

MAYOR AND CITY COUNCIL
OF BALTIMORE

Plaintiff,

v.

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

Defendants.

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

* * * * *

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS
PHILLIPS 66'S AND PHILLIPS 66 COMPANY'S
MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

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I. INTRODUCTION

The Mayor and City Council of Baltimore (the “City”) amply states claims against Phillips 66 and Phillips 66 Company (collectively, “Phillips 66 Defendants”), as explained in the City’s Opposition to Defendants’ Joint Motion to Dismiss for Failure to State a Claim (“Opposition”). *See Opp.* at Parts IV.D.1–IV.D.5.

Phillips 66 Defendants’ arguments in their separate memorandum (“Motion”) change nothing. *First*, the City alleges that Phillips 66 Defendants failed to adequately warn about their products’ climatic dangers. In addition, the City alleges actionable affirmative misrepresentations that are attributable to Phillips 66 Defendants under a concert-of-action theory. *Cf. Mot.* at Part IV.A.¹ Phillips 66 Defendants’ counterarguments conflate concert-of-action with agency, conspiracy, and aiding and abetting, which the City also satisfies in any event. *Second*, the City satisfies particularity pleading, which—as Phillips 66 Defendants appear to concede—applies only to the subset of the City’s MCPA claim that sounds in fraud. *Third*, Phillips 66 Defendants assert the Court should disregard the Complaint’s allegations that refer collectively to them and other Defendants. But Maryland courts have not proscribed such collective allegations, which comport with basic pleading principles. *Finally*, Phillips 66 Defendants demand dismissal with prejudice of all the City’s claims because the City hired outside counsel, other jurisdictions have filed similar lawsuits, and Phillips 66 Defendants believe amendment would be futile. *Mot.* at Part IV.B. Maryland courts apply a strong policy in favor of dismissing with leave to amend, and Phillips 66 Defendants do not make a showing of prejudice or futility that warrants departing from this policy.

The Court should deny the Motion. If the Court finds any shortcoming in the Complaint, the City requests leave to amend.

¹ As the Motion does not include any page numbers, all pincites to the Motion will refer to Part numbers.

II. ARGUMENT

A. The City Alleges Actionable Omissions and Misrepresentations Attributable to the Phillips 66 Defendants.

Phillips 66 Defendants assert the Complaint does not isolate specific misrepresentations or omissions by them. Mot. at Part IV.A.1.² For omissions, the City alleges that Phillips 66 Defendants pervasively failed to adequately warn of the climatic dangers of their fossil fuel products to communities like Baltimore while selling them, *see* Compl. ¶ 26(i), 142, 241, 274,³ even though Phillips 66 Defendants understood those dangers, *see id.* ¶¶ 103–40. Given Phillips 66 Defendants’ long-running failure to warn, their insistence that the Complaint must isolate a single omission—such as a discrete purchase of gasoline by a consumer—makes no sense.

As for misrepresentations, the Complaint links Phillips 66 Defendants to many misrepresentations under a concert-of-action theory. That theory “recognize[s] joint and several liability for ‘true’ joint tortfeasors” that “act in concert,” *Consumer Protection Division v. Morgan*, 387 Md. 125, 177 (2005), including when persons “concur[] in making [a tortious] misrepresentation,” *Purdum v. Edwards*, 155 Md. 178 (1928). To define concert-of-action, 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 William L. Prosser, *Joint*

² Phillips 66 Defendants also mischaracterize the City’s claims as “depend[ing] on greenhouse gas emissions as the source of . . . injury.” Mot. at Part IV.A. n.3. But as the Fourth Circuit already explained in affirming remand to this Court, the City’s “Complaint clearly seeks to challenge the promotion and sale of fossil-fuel products without warning and abetted by a sophisticated disinformation campaign.” *Mayor & City Council of Baltimore v. BP P.L.C.*, 31 F.4th 178, 233 (4th Cir. 2022); *see also id.* at 234 n.23.

³ Phillips 66 confirms in its most recent annual report to the SEC that it operates “approximately 7,200 branded outlets” in the United States at which it “market[s] gasoline, diesel and aviation fuel.” *See* Phillips 66, *Form 10-K* at 5 (Feb. 22, 2023) (relevant excerpt attached as Ex. 1), <https://www.sec.gov/Archives/edgar/data/1534701/000153470123000053/psx-20221231.htm>. This fact in Phillips 66’s SEC disclosure is judicially noticeable because it may be accurately determined from a source whose accuracy cannot be reasonably questioned. *See* Md. R. Evid. 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” (cleaned up)).

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). The Court also has relied on the Restatement (Second) of Torts § 876 (1979) (“Restatement”), which includes within concert-of-action instances 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.

