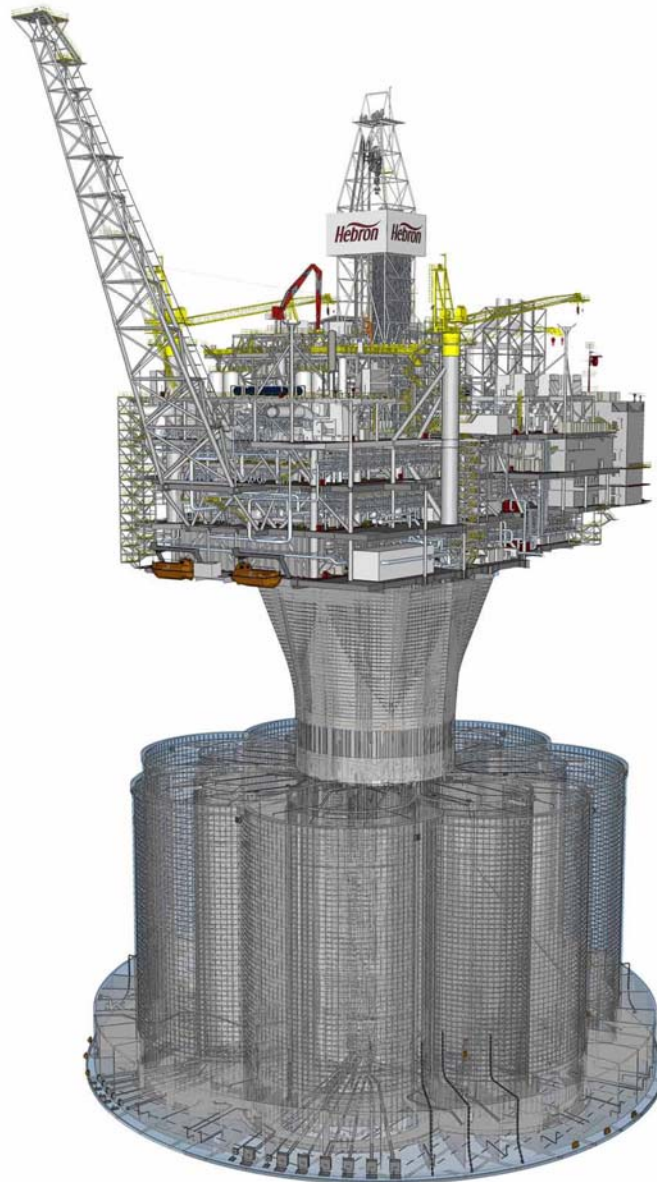




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Public Benefits  
Report for the Period October 1, 2012 to December 31, 2012**

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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 October 1, 2012 to December 31, 2012 in the areas of employment, expenditures and other relevant areas.

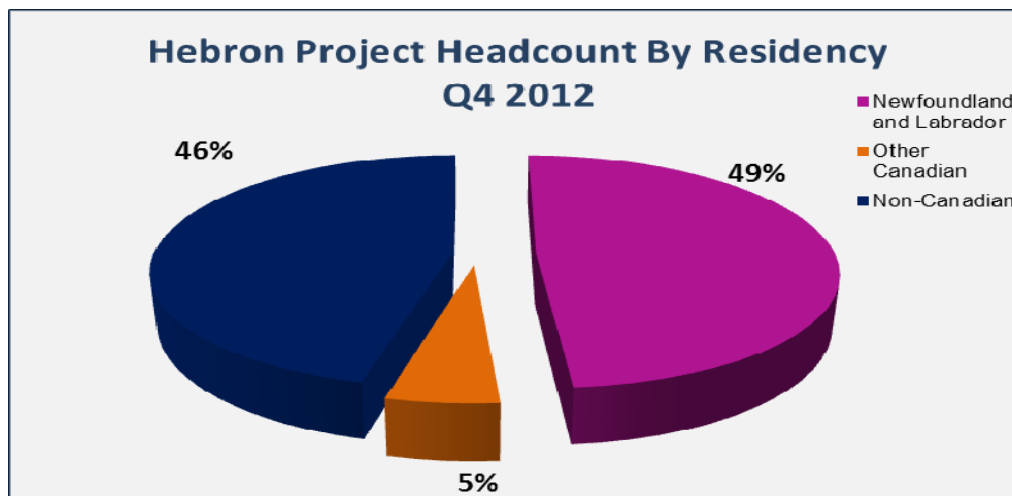
## 2.0 Employment

The total number of person hours worked on the Hebron Project during Q4 2012 was 1,124,039. The total number of people employed on the Hebron project as at December 31, 2012 was 2326 of which 1,135 (49%) were NL residents, 121 (5%) were Other Canadians and 1,070 (46%) 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).

