MAYOR AND CITY COUNCIL

OF BALTIMORE

* CIRCUIT COURT

Plaintiff,

v. * FOR BALTIMORE CITY

BP P.L.C., et al.

* Case No. 24-C-18-004219

Defendants.

* 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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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, 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

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.

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_9900_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_9900_2017040714261686.pdf; Form 990 at 19 (2016) (relevant excerpts attached as Ex. 5), https://apps.irs.gov/pub/epostcard/cor/130433430_201612_9900_2018011115111922.pdf; Form 990 at 19 (2017) (relevant excerpts attached as Ex. 6), https://apps.irs.gov/pub/epostcard/cor/130433430_201712_9900_2019022516126496.pdf; Form 990 at 19 (2018) (relevant excerpts attached as Ex. 7), https://apps.irs.gov/pub/epostcard/cor/130433430_201812_9900_2020011717044301.pdf; Form 990 at 7 (2019) (relevant excerpts attached as Ex. 7), https://apps.irs.gov/pub/epostcard/cor/130433430_201812_9900_2020011717044301.pdf; Form 990 at 7 (2019) (relevant excerpts attached as Ex. 8),

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

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. 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), 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. III. 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). 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. 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); Kantsevoy v. LumenR LLC, 301 F. Supp. 3d 577 (D. Md. 2018); Adams v. NVR Homes, Inc., 193 F.R.D. 243 (D. Md. 2000)).

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

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 MCPA 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." 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

1s/ Sara Gross Sava Gross up 18

Sara Gross (CPF No. 412140305) Chief, Affirmative Litigation Division

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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

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

| | | benefit trust or private foundation) | | | | 2012 | | |
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| | heck if app | C Name of organization | | D Emplo | yer iden | itification number | | |
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| · | nended ret | um Crty or town, state or country, and ZIP + 4 | | (202) | 682-8 | 000 | | |
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| | | ization Corporation Trust Association Other | L Year of for | mation 191 | 19 M : | State of legal domicile DC | | |
| Pa | irt I | Summary | | | | | | |
| Activities & Governance | ST | E MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO IN RONG, VIABLE U S OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER | FLUENCE PU MEET THE EN | BLIC POL | ICY IN | SUPPORT OF A F CONSUMERS IN | | |
| \$ | 2 Ch | eck this box 📭 if the organization discontinued its operations or disposed o | f more than 2 | 5% of its i | net ass | ers | | |
| ঞ | | , | | | | | | |
| 8 | 3 Nu | mber of voting members of the governing body (Part VI, line 1a) | | . [| 3 | 44 | | |
| ĝ | 4 Nu | mber of independent voting members of the governing body (Part VI, line 1b) | | . [| 4 | 40 | | |
| \$ | 5 Tot | tal number of individuals employed in calendar year 2012 (Part V, line 2a) | | [| 5 | 274 | | |
| ** | 1 | tal number of volunteers (estimate if necessary) | | . [| 6 | 6,000 | | |
| | | tal unrelated business revenue from Part VIII, column (C), line 12 | | - | 7a | 7,570,490 | | |
| | b Ne | t unrelated business taxable income from Form 990-T, line 34 | | | 7b | 549,878 | | |
| | ľ | | Prior | Year | | Current Year | | |
| | | | | | _ | | | |
| <u>a</u> | 1 | Contributions and grants (Part VIII, line 1h) | | | 0 | 0 | | |
| enne | 9 P | rogram service revenue (Part VIII, line 2g) | | 04,263,4 | 45 | 225,071,326 | | |
| Ravenue | 9 P | rogram service revenue (Part VIII, line 2g) | 2 | 04,263,4 | 45 | 225,071,326 2,605,054 | | |
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| Expenses Ravenue | 9 P 10 I 11 C 12 T 13 C 14 E 15 S 16a P b T | rogram service revenue (Part VIII, line 2g) | 2 | 04,263,4 1,314,5 10,185,4 15,763,4 3,621,4 41,623,5 | 45 27 67 39 57 0 | 225,071,326 2,605,054 10,231,932 237,908,312 7,104,446 0 44,892,339 | | |
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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 Indepe | ndent Contra | actors | , | | | , ,,,,,,, | , | 1 | 1 | 1 1 |
|--|--|-----------------------------------|-----------------------|--------------------------------|----------------------------|-------------------------------|--------|--|---|--|
| (A) Name and Title | (B) Average hours per week (list any | dire | than | o not one son i er an | box s bo d a tee) | th | | (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 |
| | hours for related organizations below dotted line) | Individual trustee or director | Institutional Trustae | Officei | Key amployee | Highest compensated emicroyee | Former | | | organizations |
| NABEEL M AMUDI BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| ALAN S ARMSTRONG BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| MORTEN ARNTZEN BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| JOHN BANNERMAN BOARD MEMBER | 50 | х | | | | | | 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 | | | | 0 | 0 | 0 |
| CHADWICK C DEATON BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| PETER EVENSEN BOARD MEMBER | 50 | х | | | | | | 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 | х | | | | | | 0 | 0 | 0 |
| JOHN T GREMP BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| JAMES T HACKETT BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| GARY R HEMINGER BOARD MEMBER | 50 | x | | | | | | 0 | 0 | 0 |
| JOHN B HESS BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| PAUL L HOWES BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| W HERBERT HUNT BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| RAY L HUNT BOARD MEMBER | 50 | x | | | | | | 0 | O | 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 | х | | | | | | 0 | 0 | 0 |
| DAVID J LESAR BOARD MEMBER | 50 | х | _ | | | | | O | 0 | 0 |
| BILL MALONEY BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| DOUGLAS R MATTHEWS BOARD MEMBER | 50 | × | | | | | | 0 | 0 | 0 |

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

Open to Public Inspection

2013

OMB No 1545-0047

| | | 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31 | -2013 | | | |
|-------------------------|--|---|-------------------------|---|---|--|
| _ | neck if ap Idress ch | AMERICAN PETROLEOPI INSTITUTE | | | | dentification number |
| _ | me char | Doing Business As | ——I | 13-0 | 4334 | 130 |
| _ | | · • | | | | |
| _ | itial retur | Aumper and street (or P O box ii mail is not delivered to street address) Room/suit | • | £ Teleph | ione n | umber |
| — An | nended r | eturn City or town, state or province, country, and ZIP or foreign postal code | | (202 |)682 | -8000 |
| _ | | WASHINGTON, DC 20005 | | G Gmss | receini | ts \$ 357,806,437 |
| | | F Name and address of principal officer | M(a) To the | | | |
| | | JACK N GERARD 1220 L STREET NW | H(a) Is this subore | dinates? | | Yes ▼ No |
| | | WASHINGTON, DC 20005 | H(b) Are al | subord | inate | s |
| | | | includ | | | |
| | | pt status | If "No | ," attach | n a lis | st (see instructions) |
| | | .► WWW API ORG | 1 | | | number 🕨 |
| | | anization Corporation Trust Association Other ► | L Year of for | nation 19 | 919 | M State of legal domicile DC |
| Pa | rt I | Summary riefly describe the organization's mission or most significant activities | | | | |
| Activities & Governance | S | HE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INF TRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO M N EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER | EET THE EN | ERGY N | EED! | OF CONSUMERS IN |
| Ĕ | - | · · · · · · · · · · · · · · · · · · · | | | | |
| 羹 | 1 | heck this box ▶ if the organization discontinued its operations or disposed of | | | | |
| Ť. | * ` | meek this box Pi in the organization discontinued its operations or disposed of | more than 25 | or its | net | assets |
| 20 47 | 3 N | umber of voting members of the governing body (Part VI, line 1a) | | | з |] 44 |
| ≗ | | umber of independent voting members of the governing body (Part VI, line 1b) | | | 4 | 42 |
| Ę | | otal number of individuals employed in calendar year 2013 (Part V, line 2a) | | | 5 | 297 |
| 4 | 6 T | otal number of volunteers (estimate if necessary) | | | 6 | 6,000 |
| | 7a T | otal unrelated business revenue from Part VIII, column (C), line 12 | | | 7a | 8,913,904 |
| | ЬN | et unrelated business taxable income from Form 990-T, line 34 | | | 7b | 845,506 |
| | | | Prior | | 'Т | Current Year |
| | 8 | Contributions and grants (Part VIII, line 1h) | | | 0 | 0 |
| Ravenue | 9 | Program service revenue (Part VIII, line 2g) | 2.2 | 25,071, | 326 | 210,719,378 |
| 2 | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 2,605,0 | 054 | 1,629,431 |
| ~ | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | . 1 | 0,231, | 932 | 13,121,592 |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line | | | \neg | |
| | | 12\ | ۱ ,, | 7 000 | 2121 | 335 470 401 |
| | 13 | Grants and similar amounts paid (Part IX, column (A) lines 1–3.) | 23 | 7,908, | \rightarrow | 225,470,401 |
| | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 23 | 7,104,4 | 146 | 5,534,317 |
| | 14 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 23 | | \rightarrow | |
| \$ | 14 15 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | | | 0 | 5,534,317 |
| enses | 14 15 16a | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) | | 7,104,4 | 0 | 5,534,317 0 |
| Expenses | 14 15 16a b | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | | 7,104,4 | 0 339 | 5,534,317 0 |
| Expenses | 14 15 16a b | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 18 | 7,104,4 14,892,3 13,445,2 | 0 339 0 281 | 5,534,317 0 |
| Equanges | 14 15 16a b 17 18 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 18 | 7,104,4 14,892,3 13,445,2 15,442,0 | 0 339 0 281 | 5,534,317 0 49,098,453 |
| | 14 15 16a b | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 18 | 7,104,4 14,892,3 13,445,3 15,442,0 2,466,3 | 0 3339 0 281 066 246 | 5,534,317 0 49,098,453 0 183,272,590 |
| | 14 15 16a b 17 18 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 18 | 7,104,4 14,892,3 13,445,2 15,442,0 2,466,2 | 0 3339 0 281 066 246 | 5,534,317 0 49,098,453 0 183,272,590 237,905,360 |
| | 14 15 16a b 17 18 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 18 23 Beginning (| 7,104,4 14,892,3 13,445,2 15,442,0 2,466,2 | 0 339 0 281 266 246 | 5,534,317 0 49,098,453 0 183,272,590 237,905,360 -12,434,959 |
| | 14 15 16a b 17 18 19 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) Revenue less expenses Subtract line 18 from line 12 | 18 23 Beginning (| 7,104,4 14,892,1 13,445,2 15,442,6 2,466,4 of Currellar | 0 339 0 281 066 246 nt | 5,534,317 0 49,098,453 0 183,272,590 237,905,360 -12,434,959 End of Year |
| Fund Balances | 14 15 16a b 17 18 19 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) Benefits paid to or for members (Part IX, column (A), line 4) Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) Revenue less expenses Subtract line 18 from line 12 | 18 23 Beginning (Yes | 7,104,4 14,892,3 13,445,2 5,442,0 2,466,4 of Currenar 4,168,7 | 446 0 339 0 281 266 246 mt | 5,534,317 0 49,098,453 0 183,272,590 237,905,360 -12,434,959 End of Year 120,286,655 |

