

MAYOR AND CITY COUNCIL
OF BALTIMORE

Plaintiff,

v.

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

Defendants.

*

IN THE

*

CIRCUIT COURT

*

FOR BALTIMORE CITY

*

Case No. 24-C-18-004219

*

Specially Assigned to the
Hon. Videtta A. Brown

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* * * * *

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS
SHELL PLC AND SHELL USA, INC.'S INDIVIDUAL
MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

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CIVIL DIVISION

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I. INTRODUCTION

Shell's¹ motion to dismiss ("Motion") argues that the Mayor and City Council of Baltimore's ("City") detailed Complaint fails to isolate specific misrepresentations or omissions by Shell, and thus all claims against it must be dismissed. Shell is wrong. The Complaint sufficiently alleges Shell failed to warn of, concealed, and omitted material facts about its fossil fuel products' climatic risks, and participated in efforts to mislead consumers and the public about climate change and fossil fuels' central role in causing it.² Shell's insistence otherwise seeks premature resolution of factual questions. Moreover, the Complaint alleges additional misrepresentations and other misconduct attributable to Shell under a concert-of-action theory.

Shell's argument that the City insufficiently alleges causation misrepresents the Complaint and the law. The Complaint alleges that Shell's deceptive conduct, in combination with other Defendants', is a substantial factor in causing the City's injuries. The Complaint also extensively alleges both that the City's injuries were foreseeable, and that Shell and other Defendants actually, accurately foresaw them. The Court should deny the Motion.

II. ARGUMENT

A. The Complaint Alleges Tortious and Deceptive Conduct by Shell.

Since at least the 1960s, Shell has known that the use of its fossil fuel products accelerates climate change and imposes catastrophic risks on communities like Baltimore. *See, e.g.*, Compl. ¶¶ 103–11, 115–16, 120, 133–38. For example, a confidential 1988 internal report stated that atmospheric CO₂ concentration had increased approximately 15% in the 20th century "[m]ainly

¹ For purposes of the Complaint, "Shell" includes Shell plc (f/k/a Royal Dutch Shell PLC), Shell USA, Inc. (f/k/a Shell Oil Company), and their predecessors, successors, parents, subsidiaries, affiliates, and divisions. Compl. ¶ 24(f).

² As detailed in the City's memorandum in opposition to Defendants' joint motion to dismiss for failure to state a claim ("Opposition"), which the City incorporates by reference, Shell and other Defendants have thereby committed numerous torts and violated the Maryland Consumer Protection Act ("MCPA"). *See Opp.* at Part IV.D.1–IV.D.5.

due to fossil fuel burning and deforestation,” and that there was “reasonable scientific agreement that increased levels of greenhouse gases would cause a global warming” with potentially disastrous consequences.³ Yet, no later than the 1980s, Shell and others “embarked on a decades-long campaign designed to maximize continued dependence on their products,” *id.* ¶ 145, by failing to warn of their products’ risks, spreading disinformation, and otherwise deceiving consumers, *e.g.*, *id.* ¶¶ 146–49, 221, 242, 295–96. So in 1994, for example, another Shell report expressed the view that an “unequivocal position on the science of global warming” was “beyond current capabilities,” and that “[o]ther natural phenomena have been put forward as possible explanations for the observed warming,” which Shell knew to be false or at best misleading, as well as Shell’s intent to increase the scientific community’s acceptance of similar positions.⁴

Shell has marketed and sold its fossil fuel products to Maryland consumers through at least 200 Shell-branded gas stations in the state. *Id.* ¶ 24(e). In doing so, Shell has repeatedly failed to disclose and knowingly concealed and omitted material facts about its products’ climatic risks. *See id.* ¶¶ 140–70, 295–96. Shell also engaged in an extensive “public relations campaign around energy transitions towards net zero emissions,” which was misleading given Shell “ha[d] no immediate plans to move to a net-zero emissions portfolio.” *Id.* ¶ 186.⁵ Shell intended that consumers rely on its misrepresentations and omissions in continuing to buy its products. *See id.* ¶¶ 295–96. The City’s Opposition explains how the Complaint alleges each element of the City’s

³ See Greenhouse effect working group, *The Greenhouse Effect*, Shell Internationale Petroleum, at 1 (May 1988), <https://www.documentcloud.org/documents/4411090-Document3.html#document/p9/a411239>, cited at Compl. ¶ 133 & n.157.

⁴ See P. Langcake, *The Enhanced Greenhouse Effect: A Review of the Scientific Aspects* at 9, 13, 14 (Dec. 1994), <https://www.documentcloud.org/documents/4411099-Document11.html#document/p15/a411511>, cited at Compl. ¶ 149 & n.170.

⁵ Shell suggests this campaign is not actionable because Shell disclosed its true intentions about net-zero emissions, Mot. at 5 n.6, but saying as much in “a fine-print disclaimer” buried in a corporate report, Compl. ¶ 186, does not show that Maryland consumers were aware of Shell’s admission. And whether Shell’s public relations campaign was misleading is a factual question for the jury to resolve. *See Green v. H & R Block, Inc.*, 355 Md. 488, 524–25 (1999).

claims against Shell and other Defendants based on this conduct. *See* Opp. at Part IV.D.1–IV.D.5.⁶

Shell’s counterarguments are unpersuasive and improperly seek premature resolution of factual questions. *First*, recognizing Shell’s duty to warn would not create an unlimited “duty to the world.” *See* Mot. at 4. Because Shell knew the City and others would be endangered by its fossil fuel products’ intended uses, Compl. ¶¶ 239–40, 272–73, Shell owed a duty to issue adequate warnings to protect the City and other foreseeable victims. *See* Opp. at IV.D.3.a. Although Shell contends that the climatic hazards of its fossil fuel products were “generally known,” Mot. at 4, the Complaint alleges otherwise, *see, e.g.*, Compl. ¶¶ 1, 242, 275, and this will be a significant disputed question of fact for a jury to resolve. *See* Opp. at Part IV.D.3.b.⁷ *Second*, Shell contends it *did* warn of the risks of its products through a 1991 film about climate change. *See* Mot. at 3–4 (citing Compl. ¶ 136). This argument is a red herring. The Complaint does not allege that Shell distributed its film to Maryland consumers, and Shell does not contend it did.⁸ But even if Shell had done so, a jury must determine whether any warnings Shell provided were adequate.⁹

