,605.
21	Total liabilities (Part X, line 26)	193,799,218.
22	Net assets or fund balances. Subtract line 21 from line 20	-62,616,613.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer MICHAEL J. SOMMERS, PRESIDENT AND CEO Type or print name and title	Date _____
Paid Preparer Use Only	Print/Type preparer's name YONG ZHANG, CPA	Preparer's signature <i>Yong Zhang</i>
	Date 11/16/20	Check if self-employed <input type="checkbox"/>
	Firm's name ▶ RSM US LLP	PTIN P01249785
	Firm's address ▶ 1861 INTERNATIONAL DRIVE, SUITE 400 MCLEAN, VA 22102	Firm's EIN ▶ 42-0714325
		Phone no. 703-336-6400

May the IRS discuss this return with the preparer shown above? (see instructions) Yes ☒ No ☐

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PIERRE BANG BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(2) JOSEPH BLOUNT BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(3) LEE BOOTHBY BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(4) THOMAS BURKE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(5) WILLIE CHIANG BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(6) JOHN CHRISTMANN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(7) BRIAN COFFMAN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(8) LISA DAVIS BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(9) DAN DINGES BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(10) SUSAN DIO BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(11) TIM DOVE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(12) JACK FUSCO BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(13) GREG C. GARLAND BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(14) RUSSELL K. GIRLING BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(15) DAVE A. HAGER BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(16) HANS JAKOB HEGGE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(17) GARY R. HEMINGER BOARD MEMBER	0.50 0.00	X						0.	0.	0.

EXHIBIT 9

Form **990**Department of the
Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020Open to Public
Inspection**A For the 2020 calendar year, or tax year beginning 01-01-2020, and ending 12-31-2020****B Check if applicable:**

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
200 MASSACHUSETTS AVE NW NO 1100City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20001**F Name and address of principal officer:**
MICHAEL J SOMMERS
200 MASSACHUSETTS AVE NW NO 1100
WASHINGTON, DC 20001**D Employer identification number**

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 232,476,484**I Tax-exempt status:** ☐ 501(c)(3) ☒ 501(c)(6) (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** WWW.API.ORG**H(a) Is this a group return for subordinates?** ☐ Yes ☒ No**H(b) Are all subordinates included?** ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** 1919**M State of legal domicile:** DC**Part I Summary**

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
SEE FORM 990, PART III, LINE 1 FOR COMPLETE MISSION STATEMENT**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	3	45
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	44
5 Total number of individuals employed in calendar year 2020 (Part V, line 2a)	5	377
6 Total number of volunteers (estimate if necessary)	6	15,000
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	9,561,318
7b Net unrelated business taxable income from Form 990-T, line 39	7b	707,233

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	215,094,345	188,894,744
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	917,570	1,089,131
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,508,925	23,570,841
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	238,520,840	213,554,716

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,419,219	110,000
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	74,344,887	81,119,034
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	163,199,186	151,222,727
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	249,963,292	232,451,761
19 Revenue less expenses. Subtract line 18 from line 12	-11,442,452	-18,897,045

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	131,182,605	117,715,070
21 Total liabilities (Part X, line 26)	193,799,218	199,757,740
22 Net assets or fund balances. Subtract line 21 from line 20	-62,616,613	-82,042,670

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign
Here

Signature of officer

2021-11-08
DateMICHAEL J SOMMERS PRESIDENT & CEO
Type or print name and titlePaid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date
2021-11-08Check ☐ if self-employed
PTIN P00481097

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 610 W GERMANTOWN PIKE SUITE 400

Phone no. (215) 643-3900

PLYMOUTH MEETING, PA 19462

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2020)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
GARY R HEMINGER BOARD MEMBER	0.50 0.00	X					0	0	0
MICHAEL J HENNIGAN BOARD MEMBER	0.50 0.00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 0.00	X					0	0	0
CARLOS M HERNANDEZ BOARD MEMBER	0.50 0.00	X					0	0	0
JOHN B HESS BOARD MEMBER	0.50 0.00	X					0	0	0
VICKI HOLLUB BOARD MEMBER	0.50 0.00	X					0	0	0
PAUL L HOWES BOARD MEMBER	0.50 0.00	X					0	0	0
ROGER W JENKINS BOARD MEMBER	0.50 0.00	X					0	0	0
THOMAS E JORDEN BOARD MEMBER	0.50 0.00	X					0	0	0
KEVIN P KAUFFMAN BOARD MEMBER	0.50 0.00	X					0	0	0