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 > 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 instruction

Preparer's signature

For Paperwork Reduction Act Notice, see the separate instructions.

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

| | pendent Co | tracto | ors | | | | | | | |
|--|--|-----------------------------------|----------------------------|--------------|---------------|------------------------------|----------|---|--|---|
| (A) Name and Title | (B) A verage hours per week (list any hours | Posi more t perso and a | tion (han o in is l | ne b both | ox, ι an σ | inles: fficer | | (D) Reportable compensation from the organization (W- | (E) Reportable compensation from related organizations (W- | (F) Estimated amount of other compensation from the |
| | for related organizations below dotted line) | Individual trustee or director | Institutional T | Officei | Key employee | Highest compensated employee | Former | 2/1099-MISC) | 2/1099-MISC) | organization and related organizations |
| | | ili i | Trustae | | | ensated | | | | |
| KHALID S ALNAIT | 50 | х | | | | | | 0 | 0 | 0 |
| BOARD MEMBER NABEEL AMUDI | 50 | x | \vdash | \vdash | | - | \vdash | | | |
| BOAR D MEMBER | | ^ | | L | | | L | 0 | 0 | 0 |
| ALAN S ARMSTRONG BOARD MEMBER | 50 | × | | | | | | 0 | 0 | 0 |
| MORTEN ARNTZEN | 50 | × | | | | | | 0 | 0 | 0 |
| BOARD MEMBER JOHN BANNERMAN | 50 | | | \vdash | | | \vdash | | | |
| BOARD MEMBER | | x | | | | | | 0 | o | 0 |
| JOSEPH BRYANT | 50 | x | | | | | | 0 | 0 | 0 |
| BOARD MEMBER CLARENCE P CAZALOT JR | 50 | × | | × | _ | | | 0 | 0 | 0 |
| CHAIRMAN OF THE BOARD STEPHEN I CHAZEN | 50 | × | | x | | | \vdash | 0 | 0 | 0 |
| BOARD MEMBER & CHAIR FIN CMTE MARTIN S CRAIGHEAD | 50 | | | | | | | | | |
| BOARD MEMBER | | X | | | | | | 0 | 0 | 0 |
| PETER EVENSEN | 50 | х | | | | | | 0 | 0 | 0 |
| DAVID FANTA | 50 | x | | _ | | | | 0 | 0 | 0 |
| BOARD MEMBER G STEVEN FARRIS | 50 | | | \vdash | \vdash | | Н | | | • |
| BOARD MEMBER | | X | | | | | | 0 | 0 | 0 |
| TIMOTHY C FELT BOARD MEMBER | 50 | x | | | | | | 0 | a | 0 |
| GREG C GARLAND | 50 | x | П | | | | | 0 | 0 | 0 |
| BOARD MEMBER JOHN T GREMP | 50 | | Н | - | _ | | - | | | |
| BOARD MEMBER | | х | | | | | | 0 | 0 | 0 |
| JAMES T HACKETT BOARD MEMBER | 50 | x | | | | | | 0 | a | 0 |
| GARY R HEMINGER BOARD MEMBER | 50 | х | | | | | | 0 | 0 | 0 |
| JOHN B HESS | 50 | х | | | | | | 0 | 0 | |
| BOARD MEMBER RALPH A HILL | 50 | | - | \dashv | | | \dashv | | | |
| BOARD MEMBER PAUL L HOWES | 50 | Х | | \dashv | | | | 0 | 0 | 0 |
| BOARD MEMBER | | x | | | | | \Box | 0 | 0 | 0 |
| RAY L HUNT BOARD MEMBER | 50 | × | | | | | | 0 | 0 | 0 |
| W HERBERT HUNT | 50 | × | | | | | | 0 | 0 | 0 |
| JAMES F JUSTISS JR | 50 | × | \dashv | \dashv | | | | #S 0 | | |
| BOARD MEMBER TRACY W KROHN | 50 | - | \dashv | \dashv | | \dashv | \dashv | | | |
| 80ARD MEMBER RYAN M LANCE | | x | _ | | | | | 0 | 0 | |
| 80ARD MEMBER | 50 | x | | | | _ | | 0 | o | 0 |