B. The City Alleges Additional Misrepresentations Attributable to Shell.

The Complaint also sufficiently alleges that Shell acted in concert with other Defendants

⁶ For instance, Shell’s ongoing failure to disclose its fossil fuel products’ climatic risks, which has deceived consumers, *see* Compl. ¶ 170, is an actionable “[f]ailure to state a material fact if the failure deceives or tends to deceive,” Md. Code Ann., Com. Law § 13-301(3). *See Proctor v. Am. Offshore Powerboats, LLC*, 2005 WL 8174466, at *2 (D. Md. Feb. 8, 2005). Shell’s deception and knowing concealment and omissions about its fossil fuel products’ climatic risks while promoting and selling those products, with the intent that consumers rely on such deception and omissions, qualify as violations of Md. Code Ann., Com. Law § 13-301(9). *See Lloyd v. Gen. Motors Corp.*, 397 Md. 108, 150–54 (2007). And Shell’s misleading representations about climate change and its own purported move toward net-zero emissions violate § 13-301(1) because they have “the capacity, tendency, or effect of deceiving or misleading consumers.” Although the Complaint expressly refers to only Md. Code Ann., Com. Law § 13-301(1) and (9), *see* Compl. ¶ 292, the Complaint also states a violation of § 13-301(3). *See* Opp. at Part IV.D.5, p. 55 n.35.

⁷ Contrary to Shell’s assertions, the facts that an expert panel to President Johnson, NASA scientists, United Nations bodies, or select politicians generally recognized risks from greenhouse gas pollution, Compl. ¶¶ 103, 143, would not show that the severe climatic risks of fossil fuels were well known to average Maryland consumers.

⁸ Shell’s film and report bear no resemblance to the “guidelines accompanying the defendants’ [dog] toys” in the case Shell cites, *see* Mot. at 4, which clearly “put[] consumers on notice that their pets may suffer medical injury if large portions of the toy are ingested.” *Stanley v. Cent. Garden & Pet Corp.*, 891 F. Supp. 2d 757, 763–64 (D. Md. 2012).

⁹ *See Twombly v. Fuller Brush Co.*, 221 Md. 476, 494 (1960) (“[W]hether or not the warning of danger was adequate . . . should have been submitted to the jury.” (citations omitted)).

and the American Petroleum Institute (“API”) to hold Shell jointly liable for API’s misconduct. The Maryland Supreme Court has long “recognized joint and several liability for ‘true’ joint tortfeasors, defined as tortfeasors who act in concert.” *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005). “Those 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.” *Id.* at 178 (quoting William L. 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.* (citation omitted).

The Complaint alleges Shell acted in concert with other Defendants, including through its participation in API. *See* Compl. ¶¶ 31, 147, 219, 242, 254, 275. Shell and its predecessors have been API members at relevant times, *id.* ¶ 31(a), and have participated extensively in the trade association’s business, including through API’s Climate and Energy Task Force in the 1980s, *id.* ¶ 115. API’s own judicially noticeable documents show that Shell Oil Company’s then-President and CEO Philip J. Carroll served as API treasurer in 1997 and on API’s board in 1998,¹⁰ and that the company’s then-President John Hofmeister served on API’s Executive Committee in 2005.¹¹ Shell and its collaborators had a common design: they together “discredited and/or misrepresented

¹⁰ *See* Am. Petroleum Inst., *Application for Reinstatement* at 2 (Nov. 26, 1997) (attached as Ex. 1), available at <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C1997%5C1203%5C41027023.TIF&documentNumber=833575>; Am. Petroleum Inst., *Nonprofit Corporation Annual Report* at 5 (Apr. 10, 1998) (attached as Ex. 2), available at <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C1998%5C0413%5C9144817B.TIF&documentNumber=833575>. The City requests that the Court take judicial notice of these facts, which are “capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned,” Md. Rule 5-201(b), as they are part of submissions by API to the Florida Secretary of State. *See also Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006).

¹¹ Mr. Hofmeister’s relationship to API is also judicially noticeable because it is readily verifiable from API’s own tax returns, a source not subject to reasonable dispute. *See* Am. Petroleum Inst., *Form 990* at 2 (2005) (relevant excerpts attached as Ex. 3), available at https://projects.propublica.org/nonprofits/display_990/130433430/2006_07_EO%2F13-0433430_990O_200512. And Shell’s 2005 submission to the Florida Secretary of State, a source whose accuracy cannot reasonably be questioned, confirms that Mr. Hofmeister was then President of Shell Oil Company. *See* Shell Oil Co., *2005 For Profit Corporation Annual Report* at 2 (Apr. 28, 2005) (attached as Ex. 4), available at <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C2005%5C0512%5C547104BA.tif&documentNumber=808002>.

information that tended to support restricting consumption of . . . fossil fuel products,” including through use of “climate change denialist” front groups. *Id.* ¶¶ 146–47.

API has played a vital role in Defendants’ campaign of deception and denial. *See id.* ¶¶ 31, 31(a), 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 “den[ying] the human connection to climate change.” *Id.* ¶ 154. In 1998, API developed a multi-million-dollar Global Climate Science Communications Plan with the express aim of convincing “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶ 158. API engaged in such misconduct on behalf of Defendants including Shell, and Shell has participated in API’s misleading messaging through its leadership in API. *See id.* ¶¶ 31(a), 115; *supra* nn.10–11. These allegations and noticeable facts show Shell did more than merely “belong[] to” API, “contribute[] to it financially, and attend[] its meetings.” *See* Mot. at 4.¹² Instead, Shell acted in concert with other Defendants and API by funding, encouraging, ratifying, and otherwise aiding API’s knowingly false and misleading conduct, and is thus jointly liable for that conduct.

