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IN RE OIL SPILL BY THE OIL RIG "DEEPWATER HORIZON"

IN THE GULF OF MEXICO, ON APRIL 20, 2010

UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF LOUISIANA

MDL 2179, SECTION J

JUDGE BARBIER; MAGISTRATE JUDGE SHUSHAN

EXPERT REPORT OF PROFESSOR ROBERT DAINES

August 15, 2014

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TABLE OF CONTENTS

I. INTRODUCTION..... 4

II. SUMMARY OF OPINIONS..... 5

III. QUALIFICATIONS..... 7

IV. BACKGROUND..... 9

V. CORPORATE GOVERNANCE AND THE PARENT-SUBSIDIARY RELATIONSHIP..... 16

 A. Bylaws..... 22

 B. Equity Investments by Shareholders..... 22

 C. Dividends..... 23

 D. Limited Shareholder Liability Is a Fundamental Principle of Corporate Governance..... 24

 E. The Ability to Create Legal Subsidiaries Is Also Fundamental to Corporate Governance..... 25

VI. BPXP's CORPORATE GOVERNANCE AND ITS RELATIONSHIP TO THE BP GROUP..... 27

 A. BPXP Corporate Governance..... 28

 B. The Relationship Between BPXP and the BP Group..... 30

 C. The Activities of BPXP's Management and Shareholders..... 32

VII. THE ISSUES THAT THE UNITED STATES HAS RAISED WITH RESPECT TO PARENTAL CONTROL AND THE RESPONSE DO NOT DEMONSTRATE ANYTHING OTHER THAN A NORMAL PARENT-SUBSIDIARY RELATIONSHIP..... 34

 A. The Claim That BP p.l.c. "Controls" BPXP Would Not Demonstrate Anything Other Than a Normal Parent-Subsidiary Relationship..... 34

 B. The Claim That BP p.l.c. Helped to "Manage" the Response Does Not Demonstrate Anything Other Than a Normal Parent-Subsidiary Relationship..... 36

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C. The Existence of Subsidiaries and Business Segments Is Neither Uncommon Nor a Basis To Deviate From Limited Liability 37

D. The Existence of Centralized Functions and Overlap Between the BPXP Board and BP Management Is Neither Uncommon Nor a Basis To Deviate From Limited Liability 38

VIII. PENALIZING BPXP BASED ON PARENTAL ABILITY TO PAY WILL TEND TO DISCOURAGE WELL-CAPITALIZED COMPANIES FROM INVESTING IN ACTIVITIES WITH A RISK OF FINANCIAL LOSS..... 41

IX. CONCLUSION 42

I. INTRODUCTION

I am Professor Robert Daines, and I am the Pritzker Professor of Law and Business at Stanford Law School. My academic research focuses on corporate governance, and I serve as co-director of Stanford's Rock Center on Corporate Governance. I study and conduct research on a broad range of topics related to corporate governance that I describe in greater detail below.

BP Exploration & Production Inc. ("BPXP") has retained me in this litigation for the following purposes:

- To explain corporate governance mechanisms generally, particularly to explain why governance practices in public companies are so different than governance practices at a wholly-owned subsidiary;
- To evaluate whether BPXP's corporate governance practices are appropriate for wholly-owned subsidiaries;
- To evaluate whether the relationship between BP p.l.c. and BPXP indicates anything more than a typical parent-subsidiary relationship; and
- To evaluate whether penalizing subsidiaries based on their parents' ability to pay will tend to discourage well-capitalized companies from investing in activities with a risk of financial loss.

In evaluating BPXP's corporate governance, I have focused on two areas to which I understand the United States has pointed. First, I considered the corporate governance practices of BPXP, the use of unanimous written consents by the BPXP Board of Directors (hereafter, "Board"), the declaration of dividends by the Board, and the Board's review of settlement agreements and other matters related to the spill. Second, I considered BPXP's relationship with the BP Group (defined as BP p.l.c. and its consolidated subsidiaries), control exercised by the BP Group with respect to BPXP, BPXP's role in responding to the spill, and BPXP's reliance on BP Group centralized services and employees. I considered these factors because I understand that the United States may argue that these factors should lead the Court to "take into consideration

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the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty.”¹ The documents I have considered are listed in Appendix A. I understand that discovery in this litigation is ongoing, and thus I may update or revise my opinions if I later receive additional information.