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 <u>www.lrs.gov/form990</u>

OMB No 1545-0047

Open to Public Inspection

| A F | or the | 2014 cal | | g 01-01-2014 , and ending 12-31- | 2014 | | | |
|--------------------------------|-----------|----------------------|---|---|-------------|-----------------|----------------------------|------------------------------|
| _ | | applicable | C Name of organization AMERICAN PETROLEUM INSTITUTE | | | P | Employer i | identification number |
| | ldress c | - | l | | | | 13-0433 | 430 |
| ∏ Na | ime cha | ange | Doing business as | | | | | |
| ∏ In | tial retu | ım | | | | | Telephone n | umbor |
| | nal | minated | Number and street (or P O box if it 1220 L STREET NW | half is not delivered to street address) Rooi | m/suite | - 1 | · | |
| _ | | | | | | | (202)682 | 2-8000 |
| | nended | - 1 | City or town, state or province, cour WASHINGTON, DC 20005 | ntry, and ZIP or foreign postal code | | | Genes racein | cs \$ 289,861,320 |
| I A | plicatio | n pending | | | | | Orosa receip | (3 \$ 103,001,320 |
| | | | F Name and address of prin | ncipal officer | H(a |) is this a | | |
| | | | 1220 L STREET NW | | | subordin | ates? | ΓYes F No |
| | | | WASHINGTON, DC 20005 | | н(в | Are all so | ibordinate | s Fyes FNo |
| _ | | | | | _ | included? | > | |
| I 18 | ix-exen | npt status | 501(c)(3) 501(c) (6) ◀ (| insert no) 4947(a)(1) or 527 | _ | If "No," a | ittach a lis | st (see instructions) |
| J M | ebsite | e: ► WW | W API ORG | | H(c |) Group ex | emption (| number > |
| K For | m of on | ganization | Corporation Trust Associatio | n Other ► | TEN | rear of formati | on 1919 | M State of legal domicile DC |
| Pa | rt I | Sum | mary | | | | | |
| | 1 | Bnefly de | escribe the organization's missio | n or most significant activities | | | | |
| | ' | THE MIS | SSION OF THE AMERICAN PET | ROLEUM INSTITUTE (API) IS TO | | | | |
| 43 | | | 5, VIABLE U.S. OIL AND NATUI CIENT, ENVIRONMENTALLY R | RAL GAS INDUSTRY ESSENTIAL ' ESPONSIBLE MANNER | TO MEET | THE ENER | GY NEED: | S OF CONSUMERS IN |
| Ě | : | | | | | | | |
| E | - | | _ | | | | | |
| Activities & Governance | 1 . : | Chack th | us how by of the assessment of the | | | . ht. 260 | | |
| Ğ | * ` | CHECK (II | is ook P) If the organization dis | scontinued its operations or disposi | eo or more | e than 25% | orits net | assets |
| 36 49 | 3 / | Number o | of voting members of the governi | ng body (Part VI, line 1a) | | | 3 | 48 |
| ₽ | | | | of the governing body (Part VI, line | | | 4 | |
| | 5 | Total nur | mber of individuals employed in o | alendar year 2014 (Part V, line 2a |) | | . 5 | 297 |
| 4 | 6 1 | Total nur | mber of volunteers (estimate if n | ecessary) | | | 6 | 6,000 |
| | 7a 1 | Total unr | related business revenue from Pa | ert VIII, column (C), line 12 | | | . 7a | 9,318,744 |
| | ь | Net unrel | lated business taxable income fr | om Form 990-T, line 34 | | | 7b | 840,073 |
| | | | | | | Prior Ye | ar | Current Year |
| | 8 | Control | butions and grants (Part VIII, lin | ie 1h) | · [| | 0 | 0 |
| Ravenue | 9 | Progra | m service revenue (Part VIII, lir | ne 2g) | · [_ | 210, | 719,378 | 218,289,099 |
| ž | 10 | | ment income (Part VIII, column | 1, | 629,431 | 289,947 | | |
| | 11 | | | lines 5, 6d, 8c, 9c, 10c, and 11e) | | 13, | 121,592 | 14,333,983 |
| | 12 | | evenue—add lines 8 through 11 | (must equal Part VIII, column (A), | line | 225. | 470,401 | 232,913,029 |
| | 13 | | | IX, column (A), lines 1-3) | . - | | 534,317 | 5,879,574 |
| | 14 | | | (, column (A), line 4) | | | 0 | 0 |
| | 15 | Salarie | s, other compensation, employe | e benefits (Part IX, column (A), line | es 🗀 | 40 | 200 453 | F2 226 004 |
| 8 | | 5-10) | | | | 43, | 098,453 | 52,226,004 |
| Expenses | 16a | Profess | sional fundraising fees (Part IX, | column (A), line 11e) | · | | 0 | 0 |
| 껿 | b | Total fun | ndraising expenses (Part IX, column (D) | , line 25) ▶ <u>0</u> | - | | | |
| _ | 17 | Othere | expenses (Part IX, column (A), li | nes 11a-11d, 11f-24e) | | 183, | 272,590 | 186,169,501 |
| | 18 | Total e | xpenses Add lines 13-17 (mus | t equal Part IX, column (A), line 25 | i) 🗌 | 237, | 905,360 | 244,275,079 |
| | 19 | Revenu | re less expenses Subtract line 1 | 8 from line 12 | | -12, | 434,959 | -11,362,050 |
| 200 | | | | | Be | ginning of (| Current | End of Year |
| Not Assets or Fund Balances | 20 | Total - | cente (Dart V. lic- 16) | | <u> </u> | Year | | |
| A B | 21 | | ssets (Part X, line 16) | | . ⊢ | | 86,655 | 115,144,135 |
| 2.5 2.5 | 22 | | abilities (Part X, line 26) sets or fund balances Subtract I | | `∵ ├─ | | 65,353 | 124,019,063 |
| | t II | | ature Block | me 21 nom line 20 | <u></u> | 32, | 21,302 | -8,874,928 |
| | | | | mined this return, including accomp | 2224122 | -badulas an | d etateme | ate and to the best of |
| my ki | owled | ge and b s any kn | elief, it is true, correct, and com: | plete Declaration of preparer (othe | r than offi | cer) is base | d on all in | formation of which |
| | | | | | | 1 | | |
| Sign | | | ture of officer | - | | 2015-11 Date | -13 | |
| Here | | JACK I | N GERARD PRESIDENT AND CEO | | | | | |
| | | | or print name and title | | | | | |
| | | | Int/Type preparer's name EBORAH G KOSNETT | Preparer's signature | Date | Check | | 00730 |
| Paid | : 0 | | m's name TATE AND TRYON | DEBORAH G KOSNETT | 1 | self-empk | oyed P002 ► 52-1859 | 90720 |
| Pre | pare | r | | | | | | |
| Hee | | _ F# | rm's address 🏲 2021 L STREET NW 5UIT | E 400 | | Dhone no | (202) 293- | 2288 |
| OSE | Onl | У І | 1111 3 BOUTESS P 2021 L 3 IKEET IN 3011 | L 400 | | Thomas no | (202) 293. | 2200 |
| | | У | WASHINGTON, DC 2003 | | | Those so | (202) 293- | Yes ✓ No |

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

| Compensated Employees, and Ind (A) Name and Title | (B) Average hours per week (list any hours for related | age Position (do not check Reportable compensation (list person is both an officer ours and a director/trustee) Reportable compensation or from the organization | | | | | | Reportable compensation from the organization (W- | (E) Reportable compensation from related organizations (W- | (F) Estimated amount of other compensation from the | |
|---|--|---|-----------------------|----------|--------------|-------------------------------|----------|--|--|---|--|
| | organizations below dotted line) | Individual trustiss or director | Institutional Trustee | Officer | Ke) employee | Highest companisated employee | Former | 2/1099-MISC) | 2/1099-MISC) | organization and related organizations | |
| (1) KHALID S ALNA) | 0 50 | х | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (1) ALAN S ARMSTRONG | 0 00 | | - | _ | ├ | _ | <u> </u> | | | | |
| *************************************** | | х | | | ŀ | | | 0 | 0 | 0 | |
| BOARD MEMBER (2) JOHN BANNERMAN | 0 00 | | | \vdash | ┝ | | \vdash | | | | |
| BOARD MEMBER | 0 00 | х | | | | | | 0 | 0 | 0 | |
| (3) JOSEPH BRYANT | 0 50 | | | | \vdash | | | | | | |
| BOARD MEMBER | 0 00 | X | | | | | | 0 | ٥ | 0 | |
| (4) THOMAS BURKE | 0 50 | v | | | | | | | | | |
| BOARD MEMBER | 0 00 | Х | | | | | | 0 | 0 | 0 | |
| (5) STEPHEN I CHAZEN | 0 50 | х | | х | | | | 0 | 0 | 0 | |
| CHAIRMAN OF THE BOARD | 0 00 | | | Ĺ | _ | | | | , and the second | | |
| (6) MARTIN S CRAIGHEAD | 0 50 | x | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (7) TIM J CUTT | 0 00 | | | | <u> </u> | | | 110 | | | |
| | | × | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (8) RICARDO DARRE | 0 00 | | | | \vdash | \vdash | | | - | | |
| BOARD MEMBER | 0 00 | X | | | | | | 0 | 0 | 0 | |
| (9) PETER EVENSEN | 0 50 | | | | _ | Н | | | | | |
| BOARD MEMBER | 0 00 | × | | | | | | 0 | .0 | 0 | |
| (10) DAVID FANTA | 0 50 | ., | | | | | | - | | | |
| BOARD MEMBER | 0 00 | X | | | | | | 0 | 0 | 0 | |
| (11) G STEVEN FARRIS | 0 50 | х | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER | 0 00 | | Щ | | | | | | | | |
| (12) TIMOTHY C FELT | 0 50 | x | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (13) GREG C GARLAND | 0 00 | | _ | | | | | | - | | |
| | 0 50 | x | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (14) JOHN T GREMP | 0 00 | | - | - | | | | | | | |
| BOARD MEMBER | 0 00 | X | | | | | | ٥ | 0 | 0 | |
| (15) GARY R HEMINGER | 0 50 | | \vdash | | | | \dashv | | | | |
| BOARD MEMBER & CHAIR FIN CMTE | 0 00 | х | | × | | | | 0 | 0 | 0 | |
| (16) JOHN B HESS | 0 50 | ., | | | | | | | | 270 | |
| BOARD MEMBER | 0 00 | X | | | | | - 1 | 0 | 0 | 0 | |
| (17) PAUL L HOWES | 0 50 | X | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER | 0 00 | | | _ | | | _ | | | | |
| (18) RAY L HUNT | 0 50 | x | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (19) W HERBERT HUNT | 0 00 | | | | | | - | | | | |
| | | х | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER (20) ROGER JENKINS | 0 00 | | | \dashv | - | \longrightarrow | - | | | | |
| BOARD MEMBER | 0 00 | x | | | | | - 1 | 0 | 0 | 0 | |
| (21) TRACY W KROHN | 0 50 | | | \dashv | _ | | \dashv | | | | |
| BOARD MEMBER | 0 00 | × | | | | | | ٥ | 0 | 0 | |
| (22) RYAN M LANCE | 0 50 | Ų | | \neg | | | \dashv | | | | |
| BOARD MEMBER | 0 00 | × | | | | | | 0 | 0 | | |
| (23) ROBERT DOUG LAWLER | 0 50 | . х | | | | | | 0 | 0 | 0 | |
| BOARD MEMBER | 0 00 | | | | | | _ | | - 1 | | |
| (24) VIRGINIA GIGI B LAZENBY | 0 50 | x | | ſ | | ľ | | 0 | 0 | 0 | |
| BOARD MEMBER | 000 | | _ | | | | | | | | |

