

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 DEFENDANT CITGO PETROLEUM
CORPORATION'S MEMORANDUM OF LAW IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

CIVIL DIVISION

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I. INTRODUCTION

The Mayor and City Council of Baltimore (“City”) amply states viable tort and Maryland Consumer Protection Act (“MCPA”) claims against CITGO Petroleum Corporation (“CITGO”) and others, as explained in the City’s opposition to Defendants’ joint motion to dismiss for failure to state a claim (“Opp.”), which the City incorporates by reference. *See Opp.* §§ IV.D.1–IV.D.5.

CITGO’s arguments in its separate memorandum (“Motion”) change nothing. *First*, the City states claims against CITGO by alleging tortious and deceptive conduct by CITGO and misrepresentations attributable to it under a concert-of-action theory. *Second*, the City’s allegations satisfy the heightened pleading requirement that applies to only a portion of the City’s MCPA claim. *Third*, CITGO ignores the City’s allegations when it argues it had no duty to warn about its products’ risks because it lacked superior knowledge of those dangers. The Court should credit the Complaint’s allegations, avoid resolving factual disputes on mere pleadings, and deny the Motion.

II. ARGUMENT

A. The Complaint States Claims Against CITGO.

CITGO contends the claims against it must be dismissed because the Complaint does not allege specific misrepresentations by or attributable to CITGO. *Mpt.* at 5–9. CITGO is wrong. The Complaint explains how CITGO has failed to warn of and omitted material facts about its fossil fuel products’ climatic risks; describes CITGO’s participation in Defendants’ campaign of deception; and alleges misrepresentations attributable to CITGO. These allegations, taken as true and with inferences drawn in the City’s favor, fully satisfy Maryland Rule 2-305’s requirement to provide a “clear statement of the facts” that support and notify CITGO of the City’s claims.

1. The Complaint Alleges Tortious and Deceptive Conduct by CITGO.

The Complaint details CITGO’s and other Defendants’ failures to warn of their products’ climatic risks and their widespread campaigns to deceive consumers and the public about the links

between their products and climate change. *See* Compl. ¶¶ 1, 6–7, 141–70, 221, 242, 275, 295–96. As it did elsewhere, CITGO has marketed and sold its fossil fuel products to consumers through CITGO-branded gas stations throughout Maryland. *Id.* ¶ 25(e). In doing so, CITGO, among others, has failed to disclose and knowingly concealed and omitted material facts about its products’ risks. *See id.* ¶¶ 140–70, 295. The City’s Opposition explains how, through such conduct, CITGO and others have committed various torts and violated the MCPA. *See* Opp. §§ IV.D.1–IV.D.5.

Although CITGO invites the Court to ignore the Complaint’s collective allegations, Mot. at 6–7, no Maryland case law proscribes collective allegations.¹ Federal courts in Maryland and elsewhere have often held that such allegations “provide defendants with fair notice of the claims against them and the grounds upon which they rest.” *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 476 (D. Md. 2019) (cleaned up).² This Court should not recognize a novel proscription of

¹ None of CITGO’s Maryland state-court cases recognize a proscription. *Wells v. State*, 100 Md. App. 693, 703 (1994) (without proscribing collective allegations, holding that to plead wantonness or willfulness, “the defendants are not fungible; we must examine what each is charged with doing or failing to do”); *Heritage Harbour, LLC v. John J. Reynolds, Inc.*, 143 Md. App. 698, 711 (2002) (complaint lacked “any mention” of eight defendants and alleged “[n]o facts” as to them, so plaintiff could not defeat dismissal by “dump[ing]” them into “the same pot” as other defendants) (cleaned up); *Alleco Inc. v. Harry & Jeanette Weinberg Found., Inc.*, 340 Md. 176, 191–99 (1995) (affirming dismissal of conspiracy claims where plaintiffs did not allege any underlying breach of fiduciary duty or fraudulent misrepresentation by non-defendant decedent that allegedly acted wrongfully); *Samuels v. Tschechtelin*, 135 Md. App. 483, 496, 528–29 (2000) (affirming dismissal of claims against university trustees where there were no allegations showing their involvement in plaintiffs’ allegedly wrongful termination); *Edison Realty Co. v. Bauernschub*, 191 Md. 451, 455, 460–61 (1948) (in suit against corporation and its officers, holding officers’ demurrers should be sustained where complaint alleged they “conspired in a fraud” but did not allege any acts of fraud by them to aid in breaching contract and instead merely “allege[d] a breach of contract”); *RRC Ne., LLC v. BAA Md., Inc.*, 413 Md. 638, 643–44 (2010) (stating uncontroversial standard for assessing motions to dismiss for failure to state a claim). By and large, CITGO’s federal cases involved plaintiffs—most of whom were unusually well-positioned to offer detailed allegations without discovery—that simply failed to meet the federal fraud pleading standard, collective allegations or not. *See Bank of Am., N.A. v. Knight*, 725 F.3d 815, 818–19 (7th Cir. 2013) (affirming dismissal of corporate looting claims governed by federal particularity standard where plaintiff “had ample access to [defendant’s] books and records” and did not “need[] discovery to supply particulars,” but only vaguely asserted “defendants looted the corporation” without further detail); *Haley v. Corcoran*, 659 F. Supp. 2d 714, 721 (D. Md. 2009) (reciting federal particularity requirement to “identify each defendant’s participation in the alleged fraud” and finding the particular allegations at hand insufficient to inform each defendant of their role in the fraud, but not announcing a general proscription of collective allegations); *Adams v. NVR Homes, Inc.*, 193 F.R.D. 243, 253–54 (D. Md. 2000) (similar); *In re Crude Oil Commodity Litig.*, 2007 WL 1946553, at *6 (S.D.N.Y. June 28, 2007) (dismissing claims of crude oil market manipulation under a particularity pleading standard because allegations were “wholly speculative and conclusory,” did not describe what acts were perpetrated by any defendant, did not specify any dates, and suffered from a range of other infirmities).

² *See also, e.g., 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 prohibits collectively referring to multiple defendants

collective allegations because such a proscription would clash with well-established Maryland pleading principles. Maryland has long eschewed technical pleading requirements by commanding 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). A pleading serves 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 Complaint’s collective allegations are permissible because the City alleges each Defendant engaged in the same wrongful conduct. *See, e.g.*, Compl. ¶¶ 1, 6–7, 141–70, 295–96. The City’s allegations give CITGO ample notice about the claims, the underlying facts, and the bounds of the litigation, assuring the Court that the City’s claims are meritorious. The City has sufficiently alleged its case against CITGO,³ and the Complaint’s use of collective allegations simply promotes brevity without undermining any of the well-established purposes of pleading.

2. The Complaint Alleges Misrepresentations Attributable to CITGO.

The Complaint also alleges misrepresentations attributable to CITGO under a concert-of-action theory, among others. The Maryland Supreme Court has long “recognized joint and several

where the complaint alerts defendants that identical claims are asserted against each defendant” (quotations omitted)); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at *2–3 (D. Md. Jan. 8, 2015) (rejecting argument that complaint improperly grouped defendants and explaining “presum[ption] that all allegations made against the defendants collectively applied equally to the individual defendant”). The Ninth Circuit has held that group pleading can satisfy particularity pleading under Federal Rule of Civil Procedure 9(b). *United States v. United Healthcare Ins. Co.*, 848 F.3d 1161, 1184 (9th Cir. 2016) (“There is no flaw in a pleading . . . where collective allegations are used to describe the actions of multiple defendants who are alleged to have engaged in precisely the same conduct.”).

