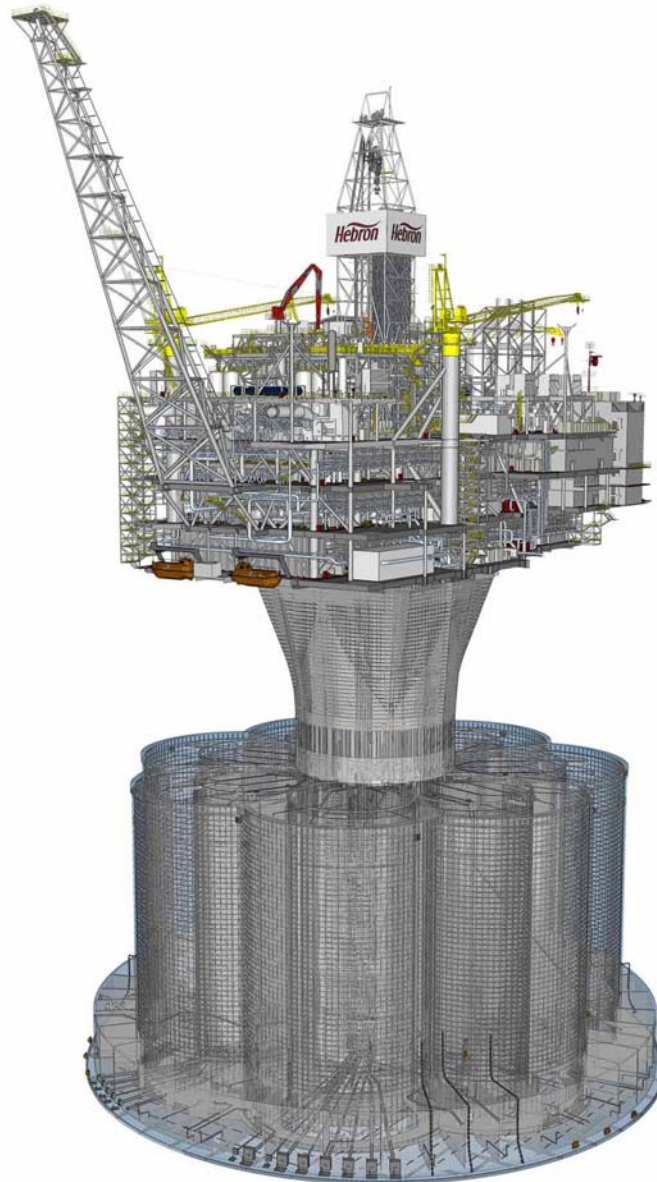




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Benefits Report
for the Period January 1, 2013 to March 31, 2013**

Table of Contents

1.0 INTRODUCTION2

2.0 EMPLOYMENT.....3

3.0 CANADA-NL CONTENT ESTIMATES.....5

4.0 CONTRACTING.....6

1.0 Introduction

Hebron is a heavy oil field estimated to produce more than 700 million barrels of recoverable resources. The field was first discovered in 1980, and is located offshore Newfoundland and Labrador in the Jeanne d'Arc Basin 350 kilometres southeast of St. John's, the capital of Newfoundland and Labrador. It is approximately 9 kilometres north of the Terra Nova project, 32 kilometres southeast of the Hibernia project, and 46 kilometres from the White Rose project. The water depth at Hebron is approximately 92 metres.

The Hebron co-venturers are: ExxonMobil Canada Properties (36%), Chevron Canada Resources (26.7%), Suncor Energy Inc. through the Hebron Petro-Canada Partnership (22.7%), Statoil Canada (9.7%) and Nalcor Energy (4.9%). ExxonMobil Canada Properties is the operator of the Hebron Project.

During May 2011, ExxonMobil Canada Properties (EMCP), on behalf of the Hebron co-venturers, filed the Hebron Benefits Plan with the Canada-Newfoundland and Labrador Offshore Petroleum Board (C-NLOPB). The Hebron Benefits Plan was conditionally approved on May 31, 2012 and covers the construction and operations phases of the Project.

Five key principles of the Benefits Plan include:

- Meeting local benefits commitments while maintaining the highest levels of safety, environmental performance, efficiency and integrity of our operations;
- Selecting contractors and suppliers that will work diligently with us to deliver benefits to the people of the Province;
- Promoting the development of local skills and industry capacity that leaves a lasting legacy for the communities in which we operate and for the Province;
- Delivering execution certainty so that Hebron delivers best-in-class return on investment to stakeholders, including the Province of Newfoundland and Labrador; and
- Working collaboratively with industry, government, academic and training institutions, community and other stakeholder groups for the effective delivery of benefits.