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)

b 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

2015

Open to Public Inspection

| A | or the | 2015 ca | lendar year, or tax year beginnin | g 01-01-2015 , and ending 12-31- | 2015 | | | <u>, </u> |
|--------------------------------|---------------------------|--------------------------------|--|---|---------------------------|-------------------------------|---------------------|---|
| | | pplicable | C Name of organization AMERICAN PETROLEUM INSTITUTE | | | Ð Em | ployer i | dentification number |
| | ddress | change | AMERICAN PETROLEUM INSTITUTE | 13: | 13-0433430 | | | |
| _ | ame ch | - | Doing business as | | _ | | | . • • |
| | nitial ret | turn | | | | | | . 60 |
| returr | inal Vtermin nended | | Number and street (or P O box if m. 1220 L STREET NW | ail is not delivered to street address) Room | /suite | - 1 | phone n 2)682 | umber !-8000 |
| · | | n pending | City or town, state or province, coun WASHINGTON, DC 20005 | try, and ZIP or foreign postal code | | G Gro | ss receip | ts \$ 284,976,328 |
| | | | F Name and address of princip | al officer | H(a) | Is this a gro | | Alip a |
| | | | JACK N GERARD 1220 L STREET NW WASHINGTON, DC 20005 | | ''(=) | subordinate No | | ☐ Yes 🗸 |
| I Ta | x-exen | npt status | | (insert no) 4947(a)(1) or 527 | Н(Б) | Are all subo | | Tes NO |
| J W | ebsit e | e: Nw | w apı org | · | H(c) | Ir "No," atta Group exem | | it (see instructions) |
| K For | m of on | ganızabon | ✓ Corporation Trust Associate | tion Other ► | | or of formation | | M State of legal domicile DO |
| Pa | rt I | Sum | mary | · | | | | |
| Ece . | T. | nefly de: HE MISS TRONG, | scribe the organization's mission SION OF THE AMERICAN PETR | OLEUM INSTITUTE (API) IS TO II L GAS INDUSTRY ESSENTIAL TO | | | | |
| Jar | = | | | | | | | |
| ě. |] | * h l h h | | | | | · . | |
| Activities & Governance | - ' | neck th | is box > if the organization dis | continued its operations or dispose | d of more (| than 25% of | its net | assets |
| ×6 × | 3 1 | Number o | of voting members of the governir | ig body (Part VI, line 1a) | | | јз | 46 |
| ŧ | 4 1 | lumber o | of independent voting members of | the governing body (Part VI, line 1 | b) . , | | 4 | 45 |
| Ę | 5 T | otal nun | nber of individuals employed in ca | alendar year 2015 (Part V, line 2a) | | | 5 | 311 |
| Q. | 6 T | otal nun | nber of volunteers (estimate if ne | cessary) | | | 6 | 6,000 |
| | 7a T | otal unr | elated business revenue from Pai | | 7a | 11,000,271 | | |
| | ЬΝ | et unrela | ited business taxable income from | | 7b | 901,122 | | |
| | | | | | | Prior Year | | Current Year |
| | 8 | Contri | butions and grants (Part VIII, lin | e1h) | | | ٥ | 0 |
| Revenue | 9 | Progra | im service revenue (Part VIII, lin | e 2g) | · | 218,28 | 9,099 | 200,847,919 |
| À | 10 | Invest | tment income (Part VIII, column | (A), lines 3, 4, and 7d) | · | | 9,947 | 868,917 |
| - | 11 | | | ines 5, 6d, 8c, 9c, 10c, and 11e) | | 14,33 | 3,983 | 14,536,268 |
| | 12 | Total r | revenue—add lines 8 through 11 (| (must equal Part VIII, column (A), I | ine | 232,91 | 3,029 | 216,253,104 |
| | 13 | Grants | and similar amounts paid (Part I | X, column (A), lines 1-3) | ٠ 崖 | 5,879 | 9,574 | 6,193,088 |
| | 14 | Benefit | ts paid to or for members (Part I) | (, column (A), line 4) | · | | ٥ | 0 |
| 88 | 15 | Salarıe 5-10) | | e benefits (Part IX, column (A), line | • | 52,220 | 6,004 | 54,932,364 |
| ems | 16a | Profes | sional fundraising fees (Part IX, | column (A), line 11e) | ٠ | | - 0 | 0 |
| ä | b | Total fu | ndraising expenses (Part IX, column (D), | line 25) >0 | . | | | |
| | 17 | Other | expenses (Part IX, column (A), li | nes 11a-11d, 11f-24e) | | 186,169 | 9,501 | 189,213,934 |
| | 18 | Total | expenses Add lines 13-17 (mus | t equal Part IX, column (A), line 25) | · | 244,27 | 5,079 | 250,339,386 |
| | 19 | Reveni | ue less expenses. Subtract line 1 | 8 from line 12 | | -11,36 | 2,050 | -34,086,282 |
| Net Assets or Fund Balances | | | | | 8eg(nr | ung of Curren | | End of Year |
| Ass | 20 | | issets (Part X, line 16) | | ٠ 📙 | 115,144 | _ | 83,690,323 |
| ş ş | 21 | | labilities (Part X, line 26) | | · | 124,019 | _ | 116,060,215 |
| | 22 1111 | | sets or fund balances Subtract li | ne 21 from line 20 | | -8,874 | 4,928 | -32,369,892 |
| Unde my ki | pena lowled | Ities of p | ature Block Derjury, I declare that I have example the state of the s | nined this return, including accompa dete Declaration of preparer (other | anying sch than office | edules and s r) is based o | tateme in all in | nts, and to the best of formation of which |
| | | | | | | 2016-11-15 | 5 | |
| Sign | | Signa | ture of officer | | | Date | | |
| Here | | | N GERARD PRESIDENT AND CEO or print name and bile | • | | 4.5 | | |
| | | | nnt/Type preparer's name eborah G Kosnett | Preparer's signature Deborah G Kosnett | Date 2016-11-11 | Check if | PTIN POO2 | 90720 |
| Paid | | - | rm's name ► Tate and Tryon | | ** | self-employe Firm's EIN ▶ | d [| |
| | pare | Fi. | m's address ▶ 2021 L Street NW Suite 4 | 100 | W// | Phone no (2 | | |
| Use | Onl | у [| Washington, DC 20036 | | | 1 | , | |
| May t | he IRS | 5 discus: | | own above? (see instructions) . | | | | |

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

| (F) Estimated amount of other compensation from the | organization and related organizations | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
|--|--|------------------------------|------------------------------------|--|-----------------------------|------------------------------|--------------------------------|-------------------------------|--------------------------------|-------------------------------|------------------------------|
| Reportable compensation from related organizations (W- 2/1099- | MISC) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Reportable compensation from the organization (W- 2/1099- | MISC) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ck c, n an | Former | | ļ | | | | | | | | |
| (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | Highest compensated employee | ! | | ļ | | | | | | | |
| (C) Ion (do not c te than one b person is bo officer and a | key employee | | | | | | | | | | |
| n (do n (do that that that ficer stor, | Officer | | | × | <u> </u> | | 20 | | | | |
| sitio lore SS p | Institutional Trustee | | | | | | | | | | |
| Pos m unle | Individual trustee or director | × | × | × | × | × | × | × | × | × | × |
| (B) A verage hours per week (list any hours for related | organizations below dotted line) | 00 0 | 0 20 | 0 20 | 0 00 0 | 00 0 | 0 20 | 00 0 | 0 00 | 0 20 | 0 00 0 |
| (A) Name and Title | | John T Gremp Board Member | David W Grzebinski Board Member | Gary R Heminger Board Member & Chair Fin Cmte | John B Hess Board Member | Paul L Howes Board Member | W Herbert Hunt Board Member | Roger Jenkins Board Member | Paal Kıbsgaard Board Member | Tracy W Krohn Board Member | Ryan M Lance Board Member |

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)