³ *Margolis v. Sandy Spring Bank* does not help CITGO show otherwise, as the court there affirmed dismissal of an MCPA claim because the relevant banking agreement showed the bank “adequately disclosed [its] practices” and, as to one challenged practice, the complaint did not sufficiently allege “that the bank actually assessed any fees” against the plaintiff because of the practice. 221 Md. App. 703, 720–22, 723 (2015). Here, by contrast, the Complaint does not allege that CITGO ever disclosed the climatic risks of its fossil fuel products to consumers, and it alleges that the City has suffered exacerbated climate-related injuries due to CITGO’s and other Defendants’ tortious and deceptive conduct. *See, e.g.*, Opp. § IV.D.5.

liability for ‘true’ joint tortfeasors” that “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 Liab.*, 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.* (quotation omitted).

The City alleges that CITGO, other Defendants, and their predecessors acted “individually and in concert with each other” in “knowingly promoting the sale and use of fossil fuel products [they] knew to be hazardous,” and “[d]isseminating and funding the dissemination of information intended to mislead” consumers and others about climate risks. Compl. ¶¶ 219, 221(b), (d); *see id.* ¶¶ 147, 242, 254, 275. They together “discredit[ed] and/or misrepresent[ed] information that tended to support restricting consumption of” their products, including through use of “climate change denialist” front groups and trade associations. *Id.* ¶¶ 146–47; *see id.* ¶¶ 31, 141–70.

CITGO and its predecessor Cities Service Company (“Cities Service”) acted in concert with other Defendants in part through their participation and leadership in the American Petroleum Institute (“API”).⁴ API has played a vital role in Defendants’ campaign of deception. *See* Compl. ¶¶ 31, 31(a), 154, 158–59, 162–66. In 1972, Cities Service was among the members of API to receive a status report from API that described the “global warming” “impact[s] of fossil fuel products.” *Id.* ¶ 111. And judicially noticeable documents indicate that several of CITGO’s high-

⁴ The Complaint alleges that Cities Service was CITGO’s predecessor. *See* Compl. ¶ 111. CITGO’s own website confirms as much: “Cities Service Company,” which was created in 1910, “would, eventually, lead to today’s CITGO.” CITGO Petroleum Corp., *Our Heritage*, <https://perma.cc/GQ37-GN2T> (last visited Jan. 10, 2024). Cities Service debuted the CITGO brand in 1965, and in 1983 “CITGO became a standalone refining, marketing and transportation company.” *Id.* The City requests that the Court take judicial notice of these facts, which are not subject to reasonable dispute because they are listed on CITGO’s own website, a source whose accuracy CITGO cannot reasonably question. *See* Md. Rule 5-201; *see also Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006).

level executives served on API's Board of Directors in at least 1995 and 1997 through 2002,⁵ a key period during which API disseminated climate denial and deception on behalf of Defendants.

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." Compl. ¶ 154. And 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 misrepresentations on behalf of Defendants including CITGO, *see id.* ¶¶ 31, 158, and CITGO has participated in API's misleading messaging through its executives' involvement on API's Board during this period, *see supra* n.5. Drawing reasonable inferences in the City's favor, CITGO acted in concert with other Defendants and API by funding, encouraging, ratifying, and otherwise aiding API's knowingly false and misleading conduct, and thus is jointly liable for that conduct.

CITGO wrongly suggests that the City must allege the elements of "conspiracy" or "agency" to attribute others' misrepresentations to it. Mot. at 8–9. Maryland courts have not used

⁵ The City requests that the Court also 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, as they are part of submissions by API to the Indiana and Florida Secretaries of State. *See* Am. Petroleum Inst., *Indiana Annual Report of Nonprofit Corporation* at 4, 5 (Mar. 27, 1995) (excerpts attached as Ex. 1) (listing CITGO's President and Chief Executive Officer ("CEO") Ronald E. Hall and CITGO's Senior Vice President – Operations William J. Beckert as API board members for 1995); Am. Petroleum Inst., *Indiana Annual Report of Nonprofit Corporation* at 4, 5 (Mar. 11, 1997) (excerpts attached as Ex. 2) (listing CITGO's President and CEO Ralph S. Cunningham and Mr. Beckert as API board members for 1997); Am. Petroleum Inst., *Nonprofit Corporation Annual Report* at 10 (Apr. 10, 1998) (attached as Ex. 3), available at <https://search.sunbiz.org/Inquiry/CorporationSearch/ConvertTiffToPDF?storagePath=COR%5C1998%5C0413%5C9144817B.TIF&documentNumber=833575> (listing CITGO's President and CEO David J. Tippeconnic and CITGO's Vice President Jerry E. Thompson as API board members for 1998); Am. Petroleum Inst., *Indiana Annual Report of Nonprofit Corporation* at 4 (Apr. 12, 1999) (excerpts attached as Ex. 4) (same for 1999); Am. Petroleum Inst., *Indiana Business Entity Report* at 4, 5 (Aug. 2, 2000) (excerpts attached as Ex. 5) (listing Mr. Tippeconnic and CITGO Vice President, Refining and Petrochemicals M.A. Lechtenberger as API board members for 2000); Am. Petroleum Inst., *Indiana Business Entity Report* at 3, 4 (Mar. 20, 2001) (excerpts attached as Ex. 6) (listing CITGO President and CEO Oswaldo Contreras and Mr. Lechtenberger as API board members for 2001); Am. Petroleum Inst., *Indiana Business Entity Report* at 3 (Feb. 26, 2002) (excerpts attached as Ex. 7) (same for 2002). All pincites are made to the pages of the exhibit PDFs, not any page numbers indicated within the text of the documents. The Indiana Secretary of State filings are available at <https://bsd.sos.in.gov/PublicBusinessSearch/BusinessFilings> (search for Business ID "197502-035" and select result; click on "Filing History" to access relevant records). At minimum, these materials reinforce that the Court should grant the City leave to amend if CITGO's Motion is granted.

those terms to limit concert-of-action liability, and have instead defined concerted action as a broader concept than conspiracy or agency. *See Morgan*, 387 Md. at 184–85. In any event, the Complaint sufficiently alleges each theory of joint liability. As for conspiracy, CITGO cites cases for the unremarkable proposition that a defendant’s mere membership in a lawful trade organization does not prove their participation in a conspiracy. *See Mot.* at 8. If anything, those factually distinct cases only underscore that CITGO’s membership in a group *can* give rise to liability if CITGO and the group intended and acted to undertake unlawful conduct.⁶ The City does not cite CITGO’s membership in API as bare evidence of concerted action or conspiracy; rather, the Complaint alleges that the very purpose and nature of these organizations was to advance the shared goal of spreading deception.⁷ CITGO’s participation and leadership in organizations substantially dedicated to pursuing a specific unlawful agenda is a sign of sharing in that agenda.

Meanwhile, “an agency relationship can be . . . infer[red] from the acts of the agent and principal,” and the existence of such a relationship “is ordinarily a question of fact,” *Green v. H & R Block, Inc.*, 355 Md. 488, 503, 504 (1999) (citations omitted), reserved “for the trier of fact,” *Copiers Typewriters Calculators, Inc. v. Toshiba Corp.*, 576 F. Supp. 312, 324 (D. Md. 1983)

⁶ *See Maple Flooring Mfrs. Ass’n v. United States*, 268 U.S. 563, 585 (1925) (“gather[ing] and disseminat[ion]” of market data by a trade association “may be the basis of agreement or concerted action” for anticompetitive conduct); *Rojas v. Delta Airlines, Inc.*, 425 F. Supp. 3d 524, 543 (D. Md. 2019) (in a RICO suit, holding that defendant airlines’ mere membership in CANAERO, a trade association that had entered a contract with the Mexican government to collect certain taxes on its behalf, did not support the view that the airlines had entered a RICO enterprise to collect excessive taxes in violation of contract); *Silkworth v. Cedar Hill Cemetery, Inc.*, 95 Md. App. 726 (1993) (per curiam) (mere similarity of practices by members of trade association did not show antitrust conspiracy without “[a]dditional facts or circumstances” (quotation omitted)).