C. Shell’s Causation Arguments Are Wholly Inconsistent with Controlling Law.

Shell’s wide-ranging causation arguments misstate Maryland law. Preliminarily, “[i]t is well established that, unless the facts admit of but one inference . . . the determination of proximate cause . . . is for the jury.” *Pittway Corp. v. Collins*, 409 Md. 218, 253 (2009) (cleaned up). Even

¹² Shell’s citation for the proposition that membership in a trade organization is insufficient to impute liability is thus inapposite. In any event, the joint liability theories in that case failed *at summary judgment* because, among other reasons, discovery had produced “simply no evidence” that a manufacturer defendant had the requisite intent to further the trade association’s wrongful conduct. *In re Asbestos Sch. Litig.*, 46 F.3d 1284, 1290 (3d Cir. 1994). Here, of course, the parties have not yet engaged in discovery. And as described in the City’s Opposition to the Chevron Defendants’ Motion to Dismiss Under Maryland’s Anti-SLAPP Law at Part IV.A.1, the Complaint targets deceptive and misleading commercial speech by Defendants and API, which is not protected under the First Amendment. *See Bolger v. Youngs Drug Prods. Corp.*, 463 U.S. 60, 64, 69 (1983) (explaining that “the Constitution accords less protection to commercial speech” than other forms of expression, meaning that “false, deceptive, or misleading” commercial speech may be restricted without offending the First Amendment).

taking Shell's arguments on their own terms, they fail. The Complaint alleges Shell could have and did foresee the climatic harms of its products' intended uses, but nonetheless misled consumers and the public to increase demand, which substantially contributed to the very harms Shell foresaw. The City's injuries "fall[] within a general field of danger that [Shell] should have anticipated or expected," and Shell's conduct is thus a legal cause of those injuries. *Id.* at 245.

The Maryland Supreme Court "define[s] proximate cause as 1) a cause in fact, and 2) a legally cognizable cause." *Bd. of Cnty. Comm'rs of Garrett Cnty. v. Bell Atl.-Md., Inc.*, 346 Md. 160, 184 (1997) (quotation omitted). "Two tests have been developed to determine if causation-in-fact exists: (1) the 'but for' test; and (2) the 'substantial factor' test." *Gambrill v. Bd. of Educ. of Dorchester Cnty.*, 481 Md. 274, 316 (2022). "When two or more independent negligent acts bring about an injury, the 'substantial factor' test controls." *Id.*¹³ As to legal cause, "foreseeability of harm and manner of occurrence are the primary indicia." *Garrett Cnty.*, 346 Md. at 184. Courts thus ask "whether the actual harm to a litigant falls within a general field of danger that the actor should have anticipated or expected." *Pittway*, 409 Md. at 245.

The Complaint alleges "Defendants, individually and together, have substantially and measurably contributed to the City's climate crisis-related injuries," *e.g.*, Compl. ¶ 102, such that "the 'substantial factor' test controls" as to cause-in-fact, *Gambrill*, 481 Md. at 317. The City's theory of cause-in-fact is straightforward: "Defendants concealed the dangers" of their products and "engaged in massive campaigns to promote the ever-increasing use of their products at ever greater volumes," which "dr[o]ve global warming and its physical, environmental, and socioeconomic consequences." Compl. ¶ 6; *see also id.* ¶ 29(d), (e). For legal cause, the Complaint

¹³ Shell cites *Tyler v. Stone*, 2015 WL 5821630 (Md. App. July 9, 2015), as additional support for Shell's articulation of causation in fact. *See Mot.* at 9. Because *Tyler* is unreported, however, it "may not be cited as precedent within the rule of stare decisis or . . . as persuasive authority," with limited exceptions not applicable here. *See* Md. Rule 1-104.

alleges Defendants, including Shell, had “unique knowledge of the reasonably foreseeable hazards . . . of their fossil fuel products,” *id.* ¶ 140, including “rising atmospheric and ocean temperatures, . . . more extreme and volatile weather, and sea level rise,” *id.* ¶ 1. Baltimore is being “impacted by increased temperatures and disruptions to the hydrologic cycle,” among other impacts. *Id.* ¶ 16. Defendants’ “marketing of fossil fuel products, [and] simultaneous concealment of the known hazards of those products, . . . actually and proximately caused [the City’s] injuries.” *Id.* ¶ 10.

The decision in *Yonce v. SmithKline Beecham Clinical Laboratories, Inc.*, 111 Md. App. 124 (1996), provides an instructive comparison. The plaintiff there underwent an amniocentesis procedure while pregnant, but the defendant laboratory negligently destroyed the sample. *Id.* at 134, 141. The plaintiff underwent a second amniocentesis, which caused an infection, leading to the premature birth and death of her twin children. *Id.* at 141. The court held the laboratory defendant’s “negligent act was a substantial factor in producing harm” because it “created a situation harmless until acted upon by other forces,” that led to the plaintiff’s injuries. *Id.* (citing Restatement (Second) of Torts (“Rest.”) § 433(b)). On those facts, “a jury could find causation in fact.” *Id.* As to legal cause, the court stated that “the question is whether appellees should have foreseen the general harm” of complications from a second amniocentesis, “not the specific manifestation of that harm,” such that the court “[could] not say as a matter of law that the potential complications” were unforeseeable. *Id.* at 144. The Complaint here adequately alleges causation for the same reasons. Even assuming Shell’s conduct was “harmless until acted upon by other forces,” *see id.* at 141, it still constitutes a substantial factor in the City’s injuries. The Complaint also alleges that Defendants not only foresaw but accurately predicted the “general harm” that would result, and the City’s injuries fall within that scope. *See id.* at 144.

Shell’s attacks on the Complaint are all meritless. Shell first argues that the City must allege

“consumers changed their behavior because of Shell’s alleged statements,” but has made “no such allegation.” Mot. at 7. That is incorrect. In addition to the allegations described above, the Complaint alleges “consumers of Defendants’ fossil fuel products” were “deliberately and unnecessarily deceived” about those products’ dangers, Compl. ¶ 170, and that Defendants’ conduct substantially contributed to the City’s injuries, *id.* ¶¶ 191–217.

Next, Shell argues the Complaint does not allege Shell’s “statements or omissions *alone* were ‘sufficient’” to produce environmental harms, relying on the discussion of substantial factor causation in *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 455 (D. Md. 2019). *See* Mot. at 6 (emphasis added). That argument misstates the substantial factor causation rule in Maryland, however, and cannot be squared with *Yonce*. The court in *State v. Exxon* stated that “a cause must be sufficient before it can be substantial,” citing Rest. § 432(2). 406 F. Supp. 3d at 455. But Maryland law applies § 432 only for the proposition that when “two independent causes concur to bring about an injury, and either cause, standing alone, would have wrought the identical harm,” *both* are substantial factors. *Yonce*, 111 Md. at 138. “The ‘substantial factor’ test was created to meet this need but has been used frequently in other situations,” *id.*, and a plaintiff is not required to plead that a cause *could have been* a but-for cause to constitute a substantial factor cause.