II. SUMMARY OF OPINIONS

A summary of my opinions is as follows:

- **Corporate governance practices are designed to solve particular issues. Publicly owned corporations and wholly-owned subsidiaries face very different issues and therefore have different governance practices.**

A publicly owned corporation typically has thousands of shareholders—each of whom owns only a tiny fraction of the corporation. These public shareholders often lack the information, incentive, time, and skill to actively manage the corporation’s business. As a result, the board and managers of a public corporation exercise significant control over the firm and its operations. However, they generally do not own much of the firm. This dynamic is known as the separation of ownership and control, and it leads to issues that economists call “agency costs”—managers seeking to pursue their own interest at shareholders’ expense. In a public company, the purpose of corporate governance is to try to reduce these agency costs, by aligning the interests of managers and shareholders. Public company boards often adopt complex governance procedures to collect and process information, determine what actions are in shareholders’ interest, and supervise managers—all to reduce the costs associated with the separation of ownership and control.

By contrast, subsidiaries are generally created to allocate the parent’s capital and facilitate business planning. Wholly-owned subsidiaries have a single shareholder and, as a result, ownership and control are not separated. Therefore, the governance of wholly-owned subsidiaries looks significantly different than the governance of publicly held corporations. The boards of wholly-owned subsidiaries play a less active role than their public company counterparts because the ultimate shareholders can act directly. There is then no governance problem for the subsidiary’s board to solve as in the case of public corporations, and therefore procedures that make sense for public firms would be wasteful for subsidiaries.

¹ United States Memorandum in Support of Plaintiff United States’ Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2. If the United States advances more specific claims about BPXP’s corporate governance practices in support of its claim that the Court should “take into consideration the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty,” I may supplement this report.

- **Limited shareholder liability is a fundamental principle of corporate governance.**

Limited liability has been the prevailing rule in the United States for over a century. Under this rule, a shareholder's losses generally are limited to the shareholder's investment in a corporation. This principle applies both to corporations that own 100 percent of the shares in their subsidiaries and to individuals who own shares in public corporations. This rule of limited liability and the associated ability to create separate pools of capital to back particular projects is valuable and increases the amount of money available for investment.²

- **Multinational corporations such as BP p.l.c. often have complex corporate structures that include dozens if not hundreds of subsidiaries.**

Multinational corporations such as BP p.l.c. often have complex corporate structures that include dozens if not hundreds of subsidiaries whose activities are managed and directed by their corporate parent. These complex corporate structures exist for rational economic reasons.

- **The issues that the United States has raised with respect to BPXP's governance do not demonstrate poor governance by BPXP and are not inconsistent with what one would expect in a parent-subsidiary relationship.**
- **The United States' claim that "BP p.l.c. and its affiliates have directed and controlled BPXP" would demonstrate nothing more than a normal parent-subsidiary relationship.**

The United States has stated that "BP p.l.c. and its Affiliates Have Directed and Controlled BPXP," and claims that the Court should therefore "take into consideration the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty."³ However, any control that BP p.l.c. exercises over BPXP is typical of a normal parent-subsidiary relationship. For example, Delaware Corporate Law defines "subsidiary" as "any entity directly or indirectly owned, in whole or in part, by the corporation of which the stockholder is a stockholder and over the affairs of which the corporation directly or indirectly exercises control."⁴ Webster's Third New International Dictionary defines a "subsidiary" company as "a company wholly controlled by another that owns more than half of its voting stock."⁵ Because it

² Frank H. Easterbrook & Daniel R. Fischel, *Limited Liability and the Corporation*, 52 U. CHI. L. REV. 89, 97 (1985).

³ United States Memorandum in Support of Plaintiff United States' Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2.

⁴ Delaware Code Annotated Title 8, Sec. 220(a)(2).

⁵ Webster's Third New International Dictionary 2279 (1993).

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describes common practice, from a corporate governance perspective, the United States' claim that BP p.l.c. "controls" BPXP does not create an exception to the fundamental rule that a shareholder's losses are limited to the amount of the shareholder's investment. Of course, a shareholder may choose to invest additional capital. But that choice depends on the shareholder's views of the investment's likely returns, not on the truism that parents "control" subsidiaries.