⁷ *Cf. In re Turkey Antitrust Litig.*, 642 F. Supp. 3d 711, 727 (N.D. Ill. 2022) (“Although opportunities to cooperate in trade associations are not ipso facto evidence of a conspiracy, when one considers them in the broader context, evidence of these opportunities plausibly helps to fill-out the picture of an alleged conspiracy.” (quotation omitted)); *Compass, Inc. v. Real Estate Bd. of N.Y., Inc.*, 2022 WL 992628, at *3 (S.D.N.Y. Mar. 31, 2022) (in the antitrust context, applying the Second Circuit’s rule that “there is no conceptual difficulty in treating trade associations as continuing conspiracies when they regulate areas where their members are in competition” (quotation omitted)); *Grasso Enters., LLC v. Express Scripts, Inc.*, 2017 WL 365434, at *4 (E.D. Mo. Jan. 25, 2017) (finding that “[i]n combination with . . . [various] circumstantial elements, Defendants’ and their co-conspirators’ joint involvement in a trade association supports an inference of a conspiracy,” and noting that “[m]embership and participation in a trade group facilitates collusion and provides opportunities to conspire” (quotation omitted)).

(citation omitted). The City has not only alleged the elements of agency, Compl. ¶ 32, but also provided a mosaic of facts supporting an inference that CITGO and other Defendants engaged in a coordinated disinformation campaign whereby they acted as each other's agents, and where API and other groups acted as Defendants' agents, *e.g., id.* ¶¶ 31, 150–52, 161–67.

Finally, CITGO says that even if others' misrepresentations are attributable to it, the City's "claims are barred by Maryland's anti-SLAPP statute and the First Amendment because the statements involve speech on matters of public concern." Mot. at 9. However, as explained in the City's opposition to Chevron's anti-SLAPP motion, the City's claims are not barred by Maryland's anti-SLAPP statute or the First Amendment because, among other reasons, they implicate only unprotected, deceptive commercial speech.⁸ To the extent CITGO suggests such expressive conduct was protected, that factual dispute cannot be resolved on the pleadings.

B. The City Satisfies the Particularity Pleading Requirement Where It Applies.

CITGO argues that the City does not plead fraud with particularity, and implies that this requires dismissal of *all* of the City's claims. *See* Mot. at 5–8. But only the subset of the City's MCPA claim that relies on fraud is subject to particularity pleading, which the Complaint satisfies.

Maryland's particularity pleading requirement for fraud is a "judge-made gloss on the general rules of pleading." *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 528 (2014). It applies only where a plaintiff seeks "relief on the ground of fraud," *see Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotations omitted), meaning fraud is "[t]he basis of . . . the relief sought," *Spangler v. Dan A. Sprosty Bag Co.*, 183 Md. 166, 173 (1944).⁹ Maryland courts have not applied particularity pleading to tort claims like the ones the City brings here, which do not include fraud

⁸ Deceptive and misleading commercial speech—including about issues important to the public—is not protected under the First Amendment or the Maryland Declaration of Rights. *See* Opp. to Chevron's Anti-SLAPP Mot. § IV.A.1.

⁹ Maryland's judge-made particularity pleading requirement thus differs from Federal Rule of Civil Procedure 9(b)'s particularity pleading requirement, which some courts have interpreted as extending beyond claims that require showing fraud as an element. *See, e.g., Cozzarelli v. Inspire Pharms. Inc.*, 549 F.3d 618, 629 (4th Cir. 2008).

as a necessary element. As to the City's MCPA claim, Maryland courts have applied particularity pleading to MCPA claims *only* to the extent they rely on Md. Code Ann., Com. Law § 13-301(9), which includes fraud as an element and thus “replicates common-law fraud.” *See McCormick*, 219 Md. App. at 529. Here, the City alleges *non-fraudulent* MCPA violations under Md. Code Ann., Com. Law §§ 13-301(1) and (3) based on CITGO's statements, representations, and omissions that had the effect, capacity, or tendency to deceive, as well as fraudulent violations under § 13-301(9) based on CITGO's deception with the *specific intent* to induce consumer reliance.¹⁰

CITGO's effort to expand particularity pleading beyond § 13-301(9) misconstrues Maryland law. Mot. at 5. *First*, CITGO asserts that *McCormick* shows that “Maryland courts have ‘long required parties to plead fraud with particularity,’ *regardless of the specific cause of action asserted in the complaint.*” Mot. at 5 (quoting *McCormick*, 219 Md. App. at 527). The italicized portion added by CITGO clashes with *McCormick*, where the court held that particularity pleading applies only to MCPA theories that “replicate[] common-law fraud.” 219 Md. App. at 529. *Second*, CITGO violates Maryland Rule 1-104(a)(2) by citing an unreported case. *See* Mot. at 5 (citing *Hosmane v. Univ. of Md.*, 2019 WL 4567575, at *7 (Md. App. Sept. 20, 2019) (unreported)).¹¹ The controlling case law is clear: particularity pleading—at most—applies only to the City's MCPA claim to the extent it rests on § 13-301(9). *See McCormick*, 219 Md. App. at 529–30.

The City amply pleads its MCPA claim based on § 13-301(9) by detailing the multi-decade

¹⁰ *See* Md. Code Ann., Com. Law § 13-301(1) (“False, falsely disparaging, or misleading oral or written statement, visual description, or other representation of any kind which has the capacity, tendency, or effect of deceiving or misleading consumers.”); *id.* § 13-301(3) (“Failure to state a material fact if the failure deceives or tends to deceive.”); *id.* § 13-301(9) (“Deception, fraud, false pretense, false premise, misrepresentation, or knowing concealment, suppression, or omission of any material fact with the intent that a consumer rely on the same . . .”). Although the Complaint expressly refers to only §§ 13-301(1) and (9), *see* Compl. ¶ 292, the City also states a violation of § 13-301(3) by alleging the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that CITGO and other Defendants failed to warn of their fossil fuel products' risks while marketing and selling those products, *see id.* ¶¶ 141–70, 241, 274, which has deceived consumers, *id.* ¶ 170.

¹¹ Even if *Hosmane* were citable, that decision simply applied particularity pleading to an intentional misrepresentation claim whose elements required a showing of common-law fraud. 2019 WL 4567575, at *7.

deception and concealment campaign in which CITGO participated. *Lloyd v. General Motors Corp.*, 397 Md. 108, 150–54 (2007), similarly involved an MCPA claim alleging automakers’ multi-decade effort to conceal a product danger. The Maryland Supreme Court found particularity pleading satisfied because plaintiffs alleged defendants “ha[d] known the risk of injury,” provided “facts that support that assertion,” and alleged defendants had “engaged in a 30-year cover-up.” *Id.* at 153–54 & n.21.¹² The City’s allegations here are more robust than those in *Lloyd*.

CITGO’s reliance on *McCormick*, *see* Mot. at 5–6,¹³ fails for at least two key reasons. *First*, *McCormick* involved only allegations of a fraudulent, affirmative misrepresentation. *See* 219 Md. App. at 528. By contrast, the City—as in *Lloyd*, 397 Md. at 150—also alleges failure to warn, concealment, and omissions. Compl. ¶¶ 295–96; *see id.* ¶¶ 141–70. CITGO’s emphasis on *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 weight on CITGO’s failure to warn and concealment. *Second*, the City’s allegations are far more detailed than those in *McCormick*, where the complaint only “vague[ly] reference[d]” misrepresentations. *See* 219 Md. at 528. The City shows “who made what false statement, when, and in what manner . . . ; why the statement is false; and why a finder of fact would have reason to conclude that the defendant acted with scienter . . . and with the intention to [induce reliance].” *See id.* As described above, the Complaint alleges API’s deliberate, particular misrepresentations that are attributable to CITGO.