Shell next argues the Complaint’s allegations are “too attenuated and speculative,” and anyway many “‘intermediate causes’ negate proximate cause.” Mot. at 5, 8. This gets the law badly wrong. “Liability is avoided only if the intervening negligent act or omission at issue is considered a *superseding* cause of the harm to the plaintiffs.” *Pittway*, 409 Md. at 248 (emphasis added). And “a superseding cause arises primarily when ‘unusual’ and ‘extraordinary’ independent intervening negligent acts occur that could not have been anticipated by the original tortfeasor.” *Id.* at 249. Shell says that “humanity’s knowing and voluntary choices,” among “billions of people across the

world” “over centuries,” are all intervening superseding causes. Mot. at 9. Those assertions are unintelligibly vague, and do not show any cause is so unusual, extraordinary, or unforeseeable to constitute a superseding cause as a matter of law.¹⁴

Shell’s citation to *Stone v. Chicago Title Ins. Co. of Maryland*, 330 Md. 329 (1993), does not help it. The plaintiff there alleged an attorney failed to timely release liens on a piece of real estate the plaintiff purchased, and as a result he was unable to acquire a home equity loan and was forced to sell stock at a loss to pay back a different loan. *Id.* at 332. The Court held that “[n]o reasonable person would have foreseen that almost a year after” the real property transaction, the plaintiff “would have an emergency need for cash, would attempt to borrow against his home to satisfy that need, and unable to do so would have to sell stock in a depressed market to raise it.” *Id.* at 341. But the Court noted that “[t]he result might be different” if the plaintiff had informed the defendants of his special circumstances. *Id.* The Complaint here alleges that many intervening causes of the City’s injuries were foreseeable, and that Shell accurately foresaw them.¹⁵

The “considerations of policy” to which Shell gestures, Mot. at 9, bear no relationship to the Complaint’s allegations and provide no basis to dismiss. Shell cites *Estate of Saylor v. Regal Cinemas, Inc.*, 54 F. Supp. 3d 409, 413–14 (D. Md. 2014), in which sheriff’s deputies killed a man with Down Syndrome while trying to remove him from a movie theater. The court held that when the theater requested assistance from the deputies it was “highly extraordinary and unforeseeable”

¹⁴ Shell cites *Bloom v. Good Humor Ice Cream Co. of Baltimore*, 179 Md. 384, 387, 389 (1941), for its statement that legal cause only arises where the defendant’s conduct “continue[s] through every event and occurrence, and itself [is] the natural and logical cause of the injury,” and any “intermediate causes, self operating,” will sever the causal chain. See Mot. at 11–12. But the Maryland Supreme Court has repeatedly stated that “*Bloom* was ultimately based on a holding of intervening, superseding cause,” and has “limited the holding in that case, to the type of factual situation there involved,” namely a child struck by a car after patronizing an ice cream truck. *Matthews v. Amberwood Assocs. Ltd. P’ship*, 351 Md. 544, 577 (1998). *Bloom* “contained no reference to the critical concept of foreseeability,” *id.* at 578, and to the extent it remains good law it has no bearing on this case.

¹⁵ Shell’s assertion that the “causal chain underlying [the City]’s claims is even longer” than the one in *Stone* ignores foreseeability, and has no legal significance. See Mot. at 8. Determining causation by counting the number of “links” in a causal chain would quickly resemble counting angels on the head of a pin, and has no basis in Maryland law.

that the deputies would kill the theatergoer, and that “where a citizen makes a request of a law enforcement officer to intervene in a situation” the citizen should not be “held liable for the officer’s use of excessive or deadly force.” *Id.* at 433. In *Valentine v. On Target, Inc.*, the court held that a gun shop owner should not be held liable for criminal activities committed using a stolen gun, analogizing to long-standing case law declining to recognize “proximate cause between a sale of liquor and a tort committed by a buyer who has drunk the liquor.” 112 Md. App. 679, 693 (1996), *aff’d*, 353 Md. 544 (1999) (quotation omitted). The facts here do not remotely resemble *Saylor* or *Valentine*, and would not expand traditional tort liability at all.

Shell’s citations to *Native Village of Kivalina v. ExxonMobil Corp.*, 663 F. Supp. 2d 863 (N.D. Cal. 2009), and *City of New York v. Chevron Corp.*, 993 F.3d 81 (2d. Cir. 2021), are equally distinguishable. In both cases, the plaintiffs sought to hold the defendants liable for climate-related injuries caused by the defendants’ lawful production of fossil fuels, not misleading and deceptive conduct. *See* Mot. at 6–7. In *City of New York*, the court did not discuss causation, and affirmed dismissal in part because the plaintiff’s claims would “effectively impose strict liability for the damages caused by fossil fuel emissions” worldwide. 993 F.3d at 93. *Kivalina* did not consider proximate cause but rather “traceability” under an Article III standing analysis, and was not affirmed on its causation holdings. 663 F. Supp. 2d at 877–78. The cases are not instructive.¹⁶

III. CONCLUSION

For these reasons, the Court should deny the Motion. If the Court finds the allegations deficient in any regard, the City respectfully requests leave to amend. *See* Md. Rule 2-341.

¹⁶ Shell’s final argument that the Complaint is faulty because it fails to allege “Defendants foresaw that climate-related harms *in Baltimore* would result primarily or solely” from conduct “*in Baltimore*” is entirely wrong. Mot. at 10 (emphasis added). As noted, the City need not allege or prove Shell foresaw “the specific kind of harm to which the injured party would be subjected,” or that the City specifically would be injured. *Wankel v. A&B Contractors, Inc.*, 127 Md. App. 128, 159 (1999). It need only allege Shell foresaw the “general field of danger,” *see id.*, which it has.