The Complaint alleges that Phillips 66 Defendants acted in concert with other Defendants, *see* Compl. ¶¶ 147, 219, 242, 254, 275, through their participation in the American Petroleum Institute (“API”). Phillips 66 Defendants and their collaborators had a common design: using the early warning they received about the climate change crisis, *e.g.*, *id.* ¶¶ 111, 115, 137, they together “discredited and/or misrepresented information that tended to support restricting consumption of . . . [their] products,” *id.* ¶ 146; *see id.* ¶ 141–70. Phillips 66 Defendants and their predecessors have been API members at times relevant to the litigation. *Id.* ¶ 31(a). According to Phillips 66’s own website, its President and Chief Executive Officer (“CEO”) Mark Lashier currently “serves on the executive committee of the American Petroleum Institute.”⁴ API’s judicially noticeable tax returns indicate that Phillips 66’s current Executive Chairman—and former CEO—Greg C. Garland served as API’s Chairman of the Board between at least 2020 and 2021.⁵ Furthermore,

⁴ Phillips 66, *Mark Lashier, President and CEO*, <https://perma.cc/SN67-Y3HY> (last visited Dec. 11, 2023). The City requests that the Court take judicial notice of the fact that Phillips 66’s President and CEO Mark Lashier serves on API’s Executive Committee. The Court may properly take judicial notice of this fact, because it is listed on Phillips 66’s own website, a source whose accuracy Phillips 66 cannot reasonably dispute. *See* Md. R. Evid. 5-201; *see also Dashiell*, 396 Md. at 175 n.6 (noticeable adjudicative facts include “facts about the parties and their activities, businesses and properties” (quotation omitted)).

⁵ *See* API, *Form 990* at 3 (2020) (relevant excerpt attached as Ex. 2), https://apps.irs.gov/pub/epostcard/cor/130433430_202012_990O_2022102720604032.pdf; API, *Form 990* at 2 (2021) (relevant excerpt attached as Ex. 3), https://apps.irs.gov/pub/epostcard/cor/130433430_202112_990O_2023051821266287.pdf. The City requests that the Court take judicial notice of the fact that Mr. Garland served as API’s Chairman of the Board from at least 2020 to 2021, as indicated by the Forms 990 that API submitted to the IRS. This is a properly noticeable adjudicative fact not subject to reasonable dispute because it is “capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned,” Md. R. Evid. 5-201, *i.e.*, API’s own submissions to the IRS.

API's judicially noticeable *Nonprofit Corporation Annual Report* for 1998 that API filed with the Florida Department of State lists former Phillips Petroleum Company⁶ Chairman and CEO W.W. Allen; Executive Vice President, Planning and Corporate Relations and Services Charles L. Bowerman; and President and Chief Operating Officer James J. Mulva as members of the API Board of Directors at that time.⁷

API has played a vital role in Defendants' campaign of deception and denial. *See 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 “den[ying] the human connection to climate change.” *Id.* ¶ 154. API also 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 misrepresentations on behalf of Defendants including Phillips 66 Defendants, *see* Compl. ¶ 31, and Phillips 66 Defendants have participated in API's misleading message through their membership in API, *id.* ¶ 31(a), and by holding high leadership positions within the trade organization through their chief executives, *see supra* nn.4–7. Taking the Complaint's allegations as true and drawing reasonable inferences in the City's favor, Phillips 66 Defendants 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 MCPA violations committed with and through API.

⁶ As alleged in the City's Complaint, Phillips 66 Company “was formerly known as, did or does business as, and/or is the successor in liability to Phillips Petroleum Company, Conoco, Inc., Tosco Corporation, and Tosco Refining Co.” Compl. ¶ 26(g).

⁷ API, *Nonprofit Corporation Annual Report* at 3–5, 9 (Apr. 10, 1998) (attached as Ex. 4), available at <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C1998%5C0413%5C9144817B.TIF&documentNumber=833575> (last visited Dec. 7, 2023). The City requests that the Court take judicial notice of the fact that Phillips Petroleum Company's former executives W. W. Allen, Charles L. Bowerman, and James J. Mulva served on the API Board of Directors in 1998. This fact is judicially noticeable because it is readily verifiable and not subject to reasonable dispute, *see* Md. R. Evid. 5-201, as it is part of a submission by API that is on the Florida Department of State's website.

Phillips 66 Defendants try to avoid concert-of-action liability by asserting the City must allege the elements of agency, “conspiracy,” or “aiding-and-abetting” to show such liability. Mot. at Part IV.A.2. Maryland courts have not used those terms to limit concert-of-action liability and instead define concerted action as a broader concept. *See Morgan*, 387 Md. at 184–85. And even if Phillips 66 Defendants were correct that the City must allege agency, conspiracy, or aiding-and-abetting to attribute others’ misrepresentations to Phillips 66 Defendants, the Complaint alleges each theory. “[A]n agency relationship can be . . . infer[red] from the acts of the agent and principal,” and the existence of such a relationship “is a factual matter and must be submitted to the jury.” *Green v. H & R Block, Inc.*, 355 Md. 488, 503–04 (1999). Questions about the existence of an agency relationship are ill-suited for resolution on the pleadings and are typically reserved for the trier of fact. *See Copiers Typewriters Calculators, Inc. v. Toshiba Corp.*, 576 F. Supp. 312, 324 (D. Md. 1983) (“[T]he existence of an agency relationship is generally . . . for the trier of fact . . .” (citing *P. Flanigan & Sons, Inc. v. Childs*, 251 Md. 646, 652 (1968))). The City has not only alleged the elements of agency, Compl. ¶ 32, but also—as discussed—provided a bevy of facts supporting an inference that Phillips 66 Defendants with other Defendants and API engaged in a coordinated disinformation campaign where they acted as each other’s agents.