C. CITGO’s Superior Knowledge Gave Rise to a Duty to Warn.

Lastly, CITGO argues it had no duty to warn because it lacked “superior” knowledge about

¹² *See also Antigua Condo. Ass’n v. Melba Invs. Atl., Inc.*, 307 Md. 700, 735 (1986) (it is sufficient to “allege facts . . . from which fraud is necessarily implied” (emphasis added)).

¹³ Instead of citing *McCormick*’s articulation of the particularity test, CITGO inexplicably cites *Buckingham v. Fisher*, 223 Md. App. 82, 89–91 (2015), where the Appellate Court extended *McCormick*’s particularity test to a very different and irrelevant context: Maryland Rule 14-211(a)(3)(B)’s requirement that a *motion* to stay and dismiss a foreclosure sale must “state with particularity the factual and legal basis of each defense” to foreclosure. (emphasis altered).

its own products' dangers. Mot. at 9–10. The Complaint alleges otherwise: Defendants, including CITGO, had special knowledge that using their fossil fuel products as intended would cause myriad climate-related hazards the City now faces. *See* Compl. ¶¶ 59–102, 106–40. CITGO knew or should have known of these hazards based on information shared by, among other sources, Defendants' internal research divisions, trade associations, and industry groups. *E.g., id.* ¶¶ 103–31, 137, 239–40. CITGO thus owed a duty to issue adequate warnings, *id.* ¶¶ 238, 271, which it breached by failing to warn and concealing its knowledge, *see id.* ¶¶ 141–70, 241–42, 274–75; Opp. § IV.D.3. In arguing otherwise, CITGO reiterates its flawed arguments against collective allegations and ignores that it is “held responsible for knowing what was generally known in the scientific or expert community about [its] product[s]’ hazards,” including “by scientists or experts employed by other manufacturers.” *U.S. Gypsum Co. v. Mayor & City Council of Baltimore*, 336 Md. 145, 165 (1994).¹⁴ Finally, the City’s Opposition explains why the severe risks of Defendants’ fossil fuel products were not obvious to average Maryland consumers, which in any event is a factual question for the jury. *See* Opp. § IV.D.3.b.¹⁵ The Court should credit the City’s allegations that CITGO knew about the non-obvious hazards of its products, giving rise to a duty to warn.

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

¹⁴ *See also Eagle-Picher Indus., Inc. v. Balbos*, 326 Md. 179, 204 (1992) (finding sufficient evidence to support jury verdict that installer of asbestos products owed a duty to warn in part based on testimony “that there was information available in nonobscure publications . . . sufficient to put an installer-supplier on notice of the danger” of asbestosis).

¹⁵ It is “for [a] jury to decide” the disputed factual question of whether the dangers CITGO and other Defendants spent decades downplaying and concealing, *e.g.*, Compl. ¶¶ 141–70, 242, 275, 295, were somehow obvious. *See Figgie Int’l, Inc., Snorkel-Econ. Div. v. Tognocchi*, 96 Md. App. 228, 240–42 (1993); *cf. Katz v. Arundel-Brooks Concrete Corp.*, 220 Md. 200, 203, 205 (1959) (affirming directed verdict where “[t]he theory of the plaintiff’s case [wa]s not entirely clear,” and plaintiff did not present any evidence at trial supporting a manufacturer’s duty to warn).

¹⁶ Since the City filed its oppositions to the other motions to dismiss in this matter on December 12, 2023, the trial court issued an order on the motions to dismiss in a similar case addressing climate deception, *Delaware ex rel. Jennings v. BP America Inc.*, C.A. No. N20C-09-097 MMJ CCLD (Del. Super. Ct. Jan. 9, 2024). The City will request leave to address that supplemental authority as applied to all pending motions to dismiss in a sur-reply brief.

Dated: January 12, 2024

Respectfully submitted,

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

/s/ Sara Gross *Sara Gross w/p/1/1/2024*
Sara Gross (CPF No. 412140305)
Chief, Affirmative Litigation Division
BALTIMORE CITY LAW DEPT.
100 N. Holliday Street, Suite 109
Baltimore, MD 21202
Tel: (410) 396-3947
sara.gross@baltimorecity.gov

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

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

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of January 2024, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendant Citgo Petroleum Corporation's Memorandum of Law in Support of Defendants' 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

EXHIBIT 1



8 197502-035
INDIANA ANNUAL REPORT OF NONPROFIT CORPORATION

State Form 2423 (R13 2-93)

Prescribed by Joseph H. Hogsett, Secretary of State

Corporations Division: Telephone (317) 232-6576

FILING DEADLINE: 02/28/95

INSTRUCTIONS: See reverse side

Approved by State Board of Accounts 1990

700124

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682

This report is for filing year: 1995 Other years reported on this form:	CORPORATION NAME AND PRINCIPAL OFFICE ADDRESS	FILING FEE \$10.00
	AMERICAN PETROLEUM INSTITUTE 1220 L STREET NW WASHINGTON, DC 20005	Date of incorporation/qualification 02/03/75
		State of incorporation DC

APPROVED AND FILED
MAR 27 1995
SECRETARY OF STATE OF INDIANA

***** A SIGNATURE IS REQUIRED BELOW FOR THIS REPORT TO BE ACCEPTED *****

*** PLEASE NOTE THE NEW FILING DEADLINE FOR THIS REPORT IS 02/28/95 ***

TO BE VALID YOU
MUST SIGN HERE

A I hereby verify, subject to penalties of perjury, that facts contained herein are true.
(Notarization not necessary)

Signature of current corporate officer (must be listed in section B or on reverse of this form)

William Frick

B INDICATE NAME AND ADDRESS OF PRESIDENT / SECRETARY / OFFICER	
List names and business addresses of the corporate directors and additional officers on the reverse side (if any)	
PRESIDENT DIRECTOR NAME AND ADDRESS	DIBONA, CHARLES. J. 1220 L ST NW WASHINGTON DC DC
Indicate any changes to above officer	
SECRETARY OFFICER NAME AND ADDRESS	FRICK, G. WILLIAM. 1220 L ST NW WASHINGTON DC DC
Indicate any changes to above officer	
C Complete only if change has occurred	Mailing address of principal office is now:
D If not preprinted you must complete	Name of Registered Agent Indiana street address of Registered Office (PO Box will not be accepted) THE PRENTICE-HALL CORPORATION SYSTEM, IN 50 SOUTH MERIDIAN STREET, SUITE 700 INDIANAPOLIS IN 46204
E Complete only if change of Registered Agent or Registered Office	Registered Agent of Corporation in Indiana is now: Indiana street address of Registered Agent and Registered Office is now: (must be the same Indiana address)

COMPLETE REVERSE SIDE

INSTRUCTIONS: PURSUANT TO IC 23-17-27-8

1. Please complete all sections on both sides.
2. Sign section "A" on reverse side.
3. For changes in REGISTERED AGENT and REGISTERED OFFICE ADDRESS, complete section "E".
4. Make check or money order for filing fee payable to Secretary of State in the amount of \$10.00.
5. Make a photocopy of the completed form for your records and mail form before filing deadline indicated on reverse side.
6. **BEFORE THIS REPORT CAN BE ACCEPTED:**
 - a. All sections must be fully completed
 - b. Section "A" must be signed
 - c. filing fee must be enclosed
7. Send completed form and fee to:
SECRETARY OF STATE
P O BOX 5501
INDIANAPOLIS IN 46255

NOTICE: If a nonprofit corporation has not opted into the Indiana Nonprofit Corporation Act of 1991, it is still required to submit detailed financial information with the annual report.

