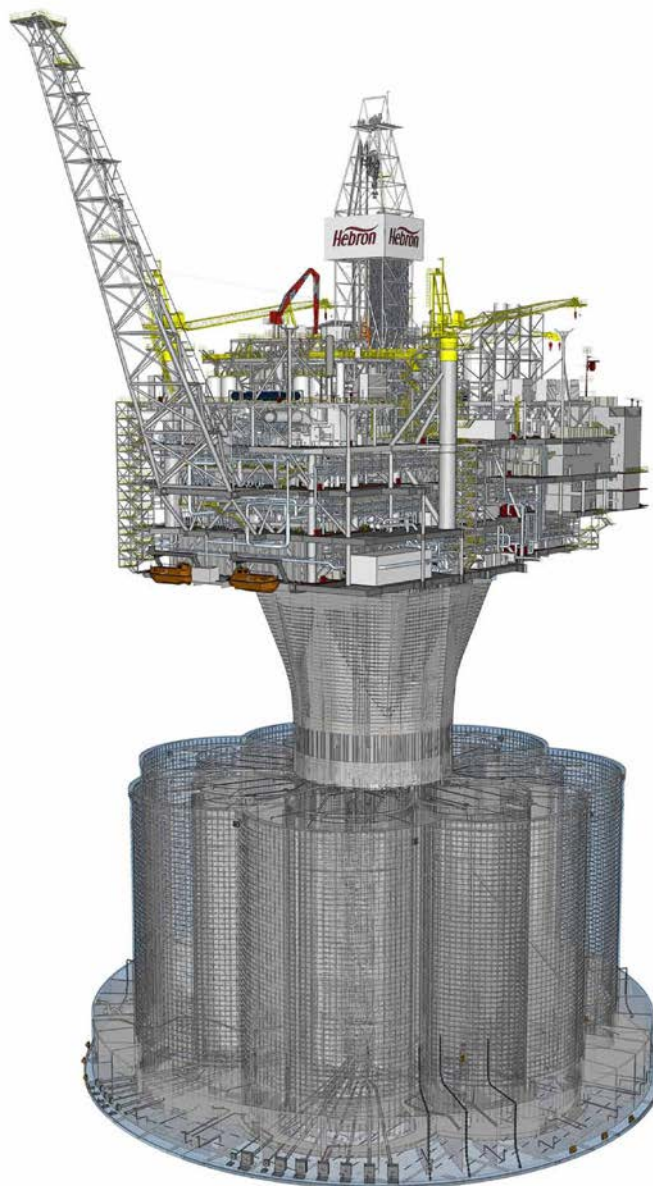




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Public Benefits
Report for the Period July 1, 2013 to September 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;
- 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 July 1, 2013 to September 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 Q3 2013 was 3,479,807. The total number of people employed on the Hebron project as at September 30, 2013 was 6,455 of which 4642 (72%) were NL residents, 237 (4%) were Other Canadians and 1,576 (24%) were Non-Canadians based on Canadian General Standards Board (CGSB) reporting guidelines and the C-NLOPB definition of residency (i.e. in compliance with the Newfoundland and Labrador Elections Act). Of the 6,455 employed on the project, 3,148 are working at Bull Arm site.

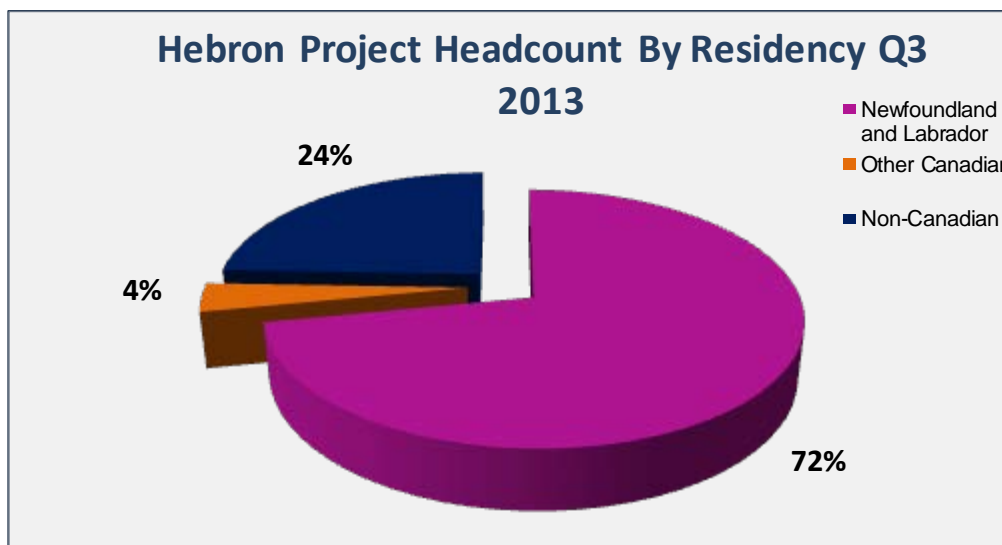
Total Employment Summary Hebron Project Q3 2013			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents (%)	Other Canadians (%)	Non-Canadians (%)
6,455	72%	4%	24%