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

Open to Public Inspection

| A F | or t | the 2016 | | nning 01-01-2016 , and ending 12 | -31-2016 | · | | |
|--------------------------------|-------|-------------------------|---|--|--------------------|---------------------------------------|-------------|------------------------|
| | | fapplicable | C Name of organization AMERICAN PETROLEUM INSTITUTE | | | D Employer | identif | ication number |
| | | is change | | | | 13-04334 | 130 | |
| _ | | change return | Doing business as | | | | | |
| Fil | nal | | | | | <u> </u> | | |
| | - | erminated led return | | nail is not delivered to street address) Room | /suite | E Telephone | unmper | |
| | | ition pendin | 1220 L STREET NW | | | (202) 683 | 2-8000 | |
| | | · | City or town, state or province, cou WASHINGTON, DC 20005 | intry, and ZIP or foreign postal code | | | | |
| | | | <u></u> | | | G Gross rece | ipts \$ 2 | 54,789,984 |
| | | | F Name and address of princip JACK N GERARD | al officer | H(a) | Is this a group retu | m for | - |
| | | | 1220 L STREET NW | | | subordinates? | | □Yes ☑No |
| | | | WASHINGTON, DC 20005 | <u>-</u> | | Are all subordinate: .ncluded? | 5 | Yes No |
| 1 Ta | x-ex | empt status | ☐ 501(c)(3) ☑ 501(c)(6) ◀ | (insert no) 🔲 4947(a)(1) or 🔲 527 | | if "No," attach a lis | t (see | instructions) |
| J W | ebs | ite:▶ w | w apı org | | H(c) (| Group exemption n | umber | ▶ |
| | | | | | 12.00 | | | |
| K For | n of | organization | Corporation Trust Ass | ociation U Other ► | L Year of | formation 1919 | 1 State | of legal domicile DC |
| Pa | rt I | Sun | imary | | | | | |
| | 1 | Briefly de | scribe the organization's mission o | or most significant activities | | | | |
| n, | l | The missi | on of American Petroleum Institut g, viable U.S. oil and natural gas i | e (API) is to promote safety across the | industry glo | obally and to influe | nce pul | olic policy in support |
| 2 | | 01 0 3(10) | g, vidule o 5 on and flattifat gas t | incost y | | | | |
| Ę | | | | | | | | |
| ž | | | | | | | | |
| Activities & Governance | 3 | Check th | is box ▶ □ if the organization di | scontinued its operations or disposed of ng body (Part VI, line 1a) | f more than | 25% of its net ass | | 4.4 |
| 26 | - | | - | • • • • | | | 3 | 44 |
| <u>e</u> | ı | | | f the governing body (Part VI, line 1b) | | | \vdash | 43 |
| 3 | ı | | | alendar year 2016 (Part V, line 2a) . | | • • | 5 | 332 |
| Ac | ı | | | cessary) | | • • | 6 | 6,000 |
| | | | | m Form 990-T, line 34 | | • • | 7a 7b | 10,671,550 |
| _ | ۳ | , Her Olive | iated business taxable income from | 11 FORM 990-1, line 34 | · · · | | 70 | 633,384 |
| | 8 | Cantala | hans and secure (Book VIII has th | | | Prior Year | | Current Year |
| 3 | | | | 1) | | | 0 | 12,193,728 |
| Revenue | 9 | - | | 3) | | 200,847,91 | - | 200,946,375 |
| æ | ı | | | lines 3, 4, and 7d) | | 868,91 | | 504,780 |
| | ı | | venue (Part VIII, column (A), lines | | | 14,536,26 | _ | 16,013,935 |
| | | | | ust equal Part VIII, column (A), line 12) | | 216,253,10 | - | 229,658,818 |
| | | | nd similar amounts paid (Part IX, | 1.1983 | | 6,193,08 | _ | 4,321,347 |
| | | | | olumn (A), line 4) | , | | 0 | 0 |
| Expenses | | | | enefits (Part IX, column (A), lines 5-10) | ' <u> </u> | 54,932,36 | | 60,071,949 |
| £ | | | | mn (A), line 11e) | <u> </u> | ······ <u> </u> | 9 | 0 |
| 훏 | | | raising expenses (Part IX, column (D), I | | | | _ | |
| _ | ĺ | | penses (Part IX, column (A), lines | | | 189,213,93 | | 160,686,526 |
| | | | enses Add lines 13-17 (must equ | | | 250,339,386 | | 225,079,822 |
| . 69 | 19 | Kevenue | less expenses Subtract line 18 fr | om line 12 | | -34,086,282 | + | 4,578,996 |
| Net Assets or Fund Balances | | | | | Begin | ning of Current Yea | 1 | End of Year |
| i e la | 20 | Total ass | ets (Part X, line 16) | | | 83,690,323 | 3 | 88,459,067 |
| ΣÞ | 21 | Total Irab | ulities (Part X, line 26) | | | 116,060,21 | - | 112,383,184 |
| \$5 | 22 | Net asse | ts or fund balances. Subtract line : | 21 from line 20 | | -32,369,89 | 2 | -23,924,117 |
| Par | t II | Sign | ature Block | - | | | | |
| Under | per | nalties of p | erjury, I declare that I have exam | ined this return, including accompanying | g schedules | s and statements, a | and to t | the best of my |
| any ki | | | r, it is true, correct, and complete | Declaration of preparer (other than of | mcer) is bas | ed on all information | on of w | hich preparer has |
| | | Ts. | | | | | | |
| | | Signat | ure of officer | | | 2017-11-15 Date | | |
| Sign | | | | | | Date | | |
| Here | | | GERARD PRESIDENT AND CEO | | | | | |
| | | 1 | <u></u> - | Dropping separture | Data | T | | |
| Dete | | | nnt/Type preparer's name reborah G Kosnett | Preparer's signature Deborah G Kosnett | Date 2017-10-31 | | N 290720 | |
| Paid | | - | irm's name Tate and Tryon | | | self-employed Firm's EIN ► \$2-18: | 55047 | |
| Prep | | E1 - | irm's address > 2021 L Street NW Suite | a 400 | | Phone no (202) 293 | | |
| Use | Uľ | ווי אווי | Washington, DC 2003 | | | 100 (202) 273 | 2200 | |
| March | ** | DE diameter | | | | <u> </u> | | |
| may th | ne IF | KS discuss | this return with the preparer show | vn apove? (see instructions) | | 4 4 4 | L Y₁ | es 🗹 No |

| Highest | |
|---|--------------------------|
| s, Highest | |
| Officers, Directors, Trustees, Key Employees, Hig | |
| Key | |
| Trustees, | (0) |
| Directors, | ntractors |
| f Officers, | endent Contract |
| t VII - Compensation of Officer | Employees, and Independe |
| VII - Com | maloyees, |
| 990, Part | ensated |
| Form | Comp |

| Compensated Engloyees, and Independent Contractors | endent, Cont | ractor | . ; | (c) | • | | · | (E) | (F) | |
|--|---|--|---|-------------------------|-----------------------------------|----------------------------|----------------------|--|---|--|
| Name and Title | Average hours per week (list any hours | Position (do not check more than one box, unless person is both an officer and a director/trustee) | ssition (do not check moi than one box, unless person is both an officer and a director/trustee) | not or box, | heck unleg an off truste | mor SS ICer | | Reportable compensation from related organizations | Estimated amount of other compensation from the | |
| | for related organizations below dotted line) | Individual trustee or director | Institutional Trustee | Key employee Officer | emplovee | Former Highest compensated | (W- 2/1099- MISC) | (W- 2/1099- MISC) | organization and related organizations | |
| Greg C Garland Board Member & Chair Fin Cmte | 0 50 | × | | × | | | 0 | 0 | 0 | |
| Russell K Girling Board Member | 0 20 | × | | | 13 | | 0 | 0 | 0 | |
| John T Gremp Board Member | 0 50 | × | | | | | 0 | 0 | 0 | |
| David W Grzebinski Board Member | 0 20 | × | | | | | 0 | 0 | 0 | |
| Dave A Hager Board Member | 0 00 | × | | | | | 0 | 0 | 0 | |
| Gary R Heminger Board Member | 0 20 | × | | | _ | | 0 | 0 | 0 | |
| John B Hess Board Member | 0 50 | × | | | | | 0 | 0 | 0 | |
| Paul L Howes Board Member | 0 00 0 | × | | | | | 0 | 0 | 0 | |
| W Herbert Hunt Board Member | 00 0 | × | | | | | 0 | 0 | 0 | |
| Roger Jenkins Board Member | 0 20 | × | | | | | 0 | 0 | 0 | |

DLN: 93493319014348

Form 990 **ارچ**

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

Open to Public Inspection

| A F | or th | e 2017 c | alendar year, or tax year begin | ning 01-01-2017 , and ending 1 | 2-31-2 | 017 | | | |
|--------------------------------|-----------------------|--------------|--|--|--------------|------------|-----------------------------|---|---------------------------------------|
| B Che | eck if a | pplicable | C Name of organization AMERICAN PETROLEUM INSTITUTE | - | | | D Employe | er identil | ication number |
| | | change | AMERICAN PETROLEOM INSTITUTE | | | | 13-0433 | 3430 | |
| | me ch | - | Doing business as | | | | _ | | |
| _ | itial rel al retur | n/terminated | · · | | | | | | |
| _ | | d return | Number and street (or P O box if in | ail is not delivered to street address) Room | m/suite | | E Telephon | e number | • |
| ΠAβ | plication | on pending | 1220 L STREET | | | | (202) 6 | 82-8000 | |
| | | | City or town, state or province, cou WASHINGTON, DC 20005 | ntry, and ZIP or foreign postal code | • | | | | |
| | | | WASHINGTON, DC 20003 | | | | G Gross red | ceipts \$ 2 | 26,586,227 |
| | | | F Name and address of principa | f officer | Н | (a) Is | this a group ret | turn for | |
| | | | MICHAEL J SOMMERS 1220 L STREET | | 1 | | ordinates? | | □Yes ☑No |
| - | 1.00 | | WASHINGTON, DC 20005 | | Н | | e all subordinati luded? | es | ☐ Yes ☐No |
| I Ta | x-exen | npt status | ☐ 501(c)(3) ☑ 501(c)(6) ◀ | (insert no) 4947(a)(1) or 52 | 27 | | No," attach a l | st (see | instructions) |
|) W | ebsit | e:► WW | VW API ORG | | — н | (c) Gra | oup exemption | number | • |
| | | | | | | | | | 270000000000 |
| K For | n of or | rganization | Corporation Trust Asso | ciation Other | " | fear of fo | rmation 1919 | M State | of legal domicile DC |
| Pa | rt I | Sum | mary | | | | | | |
| | | | scribe the organization's mission o | r most significant activities | | • | | | · · · · · · · · · · · · · · · · · · · |
| ey. | <u> </u> | SEE PART | III, LINE 1 | | | | | | |
| Activities & Governance | | | | • | | | | | |
| Ë | | | | | | | | | |
| Š | | | | continued its operations or disposed | | | | sets | • |
| 9 | ı | | - | g body (Part VI, line 1a) | | | | 3 | 44 |
| ž | l | | | the governing body (Part VI, line 1b) | - | | • | 4 | 43 |
| Ĕ | l | | | lendar year 2017 (Part V, line 2a) . | | | | 5 | 332 |
| = | l | | | essary) | | • • | • • | 6 | 6,000 |
| ٩ | | | | VIII, column (C), line 12 | | • • | • | 7a | 11,371,855 |
| | ь | Net unrel | lated business taxable income from | Form 990-T, line 34 | | | | 7b | 1,099,053 |
| | | | | | | 1 | Prior Year | | Current Year |
| 3 | | | ons and grants (Part VIII, line 1h | | | | 12,193,7 | | 100,000 |
| Revenue | | - | |) | | | 200,946,3 | _ | 187,074,722 |
| ã | | | 77. (3) | lines 3, 4, and 7d) | | | 504,7 | _ | 513,458 |
| | | | renue (Part VIII, column (A), lines | | . | | 16,013,9 229,658,8 | _ | 18,987,624 206,675,804 |
| | - | | | st equal Part VIII, column (A), line 12 | 2) | | 1000 | _ | |
| | | | nd similar amounts paid (Part IX, c | olumn (A), line 4) | | | 4,321,3 | 4/ | 2,347,561 |
| | | | | nefits (Part IX, column (A), lines 5–1 | ۸, | | 60,071,9 | 40 | 61,818,084 |
| Expenses | | | | nn (A), line 11e) | ۰, | | | 0 | 01,010,004 |
| 8 | | | aising expenses (Part IX, column (D), in | 3057 | | | | " | |
| ភ | | | penses (Part IX, column (A), lines | The second secon | 1 | | 160,686,5 | 26 | 156,678,262 |
| | | | enses Add lines 13-17 (must equ | | | | 225,079,8 | _ | 220,843,907 |
| | | • | less expenses Subtract line 18 fro | W _{en} | | | 4,578,9 | _ | -14,168,103 |
| 5 % | | | | | | Beginna | ng of Current Ye | _ | End of Year |
| Net Assets or Fund Balances | | | | | | | | \perp | |
| Ass | | | ets (Part X, line 16) | | | | 88,459,0 | _ | 84,629,322 |
| and L | | | ilities (Part X, line 26) | | | | 112,383,1 | | 133,279,064 |
| | _ | | s or fund balances Subtract line 2 | 1 from line 20 | | | -23,924,1 | 17 | -48,649,742 |
| | t II | | ature Block | ned this return, including accompany | una cch | adulac a | nd statements | and to | the best of my |
| knowl | edge i | and belief | f, it is true, correct, and complete | Declaration of preparer (other than o | officer) | is based | on all informa | tion of w | hich preparer has |
| any ki | nowle | dge | | | | | | | |
| | | | | | | . 2 | 018-11-15 | | |
| Sign | | Signatu | ure of officer | | | 0 | ate | | |
| Here | | | EL J SOMMERS PRESIDENT AND CEO | | | | | | .0 |
| | |] P | r print name and title | | | | | | |
| | | | nnt/Type preparer's name EBORAH G KOSNETT | Preparer's signature DEBORAH G KOSNETT | Date 2018 | 11-01 C | | ווא 30290720 | |
| Paic | | - | . | | -2.0 | S | elf-employed | | |
| Prep | | " <u> </u> | rm's name TATE AND TRYON rm's address 2021 L STREET NW SUI | TE 400 | | | rm's EIN ► 52-1 | | 13 |
| Use | Onl | ly " | | | | ا | hone no (202) 2 | 73-2200 | |
| | | | WASHINGTON, DC 200 | | | | | | |
| May ti | ne IRS | discuss | this return with the preparer show | n above? (see instructions) | | 141 | | L Y | es 🗹 No |