G. TYPE OF CORPORATION (check only one)

The corporation is a:

- ☐ public benefit corporation, which is organized for a public or charitable purpose; or
- ☐ religious corporation, which is organized primarily or exclusively for religious purposes; or
- ☒ mutual benefit corporation (*all others*).

H. MEMBERSHIP

Indicate if Corporation has members:

- ☒ Yes ☐ No

LIST DIRECTORS AND ADDITIONAL OFFICERS

See attached

January 20, 1995

American Petroleum Institute

Board of Directors

1995

Mr. Charles W. Alcorn, Jr.
President
Alcorn Production Company
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 Corp.
P. O. Box 1330
Houston, TX 77251-1330

Mr. Eugene L. Ames, Jr.
Chairman and Chief Executive
Officer
Venus Exploration
One Riverwalk Place
San Antonio, TX 78205-3512

Mr. Gordon M. Anderson
Chairman, President and Chief
Executive Officer
Santa Fe International Corp.
Two Lincoln Centre, Suite 1100
5420 LBJ Freeway
Dallas, TX 75240

Mr. Philip F. Anschutz
President
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 and
Chief Executive Officer
MAPCO Inc.
P. O. Box 645
Tulsa, OK 74101-0645

Mr. Herbert M. Baum
Chairman, President and Chief
Executive Officer
Quaker State Corporation
255 Elm Street
Oil City, PA 16301

Mr. Roger C. Beach
Chief Executive Officer
Unocal Corporation
P. O. Box 7600
Los Angeles, CA 90051

Mr. William J. Beckert
Senior Vice President - Operations
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

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

Mr. Edward A. Blair
President
BHP Petroleum Americas
1360 Post Oak Lane, Suite 500
Houston, TX 77056-3020

Mr. J. Dennis Bonney
Vice Chairman of the Board
Chevron Corporation
225 Bush Street
San Francisco, CA 94104-4289

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

Dr. Charles H. Bowman
Chairman and Chief Executive
Officer
BP America Inc.
200 Public Square
Cleveland, OH 44114-2375

Mr. Donald R. Brinkley
President and Chief Executive
Officer
Colonial Pipeline Company
945 East Paces Ferry Road
Resurgens Plaza
Atlanta, GA 30326-0855

Mr. John E. Brock
United Meridian Corporation
Financial Centre
695 East Main Street
Stamford, CT 06901

Mr. Robert H. Campbell
Chairman, President and
Chief Executive Officer
Sun Company, Inc.
Ten Penn Center
1801 Market Street
Philadelphia, PA 19103-1699

Mr. William E. Carl
President
Carl Oil & Gas Company
500 North Water Street
Suite 901 N
Corpus Christi, TX 78471

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
Chandler & Associates, Inc.
475 17th Street, Suite 1000
Denver, CO 80202

Mr. Paul W. Chellgren
President and Chief
Operating Officer
Ashland Oil, Inc.
P. O. Box 391
Ashland, KY 41114

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. Russell E. Ginn
President and Chief
Executive Officer
Tom Wheatley Valve Company
P. O. Box 920835
Houston, TX 77292-0835

Mr. Jean-Paul Giraudet
President
Elf Exploration Inc.
1000 Louisiana , Suite 3800
Houston, TX 77002

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 23219

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. John R. Hall
Chairman of the Board and
Chief Executive Officer
Ashland Oil, Inc.
P. O. Box 391
Ashland, KY 41114

Mr. Ronald E. Hall
President and Chief
Executive Officer
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

Mr. Frederic C. Hamilton
Chairman, President and
Chief Executive Officer*
Hamilton Oil Company, Inc.
1560 Broadway, Suite 2000
Denver, CO 80202
*Also, Chairman, BHP Petroleum

Mr. Dennis R. Hendrix
Chairman and Chief Executive
Officer
Panhandle Eastern Corp.
P. O. Box 1642
Houston, TX 77251-1642

Mr. Leon Hess
Chairman of the Board and
Chief Executive Officer
Amerada Hess Corporation
1185 Avenue of the Americas
New York, NY 10036

EXHIBIT 2



9

197502-035

INDIANA ANNUAL REPORT OF NONPROFIT CORPORATION

State Form 2423 (R15 / 4-96)

Prescribed by Sue Anne Gilroy, Secretary of State

Corporations Division: Telephone (317) 232-6576

FILING DEADLINE: 02/28/97

INSTRUCTIONS: See reverse side

Approved by State Board of Accounts 1990

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682

Indiana Code 23-17-27-8

This report is for filing year: 1997 Other years reported on this form: 1996	CORPORATION NAME AND PRINCIPAL OFFICE ADDRESS		FILING FEE \$10.00
	AMERICAN PETROLEUM INSTITUTE		Date of incorporation/qualification 02/03/75
	1220 L STREET NW		State of incorporation DC
	WASHINGTON, DC 20005		Federal Identification number 130433430

APPROVED
AND
FILED

MAR 11 1997

OUR RECORDS INDICATE THAT YOUR CORPORATION HAS MISSED FILING PAST ANNUAL REPORTS. UNDER INDIANA LAW, THIS CORPORATION MAY BE SUBJECT TO ADMINISTRATIVE REVOCATION OF CERTIFICATE OF AUTHORITY IF ANNUAL REPORTS FOR ALL PAST DUE YEARS ARE NOT FILED WITHIN 65 DAYS OF THIS FORM BEING MAILED. THE FILING FEE IS \$10 PER YEAR.

PLEASE INCLUDE THE FILING FEE FOR THE PAST YEAR(S) 1996, ALSO THE REPORT FOR 1997 IS DUE BY 02/28/97. ALL YEARS MAY BE FILED ON THIS FORM.

I hereby verify, subject to penalties of perjury, that facts contained herein are true.
(Notarization not necessary)

TO BE VALID YOU
MUST SIGN HERE

SIGN HERE

INDICATE NAME AND ADDRESS OF PRESIDENT / SECRETARY / OFFICER

2 List names and business addresses of the corporate directors on the reverse side (if any)	
PRESIDENT OR HIGHEST OFFICER NAME AND ADDRESS	DIBONA, CHARLES. J. 1220 L ST NW WASHINGTON DC
Indicate any changes to above officer	
SECRETARY / OFFICER NAME AND ADDRESS	FRICK, G. WILLIAM. 1220 L ST NW WASHINGTON DC
Indicate any changes to above officer	
3 Complete only if change has occurred	Mailing address of principal office is now:
4 If not preprinted you must complete	Name of Registered Agent / Indiana street address of Registered Office (P.O. Box will not be accepted) The Prentice-Hall Corporation System, Inc Suite 500 251 East Ohio Street Indianapolis IN 46204
5 Complete only if change of Registered Agent or Registered Office	Registered Agent of Corporation in Indiana is now: Indiana street address of Registered Agent and Registered Office is now: (must be the same Indiana address)

RECEIVED
CORPORATIONS DIV.
97 MAR -5 4:11:14
SUE ANNE GILROY

COMPLETE REVERSE SIDE

6	LIST DIRECTORS			
Name of Director	Street Address	City	State	ZIP Code
SEE ATTACHED				

If additional directors, please attach additional pages as necessary.