As for conspiracy, Phillips 66 Defendants cite cases for the unremarkable proposition that a defendant’s mere membership in a lawful trade organization does not prove their participation in a conspiracy. Mot. at Part IV.A.2.⁸ Here, the City does not cite Phillips 66 Defendants’ membership in trade organizations as bare evidence of a conspiratorial agreement; rather the

⁸ *See Rojas v. Delta Airlines, Inc.*, 425 F. Supp. 3d 524, 531–33, 543 (D. Md. 2019) (in a RICO and antitrust suit, holding that defendant airlines’ mere membership in CANAERO, a trade association that had entered the “CANAERO Contract” with the Mexican government to collect certain taxes on its behalf, did not support the view that the airlines had entered an antitrust conspiracy to collect excessive taxes in violation of the CANAERO Contract); *Maple Flooring Mfrs.’ Ass’n v. United States*, 268 U.S. 563, 584 (1925) (explaining that “[p]ersons who unite in gathering and disseminating information in trade journals and statistical reports on industry,” including through trade associations, are not necessarily “engaged in unlawful conspiracies in restraint of trade . . . for the simple reason that the Sherman [Act] neither repeals economic laws nor prohibits the gathering and dissemination of information”).

Complaint alleges that the very purpose and nature of these organizations was to advance the shared goal of spreading deception. Phillips 66 Defendants' membership and participation in organizations substantially dedicated to pursuing a specific unlawful agenda is evidence of sharing in that agenda and is sufficient to allege conspiracy.

Phillips 66 Defendants' argument that the criteria for aiding-and-abetting liability are not satisfied, Mot. at Part IV.A.2, ignores that the threshold for aiding and abetting is even lower than for conspiracy: if two people "participate in a riot" and one, "although throwing no rocks himself, encourages [the other] to throw rocks," both are liable to a third party who is struck and injured. Restatement § 876(b) Illus. 4. At minimum, the Complaint alleges that Phillips 66 Defendants gave substantial assistance or encouragement to other Defendants and front groups in spreading disinformation they all knew to be false.

B. The City Meets the Particularity Pleading Requirement for Its Section 13-301(9) MCPA Claim.

Phillips 66 Defendants appear to concede that only the subset of the City's MCPA claim brought under Md. Code Ann., Com. Law § 13-301(9) is subject to a particularity requirement, *see* Mot. at Part III, but still argue that none of the City's claims meet that standard, *see* Mot. at Part IV.A.1. However, Maryland's particularity pleading requirement for fraud is a "judge-made gloss on the general rules of pleading." *See McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 527–28 (2014). It applies only where a plaintiff seeks "relief on the ground of fraud," *see Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotation omitted), meaning fraud is "[t]he basis of . . . the relief sought," *Spangler v. Sprosty Bag Co.*, 183 Md. 166, 173 (1944). Maryland courts have not applied the particularity pleading requirement to nuisance, trespass, or products liability claims like the City's, which do not include fraud as a necessary element, and Phillips 66 Defendants cite no such case. To the extent Phillips 66 Defendants argue that the City's tort claims must meet the

heightened pleading standard, they are incorrect. *See* Mot. at Parts IV.A–IV.A.1.

As to the City’s MCPA claim, Maryland courts have applied particularity pleading to MCPA claims only to the extent they “replicate[] common-law fraud.” *See McCormick*, 219 Md. App. at 529. Specifically, particularity pleading applies to an MCPA claim only to the extent it relies on § 13-301(9), which includes fraud as an element and thus “replicates common-law” fraud. *See id.* “Under other provisions of the act, however, a party can allege an ‘unfair and deceptive trade practice’ without replicating a claim for common-law fraud,” including under §§ 13-301(1) or 13-301(3), which do not include fraud as an element. *Id.* at 529–30. Under *McCormick*, then, only the subset of the City’s MCPA claim based on § 13-301(9) is even arguably subject to particularity pleading.⁹

Here, the City alleges non-fraudulent MCPA violations under §§ 13-301(1) and 13-301(3)¹⁰ based on Phillips 66 Defendants’ statements, representations, and omissions that had the effect, capacity, or tendency to deceive, as well as fraudulent violations under § 13-301(9) based on Phillips 66 Defendants’ deception with *the specific intent* to induce consumer reliance. Under controlling precedent, *McCormick*, 219 Md. App. at 529, the City sufficiently pleads its MCPA claim based on § 13-301(9) by exhaustively describing the multi-decade deception and concealment campaign in which Phillips 66 Defendants participated. *See also Lloyd v. Gen. Motors Corp.*, 397 Md. 108, 150–54 (2007) (Section 13-301(9) claim stated with allegations that

⁹ Phillips 66 Defendants’ embrace of *McCormick*’s requirement to specify “who made what false statement, when, and in what manner,” 219 Md. App. at 528, simply does not fit the City’s case, which places equal weight on Phillips 66 Defendants’ omissions. In addition, the City’s allegations here are far more detailed than those in *McCormick*, where the complaint only “vague[ly] reference[d]” misrepresentations. *See id.* 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.*

¹⁰ Although the Complaint expressly refers only to §§ 13-301(1) and 13-301(9), *see* Compl. ¶ 292, the Complaint also states a violation of § 13-301(3). Specifically, the Complaint alleges that the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that Phillips 66 Defendants 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. These allegations state a § 13-301(3) claim against Phillips 66 Defendants and other Defendants. *See Tavakoli-Nouri v. State*, 139 Md. App. 716, 730 (2001) (“The critical inquiry is not whether the complaint specifically identifies a recognized theory of recovery, but whether it alleges specific facts that, if true, would justify recovery under any established theory.”).

automakers knew the risk of injury from weak seatbacks but “engaged in a 30-year cover-up of the product malfunction” and “concealed” that defect). Along with other Defendants, Phillips 66 Defendants deployed a sophisticated deception campaign that successfully promoted to consumers unrestricted use of their fossil fuel products without warning of their risks, while spreading disinformation about the scientific consensus regarding climate change. Compl. ¶¶ 141–70. Phillips 66 Defendants relied in large part on front groups—many identified in the Complaint—to disseminate disinformation on their behalf. *Id.* ¶¶ 30–31, 150–68.