Dated: December 12, 2023

Respectfully submitted,

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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 Shell PLC and Shell USA, Inc.'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

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EXHIBIT 1

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FOR
REINSTATEMENT**



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Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

97 NOV 26 PM 3:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **833575**

1. Corporation Name

American Petroleum Institute
Principal Place of Business Mailing Address
1220 L Street, NW
Washington, DC 20005
Same

REINSTATEMENT

97

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

4. Date Incorporated or Qualified
To Do Business in Florida

4/2/76

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. FEI Number

13-0433430

Applied For

Not Applicable

City & State

City & State

Zip

Country

Zip

Country

6. CERTIFICATE OF STATUS DESIRED ☐ \$8.75 Additional Fee required
for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
	See attached		600002360236-4 -12/02/97--01017--008 236.25 236.25

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 Hays Street
Tallahassee, FL 32301

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Gail Shelby
REGISTERED AGENT MUST SIGN

**GAIL SHELBY, AS
AGENT**

Date

11/25/97

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(I), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

G. William Frick
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
G. William Frick

11/18/97
Date

202-682-8000
Daytime Phone #

Revised 10/1/97

1997 OFFICERS OF AMERICAN PETROLEUM INSTITUTE


<u>Name</u>	<u>Title</u>	<u>Address</u>
Lee R. Raymond	Chairman of the Board	Exxon Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298
Red Cavaney	President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
William F. O'Keefe	Executive Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Michael E. Canes	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Frank J. Jandrowitz	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Ronald L. Jones	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Charles E. Sandler	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Arthur E. F. Wiese	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
G. William Frick	Vice President, General Counsel & Secretary	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Philip J. Carroll	Treasurer	Shell Oil Company 910 Louisiana Houston, TX 77002

EXHIBIT 2

FILE NOW: FILING FEE IS \$61.25

FILED

Apr 10 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra W. Mortherm Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # 833575 (4)
 1. Corporation Name
AMERICAN PETROLEUM INSTITUTE



DB-03712-X-X-9177

Principal Place of Business 1220 L STREET N.W. WASHINGTON DC 20005-4018		Mailing Address 1220 L ST. NW WASHINGTON DC 20005-4018 US	
2. Principal Place of Business	2a. Mailing Address		
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.		
22 City & State	27 City & State		
23 Zip	28 Country		
24	25		

3. Date incorporated or Qualified 01/02/1975	
4. FEI Number 13-0433430	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	
85 Zip Code	FL

10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	
85 Zip Code	FL

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	COB	<input checked="" type="checkbox"/> DELETE
NAME	RAYMOND, LEE R	
STREET ADDRESS	5950 LAS COLINAS BLVD.	
CITY - ST - ZIP	IRVING TX 75039-2298	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CAVANEY, RED	
STREET ADDRESS	1220 L STREET N.W.	
CITY - ST - ZIP	WASHINGTON DC 20005	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	JANDROWITZ, FRANK J.	
STREET ADDRESS	1220 L STREET N.W.	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CANES, MICHAEL	
STREET ADDRESS	1220 L STREET N.W.	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	O'KEEFE, WILLIAM F.	
STREET ADDRESS	1220 L STREET N.W.	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WIESE, ARTHUR E.	
STREET ADDRESS	1220 L STREET N.W.	
CITY - ST - ZIP	WASHINGTON DC	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<i>See attached</i>	
1.3 STREET ADDRESS		
1.4 CITY - ST - ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *S. William Throckmorton* *2/20/98* *202-682-8000*

CR2E037 (10/97)

1998 OFFICERS OF AMERICAN PETROLEUM INSTITUTE

<u>Name</u>	<u>Title</u>	<u>Address</u>
H. Laurance Fuller	Chairman of the Board	Amoco Corporation 200 E. Randolph Drive Chicago, IL 60601
Red Cavaney	President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
William F. O'Keefe	Executive Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Michael E. Canes	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Frank J. Jandrowitz	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Ronald L. Jones	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Charles E. Sandler	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Arthur E. F. Wiese	Vice President	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
G. William Frick	Vice President, General Counsel & Secretary	American Petroleum Institute 1220 L Street, N.W. Washington, D.C. 20005
Mike R. Bowlin	Treasurer	ARCO 515 S. Flower Street Los Angeles, CA 90071

Listed below are the names and addresses of five members of API's Board of Directors:

Mr. W. W. Allen
Chairman and Chief Executive Officer
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Keith E. Bailey
Chairman, President and Chief Executive Officer
The Williams Companies, Inc.
One Williams Center, St. 4900
Tulsa, OK 74172

Mr. Collis P. Chandler, Jr.
Chairman and Chief Executive Officer
The Chandler Company
475 17th Street, St. 1000
Denver, CO 80202

Mr. Ray L. Hunt
Chairman and Chief Executive Officer
Hunt Oil Company
1445 Ross Avenue
Dallas, TX 75202-2785

Mr. William E. Wade
President
ARCO
515 South Flower Street
Los Angeles, CA 90071

January 15, 1998

American Petroleum Institute

Board of Directors

1998

Mr. Charles W. Alcorn, Jr.
Director
VAALCO Energy, Inc.
P. O. Box 2879
Victoria, TX 77902

Mr. W. W. Allen
Chairman and Chief Executive
Officer
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Robert J. Allison, Jr.
Chairman, President and Chief
Executive Officer
Anadarko Petroleum Corporation
P. O. Box 1330
Houston, TX 77251-1330

Mr. Eugene L. Ames, Jr.
Chairman
Venus Exploration, Inc.
1250 N.E. Loop 410, Suite 1000
San Antonio, TX 78209

Mr. Gordon M. Anderson
Chairman of the Board
Santa Fe International Corp.
Two Lincoln Centre, Suite 1100
5420 LBJ Freeway
Dallas, TX 75240

Mr. Philip F. Anschutz
Chairman and Chief Executive
Officer
The Anschutz Corporation
555 17th Street, Suite 2400
Denver, CO 80202

Mr. Keith E. Bailey
Chairman, President and Chief
Executive Officer
The Williams Companies, Inc.
One Williams Center
Suite 4900
Tulsa, OK 74172

Mr. James E. Barnes
Chairman of the Board, President
and Chief Executive Officer
MAPCO Inc.
P. O. Box 645
Tulsa, OK 74101-0645

Mr. Victor G. Beghini
President
Marathon Oil Company
P. O. Box 3128
Houston, TX 77253-3128

Mr. Peter I. Bijur
Chairman of the Board and
Chief Executive Officer
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. Charles Robert Black
Senior Vice President
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. Edward A. Blair
President and Group General
Manager
BHP Petroleum Americas, Inc.
1360 Post Oak Boulevard, Suite 500
Houston, TX 77056-3020

Mr. Charles L. Bowerman
Executive Vice President, Planning
and Corporate Relations & Services
Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Mike R. Bowlin
Chairman and Chief Executive
Officer
ARCO
515 South Flower Street
Los Angeles, CA 90071