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

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)

2018

OMB No 1545-0047

Open to Public Inspection

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

| A F | or th | ne 2019 d | alendar year, or tax year l | eginning 01-01-2018 , | and ending 12 | -31-2018 | | | | |
|--------------------------------|---------------------|-----------------------|---|------------------------------------|-------------------|--------------------|---------------------------------|----------------|--------|----------------------------------|
| | | applicable change | C Name of organization AMERICAN PETROLEUM INSTI | TUTE | | | | | ntifi | cation number |
| □ Na | ame d | hange | Doing business as | <u> </u> | | | | 433430 | | |
| _ | ubal re sal ceru | eturn m/terminated | | | | | | | | |
| | | d return | | x if mail is not delivered to stre | et address) Room, | /suite | E Telep | hone num | ber | |
| | plicat | ion pending | ' | | | | (202 |) 682-80 | 000 | |
| | | | WASHINGTON, DC 20001 | , country, and ZIP or foreign po | stal code | | G Gross | receipts | \$ 25 | 5,566,874 |
| | | | F Name and address of pri | ncipal officer | | H(a) | s this a group | | _ | • • |
| | | | MICHAEL) SOMMERS 200 MASSACHUSETTS AVE | NW NO 1100 | | | subordinates? | | | □Yes ☑No |
| | | mpt status | WASHINGTON, DC 20001 | | | ⊣ ```-´ı | Are all subordi ncluded? | nates | | ☐ Yes ☐No |
| | | | ☐ 501(c)(3) ☐ 501(c)(| 6) ◀ (insert no) | a)(1) or 527 | | f "No," attach | • | | |
| J W | ebsi | te:► WY | VW API ORG | | | ן ה(כ) (| Group exempti | on numi | ber I | > |
| K For | m of o | rganization | ☑ Corporation ☐ Trust ☐ | Association ☐ Other ► | | L Year of | formation 1919 | M St | ate o | of legal domicile DC |
| P | art I | Sum | mary | | | | | | | |
| | | | scribe the organization's miss | ion or most significant activ | rities | | | | | |
| Ce | : | SEE PARI | III, LINE 1 | • | | | | | | |
| Jar. | : | | | | | | | | | |
| Activities & Governance | 2 | Check th | is box ▶ ☐ if the organization | n discontinued its operation | ns or disposed of | more than | 25% of its ne | t assets | | |
| ن عر | 3 | Number - | of voting members of the gov | erning body (Part VI, line 1 | a) | | | | 3 | 45 |
| ~~ | 4 | | of independent voting member | | | | | | 4 | 44 |
| Š | 1 | | nber of individuals employed nber of volunteers (estimate i | | - | | • • | | 5 6 | 6,000 |
| Act | 1 | | elated business revenue from | ** | | | | | 7a | 11,397,065 |
| | | | lated business taxable income | | | | | 7 | ′Ь | 1,158,808 |
| | | | | | | | Prior Year | | Ċ | Current Year |
| 3 | ı | | tions and grants (Part VIII, line | - | | | 10 | 0,000 | | 401,267 |
| Ravenua | ı | - | service revenue (Parl VIII, line | | | | 187,07 | _ | | 211,486,068 |
| æ | ı | | int income (Part VIII, column (/enue (Part VIII, column (A), li | | | - | | 3,458 | | -862,035 |
| | ı | | enue—add lines 8 through 11 | | • | | 18,98 206,67 | | | 23,324,060 |
| | • | | nd similar amounts paid (Part | | | | 2,34 | 7,561 | | 8,328,057 |
| | 14 | Benefits | paid to or for members (Part I | X, column (A), line 4) . | | | | 0 | • | 0 |
| 8 | ı | | other compensation, employe | • | | | 61,81 | | | 74,505,244 |
| Expenses | ı | | nal fundraising fees (Part IX, | | | | | 0 | | 0 |
| ភ្ន | ı | | aising expenses (Part IX, column penses (Part IX, column (A), li | ` | | | 156,67 | 2 262 | | 159,414,791 |
| | ı | | enses Add lines 13-17 (musi | · · | | | 220,84 | | | 242,248,092 |
| | 1 | • | less expenses. Subtract line 1 | | | | -14,16 | _ | | -7,898,732 |
| Net Assets or Fund Balances | | | | | | Begin | ning of Current | Year | | End of Year |
| Bala | 20 | Total ass | ets (Part X, line 16) | | | | 84,62 | 9,322 | | 142,482,288 |
| 2 5 | ı | | ilities (Part X, line 26) | | | | 133,27 | - | | 188,234,679 |
| | | | s or fund balances Subtract I | ine 21 from line 20 | | | -48,64 | 9,742 | | -45,752,391 |
| Under | | ities of p | ature Block erjury, I declare that I have e | | | | | | | |
| knowl any k | | | f, it is true, correct, and comp | plete Declaration of prepare | er (other than of | ficer) is bas | ed on all infor | mation o | f wh | nich preparer has |
| | | 14 | | | | | | | | |
| Sian | | Signati | re of officer | | | | 2019-11-15 Date | | | |
| Sign Here | : | MICHA | EL J SOMMERS PRESIDENT AND C | FO | | | | | | |
| | | | print name and title | | | | | | | |
| | | Pi | nnt/Type preparer's name | Preparer's signature | | Date 2019-11-06 | Check I if | PTIN P00290 | 720 | |
| Paid | | _ - | rm's name ► TATE AND TRYON | | === | | self-employed Firm's EIN ► 5 | | | |
| Pre _l Use | | ". L | - 3 | | | | | | | * |
| U36 | UII | יצי Fi | rm's address ► 2021 L STREET N | | | | Phone no (20) | 2) 293-22 | 00 | |
| | | | WASHINGTON, DO | | | | L | | 1 | |
| _ | | | this return with the preparer Juction Act Notice, see the | <u> </u> | ions) | Cat I | No 11282Y | , L | J Ye | s ✓ No Form 990 (2018) |
| | | | | | | J=+ 1 | | | | |