In sum, the City amply alleges affirmative misrepresentations, failure to warn, concealment, and omissions attributable to Phillips 66 Defendants.

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

Phillips 66 Defendants also suggest that Maryland law does not allow the City to use collective allegations that refer to them and other Defendants together and state that they acted similarly. *See* Mot. at Parts IV.A.1–IV.A.2. But there is no such Maryland case law, whether under an ordinary or heightened pleading standard,¹¹ and the City’s use of collective allegations is appropriate here.

The Court should accept collective allegations because they comport with Maryland pleading principles. Maryland law simply requires 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); *see also LaSalle Bank, N.A. v. Reeves*, 173 Md. App.

¹¹ None of Phillips 66 Defendants’ cited cases proscribe group pleading. Mot. at Part IV.A.1; *Keyser v. Richards*, 148 Md. 669 (1925) (dismissing claims due to insufficient allegations regarding “joint participation in the alleged wrong committed”); *Wells v. State*, 100 Md. App. 693, 703 (1994) (to assess whether the 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); *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); *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 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).

392, 410 (2007) (no technical pleading). A pleading has four purposes, the first of which is most important: “(1) it provides 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 and defenses.” *Ledvinka v. Ledvinka*, 154 Md. App. 420, 429 (2003). Here, the City’s allegations give Phillips 66 Defendants ample notice about the claims, underlying facts, and the bounds of the litigation, assuring the Court that the City’s claims are meritorious.¹² And the City’s use of collective allegations promotes brevity while satisfying the purposes of pleading.

Indeed, federal courts in Maryland and elsewhere often have embraced collective allegations.¹³ Maryland federal courts have been especially receptive of collective allegations where the alleged wrongful conduct is such that the plaintiff has only limited “available information” without discovery, as is the case here given Defendants’ concealment of their deception. *CASA de Md., Inc. v. Arbor Realty Tr., Inc.*, 2022 WL 4080320, at *4 (D. Md. Sept. 6, 2022) (quotation omitted).¹⁴ Additionally, federal courts have recognized that group pleading can satisfy even heightened pleading requirements like Federal Rule of Civil Procedure 9(b). *See United States v. United Healthcare Ins. Co.*, 848 F.3d 1161, 1184 (9th Cir. 2016). Collective

¹² *Frazier v. U.S. Bank Nat’l Ass’n*, 2013 WL 1337263, at *3 (N.D. Ill. Mar. 29, 2013) (“Although Plaintiff refers to [defendants] collectively, Plaintiff has provided sufficient factual detail about the nature of his allegations and about each defendant to provide fair notice of his claims.”).

¹³ *E.g.*, *Crowe v. Coleman*, 113 F.3d 1536, 1539 (11th Cir. 1997) (“When multiple defendants are named in a complaint, 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) (rejecting defendants’ argument that “group pleading” was “improper” and holding that collective allegations “provide[d] defendants with ‘fair notice’” of the claims against them “and the grounds upon which [they] rest” (quoting *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 555 (2007))); *Chevron U.S.A. Inc. v. Apex Oil Co.*, 113 F. Supp. 3d 807, 815 n.1 (D. Md. 2015) (collecting cases to show that “[n]othing in [Federal Rule of Civil Procedure] 8,” the rule setting forth general pleading requirements, “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))); *see also Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at *2–3 (D. Md. Jan. 8, 2015) (explaining the “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)).

¹⁴ *See also, e.g., Robertson v. Sea Pines Real Estate Cos.*, 679 F.3d 278, 291 (4th Cir. 2012) (requiring “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.”); Compl. ¶¶ 30–31, 146–47, 150–67, 190 (concealment allegations).

allegations are proper as long as a plaintiff meets the otherwise applicable pleading standard.

D. Any Dismissal Should Be Without Prejudice.

If the Court perceives any shortcomings in the City's allegations, it should follow Maryland's rule of freely granting leave to amend in the interest of justice. *RRC Ne., LLC v. BAA Md., Inc.*, 413 Md. 638, 673 (2010) ("[I]t is the rare situation in which a court should not grant leave to amend."). Phillips 66 Defendants contend a departure from this rule is warranted because the City's suit was filed with the assistance of outside counsel that represent public entities that have brought similar claims elsewhere. *See* Mot. at Part IV.B. Phillips 66 Defendants locate no case law supporting this obviously meritless argument.¹⁵ Nor do Phillips 66 Defendants make the strong showing of prejudice or futility that would justify denying leave to amend. *Cf. RRC Ne.*, 413 Md. at 673–74. Furthermore, the City's requests for judicial notice show amendment would not be futile because the City is prepared to allege additional facts about Phillips 66 Defendants' misconduct.

III. CONCLUSION

The Court should deny Phillips 66 Defendants' Motion in its entirety.