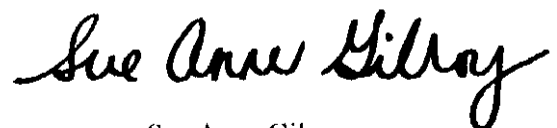
Dear Corporate Officer:

During my term as Indiana Secretary of State, I am committed to improving service to customers by reducing the burden of unnecessary filings and fees. As a result of my legislative package, nonprofit corporate report filing requirements have been reduced. The annual report is due in the month of original incorporation. Please note your date of incorporation on the front of this form or call our information line at (317) 232-6576 to find the filing date.

Please read carefully the following instructions to help you complete successfully the filing requirements of this Annual Report.

If you have any questions, ideas or suggestions, please contact me at 201 Statehouse, Indianapolis, Indiana 46204. Thank you.

Sincerely,



Sue Anne Gilroy
Indiana Secretary of State

January 1997

American Petroleum Institute

Board of Directors

1997

Mr. Charles W. Alcorn, Jr.
President
Alcorn Production Company
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.
One Riverwalk Place
San Antonio, TX 78205-3512

Mr. Gordon M. Anderson
Chairman and Chief Executive
Officer
Santa Fe International Corp.
Two Lincoln Centre, Suite 1100
5420 LBJ Freeway
Dallas, TX 75240

Mr. Paul M. Anderson
President and Chief
Executive Officer
PanEnergy Corp
P. O. Box 1642
Houston, TX 77251-1642

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

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

Mr. Herbert M. Baum
Chairman and Chief
Executive Officer
Quaker State Corporation
225 E. John Carpenter Freeway
Irving, TX 75062-2732

Mr. William J. Beckert
Senior Vice President - Operations
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

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. Edward A. Blair
President and Group General
Manager (Americas)
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. Donald R. Brinkley
President and Chief Executive
Officer
Colonial Pipeline Company
945 East Paces Ferry Road
Resurgens Plaza
Atlanta, GA 30326-0855

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

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

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
Chandler & Associates, Inc.
475 17th Street, Suite 1000
Denver, CO 80202

Mr. Paul W. Chellgren
President and Chief
Executive Officer*

Ashland Inc.
P. O. Box 391

Ashland, KY 41114

* (Chairman & CEO, effective 1/30/97)

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

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

Mr. Luke R. Corbett
President and Chief Operating
Officer*
Kerr-McGee Corporation
P. O. Box 25861
Oklahoma City, OK 73125
* (Chairman & CEO, effective 2/1/97)

Dr. Ralph S. Cunningham
President and Chief Executive
Officer
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102

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 and Chief Executive
Officer
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 5179
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

EXHIBIT 3

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 B. Morham Secretary of State DIVISION OF CORPORATIONS
---	---	--

DOCUMENT # 833575 (4)

1. Corporation Name
AMERICAN PETROLEUM INSTITUTE



Principal Place of Business 1220 L STREET N.W. WASHINGTON DC 20005-4018	Mailing Address 1220 L ST. NW WASHINGTON DC 20005-4018 US
---	--

DB-03712-X-X-9177

3. Date Incorporated or Qualified
01/02/1975

4. FEI Number 13-0433430	Applied For Not Applicable
-----------------------------	-------------------------------

2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
--	---

22 City & State	27 City & State
-----------------	-----------------

23 Zip	25 Country	28 Zip	30 Country
--------	------------	--------	------------

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COB <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAYMOND, LEE R	1.2 NAME	See attached
STREET ADDRESS	5959 LAS COLINAS BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039-2298	1.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAVANEY, RED	2.2 NAME	
STREET ADDRESS	1220 L STREET N.W.	2.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20005	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JANDROWITZ, FRANK J.	3.2 NAME	
STREET ADDRESS	1220 L STREET N.W.	3.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CANES, MICHAEL	4.2 NAME	
STREET ADDRESS	1220 L STREET N.W.	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	4.4 CITY-ST-ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'KEEFE, WILLIAM F.	5.2 NAME	
STREET ADDRESS	1220 L STREET N.W.	5.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WIESE, ARTHUR E.	6.2 NAME	
STREET ADDRESS	1220 L STREET N.W.	6.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	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: William F. O'Keefe 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. 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 77002-6923

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.
16740 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 80350
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 4



10

197502-035
INDIANA ANNUAL REPORT OF NONPROFIT CORPORATION

State Form 2423 (R19 / 4-96)

Prescribed by Sue Anne Gilroy, Secretary of State

Corporations Division: Telephone (317) 232-6578

FILING DEADLINE: 02/28/99

INSTRUCTIONS: See reverse side

Approved by State Board of Accounts 1990

**PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682**

Indiana Code 23-17-

CORPORATION NAME AND PRINCIPAL OFFICE ADDRESS		FILING FEE \$10.00
This report is for filing year: 1999 Other years reported on this form:	AMERICAN PETROLEUM INSTITUTE 1220 L STREET NW WASHINGTON, DC 20005	Date of Incorporation/qualification 02/03/75
		State of Incorporation DC
		Federal Identification number 130433430

20005X4015 22



***** A SIGNATURE IS REQUIRED BELOW FOR THIS REPORT TO BE ACCEPTED *****

TO BE VALID YOU
MUST SIGN HEREI hereby verify, subject to penalties of perjury, that facts contained herein are true.
(Notarization not necessary)

Signature of current corporate officer

*G. William Frick*RECEIVED
CORPORATIONS DIV.
30 PM 1:22
SU ANNE GILROY

INDICATE NAME AND ADDRESS OF PRESIDENT SECRETARY OFFICER	
2 List names and business addresses of the corporate directors on the reverse side (if any)	
PRESIDENT OR HIGHEST OFFICER NAME AND ADDRESS	Red Cavaney 1220 L ST NW WASHINGTON DC
Indicate any changes to above officer	
SECRETARY / OFFICER NAME AND ADDRESS	FRICK, G. WILLIAM. 1220 L ST NW WASHINGTON DC
Indicate any changes to above officer	G. William Frick
3 Complete only if change has occurred	Mailing address of principal office is now:
4 If not preprinted you must complete	Name of Registered Agent / Indiana street address of Registered Office (P.O. Box will not be accepted) The Prentice-Hall Corporation System, Inc Suite 500 251 East Ohio Street Indianapolis IN 46204
5 Complete only if change of Registered Agent or Registered Office	Registered Agent of Corporation in Indiana is now: Indiana street address of Registered Agent and Registered Office is now: (must be the same Indiana address)

COMPLETE REVERSE SIDE

6 LIST DIRECTORS				
Name of Director	Street Address	City	State	ZIP Code
See attached				

If additional directors, please attach additional pages as necessary.

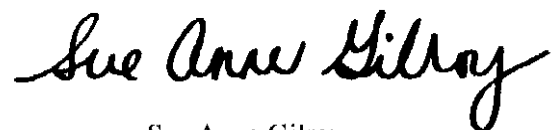
Dear Corporate Officer:

During my term as Indiana Secretary of State, I am committed to improving service to customers by reducing the burden of unnecessary filings and fees. As a result of my legislative package, nonprofit corporate report filing requirements have been reduced. The annual report is due in the month of original incorporation. Please note your date of incorporation on the front of this form or call our information line at (317) 232-6576 to find the filing date.

Please read carefully the following instructions to help you complete successfully the filing requirements of this Annual Report.

If you have any questions, ideas or suggestions, please contact me at 201 Statehouse, Indianapolis, Indiana 46204. Thank you.

