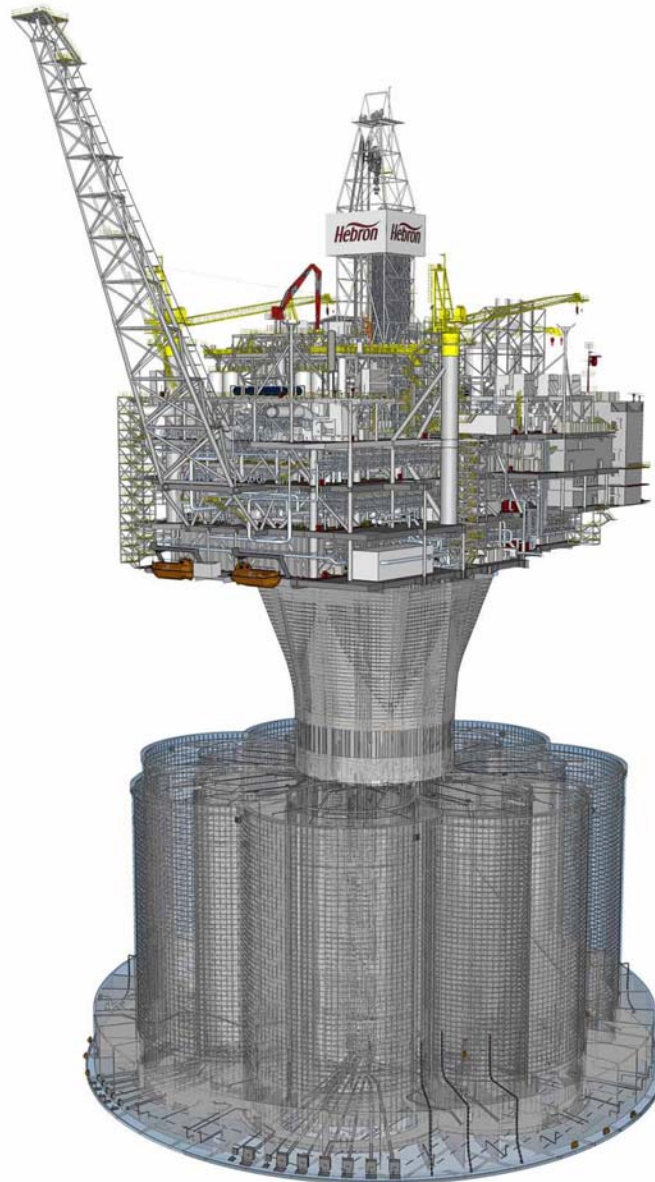




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Benefits
Report for the Period October 1, 2013 to December 31, 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 October 1, 2013 to December 31, 2013 in the areas of employment, expenditures and other relevant areas.

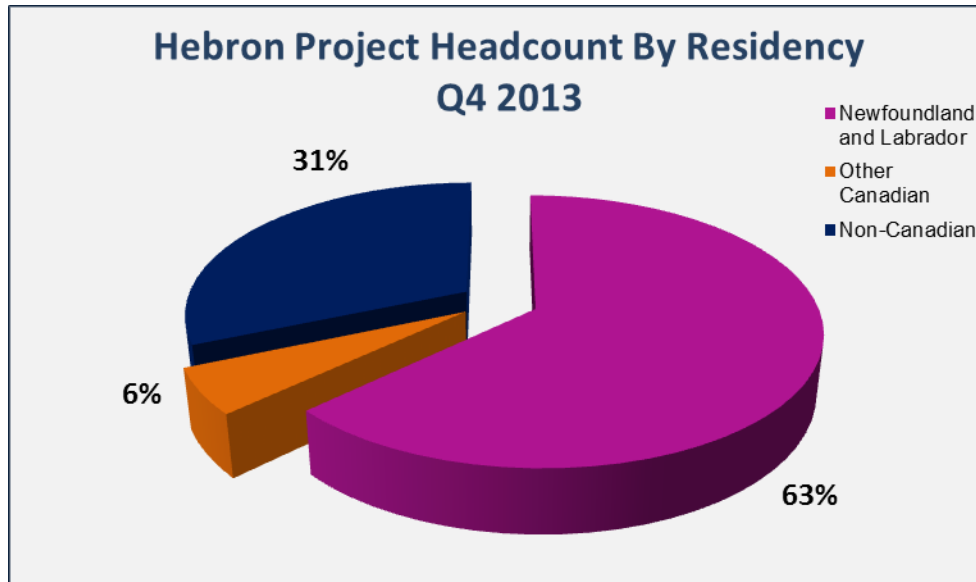
2.0 Employment

The total number of person hours worked on the Hebron Project during Q4 2013 was 3,300,434. The total number of people employed on the Hebron project as at December 31, 2013 was 6,721 of which 4,290 (63%) were NL residents, 368 (6%) were Other Canadians and 2,113 (31%) 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 6,721 employed on the project, 2,616 are working at Bull Arm site.