Dated: December 12, 2023

Respectfully submitted,

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Chief, Affirmative Litigation Division
BALTIMORE CITY LAW DEPT.

¹⁵ The cases Phillips 66 Defendants cite do not support their argument. *See Cozzarelli v. Inspire Pharms. Inc.*, 549 F.3d 618, 623, 628–30 (4th Cir. 2008) (affirming dismissal without leave to amend where plaintiffs failed to follow the federal court's procedures for requesting such leave, and there were "fundamental deficiencies in plaintiffs' theory of liability" for securities fraud); *Metro. Reg'l Info. Sys., Inc. v. Am. Home Realty Network, Inc.*, 948 F. Supp. 2d 538, 556 (D. Md. 2013) (dismissing defendant's amended counterclaim with prejudice because allowing another amendment "would be futile" where "no set of facts would make the[] allegedly false statements actionable under the Lanham Act" (emphasis added)); *City of New York v. BP P.L.C.*, 325 F. Supp. 3d 466, 471–72 (S.D.N.Y. 2018) (dismissing claims that challenged lawful commercial conduct, not unlawful deception and omissions, on preemption grounds), *aff'd* 993 F.3d 81, 86, 94 (2d Cir. 2021) (affirming dismissal and emphasizing that the claims involved "legal commercial conduct").

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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 Phillips 66's and Phillips 66 Company's Motion to Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling

Matthew K. Edling

RECEIVED

2023 DEC 12 PM 1:53

CIVIL DIVISION

EXHIBIT 1

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2022

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)



ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended

December 31, 2022

OR



TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from

to

Commission file number: **001-35349****Phillips 66***(Exact name of registrant as specified in its charter)***Delaware***(State or other jurisdiction of
incorporation or organization)***45-3779385***(I.R.S. Employer
Identification No.)***2331 CityWest Blvd., Houston, Texas 77042***(Address of principal executive offices) (Zip Code)*Registrant's telephone number, including area code: **832-765-3010**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class**Trading Symbol(s)****Name of each exchange on which registered**Common Stock, \$0.01 Par ValuePSXNew York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

- Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No
- Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No
- Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No
- Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No
- Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.
- Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
- Emerging growth company ☐
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
- Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒
- If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐
- Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐
- Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

The aggregate market value of common stock held by non-affiliates of the registrant on June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price on that date of \$81.99, was \$39.4 billion. The registrant, solely for the purpose of this required presentation, had deemed its Board of Directors and executive officers to be affiliates, and deducted their stockholdings in determining the aggregate market value.

The registrant had 463,907,156 shares of common stock outstanding at January 31, 2023.

Documents incorporated by reference:

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 10, 2023 (Part III).

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MARKETING AND SPECIALTIES

Our M&S segment purchases for resale and markets refined petroleum products, such as gasoline, distillates and aviation fuels, as well as renewable fuels, mainly in the United States and Europe. In addition, this segment includes the manufacturing and marketing of specialty products, such as base oils and lubricants.

Marketing

Marketing—United States

We market gasoline, diesel and aviation fuel through marketer and joint venture outlets that utilize the *Phillips 66*, *Conoco* or *76* brands. At December 31, 2022, we had approximately 7,200 branded outlets in 48 states and Puerto Rico.

Our wholesale operations utilize a network of marketers operating approximately 5,100 outlets. We place a strong emphasis on the wholesale channel of trade because of its relatively lower capital requirements. In addition, we hold brand-licensing agreements covering approximately 1,330 sites. Our refined petroleum products are marketed on both a branded and unbranded basis. A high percentage of our branded marketing sales are in the Midcontinent, Rockies and West Coast regions, where our wholesale marketing network secures efficient offtake from our refineries. We also utilize consignment fuel arrangements with several marketers whereby we own the fuel inventory and pay the marketers a monthly fee.

In the Gulf Coast and East Coast regions, most sales are conducted via the unbranded channel of trade, which does not require a highly integrated marketing network to secure product placement for refinery pull through. We have export capability at our U.S. coastal refineries to meet international demand.

In addition to automotive gasoline and diesel, we produce and market aviation gasoline and jet fuel. Aviation gasoline and jet fuel are sold through dealers and independent marketers at approximately 770 *Phillips 66* branded locations.

We participate in joint ventures engaged in retail convenience store operations in the West Coast and Central regions. These joint ventures enable us to secure long-term placement of our refinery production and extend participation in the retail value chain. At December 31, 2022, our retail joint ventures had approximately 950 outlets.

Marketing—International

We have marketing operations in four European countries. Our European marketing strategy is to sell primarily through owned, leased or joint venture retail sites using a low-cost, high-volume approach. We use the *JET* brand name to market retail and wholesale products in Austria, Germany and the United Kingdom. In addition, we have an equity interest in a joint venture that markets refined petroleum products in Switzerland under the *Coop* brand name.

We also market aviation fuels, LPG, heating oils, marine bunker fuels, and other secondary refined products to commercial customers and into the bulk or spot markets in the above countries.

At December 31, 2022, we had approximately 1,270 marketing outlets in Europe, of which approximately 980 were company owned and approximately 290 were dealer owned. We had interests in approximately 330 additional sites through our *Coop* joint venture operations in Switzerland, and we held brand-licensing agreements covering approximately 70 sites in Mexico.

In July 2022, we completed the formation of a 50-50 joint venture between us and H2 Energy Europe to set up and operate a network of up to 250 hydrogen retail refueling stations across Germany, Austria and Denmark by 2026.