Sincerely,



Sue Anne Gilroy
Indiana Secretary of State

As of 2/1/99

American Petroleum Institute

Board of Directors

1999

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 and Chief Executive Officer
Venus Exploration, Inc.
1250 N.E. Loop 410, Suite 1000
San Antonio, TX 78209

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
WILLIAMS
One Williams Center
Suite 4900
Tulsa, OK 74172

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

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 of the Board
Ocean Energy, Inc.
1201 Louisiana, Suite 1400
Houston, TX 77002-5603

Mr. J. A. Fred Brothers
Executive Vice President
Ashland Inc.
50 E. RiverCenter Boulevard
P. O. Box 391
Covington, KY 41012-0391

Mr. Bobby S. Shackouls
Chairman, President and Chief
Executive Officer
Burlington Resources Inc.
5051 Westheimer, Suite 1400
Houston, TX 77056

Mr. H. Leighton Steward
Vice Chairman, Chairman Executive
Committee
Burlington Resources Inc.
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 2521
Houston, TX 77252-2521

Mr. J. Kenneth Thompson
Executive Vice President
ARCO
515 South Flower Street
Suite 5179
Los Angeles, CA 90071

Mr. Jerry E. Thompson
Vice President Development
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. Walter van de Vijver
President
Shell Exploration & Production Company
P. O. Box 2463
Houston, TX 77252

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

Mr. Michael E. Wiley
President and Chief Operating Officer
ARCO
515 South Flower Street
Los Angeles, CA 90071

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

EXHIBIT 5



INDIANA BUSINESS ENTITY REPORT

197502-035

DB 26129177

State Form 48725 (8-98)

Approved by State Board of Accounts, 1998

Prescribed by Sue Anne Gilroy, Secretary of State

INSTRUCTIONS:

1. Complete sections A-H. (Section H is located on the back of the form.)
2. Make check payable to the Indiana Secretary of State.
3. Mail form and check to P.O. Box 7097, Indianapolis, IN 46207

605065

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682

A. All entity types must complete this section.

Current filing year: 2000	Past filing years reported on this form: APPROVED AND FILED AUG 02 2000 <i>Sue Anne Gilroy</i> SECRETARY OF STATE OF INDIANA
------------------------------	---

B. All entity types must complete this section.

Current entity name and principal office address AMERICAN PETROLEUM INSTITUTE 1220 L STREET NW WASHINGTON, DC 20005	Please make any changes to address here
--	---

C. All entity types must complete this section.

Date of Incorporation / Qualification / Formation 02/03/1975	Domicile State DISTRICT OF COLUMBIA
---	--

D. All entity types must complete this section. Please check the appropriate type for your corporate entity.

<input type="checkbox"/> Business Corporation	<input type="checkbox"/> Professional Corporation	<input checked="" type="checkbox"/> Non profit Corporation	<input type="checkbox"/> Ag Coop	<input type="checkbox"/> Limited Liability Company
---	---	--	----------------------------------	--

E. All entity types must complete this section. A P.O. box is not an acceptable address unless accompanied by a rural route number.

Current registered agent and registered address The Prentice-Hall Corporation System, Inc. Suite 500 251 East Ohio Street Indianapolis, IN 46204-0000	Please make changes to agent and address here. RECEIVED CORPORATE DIV. 60 JUN -5 AM 6:03 SUE ANNE GILROY
---	--

F. All entity types except LLCs complete this section.

Current President or highest officer and address Red Cavaney 1220 L ST NW WASHINGTON DC, DC	Please make changes to officer and address here.
Current Secretary or other officer and address G. William Frick 1220 L ST NW WASHINGTON DC, DC	Please make changes to officer and address here.

G. Must be signed by a corporate officer, chairman of the board or by a member or manager of an LLC.

G. William Frick

This document is signed under the penalties of perjury.
(If fee is blank, check the fee schedule on back.)

TOTAL FEES DUE: \$10.00

H. All entity types except LLCs complete this section.

Directors: Please list the name and address of current director(s). (Attach additional sheets if necessary)

[illegible]**Fee Schedule:**

Domestic Corporations

All Indiana / domestic corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of incorporation. Corporations incorporated in an even year will need to file every even year beginning in 1996. Corporations incorporated in an odd year will need to file every odd year beginning in 1997. For all domestic corporations any reports due prior to 1996 were filed on an annual basis with a fee of \$15.00 per year.

Foreign Corporations

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2/8/00

American Petroleum Institute

Board of Directors

2000

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

Mr. Eugene L. Ames, Jr.
Chairman and Chief Executive Officer
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1250 N.E. Loop 410, Suite 1000
San Antonio, TX 78209

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555 17th Street, Suite 2400
Denver, CO 80202

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1301 McKinney, Suite 3450
Houston, TX 77010

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2000 Westchester Avenue
White Plains, NY 10650

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ARCO
333 South Hope Street
Los Angeles, CA 90071

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Pride International
5847 San Felipe, Suite 3300
Houston, TX 77057

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50 E. RiverCenter Boulevard
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Covington, KY 41012-0391

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Officer
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Covington, KY 41012-0391

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3600 Lincoln Plaza
500 North Akard Street
Dallas, TX 75201-3391

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Chief Executive Officer
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1500 Howell Building
1111 Fannin
Houston, TX 77002-6923

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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 2990
Jena, LA 71342-2990

Mr. A. J. Kucera
Vice President of Operations
OMSCO Industries
P. O. Box 230589
Houston, TX 77223-0589

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. M. A. Lechtenberger
Vice President, Refining and
Petrochemicals
CITGO Petroleum Corporation
P. O. Box 3758
Tulsa, OK 74102-3758

Mr. David L. Lemmon
President and Chief Executive Officer
Colonial Pipeline Company
P. O. Box 18855
Atlanta, GA 31126

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

Mr. Richard H. Matzke
Vice Chairman of the Board
Chevron Corporation
575 Market Street
San Francisco, CA 94105

Mr. Frederick R. Mayer
Chairman of the Board
Captiva Resources
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. C. John Miller
Chief Executive Officer
Miller Energy, Inc.
7900 Moorsbridge Road
Portage, MI 49024

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

Mr. Eugene A. Renna
Director and Senior Vice President
Exxon 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.
16740 Hardy Street
Houston, TX 77032

Mr. Robert E. Rose
Chairman, President and Chief
Executive Officer
Global Marine Inc.
P. O. Box 4577
Houston, TX 77210

Mr. Bobby S. Shackouls
Chairman, President and Chief
Executive Officer
Burlington Resources Inc.
5051 Westheimer, Suite 1400
Houston, TX 77056

Mr. James Stein
President and Chief Executive Officer
Fluor Daniel
One Enterprise Drive
Aliso Viejo, CA 92656-2606

Mr. H. Leighton Steward
Vice Chairman, Chairman Executive
Committee
Burlington Resources Inc.
5051 Westheimer, Suite 1400
Houston, TX 77056

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 2521
Houston, TX 77252-2521

Mr. J. Kenneth Thompson
Executive Vice President
ARCO
515 South Hope Street
Los Angeles, CA 90071

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

EXHIBIT 6

**INDIANA BUSINESS ENTITY REPORT**

State Form 48725 (R / 8-00)

Approved by State Board of Accounts, 1998

Prescribed by Sue Anne Gilroy, Secretary of State

INSTRUCTIONS:

1. Complete sections A-H. (Section H is located on the back of the form.)
2. Make check payable to the Indiana Secretary of State.
3. Mail form and check to P.O. Box 7097, Indianapolis, IN 46207

**PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682**

605099

A. All entity types must complete this section.

Current entity name and principal office address	Please make any changes to address here
AMERICAN PETROLEUM INSTITUTE 1220 L STREET NW WASHINGTON, DC 20005	

B. All entity types must complete this section.

Current filing year:	Best filing years reported on this form:
2001	

C. All entity types must complete this section.

Date of Incorporation / Qualification / Formation	Domicile State
02/03/1975	DISTRICT OF COLUMBIA

D. All entity types must complete this section. Please check the appropriate type for your corporate entity.

☐ Business Corporation
 ☐ Professional Corporation
 ☒ Non profit Corporation
 ☐ Ag Coop
 ☐ Limited Liability Company

E. All entity types must complete this section. A P.O. box is not an acceptable address unless accompanied by a rural route number.