Mr. John B. Brock
Chairman and Chief Executive
Officer
United Meridian Corporation
1201 Louisiana, Suite 1400
Houston, TX 77002-5603

Mr. J. A. "Fred" Brothers
Executive Vice President
Ashland Inc.
P. O. Box 391
Ashland, KY 41114

Mr. James L. Bryan
Senior Vice President
Dresser Industries, Inc.
P. O. Box 6504
Houston, TX 77265

Mr. Richard C. Campbell
President
BP Exploration (Alaska) Inc.
P. O. Box 196612
Anchorage, AK 99516-6612

Mr. William E. Carl
President
Carl Oil & Gas Company
P. O. Box 698
Beeville, TX 78104

Mr. Phillip J. Carroll
President and Chief Executive Officer
Shell Oil Company
P. O. Box 2463
Houston, TX 77252-2463

Mr. Collis P. Chandler, Jr.
Chairman and Chief Executive
Officer
The Chandler Company
475 17th Street, Suite 1000
Denver, CO 80202

Mr. Paul W. Chellgren
Chairman and Chief Executive
Officer
Ashland Inc.
P. O. Box 391
Ashland, KY 41114

Mr. Richard B. Cheney
Chairman of the Board and
Chief Executive Officer
Halliburton Company
3600 Lincoln Plaza
500 North Akard Street
Dallas, TX 75201-3391

Mr. Donald W. Clayton
Chairman of the Board and
Chief Executive Officer
Howell Corporation
1500 Howell Building
1111 Fannin
Houston, TX 77002-6923

Mr. Ansel L. Condray
President
Exxon Company, U.S.A.
P. O. Box 2180
Houston, TX 77252-2180

Mr. Luke R. Corbett
Chairman of the Board and
Chief Executive Officer
Kerr-McGee Corporation
P. O. Box 25861
Oklahoma City, OK 73125

Mr. Thomas C. DeLoach
Chief Financial Officer and
Senior Vice President
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037

Mr. Claiborne P. Deming
President and Chief Executive
Officer
Murphy Oil Corporation
P. O. Box 7000
El Dorado, AR 71731-7000

Mr. Kenneth T. Derr
Chairman and Chief Executive
Officer
Chevron Corporation
575 Market Street
San Francisco, CA 94105

Mr. Cortlandt S. Dietler
Chairman of the Board
TransMontaigne Oil Company
P. O. Box 5660
Denver, CO 80217

Mr. Archie W. Dunham
President and Chief Executive
Officer
Conoco Inc.
P. O. Box 2197
Houston, TX 77252-2197

Mr. Gary Edwards
Executive Vice President,
Refining, Marketing, Supply &
Transportation
Conoco Inc.
P. O. Box 2197
Houston, TX 77252-2197

Mr. Anthony G. Fernandes
Executive Vice President
ARCO
515 South Flower Street
Suite 5174
Los Angeles, CA 90071

Mr. William D. Ford
Executive Vice President
Petroleum Products Sector
Amoco Corporation
200 East Randolph Drive
Mail Code 3000
Chicago, IL 60601

Mr. J. Louis Frank
President
Marathon Ashland Petroleum LLC
539 South Main Street
Findlay, OH 45840

Mr. H. Laurance Fuller
Chairman and Chief Executive
Officer
Amoco Corporation
200 East Randolph Drive
Chicago, IL 60601

Mr. Barry J. Galt
Chairman and Chief Executive
Officer
Seagull Energy Corporation
1001 Fannin - Suite 1700
Houston, TX 77002-6794

Mr. Carl P. Giardini
Executive Vice President -
Exploration and Production
Marathon Oil Company
P. O. Box 3128
Houston, TX 77253

Mr. D. Duane Gilliam
President
Ashland Petroleum Company
P. O. Box 391
Ashland, KY 41114

Mr. Russell E. Ginn
Chairman, President and Chief
Executive Officer
The Flexitallic Group, Inc.
450 Gears Road, Suite 790
Houston, TX 77067

Mr. Bruce C. Gottwald
Chairman and Chief Executive
Officer
Ethyl Corporation
330 South Fourth Street
Richmond, VA 23219

Mr. Floyd D. Gottwald, Jr.
Chairman of the Board
Albemarle Corporation
330 South Fourth Street
Richmond, VA 23218-2189

Mr. Ron W. Haddock
President and Chief Executive
Officer
FINA, Inc.
P. O. Box 2159
Dallas, TX 75221

Mr. Michel T. Halbouty
Chairman of the Board and
Chief Executive Officer
Michel T. Halbouty Energy Co.
5100 Westheimer Road
Houston, TX 77056

Mr. Frederic C. Hamilton
Chairman
The Hamilton Companies
1560 Broadway, Suite 2000
Denver, CO 80202

Mr. Albert Hrubetz
President
Hrubetz Oil Company
5949 Sherry Lane, Suite 525
Dallas, TX 75225

Mr. Roy M. Huffington
Chairman and Chief Executive
Officer
Roy M. Huffington, Inc.
P. O. Box 4337
Houston, TX 77210-4337

Mr. Ray L. Hunt
Chairman and Chief Executive
Officer
Hunt Oil Company
1445 Ross Avenue
Dallas, TX 75202-2785

Mr. W. Herbert Hunt
Petro-Hunt Corporation
3900 Thanksgiving Tower
Dallas, TX 75201

Dr. Ray R. Irani
Chairman and Chief Executive
Officer
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, CA 90024

Mr. Sidney J. Jansma, Jr.
President and Chief Executive
Officer
Dominion Midwest Energy, Inc.
One Riverfront Plaza
Grand Rapids, MI 49503-2616

Mr. A. V. Jones, Jr.
Van-Operating, Ltd.
Box 787
Albany, TX 76430

Mr. James F. Justiss, Jr.
President
Justiss Oil Company, Inc.
Box 1385
Jena, LA 71342-1385

Dr. Dale R. Laurance
President
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, CA 90024

Ms. Virginia B. Lazenby
Chairman
Bretagne Corporation
Suite 122
220 Great Circle Road
Nashville, TN 37228

Mr. David L. Lemmon
President and Chief Executive
Officer
Colonial Pipeline Company
945 East Paces Ferry Road
Resurgens Plaza
Atlanta, GA 30326-0855