Specialties

Lubricants

We manufacture and sell automotive, commercial, industrial and specialty lubricants which are marketed worldwide under the *Phillips 66*, *Kendall*, *Red Line* and other private label brands.

EXHIBIT 2

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

Return of Organization Exempt From Income Tax

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

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

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

OMB No. 1545-0047

2020

Open to Public Inspection

A For the 2020 calendar year, or tax year beginning 01-01-2020, and ending 12-31-2020

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

C Name of organization
AMERICAN PETROLEUM INSTITUTE

Doing business as

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

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

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 232,476,484

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

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW.API.ORG

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

L Year of formation: 1919

M State of legal domicile: DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE FORM 990, PART III, LINE 1 FOR COMPLETE MISSION STATEMENT		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	45
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	44
	5 Total number of individuals employed in calendar year 2020 (Part V, line 2a)	5	377
Revenue	6 Total number of volunteers (estimate if necessary)	6	15,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	9,561,318
	b Net unrelated business taxable income from Form 990-T, line 39	7b	707,233
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	0
	9 Program service revenue (Part VIII, line 2g)	215,094,345	188,894,744
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	917,570	1,089,131
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,508,925	23,570,841
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	238,520,840	213,554,716
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,419,219	110,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
Net Assets or Fund Balances	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	74,344,887	81,119,034
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	163,199,186	151,222,727
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	249,963,292	232,451,761
	19 Revenue less expenses. Subtract line 18 from line 12	-11,442,452	-18,897,045
		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	131,182,605	117,715,070
	21 Total liabilities (Part X, line 26)	193,799,218	199,757,740
	22 Net assets or fund balances. Subtract line 21 from line 20	-62,616,613	-82,042,670

Part II Signature Block

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

Sign Here

Signature of officer

2021-11-08
Date

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

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date
2021-11-08

Check ☐ if self-employed PTIN P00481097

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 610 W GERMANTOWN PIKE SUITE 400

Phone no. (215) 643-3900

PLYMOUTH MEETING, PA 19462

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2020)

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
MICHAEL J SOMMERS PRESIDENT & CEO	40.00 0.00	X		X			2,664,026	0	1,298,333
AMANDA E EVERSOLE EXECUTIVE VP & COO	40.00 0.00			X			1,073,937	0	261,629
PAUL G AFONSO SENIOR VP & CHIEF LEGAL OFFICER	40.00 0.00			X			825,418	0	150,599
DEBRA C PHILLIPS SENIOR VP, GLOBAL INDUSTRY SERVICES	40.00 0.00				X		732,204	0	210,436
ROLF W HANSON VP, STATE GOVERNMENT RELATIONS	40.00 0.00					X	677,036	0	121,744
FRANK J MACCHIAROLA SR VP, POLICY, ECONOMICS, & REG.	40.00 0.00				X		684,144	0	103,163
MEGAN B BLOOMGREN SR VP, COMMUNICATIONS	40.00 0.00				X		587,733	0	156,197
WILLIAM A KOETZLE SR VP, GOVERNMENT RELATIONS	40.00 0.00				X		573,452	0	154,585
HOWARD FELDMAN SR COUNSELOR	40.00 0.00					X	506,976	0	199,505
ROBIN R RORICK VP, MIDSTREAM & INDUSTRY OPERATIONS	40.00 0.00					X	596,417	0	103,974

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
SHANNON DIBARI SR ADVISOR - START JAN 2020	40.00 0.00					X		0	80,215
DREW P COBBS DIR., EASTERN REGION - LEFT OCT 2020	40.00 0.00					X		0	35,932
MICHAEL J PFEIFFER DIRECTOR OF FINANCE & CONTROLLER	40.00 0.00				X			0	65,217
BENNY SETO VP, FINANCE - START SEP 2020	40.00 0.00				X			0	14,603
GREG C GARLAND CHAIRMAN OF THE BOARD	0.50 0.00	X		X				0	0
MICHAEL K WIRTH BOARD MEMBER & CHAIR FINANCE CMTE	0.50 0.00	X		X				0	0
PIERRE BANG BOARD MEMBER	0.50 0.00	X						0	0
JOSEPH A BLOUNT BOARD MEMBER	0.50 0.00	X						0	0
THOMAS P BURKE BOARD MEMBER	0.50 0.00	X						0	0
WILLIE CHIANG BOARD MEMBER	0.50 0.00	X						0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
JOHN J CHRISTMANN BOARD MEMBER	0.50 0.00	X					0	0	0
BRIAN COFFMAN BOARD MEMBER	0.50 0.00	X					0	0	0
LISA A DAVIS BOARD MEMBER	0.50 0.00	X					0	0	0
DAN O DINGES BOARD MEMBER	0.50 0.00	X					0	0	0
SUSAN W DIO BOARD MEMBER	0.50 0.00	X					0	0	0
SANDY ESSLEMONT BOARD MEMBER	0.50 0.00	X					0	0	0
JACK A FUSCO BOARD MEMBER	0.50 0.00	X					0	0	0
RUSS K GIRLING BOARD MEMBER	0.50 0.00	X					0	0	0
DAVE A HAGER BOARD MEMBER	0.50 0.00	X					0	0	0
HANS JAKOB HEGGE BOARD MEMBER	0.50 0.00	X					0	0	0

