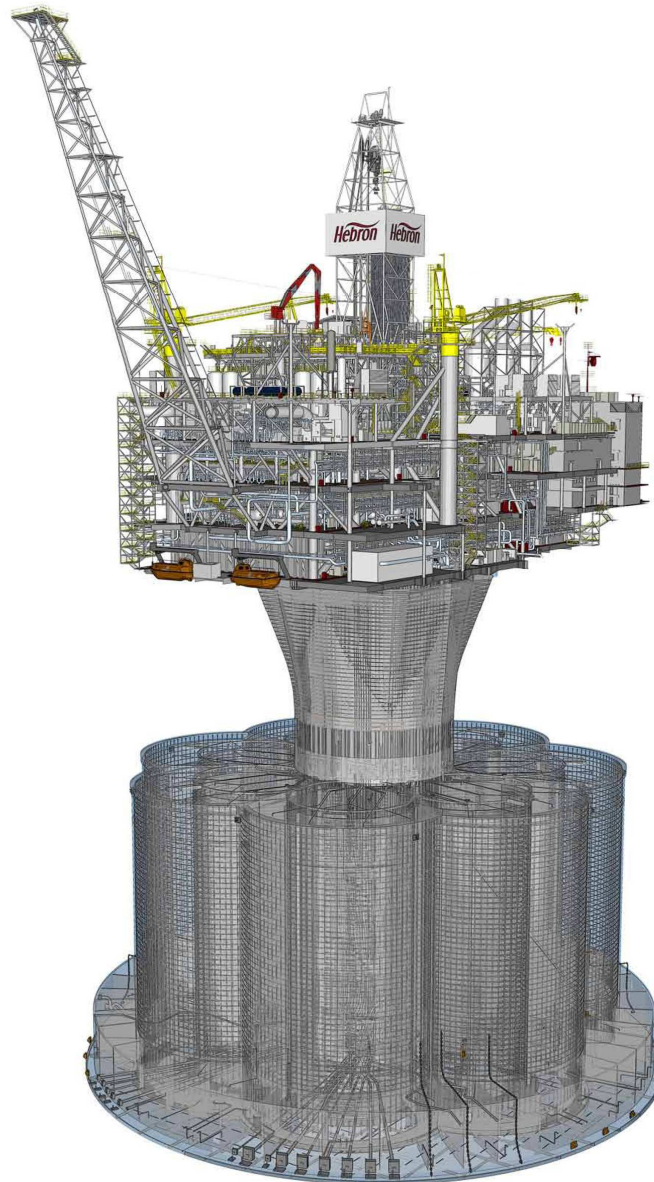




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Benefits Report
for the Period April 1, 2013 to June 30, 2013**

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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;
- 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;
- 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;

- 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 April 1, 2013 to June 30, 2013 in the areas of employment, expenditures and other relevant areas.

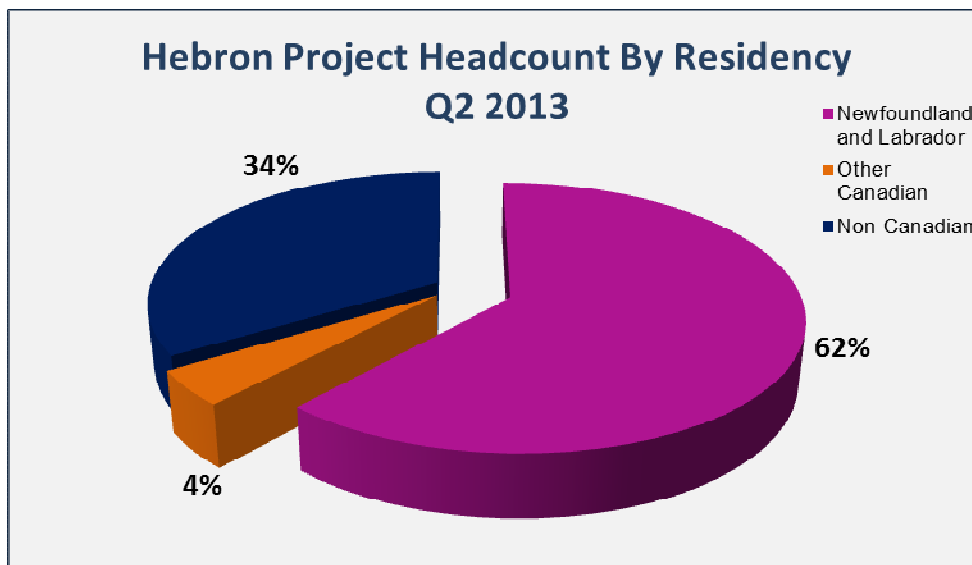
2.0 Employment

The total number of person hours worked on the Hebron Project during Q2 2013 was 2,221,202. The total number of people employed on the Hebron project as at June 30, 2013 was 4,209 of which 2,600 (62%) were NL residents, 184 (4%) were Other Canadians and 1,425 (34%) 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 4,209 employed on the project, 1,753 are working at Bull Arm site.