Mr. Jack E. Little
President and Chief Executive
Officer
Shell Exploration & Production
Company
P. O. Box 2463
Houston, TX 77252

Mr. William G. Lowrie
President
Amoco Corporation
200 East Randolph Drive
Mail Code 3000
Chicago, IL 60601-7125

Mr. Max L. Lukens
Chairman, President and
Chief Executive Officer
Baker Hughes Incorporated
P. O. Box 4740
Houston, TX 77210-4740

Mr. Frederick R. Mayer
President
Petroro Corporation
P. O. Box 5083
Denver, CO 80217

Mr. Tom J. McDaniel
Vice Chairman of the Board
Kerr-McGee Corporation
P. O. Box 25861
Oklahoma City, OK 73125

Mr. R. E. McKee
Executive Vice President,
Exploration Production
Conoco Inc.
P. O. Box 2197
Houston, TX 77252

Mr. Jack L. Messman
Chairman and Chief Executive
Officer
Union Pacific Resources Group Inc.
P. O. Box 7
Fort Worth, TX 76101-0007

Mr. C. John Miller
Chief Executive Officer
Miller Energy, Inc.
7900 Moorsbridge Road
Kalamazoo, MI 49024

Mr. J. M. Morgan*
President and Chief Executive Officer
Shell Oil Products Company
P. O. Box 2463
Houston, TX 77252-2463
*(Note: will serve as President & CEO of Equilon
Enterprises LLC -- location t.b.a.)

Mr. James J. Mulva
President and Chief Operating
Officer

Phillips Petroleum Company
18 Phillips Building
Bartlesville, OK 74004

Mr. Joseph H. Netherland
Vice President - FMC Energy &
Transportation Equipment General
Manager

FMC Corporation
P. O. Box 3091
Houston, TX 77253

Mr. James E. Nielson
President and Chief Executive Officer
Nielson & Associates
P. O. Box 2850
Cody, WY 82414

Mr. Lucio A. Noto
Chairman and Chief Executive Officer
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037-0001

Mr. David J. O'Reilly
President
Chevron Products Co.
575 Market Street, 21st Floor
San Francisco, CA 94105

Mr. C. R. Palmer
Chairman of the Board, Chief
Executive Officer and President
Rowan Companies, Inc.
5450 Transco Tower
2800 Post Oak Boulevard
Houston, TX 77056-6196

Mr. Robert L. Parker
Chairman
Parker Drilling Company
Eight East Third Street
Tulsa, OK 74103

Mr. James L. Pate
Chairman of the Board, President
and Chief Executive Officer
Pennzoil Company
P. O. Box 2967
Houston, TX 77252-2967

Mr. Steven W. Percy
Chairman and Chief Executive Officer
BP America Inc.
200 Public Square, 10-3851-C
Cleveland, OH 44114-2375

Mr. Ross J. Pillari
Senior Vice President Marketing
Director Oil, U.S.A.
BP Oil Company
200 Public Square, 6-B-3704
Cleveland, OH 44114

Mr. Chesley Pruet
Owner
Pruet Oil Company
P. O. Box 31
El Dorado, AR 71731

Mr. Lee R. Raymond
Chairman and Chief Executive
Officer
Exxon Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Mr. Eugene A. Renna
Executive Vice President
Mobil Corporation
3225 Gallows Road
Fairfax, VA 22037-0001

Mr. Corbin J. Robertson, Jr.
President
Quintana Minerals Corp.
601 Jefferson, 36th Floor
Houston, TX 77002

Mr. Douglas L. Rock
Chairman and Chief Executive Officer
Smith International, Inc.
18740 Hardy Street
Houston, TX 77032

Mr. Robert E. Rose
President and Chief Executive Officer
Diamond Offshore Drilling, Inc.
P. O. Box 4558
Houston, TX 77210

Mr. Neil A. Smoak
Senior Vice President
Fina Oil and Chemical Company
P. O. Box 2159
Dallas, TX 75221-2159

Mr. H. Leighton Steward
Vice Chairman, Chairman Executive
Committee
Burlington Resources
P. O. Box 60350
New Orleans, LA 70160

Mr. James N. Sullivan
Vice Chairman of the Board
Chevron Corporation
575 Market Street
San Francisco, CA 94105

Mr. William L. Thacker
Chairman, President and Chief
Executive Officer
Texas Eastern Products Pipeline
Company (TEPPCO)
P. O. Box 1642
Houston, TX 77251-1642

Mr. Jerry E. Thompson
Vice President
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

Mr. Glenn F. Tilton
Senior Vice President and
President, Global Businesses
Texaco Inc.
2000 Westchester Avenue
White Plains, NY 10650

Mr. David J. Tippeconnic
President and Chief Executive Officer
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

Mr. H. A. True, III
President
Belle Fourche Pipeline Co.
P. O. Box 2360
Casper, WY 82602

Mr. William E. Wade
President
ARCO
515 South Flower Street
Los Angeles, CA 90071

Mr. Lew O. Ward
Chairman and Chief Executive Officer
Ward Petroleum Corporation
P. O. Box 1187
Enid, OK 73702

Mr. John L. Whitmire
Chairman and Chief Executive
Officer
Union Texas Petroleum
P. O. Box 2120
Houston, TX 77252-2120

Mr. John A. Yates, Sr.
President
Yates Petroleum Corporation
105 South Fourth Street
Artesia, NM 88210

Mr. W. J. (Zeke) Zeringue
President
Halliburton Energy Services
5151 San Felipe, Suite 2500
Houston, TX 77056

EXHIBIT 3

Form **990****Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2005 calendar year, or tax year beginning

, 2005, and ending

, 20

B Check if applicable:

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

Please use IRS label or print or type. See Specific instructions.