Current registered agent and registered address	Please make changes to agent and address here.
The Prentice-Hall Corporation System, Inc. Suite 500 251 East Ohio Street INDIANAPOLIS, IN 46204-0000	

F. All entity types except LLCs complete this section.

Current President or highest officer and address	Please make changes to officer and address here.
Red Cavaney 1220 L ST NW WASHINGTON DC, DC	
Current Secretary or other officer and address	Please make changes to officer and address here.
G. William Frick 1220 L ST NW WASHINGTON DC, DC	

G. Must be signed by a corporate officer, chairman of the board or by a member or manager of an LLC.

SIGN HERE

This document is signed under the penalties of perjury.
(If fee is blank, check the fee schedule on back.)

TOTAL FEES DUE:

\$10.00

H. All entity types except LLCs complete this section.

Directors: Please list the name and address of current director(s). (Attach additional sheets if necessary)

Name of Director	Street Address	City	State	ZIP Code
see attached				

Fee Schedule:

Domestic Corporations

All Indiana / domestic corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of incorporation. Corporations incorporated in an even year will need to file every even year beginning in 1996. Corporations incorporated in an odd year will need to file every odd year beginning in 1997. For all domestic corporations any reports due prior to 1996 were filed on an annual basis with a fee of \$15.00 per year.

Foreign Corporations

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Limited Liability Companies (domestic and foreign)

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Non-profit Corporations

All non-profit corporations (domestic and foreign) must file annual reports in the anniversary month of incorporation. The filing fee is \$10.00 per year.

Limited Liability Partnerships and Limited Partnerships

Do not file corporate reports.

11/28/00

American Petroleum Institute

Board of Directors

2001

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

Mr. Eugene L. Ames, Jr.
Chairman and Chief Executive Officer
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President & Chief Executive Officer
Fluor Daniel
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Aliso Viejo, CA 92656

Mr. Paul Bragg
President and Chief Executive Officer
Pride International
5847 San Felipe, Suite 3300
Houston, TX 77057

Mr. Clarence P. Cazalot, Jr.
President
Marathon Oil Company
P. O. Box 3128
Houston, TX 77253-3128

Mr. Rodney F. Chase
Deputy Group Chief Executive
BP Amoco p.l.c.
Britannic House
1 Finsbury Circus
London EC2M 7BA
United Kingdom

Mr. Paul W. Chellgren
Chairman and Chief Executive
Officer
Ashland Inc.
50 E. RiverCenter Boulevard
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Covington, KY 41012-0391

Mr. Oswaldo Contreras
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CITGO Petroleum Corporation
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Chairman of the Board and
Chief Executive Officer
Kerr-McGee Corporation
P. O. Box 25861
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President and COO
Halliburton Company
3600 Lincoln Plaza
500 North Akard
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Atlanta, GA 31126

Mr. Randy Limbacher
Vice President, Production
Burlington Resources
5051 Westheimer, Suite 1400
Houston, TX 77056-2124

Mr. John A. Manzoni
Regional President,
Eastern United States
BP Amoco
200 East Randolph Drive
Chicago, IL 60601

EXHIBIT 7



INDIANA BUSINESS ENTITY REPORT

State Form 48725 (R / 8-00)

Approved by State Board of Accounts, 1998

Prescribed by Sue Anne Gilroy, Secretary of State

INSTRUCTIONS:

1. Complete sections A-H. (Section H is located on the back of the form.)
2. Make check payable to the Indiana Secretary of State.
3. Mail form and check to P.O. Box 7097, Indianapolis, IN 46207

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682

197502-035
605032

A. All entity types must complete this section.

Current entity name and principal office address	Please make any changes to address here
American Petroleum Institute 1220 L Street, NW Washington, DC 20005	

APPROVED
AND
FILED

B. All entity types must complete this section.

Current filing year:	2002	Fast filing years reported on this form:
----------------------	------	--

C. All entity types must complete this section.

Date of Incorporation / Qualification / Formation	2/3/75	Domicile State	District of Columbia
---	--------	----------------	----------------------

D. All entity types must complete this section. Please check the appropriate type for your corporate entity.

<input type="checkbox"/> Business Corporation	<input type="checkbox"/> Professional Corporation	<input checked="" type="checkbox"/> Non profit Corporation	<input type="checkbox"/> Ag Coop	<input type="checkbox"/> Limited Liability Company
---	---	--	----------------------------------	--

E. All entity types must complete this section. A P.O. box is not an acceptable address unless accompanied by a rural route number.

Current registered agent and registered address	Please make changes to agent and address here.
The Prentice-Hall Corp. System, Inc. Suite 500 251 East Ohio Street Indianapolis, IN 46204-0000	

F. All entity types except LLCs complete this section.

Current President or highest officer and address	Please make changes to officer and address here.
Red Cavaney, President + CEO 1220 L Street, NW Washington, DC 20005	
Current Secretary or other officer and address	Please make changes to officer and address here.
G. William Frick, VP, Secretary and General Counsel 1220 L Street, NW Washington, DC 20005	

G. Must be signed by a corporate officer, chairman of the board or by a member or manager of an LLC.

SIGN HERE

This document is signed under the penalties of perjury.
(If fee is blank, check the fee schedule on back.)

TOTAL FEES DUE: \$10.00

Please make check payable to Indiana Secretary of State.

DO NOT DETACH THIS RETURN

RECEIVED
CORPORATIONS DIV.

02 FEB 22 AM 9:09
SUE ANNE GILROY

DB3612X9177

H. All entity types except LLCs complete this section.

Directors: Please list the name and address of current director(s). (Attach additional sheets if necessary)

Name of Director	Street Address	City	State	ZIP Code
See attached				

Fee Schedule:

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Limited Liability Partnerships and Limited Partnerships

Do not file corporate reports.

INSTRUCTIONS

1. Please **TYPE** or **PRINT**.
2. Please complete **ALL** sections (A-H).
3. This document must contain an original signature.
4. Include check or money order for filing fee payable to "Indiana Secretary of State".
5. Make a photocopy of the completed form for your records.
6. Mail this form to: Indiana Secretary of State
P.O. Box 7097
Indianapolis, IN 46207

01/15/02

American Petroleum Institute

Board of Directors

2002

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Mr. Eugene L. Ames, Jr.
Mr. Philip F. Anschutz
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Mr. Alan Boeckmann
Mr. Paul Bragg
Mr. Clarence P. Cazalot, Jr.
Mr. Rodney F. Chase
Mr. Paul W. Chellgren
Mr. Oswaldo Contreras
Mr. Luke R. Corbett
Mr. James C. Day
Mr. Claiborne P. Deming
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Mr. Graeme H. H. Donald
Mr. Bruce E. Douglas
Mr. Archie W. Dunham
Mr. Byron W. Dunn
Mr. John M. Duty, Jr.
Mr. Sheldon Erikson
Mr. C. Stedman Garber, Jr.
Mr. D. Duane Gilliam
Mr. Russell E. Ginn
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Mr. Floyd D. Gottwald, Jr.
Mr. James T. Hackett
Mr. Michel T. Halbouty
Mr. Frederic C. Hamilton
Mr. Gary R. Heminger
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Mr. Ray L. Hunt
Mr. W. Herbert Hunt
Dr. Ray R. Irani
Mr. Sidney J. Jansma, Jr.
Mr. A. V. Jones, Jr.
Mr. James F. Justiss, Jr.
Mr. A. J. Kucera
Dr. Dale Laurance
Ms. Virginia B. Lazenby
Mr. M. A. Lechtenberger