Total Employment Summary Hebron Project Q2 2013			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents (%)	Other Canadians (%)	Non-Canadians (%)
4,209	62%	4%	34%

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 Q2 2013						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	2,585	184	323	2,648	444	3,092
Other Canada	2	25	4	27	4	31
Outside Canada	13	14	1,059	881	205	1,086
TOTAL	2,600	223	1,386	3,556	653	4,209

Employment Summary by Discipline Hebron Project Q2 2013					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	347	93%	28	7%	375
Administration	14	9%	138	91%	152
Engineers	895	87%	136	13%	1,031
Technicians	341	89%	44	11%	385
Professionals	398	64%	224	36%	622
Skilled Trades	1,207	97%	43	3%	1,250
Labour	326	93%	25	7%	351
Students	28	65%	15	35%	43
Other	-	-	-	-	-
Total:	3,556	84%	653	16%	4,209

Notes:

- 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 Q2 2013	
Activity/Component	Total Person Hours
Project Management Team	183,193
Gravity Based Structure	1,198,625
Topsides	839,384
Total (Q2 2013)	2,221,202
Total (Year to Date)	3,773,800
Project Cumulative	9,826,828

Note: Project Management Team hours include third party contractors in support of the project management team.

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 Q2 2013			
Reporting Period	Content		
	NL (%)	Other Canadian (%)	Non-Canadian (%)
Q2 2013	55%	8%	37%
Year to Date	55%	8%	37%
Project Cumulative	41%	9%	50%

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 April 1, 2013 to June 30, 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 Q2 2013		
Description	Contractor	Contractor Location (NL, OC, NC)
EMCP CONTRACTS		
Marine Survey Enabling Subagreement	Fugro Geosurveys, a division of Fugro Canada Corp.	NL
Marine Survey Enabling Subagreement	McGregor Geoscience and Environmental Limited	NL
2013 Hebron 3D Seismic Survey	WesternGeco Canada	OC
KKC CONTRACTS		
Access Systems - Mast Climbers	Klimber Platforms	OC
Environmental Consultants Monitoring	Morrison Hershfield	NL
Fabrication of J Tubes & Risers	Ameil Constructors	NL
Friction Welded Embedment Plates	Headed Reinforcement Canada Inc.	NL
Marine Rock Anchors Installation	Geo Foundations Contractors Inc	OC
Mobile Batch Plant Rental	BMH Systems	OC
Mooring and Towing Equipment Supply	Extreme East	NL
Mooring and Towing Equipment Supply	North Atlantic Marine Supply and Service	NL
Mooring and Towing Equipment Supply	Hercules SLR	NL
Mooring and Towing Equipment Supply	Pennecon Energy	NL
Mooring and Towing Equipment Supply	Fendercare Marine	NC
Pre-Site Access Assessment Services (GBS)	SureHire	OC
Pre-Site Access Assessment Services (GBS)	Fit For Work	NL
Purchase of 2 Rough Terrain Cranes	Strongco Crane Group	OC
Supply of Barges (Ramp Barges)	McKeil Newfoundland & Labrador Ltd	NL
Supply of Fast Rescue Craft (FRC) - formerly SM736D	Nord Marine Services	NL
Temporary control rooms	Avalon Controls Ltd.	NL
Water Ballast Pumps	Sulzer Pumps (US) Inc.	NC
Water Treatment Plant	Moretrench Canadian Corp/GWTT Inc	NC
Weld Testing Services	Acuren Group Inc.	NL
Weld Testing Services	TISI Canada inc	NL
WP CONTRACTS		
Analyzers	Westech Industrial Ltd.	OC
Bell Nipple and Telescoping LP Riser	Mechanical Research & Design	NC
Bulk Electrical Cable	Source Energy Atlantic	NL
Bulk High Pressure Manual Valves	Score Eastern Canada	NL
Bulk Low Pressure Actuated Valves	EMCO Corp	NL
Chokes and Severe Service Control Valves	Eastern Valve & Controls	NL
Control Valves and Pressure Regulators	Fisher Controls International LLC	NC
Fire and Gas devices	Dooley Tackaberry Inc	NC
Fire Fighting Equipment	K&D Pratt	NL
Helideck	C&W Offshore Ltd.	NL
High Expansion Foam	Angus Fire	NC
HVAC Dampers	Wozair (USA) Ltd.	NC
HVAC Humidifiers	Alscott Air Systems Ltd.	OC
Magnetic Flowmeters	Atlantic Controls	NL
Misc Safety Equipment	K&D Pratt	NL
Miscellaneous Instruments	K&D Pratt	NL
Raised Access Floor	Bergvik North America	NC
V-Door Windwall Operating Unit	Pennecon Energy Hydraulic Systems	NL

5.0 Other Interests



The Hebron Project donates tower crane training equipment to the Operating Engineers College in Holyrood. This will facilitate future training needs beyond the Hebron Project.



The Hebron Project provides funding for the Petty Harbour Mini Aquarium by making a lead corporate donation of \$100,000.