- **Penalizing subsidiaries based on their parents' ability to pay will tend to discourage well-capitalized companies from investing in activities with a risk of financial loss.**

III. QUALIFICATIONS

Before entering academia, I was an associate in the investment banking division of Goldman, Sachs & Co. from 1993 to 1997, where I advised firms and conducted due diligence investigations for public and private financings, bank loans, and potential acquisitions. I received my JD from Yale Law School, where I received the Olin Prize for the Best Paper in Law and Economics, and my BS/BA in Economics and American Studies from Brigham Young University. After law school, I served as a law clerk for Judge Ralph Winter on the U.S. Court of Appeals for Second Circuit.

As discussed above, I am currently the Pritzker Professor of Law and Business at Stanford Law School and the co-director of the Rock Center on Corporate Governance. I am also Professor of Finance (by courtesy) at the Stanford Graduate School of Business. I regularly teach the law school's Corporations course, as well as advanced courses focusing on corporate governance, the law and economics of complex transactions, mergers, and acquisitions. Before coming to Stanford, I taught at the New York University School of Law and the Yale Law School, and I have also taught at Columbia Law School, the University of Toronto Faculty of Law, and the University of Basel. My research has appeared in such academic journals as the *Journal of Financial Economics*, the *Journal of Law, Economics and Organization*, and *The Yale*

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Law Journal, and it has been covered in mainstream publications that include *The Economist*, the *New York Times*, the *Wall Street Journal*, *Financial Times*, *Forbes*, and *Fortune*.

I am (or have been) a member of the National Association of Securities Dealers Automated Quotations ("NASDAQ") Stock Market Review Council, Chair of the Law and Economics Section of the Association of American Law Schools, Chair of the Corporate and Securities Law Section of the American Law and Economics Association and the Program Committee for the Conference on Empirical Legal Studies. I am a member of the American Finance Association and the American Law and Economics Association. I have also served as a referee for various academic journals and publications, including the *Journal of Finance*; the *Journal of Law and Economics*; the *Journal of Law, Economics and Organization*; *Financial Management*; the *Journal of Legal Studies*; and *The American Law and Economics Review*.

My academic research focuses on corporate governance issues that include executive pay, Securities and Exchange Commission ("SEC") disclosure regulations, shareholder voting, mergers and acquisitions, initial public offerings, and takeover defenses. In addition to teaching law and business school students, I regularly provide training on corporate governance and mergers and acquisitions for corporate directors as part of an executive education program run by Stanford Law School, Stanford Graduate School of Business, the University of Chicago Booth School of Business, and Tufts Business School.

I have served as an expert witness or consultant in numerous state and federal court cases involving issues of corporate governance, complex transactions, mergers and acquisitions, and the materiality of public disclosures. For example, I have been retained by both the SEC and the Department of Justice to provide expert testimony in connection with cases arising from the financial crisis.

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My billing rate for expert witness services is \$950 per hour. My curriculum vitae, which includes a list of my publications and presentations, is attached as Appendix B, and Appendix C contains a list of all cases in which I have testified as an expert at trial or by deposition.

IV. BACKGROUND

BPXP is the “BP [G]roup company that conducts exploration and production operations in the Gulf of Mexico.”⁶ BPXP is one of the oil and gas industry’s leading producers in the Gulf of Mexico.⁷ I understand that BPXP is also responsible for a high percentage of the liabilities of Gulf Coast Restoration Organization (“GCRO”), which was created to help “manage[] all aspects of [the] response to the 2010 Gulf of Mexico incident.”⁸

BPXP is an indirect subsidiary of BP p.l.c. with five intermediate parent companies.⁹ BP p.l.c. is the parent company of the BP Group and is incorporated in England and Wales.¹⁰ BP America Inc., BP Corporation North America Inc., and BP Company North America Inc. (“BP Company”), are BPXP’s current US parent companies.¹¹ Before January 1, 2014, BPXP was a direct subsidiary of BP America Production Company (“BPAPC”), and its ultimate parent was

⁶ Dep. Ex. 12303A, BP Annual Report and Form 20-F 2013, at p. 39.

⁷ BP Present Responsibility Presentation to the U.S. EPA, July 16, 2012, BP-HZN-2179MDL08945272 at -5281, -5296, and -5298.

⁸ Dep. Ex. 12303A, BP Annual Report and Form 20-F 2013, at p. 149.

⁹ Dep. Ex. 12774, BPXP Consolidated Financial Reports 1Q2014, BP-HZN-2179MDL07817675 at -7678.