C Name of organization

American Petroleum Institute

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

1220 L Street, NW, Suite 900

City or town, state or country, and ZIP + 4

Washington, DC 20005

D Employer identification number

13-0433430

E Telephone number

(202) 682-8352

F Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: ▶ www.api.org**J** Organization type (check only one) ▶☒ 501(c) (6) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**K** Check here ▶ ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.**H** and **I** are not applicable to section 527 organizations.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶**H(c)** Are all affiliates included? ☐ Yes ☐ No

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

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶ N/A**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶

114,706,323

M Check ▶ ☒ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

1 Contributions, gifts, grants, and similar amounts received:			
a Direct public support	1a		
b Indirect public support	1b		
c Government contributions (grants)	1c		
d Total (add lines 1a through 1c) (cash \$ _____ noncash \$ _____)	1d		0
2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		28,274,345
3 Membership dues and assessments	3		83,292,246
4 Interest on savings and temporary cash investments	4		2,151,367
5 Dividends and interest from securities	5		
6a Gross rents	6a	1,623,322	
b Less: rental expenses	6b	1,996,206	
c Net rental income or (loss) (subtract line 6b from line 6a)	6c		(372,884)
7 Other investment income (describe ▶)	7		
8a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
	(780,093)	8a	121
b Less: cost or other basis and sales expenses		8b	106,296
c Gain or (loss) (attach schedule) <i>Sch. A</i>	(780,093)	8c	(106,175)
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d		(886,268)
9 Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>			
a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a		
b Less: direct expenses other than fundraising expenses	9b		
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c		0
10a Gross sales of inventory, less returns and allowances	10a		
b Less: cost of goods sold	10b		
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		0
11 Other revenue (from Part VII, line 103)	11		145,015
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		112,603,821
13 Program services (from line 44, column (B))	13		0
14 Management and general (from line 44, column (C))	14		0
15 Fundraising (from line 44, column (D))	15		0
16 Payments to affiliates (attach schedule)	16		
17 Total expenses (add lines 13 and 14, column (A))	17		104,826,090
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		7,777,731
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		3,929,249
20 Other changes in net assets or fund balances (attach explanation) <i>Sch. F</i>	20		(666,589)
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		11,040,391

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Cat. No 11282Y

Form 990 (2005)

ENCLOSURE POSTMARK DATE MAY 15 2006

SCANNED JUL 03 2006

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American Petroleum Institute

Federal ID #13-0433430

Part V

Officers Wages

2005

Average hours per week
devoted to position

Contribution to

Employee Benefit

Plan

Expenses & Other

Allowances

Name	Title & Time Devoted	Average hours per week devoted to position	Wages	Contribution to Employee Benefit Plan	Expenses & Other Allowances
Bryron M. Cavaney	President & Chief Executive Officer 100%	40hrs./wkly	1,216,430	371,936	-
Michele Rinn	Corporate Secretary and Director of Corporate Services 100%	40hrs./wkly	197,600	26,457	-
Brenda S. Hargett	CFO and Group Director of Special Programs and Financial Operations 100%	40hrs./wkly	276,997	56,288	-
Harry Ng	General Counsel and Director of Legal Services 100%	40hrs./wkly	243,116	27,105	-
James J. Mulva	Chairman of the Board - Executive Committee (As needed)	less than 1 hour per week	-	-	-
Bobby Shackouls	Treasurer - Executive Committee (As needed)	less than 1 hour per week	-	-	-
James T. Hackett	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
John Holmeister	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
Clarence P. Cazalot, Jr.	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
J. Larry Nichols	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
David J. O'Reily	Chairman of the Board (As needed)	less than 1 hour per week	-	-	-
Ross J. Pillan	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
Lee R. Raymond	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
Claiborne P. Deming	Member - Executive Committee (As needed)	less than 1 hour per week	-	-	-
Totals			1,934,142	481,788	-

All of the above may be contacted in care of the
American Petroleum Institute
1220 L Street, N.W.
Washington, DC 20005

EXHIBIT 4

2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 28, 2005 8:00 am
Secretary of State

04-28-2005 90160 003 ***150.00

14003098



04192005 Chg-P CR2E034 (10/03)

DOCUMENT # 808002 1. Entity Name SHELL OIL COMPANY					
Principal Place of Business ONE SHELL PLAZA P O BOX 2463 HOUSTON, TX 77252			Mailing Address ONE SHELL PLAZA P O BOX 2463 HOUSTON, TX 77252		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number 13-1299890	
5. Certificate of Status Desired <input type="checkbox"/>				Applied For <input type="checkbox"/> Not Applicable	
5. Name and Address of Current Registered Agent				7. Name and Address of New Registered Agent	
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301				Name Street Address (P.O. Box Number is Not Acceptable) City <div style="display: flex; justify-content: space-between;"> FL Zip Code </div>	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
FILE NOW!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD ELSENHANS, L.L. 910 LOUISIANA HOUSTON, TX 77002		TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD J. D. HOFMEISTER 910 LOUISIANA HOUSTON, TX 77002	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VFCO COWAN, G.M. 910 LOUISIANA HOUSTON, TX 77002		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS PAUL, S.J. ONE SHELL PLAZA HOUSTON, TX		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C HULLINGER, G ONE SHELL PLAZA HOUSTON, TX 77002		TITLE NAME STREET ADDRESS CITY-ST-ZIP	C D. CAMPBELL 910 LOUISIANA HOUSTON, TX 77002	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS JOSEPH, K. D. 910 LOUISIANA HOUSTON, TX 77002		TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS A. M. ROY 910 LOUISIANA HOUSTON, TX 77002	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CS LAMBOLEY, C A ONE SHELL PLAZA HOUSTON, TX 77002		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: _____		S. J. PAUL		4/25/2005 713/241-5166 <small>Date Daytime Phone #</small>	

ATTACHMENT

14003098
808002

SHELL OIL COMPANY

DIRECTORS

J. D. Hofmeister	910 Louisiana Houston, TX 77002
V. M. Hanafin	500 Dallas Houston, TX 77002
C. A. Lamboley	910 Louisiana Houston, TX 77002

OFFICERS

J. D. Hofmeister	President	910 Louisiana Houston, TX 77002
C. A. Lamboley	Senior Vice President, General Counsel and Corporate Secretary	910 Louisiana Houston, TX 77002
T.T. Coles	Vice President & General Tax Counsel	910 Louisiana Houston, TX 77002
S. J. White	Assistant Secretary	910 Louisiana Houston, TX 77002
S. J. Paul	Assistant Secretary	910 Louisiana Houston, TX 77002
A.M. Roy	Assistant Secretary	910 Louisiana Houston, TX 77002
D. Campbell	Controller/Treasurer	910 Louisiana Houston, TX 77002
L.W. Sutherland	Assistant Treasurer	910 Louisiana Houston, TX 77002
E. C. Deal	Assistant Controller	910 Louisiana Houston, TX 77002