As outlined in section 45 of the Atlantic Accord Acts, specific provisions of the Hebron Benefits Plan include a plan for:

- The employment of Canadians and, in particular, members of the labour force of the Province of Newfoundland and Labrador;
- Providing manufacturers, consultants, contractors and suppliers and service companies in the Province, and other parts of Canada, with full and fair opportunity to participate on a competitive basis in the supply of goods and services used in any proposed work or activity referenced in the Benefits Plan;
- Providing first consideration to services provided from within the Province and to goods manufactured in the Province, where those services and goods are competitive in terms of fair market price, quality and delivery;
- Consistent with the Canadian Charter of Rights and Freedoms, providing individuals resident in the Province with first consideration for training and employment in the work program for which the Benefits Plan was submitted;

- The establishment of an office in the Province where appropriate levels of decision-making are to take place; and
- Expenditures for R&D, including education and training, to be carried out in the Province.

This report summarizes the Hebron Project activities for the period of January 1, 2013 to March 31, 2013 in the areas of employment, expenditures and other relevant areas.

2.0 Employment

The total number of person hours worked on the Hebron Project during Q1 2013 was 1,552,598. The total number of people employed on the Hebron project as at March 31, 2013 was 3,366 of which 1,989 (59%) were NL residents, 150 (5%) were Other Canadians and 1,227 (36%) were Non-Canadians based on Canadian General Standards Board (CGSB) reporting guidelines and the C-NLOPB definition of residency (ie. in compliance with the Newfoundland and Labrador Elections Act). Of the 3,366 employed on the project, 1330 are working at Bull Arm site.

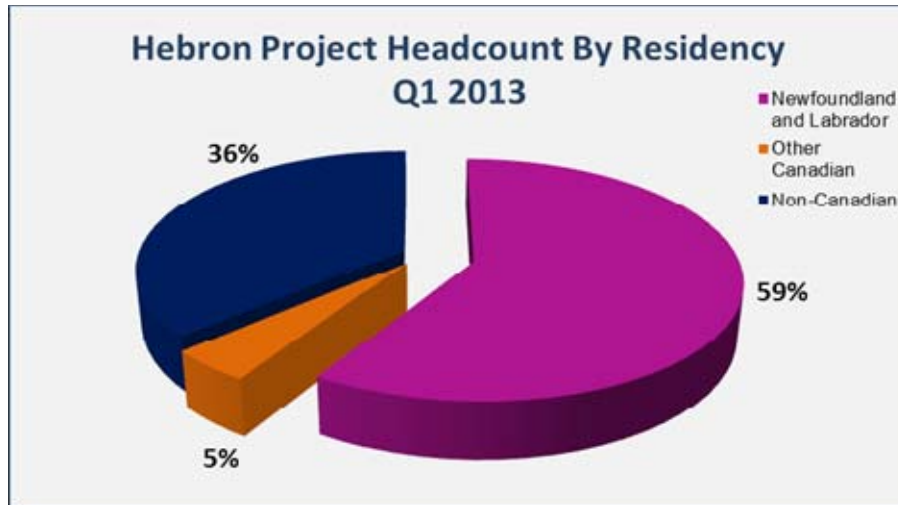
Total Employment Summary Hebron Project Q1 2013			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents (%)	Other Canadians (%)	Non-Canadians (%)
3366	59%	5%	36%

Notes:

1. Report includes total number of persons directly employed on the project at the end of the reporting period, including operator and contractor personnel
2. Residency status is reported as of the time of hire, based on the following definitions:

Canadian Citizen:
A person who was born in Canada and has not relinquished his/her Canadian citizenship; or, a person who has been granted Canadian citizenship; or, a person who has been granted landed immigrant status.

Newfoundland and Labrador Resident:
A Canadian citizen or landed immigrant who meets the residency requirements of the Province as defined by *The Elections Act*, SNL 1992, CE-3.1. (At point of hire)
3. Headcount includes persons that have worked 50% (at least 80 hours per month) during Q1 2013



Employment Summary by Location Hebron Project Q1 2013						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	1,977	111	322	2,029	381	2,410
Other Canada	2	25	3	27	3	30
Outside Canada	10	14	902	756	170	926
TOTAL	1,989	150	1,227	2,812	554	3,366

Employment Summary by Discipline Hebron Project Q1 2013					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	274	91%	26	9%	300
Administration	10	8%	116	92%	126
Engineers	808	87%	118	13%	926
Technicians	239	89%	30	11%	269
Professionals	358	65%	196	35%	554
Skilled Trades	885	96%	37	4%	922
Labour	210	93%	15	7%	225
Students	25	61%	16	39%	41
Other	3	100%	-	-	3
Total:	2,812	84%	554	16%	3,366

Notes:

1. Disciplines are based on the following National Occupational Classification (NOC) Codes:
 - **Management** includes: Senior Managers as well as Middle and Other Managers
 - **Administration** includes: Administrative & Sr. Clerical Personnel as well as Clerical Personnel
 - **Engineers** includes: only those in that NOC code
 - **Technicians** includes: Semi-professionals & Technicians
 - **Professionals** includes: only those in that NOC code
 - **Skilled Trades** includes: Skilled Crafts & trades as well as Skilled Trades & Services
 - **Labour** includes: Semi-Skilled Manual Workers, Other Manual Workers as well as Intermediate Sales & Service
 - **Students** includes: any student enrolled at a recognized educational institution or accredited academic program and includes both graduate and undergraduate students, cadets or any other student
 - **Other** includes: positions that do not fit into any of the other disciplines

Person Hour Summary Report HEBRON PROJECT Q1 2013	
Activity/Component	Total Person Hours
Project Management Team	139,390
Gravity Based Structure	811,247
Topsides	601,961
Total (Q1 2013)	1,552,598
Total (Year to Date)	1,552,598
Project Cumulative	7,605,626

3.0 Canada-NL Content Estimates

The table below details the estimated Canada-NL content of actual expenditures during the quarter, year to date and cumulatively for the Hebron Project.

Canadian-NL Content Estimates Hebron Project Q1 2013			
Reporting Period	Content		
	NL (%)	Other Canadian (%)	Non-Canadian (%)
Q1 2013	52%	7%	41%
Year to Date	52%	7%	41%
Project Cumulative	38%	10%	52%

Note: The majority of the increase in NL content percentage is due to the increase of labour at Bull Arm site in combination with a slight adjustment of expenditure content from previous quarters.

4.0 Contracting and Procurement

Please see table below for listing of new contracts awarded with a value greater than \$250,000 during the reporting period January 1, 2013 to March 31, 2013. The table includes a description of the contract, name of the contractor and the contractor's location at time of award.

Contracting Activity Hebron Project Q1 2013		
Description	Contractor	Contractor Location (NL, Other Canada, Outside Canada)
No new contracts awarded by EMCP during Q1 2013		
KKC CONTRACTS		
Metals (Site Upgrade)	Talon Energy Services AHM Fabricators	NL NL
Backup Generators - Rentals	Wajax Power Systems	Other Canada
Freight Forwarding	PF Collins International Trade Solutions	NL
Camp Management Services (including Catering and Janitorial Services)	Compass Group Canada (ECC/ESS JV)	Other Canada
Fabrication of Structural Steel Items	Pennecon Energy	NL
Early Preparatory Works for Deck Fabrication	Kiewit Offshore Services	NL
Pipe & Tube Hydrostatic Testing Services	Hyflodraulic Limited	NL
Mini-Pile Installation for Tower Crane #4 Foundation	GEO Foundations contractors Inc	Other Canada
Submarine Cable 25kV (formaly AE543)	IT International Telecom Canada Inc	Other Canada
Mooring Point Investigation Marine Equipment	RJG Construction Ltd.	NL
Furnishing Fleet/Fleet Management	Enterprise Fleet Management Canada	Other Canada
Environmental Testing Service- Water Tests	SGS Canada inc.	Other Canada
Miscellaneous Secondary Steel (Civil)	C&W Offshore Ltd Land & Sea Welding Talon Energy Services	NL NL NL
WP CONTRACTS		
Flare Package	John Zink Company	Outside Canada
Macerators	NOV Monoflo	Outside Canada
Miscellaneous Lifting Equipment	J Barnsley Cranes Ltd.	Outside Canada
Coriolis Flowmeters	Atlantic Controls	NL
Variable Area Flowmeters	Maynard Reece Engineered Solutions Ltd.	Other Canada
Wellhead Control Panel	Proserv Operations LLC (Weatherford)	Outside Canada
Nucleonic Profiler	Tracerco	Outside Canada
HVAC Control Panels	Alscott Air Systems Ltd.	Other Canada
HVAC Humidifiers	Alscott Air Systems Ltd.	Other Canada
DSM Fabrication	Kiewit Offshore Services	NL
DES Fabrication	Hyundai Heavy Industries Co. Ltd.	Outside Canada
Global Inspection Services	Killick Group Ltd. Moody International Ltd. NDE Technical Services Velosi Canada Ltd.	NL Other Canada Outside Canada Other Canada
Solids Control and Cuttings Re-Injection Equipment	MI-SWACO (div. of Schlumberger Canada)	NL
Base Oil Washdown Units	Calder Ltd.	Outside Canada
Mud Treatment and Mixing Equipment	National Oilwell Varco	Outside Canada
Bulk High Pressure Manual Valves	Score Eastern Canada	NL
Bulk High Pressure Hydraulic Valves	National Oilwell Varco	NL
Architectural Blast and Fire Walls Windows and Doors	MechTool Engineering Ltd.	Outside Canada