

## Headnote

National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* – application for a decision that the issuer is not a reporting issuer under applicable securities laws – issuer has *de minimis* market presence in Canada – residents of Canada do not compromise more than 2% of the total number of securityholders of the issuer worldwide – residents of Canada do not own more than 2% of each class or series of outstanding securities of the issuer but for a few series at the date of issuance and one series at the time of the order

## Applicable Legislative Provisions

*Securities Act*, R.S.A., 2000, c.S-4, section 153

**Citation: Re Exxon Mobil Corporation, 2017 ABASC 89**

**Date: 20170523**

In the Matter of  
the Securities Legislation of  
Alberta and Ontario (the **Jurisdictions**)

and

In the Matter of  
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of  
Exxon Mobil Corporation (the **Filer**)

Order

## Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in the Province of British Columbia; and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

**Interpretation**

Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this order, unless otherwise defined.

**Representations**

This order is based on the following facts represented by the Filer:

1. The Filer is a corporation governed by the laws of the State of New Jersey, with its head office in Irving, Texas. The Alberta Securities Commission was selected as principal regulator because the head office of Imperial Oil Limited (**Imperial Oil**), a subsidiary of the Filer, is in Calgary, Alberta.
2. The Filer is a reporting issuer in British Columbia, Alberta and Ontario (collectively, the **Reporting Jurisdictions**).
3. The Filer became a reporting issuer in the Reporting Jurisdictions upon completion of a plan of arrangement under Section 195 of the *Business Corporations Act* (Yukon) on February 22, 2017 (the **Arrangement**), pursuant to which the Filer acquired all of the issued and outstanding common shares of InterOil Corporation (**InterOil**). Prior to the closing of the Arrangement, the Filer was not a reporting issuer in any jurisdiction in Canada.
4. The Filer's authorized capital consists of 9,000,000,000 common shares (**Common Shares**) and 200,000,000 preferred shares, without par value (**Preferred Shares**). As of the date hereof, no Preferred Shares are outstanding.
5. The Filer has issued 20 series of notes under its U.S. shelf registration statement (collectively, the **Notes**). The Notes are not convertible or exchangeable into any other voting or equity securities of the Filer. Beneficial ownership of the Notes is held in book-entry form through Cede & Co., a nominee for The Depository Trust Company, which is the sole registered holder of each series of Notes. All of the Notes were initially issued primarily in the United States to institutional investors, at which time the Filer was not a reporting issuer in Canada.
6. The Common Shares and the Notes are registered under the 1934 Act. The Common Shares are listed on the New York Stock Exchange (the **NYSE**) under the symbol "XOM".
7. The Filer is subject to and is in compliance with all requirements applicable to it imposed by the Securities and Exchange Commission (**SEC**), the 1933 Act, the 1934 Act, the United States *Sarbanes-Oxley Act of 2002* and the rules of the NYSE (collectively, the **US Rules**).

8. The Filer qualifies as an "SEC foreign issuer" under National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (NI 71-102)* and as such relies on and complies with the exemptions from Canadian continuous disclosure requirements afforded to SEC foreign issuers under Part 4 of NI 71-102.
9. The Filer has made a good faith investigation to confirm the residency of the holders of its outstanding securities. The investigation included obtaining geographical surveys of beneficial holders of Common Shares and Notes from Broadridge Financial Solutions Inc. (**Broadridge**), a list of registered holders of Common Shares from Computershare Trust Company, N.A. and a breakdown of the residency of initial investors for each series of the Notes from J.P. Morgan Securities LLC. Based on this investigation, the Filer has concluded as set out below:
- (a) An aggregate of 69,992,940 Common Shares (representing approximately 1.689% of the total issued and outstanding Common Shares) are held by 65,794 holders resident in Canada representing approximately 2.01% of shareholders worldwide, upon factoring in the issuance of Common Shares to the shareholders of InterOil pursuant to the Arrangement.
  - (b) There are 115 noteholders resident in Canada representing approximately 0.45% of noteholders worldwide. Together with the shareholders there are 65,909 securityholders resident in Canada which represents 2% of securityholders worldwide.
  - (c) At the time of issuance, residents in Canada directly or indirectly beneficially owned more than 2%, but not more than 5.2%, of the aggregate principal amount of seven series of Notes, as outlined below. According to information obtained from Broadridge as of November 2016, the aggregate principal amount of each series of Notes, except one, held by residents in Canada was less than 2%, and the aggregate principal amount of the one series in excess of 2% was only 2.7%.

<b>Series of Notes</b>	<b>Held by Residents in Canada at Issuance</b>	<b>Held by Residents in Canada as of November 2016</b>
U.S.\$1.25 billion aggregate principal amount of 1.708% notes due 2019	U.S.\$34 million (~2.72%)	U.S.\$8 million (1.0%)
U.S.\$500 million aggregate principal amount of floating rate notes due 2019	U.S.\$20 million (~4.00%)	U.S.\$3 million (0.4%)

<b>Series of Notes</b>	<b>Held by Residents in Canada at Issuance</b>	<b>Held by Residents in Canada as of November 2016</b>
U.S.\$1.5 billion aggregate principal amount of 1.912% notes due 2020	U.S.\$45 million (~3.00%)	U.S.\$13 million (1.0%)
U.S.\$2.5 billion aggregate principal amount of 2.222% notes due 2021	U.S.\$52 million (~2.06%)	U.S.\$12 million (0.7%)
U.S.\$1.15 billion aggregate principal amount of 2.397% of notes due 2022	U.S.\$41 million (~3.52%)	U.S.\$6 million (0.6%)
U.S.\$1.0 billion aggregate principal amount of 3.176% notes due 2024	U.S.\$50 million (~5.00%)	U.S.\$2 million (0.3%)
U.S.\$1.0 billion aggregate principal amount of 3.567% notes due 2045	U.S.\$52 million (~5.20%)	U.S.\$17 million (2.7%)

Based on the foregoing, the Filer meets all of the conditions in section 20 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications*, except for paragraph 20(b)(i) as it relates to one series of Notes as of November 2016. The Notes were issued primarily to sophisticated institutional investors in the United States and at a time when the Filer was not a reporting issuer in any jurisdiction in Canada; accordingly, none of such purchasers in Canada purchased the Notes in reliance on the Filer being a reporting issuer in Canada.

10. No securities of the Filer are traded in Canada on any marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported, and the Filer has no present intention to list any securities of the Filer in Canada on any marketplace or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.
11. In the 12 months before applying for this order, the Filer has not taken any steps that indicate there is a market for its securities in Canada, including conducting a prospectus offering in Canada, establishing or maintaining a listing on an exchange in Canada or having its securities traded on a marketplace or any other facility in Canada for bringing together buyers and sellers where trading data is publicly reported.

12. The Filer has provided advance notice to Canadian resident securityholders in a news release that it has applied for an order to cease to be a reporting issuer in Alberta, Ontario and British Columbia and, if the Order Sought is granted, the Filer will no longer be a reporting issuer in any jurisdiction in Canada.
13. The Filer hereby undertakes to each of the Decision Makers to concurrently deliver to its Canadian securityholders all disclosure the Filer would be required to deliver to U.S. resident securityholders under the US Rules.
14. The Filer is not in default of securities legislation in any jurisdiction.

**Decision**

Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

*“original signed by”* \_\_\_\_\_  
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