

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF LOUISIANA**

In re: Oil Spill by the Oil Rig	:	MDL No. 2179
“ <i>Deepwater Horizon</i> ” in the Gulf of	:	
Mexico, on April 20, 2010	:	SECTION : J
	:	
This Document Relates To: Case No. 10-4536	:	JUDGE BARBIER
.....	:	MAG. JUDGE SHUSHAN

**ANADARKO PETROLEUM CORPORATION’S FIRST SUPPLEMENTAL  
OBJECTIONS, RESPONSES AND ANSWERS TO THE UNITED STATES’ FIRST SET  
OF DISCOVERY REQUESTS TO DEFENDANTS BP EXPLORATION AND  
PRODUCTION AND ANADARKO PETROLEUM CORPORATION FOR THE  
PENALTY PHASE**

Anadarko Petroleum Corporation (Anadarko or “APC”), through undersigned counsel, hereby submits these First Supplemental Objections, Responses and Answers to the United States’ First Set of Discovery Requests to Defendants BP Exploration & Production, Inc. and Anadarko Petroleum Corporation for the Penalty Phase (“Requests”). To the extent not supplemented, amended or modified herein, Anadarko’s Objections, Responses and Answers to the Requests served on April 28, 2014, remain the same.

**Request for Admission No. 3:**

Admit that if Anadarko were required to pay a civil penalty of \$2 billion in this case, Anadarko could continue its business operations.

**Supplemental Answer to Request for Admission No. 3:**

Anadarko incorporates its General Objections. Anadarko further objects to this Request to the extent it asks for speculation or information that is not reasonably ascertainable at this time.

Subject to and without waiving these objections, Anadarko answers as follows: Anadarko admits that, as of August 8, 2014, it is capable of paying a civil penalty of between \$0.00 and

\$4.6 billion using available cash, new or existing credit facilities or loan arrangements, equity or debt offerings, and/or through the sale of assets. Anadarko also admits that, as of August 8, 2014, there are no contingent liabilities of which the Company is aware other than those reported in Anadarko's SEC filings that could have a material impact on Anadarko's ability to pay a civil penalty in this case of between \$0.00 and \$4.6 billion. However, Anadarko is unable to admit or deny that if, at some unknown point of time in the future, it were required to pay a civil penalty in any of the amounts identified in the United States' Requests for Admission 3, 4, 5 and 6, then it would be able to pay that amount or continue its business operations if so. There are numerous uncertainties and risks regarding future events that could adversely affect the strength of Anadarko's future business operations and its ability to pay such a penalty. Moreover, even if Anadarko had the ability to pay a penalty if one were imposed in the future, a penalty in any amount limits Anadarko's ability to invest the money used to pay the penalty as capital into its business. Depending on the amount of the penalty and the then-current state of its finances and operations, even if Anadarko has the ability to pay, a penalty could prevent or limit Anadarko's investment into capital-intensive projects that are already underway and that are necessary for the Company's continued financial health.

As discussed in Anadarko's 10-Qs and 10-Ks under the Risk Factors section, there are numerous uncertainties and risks from future events that might affect the strength of Anadarko's future business operations and its ability to invest capital into its business. Those Risk Factors are incorporated herein by reference.

**Request for Admission No. 4:**

Admit that if Anadarko were required to pay a civil penalty of \$3 billion in this case, Anadarko could continue its business operations.

**Supplemental Answer to Request for Admission No. 4:**

APC incorporates its General Objections. APC further objects to this Request to the extent it asks for speculation or information that is not reasonably ascertainable at this time.

Subject to and without waiving these objections, APC answers as follows: APC incorporates its answer to Request for Admission No. 3.

**Request for Admission No. 5:**

Admit that if Anadarko were required to pay a civil penalty of \$4 billion in this case, Anadarko could continue its business operations.

**Supplemental Answer to Request for Admission No. 5:**

APC incorporates its General Objections. APC further objects to this Request to the extent it asks for speculation or information that is not reasonably ascertainable at this time.

Subject to and without waiving these objections, APC answers as follows: APC incorporates its answer to Request for Admission No. 3.

**Request for Admission No. 6:**

Admit that if Anadarko were required to pay a civil penalty of \$4.6 billion in this case, Anadarko could continue its business operations.

**Supplemental Answer to Request for Admission No. 6:**

APC incorporates its General Objections. APC further objects to this Request to the extent it asks for speculation or information that is not reasonably ascertainable at this time.

Subject to and without waiving these objections, APC answers as follows: APC incorporates its answer to Request for Admission No. 3.

Dated: August 14, 2014

Respectfully submitted,

/s/ Ky E. Kirby

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**CERTIFICATE OF SERVICE**

I hereby certify that the above and foregoing Defendant Anadarko Petroleum Corporation's First Supplemental Objections, Answers and Responses to the United States' First Set of Discovery Requests to Defendants BP Exploration & Production Inc. and Anadarko Petroleum Corporation for the Penalty Phase have been served on all counsel via electronic mail.

*/s/ Ky E. Kirby*