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

| | (F) Estimated amount of other compensation from the | organization and related organizations | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
|---|--|--|--------------------------------|-----------------------------------|------------------------------|--|---------------------------------|-----------------------------|---|------------------------------|--------------------------------|-------------------------------|
| , | (E) Reportable compensation from related organizations | (W- 2/1099- MISC) | 0 | O | 0 | 0 | 0 | O | 0 | 0 | 0 | 0 |
| | (D) Reportable compensation from the organization | (W- 2/1099- MISC) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Position (do not check more than one box, unless person is both an officer and a director/trustee) | Former Highest compensated employee | | | | | | | | | | |
| | ot ch sox, i | Key employee | | | | | | | | | | <u> </u> |
| | do n one b one b is bo | Officer | | | | | | | × | | | |
| | Position (than operson and a | Institutional Trustee Individual trustee or director | × | × | × | × | × | × | × | × | × | × |
| | (B) Average hours per week (list any hours | for related organizations below dotted line) | 0 0 0 | 0 0 0 | 0 20 | 0 20 | 0 20 | 0 20 | 0 20 | 0 0 0 | 0 0 0 | 0 20 |
| | (A) Name and Title | | GREG C GARLAND BOARD MEMBER | RUSSELL K GIRLING BOARD MEMBER | DAVE A HAGER BOARD MEMBER | HANS JAKOB HEGGE BOARD MEMBER (AS OF 10/18) | GARY R HEMINGER BOARD MEMBER | JOHN B HESS BOARD MEMBER | VICKI HOLLUB BOARD MEMBER & CHAIR FIN CMTE | PAUL L HOWES BOARD MEMBER | W HERBERT HUNT BOARD MEMBER | ROGER JENKINS BOARD MEMBER |

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 Open to Public Inspection

| <u>A</u> | For th | ne 2019 calendar year, or tax year beginning a | nd ending | | |
|-------------------------|--------------------------|---|--------------------|-------------------------|---|
| B | Check it applicat | C Name of organization | | D Employer ider | tification number |
| | Addr | 90 AMERICAN PETROLEUM INSTITUTE | |] | |
| | Nam chan | ge Doing business as | | 13-0433 | <u>34</u> 30 |
| | Initia retur Final | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite 1100 | E Telephone num | nber 582-8000 |
| | retur lerm: ated | City or town, state or province, country, and ZIP or foreign postal code | ртоо | G Gross receipts \$ | 000 100 000 |
| | Ame | nded MAGUINGMON DG 20001 | | H(a) Is this a grou | |
| | retur: Appli | | <u> </u> | for subordina | |
| | tion pend | SAME AS C ABOVE | | H(b) Are all subordinat | 17101 |
| $\overline{}$ | Tay.es | tempt status: 501(c)(3) X 501(c) (6) | 1) or 527 | 1 | h a list. (see instructions) |
| | | ite: WWW.API.ORG | 1) 01 321 | H(c) Group exemp | , |
| _ | | forganization: X Corporation Trust Association Other | 1 Vaar | | M State of legal domicile; DC |
| | art I | Summary | IL (cai | or formation, 121 | 7 M State of legal domiche, DC |
| | 1 | Briefly describe the organization's mission or most significant activities: SEE | PART I | II, LINE 1 | <u> </u> |
| Activities & Governance | | | | | · |
| Ë | 2 | Check this box if the organization discontinued its operations or disp | oosed of more | F-0.5 - 0.045 - 0.05 | CONTRACTOR |
| Š | 3 | Number of voting members of the governing body (Part VI, line 1a) | | | 3 44 |
| <u>ග</u> | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | | | 4 43 |
| 98 | 5 | Total number of individuals employed in calendar year 2019 (Part V, line 2a) | | | 5 376 |
| Š | 6 | Total number of volunteers (estimate if necessary) | | | 6 6000 |
| Act | 7 a | Total unrelated business revenue from Part VIII, column (C), line 12 | | | 7a 11,141,837. |
| _ | b | Net unrelated business taxable income from Form 990-T, line 39 | | ran | 7ь 827,362. |
| | | | ļ | Prior Year | Current Year |
| ē | 8 | Contributions and grants (Part VIII, line 1h) | | 401,267 | |
| Revenue | 9 | Program service revenue (Part VIII, line 2g) | | 11,486,068 | |
| ě | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | -862,035 | |
| | 111 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 23,324,060 | |
| _ | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | 34,349,360 | |
| | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | | 8,328,057 | |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | | | 0. |
| es | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10 | | 74,505,244 | |
| Expenses | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | 0. |
| X | b | Total fundraising expenses (Part IX, column (D), line 25) | 0. | FO. 44.4 FO.4 | 1 4 50 400 405 |
| щ | '' | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 59,414,791 | |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | | 42,248,092 | |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | | -7,898,732 | |
| SOF | | | | ginning of Current Yes | |
| Net Assets | 20 | Total assets (Part X, line 16) | | | . 131,182,605. |
| et A | 21 | Total liabilities (Part X, line 26) | | 88,234,679 | |
| | 22 art | Net assets or fund balances, Subtract line 21 from line 20 Signature Block | | <u>45,752,391</u> | -62,616,613. |
| | | alties of perjury, I declare that I have examined this return, including accompanying schedu | lac and statems | ate and to the heat of | my knowledge and hellof it is |
| | | ct, and complete. Declaration of preparer (other than officer) is based on all information of | | | thy knowledge and bellet, it is |
| uuc | , 60116 | and complete. Declaration of preparer (other than officer) is pased on an information of | willcii preparei | nas any knowledge. | |
| Sim | | Signature of officer | | Date | |
| Sign | | MICHAEL J. SOMMERS, PRESIDENT AND CEO | . | | |
| Hei | • | Type or print name and title | <u>,</u> | . | |
| | | Print/Type preparer's name Preparer's signature | . 0 | ate Check | PTIN |
| Paid | ı | YONG ZHANG, CPA | 7/0401 | 1/16/20 if self-em | |
| | arer | Firm's name RSM US LLP | - CAN | | 42-0714325 |
| | Only | Firm's address 1861 INTERNATIONAL DRIVE, SUITE | 400 | | |
| | 111 | MCLEAN, VA 22102 | - • • | Phone no 7 | 03-336-6400 |
| Mav | / the II | RS discuss this return with the preparer shown above? (see instructions) | 00750000000 | 1. 110110 1101 | Yes X No |
| | | | | | 7.70 |

932007 01-20-20

Form 990 (2019)

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

Check 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) | (B) | | | | C) | | | (D) | (E) | (F) |
|-------------------------|----------------|-------------------------------|----------------------|---------------|--------------|---------------------------------|----------|-----------------|-----------------|---------------|
| Name and title | Average | | | Pos | itior | 1 | | Reportable | Reportable | Estimated |
| | hours per | | | heck ss pe | | | | compensation | compensation | amount of |
| | week | offi | cer an | dad | irecto | r/trus | tee) | from | from related | other |
| | (list any | ě | | | | | | the | organizations | compensation |
| | hours for | \(\frac{1}{2}\) | | | | ₽ . | | organization | (W-2/1099-MISC) | from the |
| | related | stee | ruste | | | | | (W·2/1099-MISC) | | organization |
| | organizations | a fr | onalt | | g g | ١ <u>٠</u> | | ļ | | and related |
| | below line) | ndividual trustee or director | nstitutional trustee | Officer | Key employee | Highest compensated employee | Former | | | organizations |
| (1) PIERRE BANG | 0.50 | ٤ | Ë | 5 | = | 歪馬 | 윤 | | | |
| BOARD MEMBER | 0.00 | x | | | | | | 0. | 0. | , |
| (2) JOSEPH BLOUNT | 0.50 | ^ | \vdash | _ | \vdash | \vdash | \vdash | 0. | 0. | 0. |
| BOARD MEMBER | 0.00 | x I | | | | | | 0. | 0. | _ |
| (3) LEE BOOTHBY | 0.50 | Δ | Н | | H | - | \vdash | U + . | U . | 0. |
| BOARD MEMBER | | . | | | | | | ا م | | _ |
| (4) THOMAS BURKE | 0.00 | Х | H | | | H | <u> </u> | 0. | 0. | 0. |
| , -, | 0.50 | v | | | | | | ا ا | 0 | • |
| BOARD MEMBER | 0.00 | X | | Н | | \vdash | <u> </u> | 0. | . 0. | 0. |
| (5) WILLIE CHIANG | 0.50 | ,, | | | | | | | • | _ |
| BOARD MEMBER | 0.00 | Х | Н | | | l— | _ | 0. | 0. | 0. |
| (6) JOHN CHRISTMANN | 0.50 | ļ., | | | | | | ا ا | | |
| BOARD MEMBER | 0.00 | X | \vdash | - | | | | 0. | 0. | 0. |
| (7) BRIAN COFFMAN | 0.50 | ,, | | | | | | | • | |
| BOARD MEMBER | 0.00 | Х | - | | | <u> </u> | _ | 0. | 0. | 0. |
| (8) LISA DAVIS | 0.50 | ,, | | | | | | ا ۾ ا | | |
| BOARD MEMBER | 0.00 | X | | | | | | 0. | 0. | 0. |
| (9) DAN DINGES | 0.50 | | | | | | | | | _ |
| BOARD MEMBER | 0.00 | X | | _ | Н | Н | | 0. | 0. | 0. |
| (10) SUSAN DIO | 0.50 | | | | | | | | | |
| BOARD MEMBER | 0.00 | X | - | - | | | | 0. | 0. | 0. |
| (11) TIM DOVE | 0.50 | | | | | | | _ | _ | _ |
| BOARD MEMBER | 0.00 | X | _ | _ | | | | 0. | 0. | 0. |
| (12) JACK PUSCO | 0.50 | | | | | | | | . | |
| BOARD MEMBER | 0.00 | X | | _ | | | | 0. | 0. | 0. |
| (13) GREG C. GARLAND | 0.50 | | | | | | | | _ | _ |
| BOARD MEMBER | 0.00 | X | \dashv | _ | - | Ш | | 0. | 0. | 0. |
| (14) RUSSELL K. GIRLING | 0.50 | | | | | | | | | _ |
| BOARD MEMBER | 0.00 | Х | | _ | Щ | Ш | | 0. | 0. | |
| (15) DAVE A, HAGER | 0.50 | <u> </u> | | | | | | _ | _ | _ |
| BOARD MEMBER | 0.00 | X | _ | _ | | | | 0. | 0. | 0. |
| (16) HANS JAKOB HEGGE | 0.50 | | | | | | | | _ | _ |
| BOARD MEMBER | 0.00 | X | _ | _ | _ | \Box | | 0. | 0. | 0. |
| (17) GARY R. HEMINGER | 0.50 | _ | | | | | | *** | | _ |
| BOARD MEMBER | 0.00 | X | | | | | | 0. | 0. | 0. |