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
TRACY W KROHN BOARD MEMBER	0.50 0.00	X						0	0
RYAN M LANCE BOARD MEMBER	0.50 0.00	X						0	0
RODERICK D LARSON BOARD MEMBER	0.50 0.00	X						0	0
DAVID C LAWLER BOARD MEMBER	0.50 0.00	X						0	0
ROBERT DOUG LAWLER BOARD MEMBER	0.50 0.00	X						0	0
DOUGLAS R MATTHEWS BOARD MEMBER	0.50 0.00	X						0	0
JEFF MILLER BOARD MEMBER	0.50 0.00	X						0	0
AL MONACO BOARD MEMBER	0.50 0.00	X						0	0
RICHARD E MUNCRIEF BOARD MEMBER	0.50 0.00	X						0	0
OLIVIER LE PEUCH BOARD MEMBER	0.50 0.00	X						0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
DOUGLAS J PFERDEHIRT BOARD MEMBER	0.50 0.00	X					0	0	0
GARY G RICH BOARD MEMBER	0.50 0.00	X					0	0	0
JULIE J ROBERTSON BOARD MEMBER	0.50 0.00	X					0	0	0
LORENZO SIMONELLI BOARD MEMBER	0.50 0.00	X					0	0	0
GERALDINE SLATTERY BOARD MEMBER	0.50 0.00	X					0	0	0
DAVE L STOVER BOARD MEMBER	0.50 0.00	X					0	0	0
DOUG J SUTTLES BOARD MEMBER	0.50 0.00	X					0	0	0
ARJA TALAKAR BOARD MEMBER	0.50 0.00	X					0	0	0
LEE M TILLMAN BOARD MEMBER	0.50 0.00	X					0	0	0
GRETCHEN H WATKINS BOARD MEMBER	0.50 0.00	X					0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
BILL WAY BOARD MEMBER	0.50 0.00	X						0	0
DARREN W WOODS BOARD MEMBER	0.50 0.00	X						0	0
KAREN B WRIGHT BOARD MEMBER	0.50 0.00	X						0	0

EXHIBIT 3

Form **990**

 Department of the
 Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

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

OMB No. 1545-0047

2021

Open to Public
Inspection

A For the 2021 calendar year, or tax year beginning 01-01-2021, and ending 12-31-2021

B Check if applicable:

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

C Name of organization
 AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 200 MASSACHUSETTS AVE NW 1100

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

D Employer identification number

13-0433430

E Telephone number

(202) 682-8000

G Gross receipts \$ 265,303,874

F Name and address of principal officer:

MICHAEL J SOMMERS
 200 MASSACHUSETTS AVE NW 1100
 WASHINGTON, DC 20001

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW.API.ORG

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

L Year of formation: 1919

M State of legal domicile: DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
 SEE FORM 990, PART III, LINE 1 FOR COMPLETE MISSION STATEMENT

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

3 Number of voting members of the governing body (Part VI, line 1a)	3	41
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	40
5 Total number of individuals employed in calendar year 2021 (Part V, line 2a)	5	383
6 Total number of volunteers (estimate if necessary)	6	15,000
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	188,894,744	204,383,376
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,089,131	346,007
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,570,841	24,059,652
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	213,554,716	228,789,035

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	110,000	200,500
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	81,119,034	75,008,323
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	151,222,727	151,516,744
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	232,451,761	226,725,567
19 Revenue less expenses. Subtract line 18 from line 12	-18,897,045	2,063,468

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	117,715,070	119,123,451
21 Total liabilities (Part X, line 26)	199,757,740	161,998,092
22 Net assets or fund balances. Subtract line 21 from line 20	-82,042,670	-42,874,641

Part II Signature Block

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

Sign
Here

Signature of officer

2022-11-18
Date

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

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date
2022-11-18

Check ☐ if self-employed
PTIN
P00481097

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 610 W GERMANTOWN PIKE SUITE 400

Phone no. (215) 643-3900

PLYMOUTH MEETING, PA 19462

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2021)

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
MICHAEL J SOMMERS PRESIDENT AND CEO	40.00 0.00	X		X			2,704,703	0	1,200,989
GREG C GARLAND CHAIRMAN OF THE BOARD	0.50 0.00	X		X			0	0	0
MICHAEL K WIRTH BOARD MEMBER & CHAIR FIN CMTE	0.50 0.00	X		X			0	0	0
ALAN S ARMSTRONG BOARD MEMBER	0.50 0.00	X					0	0	0
JOSEPH A BLOUNT BOARD MEMBER	0.50 0.00	X					0	0	0
WILLIE CHIANG BOARD MEMBER	0.50 0.00	X					0	0	0
JOHN J CHRISTMANN BOARD MEMBER	0.50 0.00	X					0	0	0
BRIAN COFFMAN BOARD MEMBER	0.50 0.00	X					0	0	0
DAN O DINGES BOARD MEMBER	0.50 0.00	X					0	0	0
SANDY ESSELMONT BOARD MEMBER	0.50 0.00	X					0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
JACK A FUSCO BOARD MEMBER	0.50 0.00	X					0	0	0
CHRIS GOLDEN BOARD MEMBER - START MAR 2021	0.50 0.00	X					0	0	0
MIKE J HENNIGAN BOARD MEMBER	0.50 0.00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 0.00	X					0	0	0
JOHN B HESS BOARD MEMBER	0.50 0.00	X					0	0	0
VICKI HOLLUB BOARD MEMBER	0.50 0.00	X					0	0	0
PAUL L HOWES BOARD MEMBER	0.50 0.00	X					0	0	0
ROGER W JENKINS BOARD MEMBER	0.50 0.00	X					0	0	0
THOMAS E JORDEN BOARD MEMBER	0.50 0.00	X					0	0	0
KEVIN P KAUFFMAN BOARD MEMBER	0.50 0.00	X					0	0	0