Total Employment Summary Hebron Project Q4 2012			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents (%)	Other Canadians (%)	Non-Canadians (%)
2326	49%	5%	46%

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.
3. Headcount includes persons that have worked 50% (at least 80 hours per month) during Q4 2012



Employment Summary by Location Hebron Project Q4 2012						
Location	Total Number of Persons					TOTAL
	Residency Status			Gender		
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	1,118	82	274	1,146	328	1,474
Other Canada	2	26	4	26	6	32
Outside Canada	15	13	792	663	157	820
<b>TOTAL</b>	<b>1,135</b>	<b>121</b>	<b>1,070</b>	<b>1,835</b>	<b>491</b>	<b>2,326</b>

Employment Summary by Discipline Hebron Project Q4 2012					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	128	89%	16	11%	144
Administration	23	22%	80	78%	103
Engineers	677	87%	100	13%	777
Technicians	152	68%	71	32%	223
Professionals	348	65%	187	35%	535
Skilled Trades	405	96%	16	4%	421
Labour	78	91%	8	9%	86
Students	24	65%	13	35%	37
Other	-	-	-	0%	-
<b>Total:</b>	<b>1,835</b>	<b>79%</b>	<b>491</b>	<b>21%</b>	<b>2,326</b>

## 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 Q4 2012	
Activity/Component	Total Person Hours
Project Management Team	127,091
Gravity Based Structure	477,464
Topsides	519,484
<b>Total (Q4 2012)</b>	<b>1,124,039</b>
<b>Total (Year to Date)</b>	<b>3,699,340</b>
<b>Project Cumulative</b>	<b>6,071,985</b>

### 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 Q4 2012			
Reporting Period	Content		
	NL (%)	Other Canadian (%)	Non-Canadian (%)
<b>Q4 2012</b>	26%	17%	57%
<b>Year to Date</b>	32%	13%	55%
<b>Project Cumulative</b>	33%	12%	55%

### 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 October 1, 2012 to December 31, 2012. 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 Q4 2012		
Description	Contractor	Contractor Location (NL, Other Canada, Outside Canada)
<b>No new contracts awarded by EMCP during Q4 2012</b>		
<b>KKC CONTRACTS</b>		
Personnel/Cargo hoists (Alimak type)	Alimak Hek Inc.	Outside Canada
Baskets (storage - gas bottles, waste)	C&W Offshore	NL
Cable (including Embedded Cables and connections)	Source Atlantic Inc	NL
Plastic polyethylene piping	Wolseley Canada Inc	Other Canada
Ball valves	Score (Eastern Canada) Ltd	NL
Painting/Coating	International Paint	NL
Concrete Curring Compound and Sealing Materials	Apex Construction Specialties Inc	NL
Turn Key 3rd Party Medical Services	Atlantic Offshore Medical Services (AOMS)	NL
Personnel Shuttle Services (St. Johns)	Corporate Concierge Services Inc	NL
Concrete Distribution Systems (mixer trucks, hoppers, pumps, etc)	Pumpcrete	Other Canada
Fasteners + Gaskets	AGS Flexitallic	Other Canada
Grating	Stangeland Glassfiber Produkter AS	Outside Canada
DWS Mooring Chain and Accessories	Bexco	Outside Canada
DWS Mooring Chain and Accessories	Vicinay Cadenas	Outside Canada
Prefabrication of pipe spools (Ti, 6Mo, etc.)	GJ Cahill (early scope award)	NL
Prefabrication of pipe spools (Ti, 6Mo, etc.)	Pennecon-Ti Tanium Ltd JV (Main Award)	NL
<b>WP CONTRACTS</b>		
Displacement Sea Water Sampling	PCMS.A.	Outside Canada
Central Foam Package	Angus Fire	Outside Canada
Miscellaneous Vessels & Tanks	Sungjin Geotec c/o I.P.S. Services	Outside Canada
Helifuel	K&D Pratt	NL
ANSI Pumps	Itt Goulds Pumps	Outside Canada
Drilling ASDS Switchgear and 3 Winding Transformers	ABB	NL
HVAC Fans	Alscott Air Systems	Other Canada
HVAC Terminal Units	Wozair (USA) Ltd.	Outside Canada
Architectural Blast and Fire Wall Systems, Windows and Doors	MechTool	Outside Canada
Project Logistics Services (Freight Forwarding) (Formerly SC-34)	PF Collins	NL
Well Control	Hydril USA	Outside Canada
Drag Chains	Metreel	Outside Canada
High Pressure Mud & Cementing Manifolds	TechDrill	Outside Canada
Drill Floor Equipment	Aker Solutions	Outside Canada
BOP Transport Skid	Hyflodraulic Limited	NL
Utility Winches	Hercules SLR	NL
Mud Vacuum Equipment	MI-Swaco	NL
Deep Well, Through Column Pumps	Pumps Plus Ltd.	NL
Drilling Centrifugal Pumps	Hyflodraulic Limited	NL
Agitators	SPX Flow Technologoy c/o T.D. Rooke	Outside Canada
High Pressure Hoses	Contitech Beattie Corp	Outside Canada
Mud Tank Cleaning Equipment	M-I Drilling Fluids Canada	NL
Drilling Drains Treatment Equipment	Encanex Environmental Oil and Gas Corp	NL