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 Q3 2013



Employment Summary by Location Hebron Project Q3 2013						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	4,411	192	374	4,373	604	4,977
Other Canada	108	38	13	140	19	159
Outside Canada	123	7	1,189	1,102	217	1,319
TOTAL	4,642	237	1,576	5,615	840	6,455

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

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

Employment Summary by Discipline					
Hebron Project					
Q3 2013					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	383	93%	28	7%	411
Administration	22	13%	149	87%	171
Engineers	992	88%	138	12%	1,130
Technicians	531	89%	68	11%	599
Professionals	453	66%	233	34%	686
Skilled Trades	2,422	94%	154	6%	2,576
Labour	772	93%	54	7%	826
Students	31	67%	15	33%	46
Other	9	90%	1	10%	10
Total:	5,615	87%	840	13%	6,455

Person Hour Summary Report	
HEBRON PROJECT	
Q3 2013	
Activity/Component	Total Person Hours
Project Management Team	284,455
Gravity Based Structure	2,038,020
Topsides	1,157,332
Total (Q3 2013)	3,479,807
Total (Year to Date)	7,253,607
Project Cumulative	13,306,635

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 Q3 2013			
Reporting Period	Content		
	NL (%)	Other Canadian (%)	Non-Canadian (%)
Q3 2013	68%	3%	29%
Year to Date	61%	5%	34%
Project Cumulative	48%	7%	45%

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 July 1, 2013 to September 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 Q3 2013		
Description	Contractor	Contractor Location (NL, Other Canada, Outside Canada)
EMCP CONTRACTS		
Seismic Processing Services	CGG Services (U.S.) Inc.	NC
Environmental Effects Monitoring Program at Bull Arm	AMEC	NL
KKC CONTRACTS		
Distribution Boards	ABB Inc.	OC
Temporary Power Transformers	ABB Inc.	OC
Surface Preparation and Coating Protection	Aluma Systems Inc.	NL
Dry / Wet Mobile Batch Plant Rental	Capital Ready Mix Limited	NL
Bull Arm Site Industrial Hygiene Services	David Industrial Hygiene Consulting, INC.	NL
Modify TCH Entrance into Bull Arm Site	Parsons Trucking Limited	NL
Hydro Blasting Services (Concrete Surface Prep)	Pyeroy Atlantic Services Limited	NL
Hydro Blasting Services (Concrete Surface Prep)	IKM Testing	NL
Marine Outfitting Facility – Batch Plant Barges	Aecon Atlantic Company	OC
Temporary Pumps	Xylem Water Solutions	OC
WP CONTRACTS		
Pressure and Temperature Transmitters	Emerson-Rosemount Inc.	NC
Advanced Vibration Monitoring System	Bently Nevada Inc.	NC
Piping - Speciality Items	CE Franklin Ltd.A Division of NOV Wilson Canada ULC	OC

9.0 Other Interests

BULL ARM BUS TOURS

From June to October the Hebron Project offered free bus tours of the Bull Arm Construction Site to the public. Tour participants view the dry dock area (where the Gravity Based Structure is being partially assembled), the Toppides Module Hall (where the living quarters module is being assembled) and the Deep Water Site (where the topsides and GBS will be assembled). Detailed storyboards offer additional information about the project, and a tour guide answered questions along the way. As of September 26 the visitor count reached 957 individuals from 10 countries. 808 participants were from this province.



Tour Guide: Abby Barron



The *Living From Your Legacy Now* Program was held at the Fisher's Loft in Port Rexton, NL.

Living From Your Legacy Now

From September 18 - 20, ExxonMobil Canada Properties, as operator of the Hebron Project hosted a leadership program for women leaders in NL. By articulating today what they aspire to be known for in the future the participants broadened their view of what is possible in all aspects of their life and career. They were asked to consider their desired legacy as a catalyst to accomplish the extraordinary now, rather than a description of their successes at the end of their career. The workshop provided a unique opportunity for fourteen women leaders from Newfoundland and Labrador, to come together and discuss the difference they ultimately want to make.