efile GRAPHIC print - DO NOT PROCESS | As Filed Data -

DLN: 93493319032411

Form **990** ٠

Department of the Treasury Internal Revenue S

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.lrs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

| | | 2020 c | <u> </u> | ginning 01-01-2020 , and endin | a 12-21 | -2020 | | | |
|--------------------------------|-----------------------|--------------------------|--|---|-------------|-------------|---------------------------------------|----------------|---------------------------|
| | | | C Name of organization | ginning 01-01-2020 , and endin | g 12-31 | -2020 | D Emple | ver iden | tification number |
| _ | eck is ap ddress c | oplicable: | AMERICAN PETROLEUM INSTITU | TE | | | | - | tincation number |
| _ | ame cha | • | | | | | 13-04 | 33430 | |
| | ntial ret | | Doing business as | | | | - 1 | | |
| _ | | √terminated | | 5 | | | E Teleph | one numb | er |
| | mended policatio | return In pending | 200 MACCACULICETTO AVE AND N | f mail is not delivered to street address) 1 10 1100 | Koom/sui | Ce | | 682-800 | |
| | ,, | | | country, and ZIP or foreign postal code | | | (202) | 082-800 | 70 |
| | | | WASHINGTON, DC 20001 | ,, | | | G Gross | racainte \$ | 232,476,484 |
| | | | F Name and address of princ | ipal officer: | | M(a) i | | | |
| | | | MICHAEL J SOMMERS | | | | s this a group : ubordinates? | return 10. | Yes ☑No |
| | | | 200 MASSACHUSETTS AVE N° WASHINGTON, DC 20001 | W NO 1100 | - ! | H(b) A | re all subordin | ates | Yes No |
| I Ta | x-exem | pt status: | · · · · · · · · · · · · · · · · · · · | ◀(insert no.) ☐ 4947(a)(1) or ☐ | 1 | | ncluded? | . N-b - 1 | |
| 7 10 | lahait. | - h 18/14 | /W.API.ORG | (insert no.) L1 4947(a)(1) or L1 | 527 | | f "No," attach a Group exemptio | | • |
| 2 80 | COSIC | C: P VV V1 | rw.Arl.org | | | ,,(-, | woop exemptio | ar trontibe | |
| K For | m of orr | nanization: | Corporation Trust A | ssociation Other | T | L Year of | formation: 1919 | M Stat | e of legal domicile: DC |
| | | garnzationi | coporation 11030 1 | | | | | | |
| P | art l | Sum | mary | | | | | | |
| | | | cribe the organization's mission | | | | | | |
| Ce | 3 | EE FORM | 990, PART III, LINE 1 FOR CO | MPLETE MISSION STATEMENT | | | | | |
| Activities & Governance | - | | | | | | | | |
| ющ | - | | | | | | | | |
| 05 | 3 1 | Check thi | s box > 🔲 if the organization | discontinued its operations or dispos ning body (Part VI, line 1a) | ed of m | ore than | 25% of its net | assets. | 1 45 |
| ∞ | 1 | | - | of the governing body (Part VI, line | | | | 4 | |
| <u>&</u> | 1 | | | calendar year 2020 (Part V, line 2a) | • | | • • | 5 | |
| 를 | 1 | | • • | recessary) | | | | 6 | |
| Į, | 1 | | | art VIII, column (C), line 12 | | | • • | 72 | |
| | | | | rom Form 990-T, line 39 | | | • • | 71 | |
| | " | vet unie | ateo ousniess taxable income ii | om Form 990-1, time 39 | | | Prior Year | | Current Year |
| | 8 0 | Contribut | ions and grants (Part VIII, line 1 | 6) | | \vdash | Prior rear | 0 | Current Year |
| 3 | | | | 2g) | • | | 215,094 | - 1 | 100 004 744 |
| Ravenue | ř . | | | , lines 3, 4, and 7d) | • | \vdash | · · · · · · · · · · · · · · · · · · · | _ | 188,894,744 |
| æ | 1 | | enue (Part VIII, column (A), line | 1340 · 6 | | \vdash | | ,570 | 1,089,131 |
| | 1 | | | nust equal Part VIII, column (A), line | 12) | \vdash | 22,508 238,520 | _ | 23,570,841 213,554,716 |
| | _ | | | , column (A), lines 1–3) | 12) | +- | 12,419 | _ | 110,000 |
| | 1 | | | column (A), line 4) | | - | 12,413 | 0 | 110,000 |
| 10 | 1 | | | benefits (Part IX, column (A), lines 5 | | \vdash | 74,344 | | 81,119,034 |
| Expenses | 1 | | | lumn (A), line 11e) | | <u> </u> | 74,544 | 0 | 01,113,034 |
| E C | l . | | aising expenses (Part IX, column (D | | • | - | | - | |
| ង | | | enses (Part IX, column (A), line | | | - | 163,199 | 186 | 151,222,727 |
| | | | | qual Part IX, column (A), line 25) | | \vdash | 249,963 | _ | 232,451,761 |
| | | | less expenses. Subtract line 18 | | | 127 | -11,442 | _ | -18,897,045 |
| × % | | | | | • | Begin | ning of Current | | End of Year |
| S C | | | | | | | | | |
| Net Assets or Fund Balances | 20 T | otal asse | ets (Part X, line 16) | | | | 131,182 | ,605 | 117,715,070 |
| 2 2 | 21 T | otal liabi | lities (Part X, line 26) | | | | 193,799 | ,218 | 199,757,740 |
| Zű | 22 N | let asset: | s or fund balances. Subtract line | e 21 from line 20 | | | -62,616 | ,613 | -82,042,670 |
| | irt II | | ature Block | | | | - | | |
| Unde: knowi | r penali ledoe a | ties of pe and belief | erjury, I declare that I have exa | mined this return, including accomp- te. Declaration of preparer (other th | anying s | chedules | and statement | ts, and to | o the best of my |
| | nowled | | , is to trady terribut, one compre | - Declaration of preparer (outer the | un onice | ., 13 003 | | 100011 01 | Wilch preparer has |
| | 1 | | | | | | | | |
| C1 | ľ | | re of officer | | | | 2021-11-08 Date | | |
| Sign Here | | N Marchae | I LEOUNISSE PRESIDENT & SEC. | | | | | | |
| | | | L J SOMMERS PRESIDENT & CEO print name and title | | | | | | |
| | | r | int/Type preparer's name | Preparer's signature | Dat | te | <u></u> | PTIN | |
| Paid | 4 | | | 1 ' - | 20: | 21-11-08 | Check L if self-employed | P0048109 | 97 |
| _ | a parei | r Fi | rm's name CLIFTONLARSONALL | EN LLP | | 100 | Firm's EIN ► 41 | -0746749 | |
| | Only | - | in the state of th | N PER CHITE 400 | | | | 440.11 | |
| -30 | VIII | , [" | rm's address > 610 W GERMANTOW | | | | Phone no. (215) | 643-3900 |) |
| | | | PLYMOUTH MEETING | , PA 19462 | | | ļ | | |
| | | | this return with the preparer sh | | | | | | Yes 🗹 No |
| For P | aperw | ork Red | luction Act Notice, see the s | eparate instructions. | | Cat. N | lo. 11282Y | | Form 990 (2020) |

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

| GARY R HEMINGER BOARD MEMBER MICHAEL J HENNIGAN BOARD MEMBER W HERBERT HUNT CARLOS M HERNANDEZ BOARD MEMBER BOARD MEMBER | Average hours per week (list any hours for related organizations below dotted line) 0.00 0.00 0.50 0.50 | 2 or director | 명 등 의 분 Institutional Trustee | Officer Officer | thighest compensated employee Key employee Key employee Key employee Cofficer Institutional Trustee Individual trustee | 일 등 한 한 Highest compensated 는 기계 Highest compensated 는 기계 Highest compensated 는 기계 Highest compensated 는 기계 | Reportable compensation from the organization (W- 2/1099-MISC) | Reportable compensation from related organizations (W- 2/1099-MISC) | Estimated amount of other compensation from the organization and related organizations | |
|--|---|---------------|-------------------------------|-----------------|--|---|--|---|--|--|
| JOHN B HESS BOARD MEMBER VICKI HOLLUB BOARD MEMBER | 0.50 | × | | | | | 0 0 | 0 0 | 0 0 | |
| PAUL L HOWES BOARD MEMBER ROGER W JENKINS BOARD MEMBER | 0.50 | ×× | | | | | 0 0 | 0 0 | 0 0 | |
| THOMAS E JORDEN BOARD MEMBER KEVIN P KAUFFMAN BOARD MEMBER | 0.50 | × × | | | | 1 | 0 | 0 | 0 0 | |