Total Employment Summary Hebron Project Q4 2013			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents (%)	Other Canadians (%)	Non-Canadians (%)
6721	63%	5%	31%

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 Q4 2013



Employment Summary by Location Hebron Project Q4 2013						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	4,227	309	401	4,316	621	4,937
Other Canada	1	45	5	43	8	51
Outside Canada	12	14	1,707	1,523	210	1,733
TOTAL	4,240	368	2,113	5,882	839	6,721

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 Q4 2013					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	386	94%	25	6%	411
Administration	27	14%	162	86%	189
Engineers	954	88%	134	12%	1,088
Technicians	531	89%	65	11%	596
Professionals	467	66%	237	34%	704
Skilled Trades	2,365	95%	131	5%	2,496
Labour	1,120	94%	68	6%	1,188
Students	32	65%	17	35%	49
Other	-	-	-	-	-
Total:	5,882	88%	839	12%	6,721

Person Hour Summary Report Hebron Project Q4 2013	
Activity/Component	Total Person Hours
Project Management Team	202,109
Gravity Based Structure	1,707,132
Topsides	1,387,932
Offshore Loading System	3,261
Total (Q4 2013)	3,300,434
Total (Year to Date)	10,554,041
Project Cumulative	16,607,069

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 2013			
Reporting Period	Content		
	NL (%)	Other Canadian (%)	Non-Canadian (%)
Q4 2013	67%	3%	30%
Year to Date	63%	5%	32%
Project Cumulative	51%	7%	42%

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, 2013 to December 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 Q4 2013		
Description	Contractor	Contractor Location (NL, OC, NC)
EMCP CONTRACTS		
OLS Scope B	APL Norway AS	NC
KKC CONTRACTS		
Fire Water and Sea Water Pumps	Fluid Power Equipment	NC
Non-MO Structural Steel Prefabrication	Cherubini Metal Works Limited	OC
Supply of Dredging Services (bund wall removal)	Jan De Nul	NC
Out-of-dock-Warping Winch Supply	Alfred Cheyne Engineering Limited	NC
WP & NEAL CONTRACTS		
NEAL: External Doors	KD Pratt, Rapp Bomek	NL
NEAL: Glazed Partitions and Doors	Joiner Systems	OC
NEAL: A-Class Prefabricated Internal Firewalls	Joiner Systems	OC
NEAL: Electrical Cables	Anixter	NL
NEAL: Cable Trays, Unistruts	Liteco	NL
NEAL: Dampers	Wozair	NC
NEAL: Duct Heaters/Terminal Units	SGL	NC
NEAL: Fire and Gas Detectors	K&D Pratt/Century Detection	NL
NEAL: Valves	Score	NL
Flare Boom Fabrication	Talon Energy Services	NL
Life Boat Stations Fabrication (Primary)	C&W Offshore Ltd.	NL
Life Boat Stations Fabrication (Secondary)	C&W Offshore Ltd.	NL

5.0 Other Interests



Hebron, Hibernia and Hibernia Southern Extension launch their respective Supplier Diversity Programs
October 23, 2013

Hebron Funds Digital Oceans Project

The Hebron Project recently contributed \$150,000 for the Digital Oceans Project. This innovative marine program, developed by the Oceans Learning Partnership, will enable high school students in Newfoundland and Labrador to develop a website and applications for mobile devices that will help them research the marine environment. The Hebron Project previously contributed \$400,000 to the Oceans Learning Partnership's at-sea marine education program for schools.



Geoff Parker, Hebron Senior Project Manager, talks to Holy Spirit High School students at the Digital Oceans Project announcement



Dave McCurdy, Hebron GBS Project Manager, speaking at the Safety Services NL 7th Annual Health and Safety Conference

7th Annual Health and Safety Conference

Safety Services NL hosted its 7th annual health and safety conference during Q4 2013. Sixty local safety students received funding from the Hebron Project to attend the Conference.