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
TRACY W KROHN BOARD MEMBER	0.50 0.00	X					0	0	0
RYAN M LANCE BOARD MEMBER	0.50 0.00	X					0	0	0
RODERICK D LARSON BOARD MEMBER	0.50 0.00	X					0	0	0
DAVID C LAWLER BOARD MEMBER	0.50 0.00	X					0	0	0
JEFFREY W MARTIN BOARD MEMBER	0.50 0.00	X					0	0	0
BRIGHAM A MCCOWN BOARD MEMBER - START MAR 2021	0.50 0.00	X					0	0	0
JEFF MILLER BOARD MEMBER	0.50 0.00	X					0	0	0
AL MONACO BOARD MEMBER	0.50 0.00	X					0	0	0
RICHARD E MUNCRIEF BOARD MEMBER	0.50 0.00	X					0	0	0
OLIVIER LE PEUCH BOARD MEMBER	0.50 0.00	X					0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
DOUGLAS J PFERDEHIRT BOARD MEMBER	0.50 0.00	X						0	0
FRANCOIS POIRIER BOARD MEMBER - START MAR 2021	0.50 0.00	X						0	0
W RANDALL FOWLER BOARD MEMBER	0.50 0.00	X						0	0
LORENZO SIMONELLI BOARD MEMBER	0.50 0.00	X						0	0
GERALDINE SLATTERY BOARD MEMBER	0.50 0.00	X						0	0
ARJA TALAKAR BOARD MEMBER	0.50 0.00	X						0	0
LEE M TILLMAN BOARD MEMBER	0.50 0.00	X						0	0
GRETCHEN H WATKINS BOARD MEMBER	0.50 0.00	X						0	0
BILL WAY BOARD MEMBER	0.50 0.00	X						0	0
DARREN W WOODS BOARD MEMBER	0.50 0.00	X						0	0

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

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
KAREN B WRIGHT BOARD MEMBER	0.50 0.00	X						0	0
PIERRE BANG BOARD MEMBER - LEFT JAN 2021	0.50 0.00	X						0	0
THOMAS P BURKE BOARD MEMBER - LEFT SEP 2021	0.50 0.00	X						0	0
DAVE A HAGER BOARD MEMBER - LEFT JAN 2021	0.50 0.00	X						0	0
HANS JAKOB HEGGE BOARD MEMBER - LEFT MAR 2021	0.50 0.00	X						0	0
CARLOS M HERNANDEZ BOARD MEMBER - LEFT FEB 2021	0.50 0.00	X						0	0
ROBERT DOUG LAWLER BOARD MEMBER - LEFT MAY 2021	0.50 0.00	X						0	0
DOUGLAS R MATTHEWS BOARD MEMBER - LEFT FEB 2021	0.50 0.00	X						0	0
JULIE J ROBERTSON BOARD MEMBER - LEFT FEB 2021	0.50 0.00	X						0	0
DOUG J SUTTLES BOARD MEMBER - LEFT AUG 2021	0.50 0.00	X						0	0

(A)
Name and Title

(A)
Name and Title

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


(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ROLF W HANSON VP, STATE GOVERNMENT RELATIONS	40.00 0.00					X		496,929	0	126,441
RYAN P MEYERS VP & DEPUTY GENERAL COUNSEL	40.00 0.00					X		513,560	0	44,743
SHANNON DIBARI SR ADVISOR	40.00 0.00					X		491,165	0	62,130
MICHAEL J PFEIFFER FORMER KEY EMPLOYEE	40.00 0.00						X	311,405	0	67,914

EXHIBIT 4

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 E. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833575

(4)

1. Corporation Name

AMERICAN PETROLEUM INSTITUTE



DB-03712-X-X-9177

3. Date Incorporated or Qualified
01/02/1975

4. FEI Number
13-0433430

Applied For
Not Applicable

5. Certificate of Status Desired ☐ \$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐ \$5.00 May Be
Added to Fees

7. Is this nonprofit corporation a homeowners association?
☐ Yes ☐ No

8. This corporation owes or has paid the current year Intangible
Personal Property Tax due June 30. ☐ Yes ☐ No

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 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country
---	--

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number Is Not Acceptable) 83 84 City 85 FL 86 Zip Code

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COB RAYMOND, LEE R 5050 LAS COLINAS BLVD. IRVING TX 75039-2298	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	See attached
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	P CAVANEY, RED 1220 L STREET N.W. WASHINGTON DC 20005	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	VP JANDROWITZ, FRANK J. 1220 L STREET N.W. WASHINGTON DC	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	VP CANES, MICHAEL 1220 L STREET N.W. WASHINGTON DC	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	EVP O'KEEFE, WILLIAM F. 1220 L STREET N.W. WASHINGTON DC	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	VP WIESE, ARTHUR E. 1220 L STREET N.W. WASHINGTON DC	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 Church 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
615 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 198612
Anchorage, AK 99516-6612

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

Mr. Philip 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 77002-8923

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
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