¹⁰ Dep. Ex. 12303A, BP Annual Report and Form 20-F 2013, at p. ii.

¹¹ BP p.l.c.’s Responses and Objections to Plaintiffs’ Interrogatories, Requests for Production, and Requests for Admission (Dec. 8, 2010), at pp. 68-69 (Interrogatory No. 37); BP Organizational Chart, BP-HZN-2179MDL07817329.

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BP p.l.c.¹² Effective January 1, 2014, the common stock of BPXP was transferred out of BPAPC and is now held by BP Company.¹³ BPXP's ultimate parent remains BP p.l.c.¹⁴

BPXP is incorporated in (and organized under the laws of) Delaware.¹⁵ It is also governed in part by its certificate of incorporation and bylaws, relevant portions of which are set forth below.¹⁶

Section 2.2 of the bylaws gives BPXP's current shareholder (BP Company) the power to determine the composition of BPXP's Board of Directors:¹⁷

Section 2.2. Election; Resignation; Vacancies.
The Board of Directors shall initially consist of the persons named as directors in the certificate of incorporation or elected by the incorporator of the corporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his or her successor is duly elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. The stockholders may remove any director with or without cause at any time. Any director may resign at any time upon notice to the corporation. Unless otherwise provided by law or the certificate of incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

Section 2.3 gives BPXP's Board of Directors the power to call meetings as it deems appropriate:¹⁸

¹² Dep. Ex. 11962, Letter from A. Langan, Jan. 2, 2014.

¹³ *Id.* I understand that BP Products North America owns preferred stock in BPXP. Preferred stock is senior in rank, both as to the payment of dividends and as to distribution of assets upon any liquidation, dissolution or winding up of BPXP to common stock. *See* Dep. Ex. 12737, BPXP Certificate of Designation of Series A Preferred Stock.

¹⁴ Corporate Structure and Financing Note on Reorganization of BP America Production Company, BP-HZN-2179MDL08987331; Dep. Ex. 11962, Letter from A. Langan, Jan. 2, 2014.

¹⁵ Dep. Ex. 12692, Certificate of Incorporation of BP Seahorse Co.; Dep. Ex. 12694, Amendment of Certificate of Incorporation.

¹⁶ Dep. Ex. 12692, Certificate of Incorporation of BP Seahorse Co.; Dep. Ex. 12694, Amendment of Certificate of Incorporation; Dep. Ex. 12904, BPXP Bylaws.

¹⁷ Dep. Ex. 12904, BPXP Bylaws.

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Section 2.3 Regular Meetings

Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.8 allows BPXP's Board of Directors to act by unanimous written consent, instead of meeting in-person:¹⁹

Section 2.8 Action by Unanimous Consent of Directors

Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

BPXP's Board of Directors is comprised of six members, including one Chairman. They are elected by BPXP's shareholders.²⁰ Section 2.1 of BPXP's bylaws allows for the Board of Directors to include as few as one director.²¹

In May 2009, BPXP, then a direct subsidiary of BPAPC and an indirect subsidiary of BP p.l.c., acquired the rights to drill the Macondo well from the U.S. Minerals Management Service.²² BPXP subsequently sold a 25 percent non-operating interest in the well to a subsidiary of Anadarko Petroleum Company ("Anadarko") and a 10 percent non-operating

¹⁸ *Id.*

¹⁹ *Id.*

²⁰ I understand that BPXP common shares are held by one BP entity that has the right to elect five directors to the BPXP Board. See Dep. Ex. 12904, BPXP Bylaws; Dep. Ex. 12692, Certificate of Incorporation; Dep. Ex. 12694, Amendment to Certificate of Incorporation; see, e.g., Unanimous Written Consent in Lieu of Annual Meeting of the Stockholders of BPXP, Apr. 30, 2012, BP-HZN-2179MDL08713942. BPXP preferred shares are held by a different BP entity which has the right to elect a single director to the BPXP Board. Dep. Ex. 12737, Designation of Series A Preferred Stock, at BP-HZN-2179MDL08389253. Both BP entities holding shares in BPXP are ultimately owned by BP p.l.c.

²¹ Dep. Ex. 12904, BPXP Bylaws.

²² TREX 4751, Application for Permit to Drill a New Well, May 22, 2009; Dep. Ex. 11962, Letter from A. Langan, Jan. 2, 2014.

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interest in the well to a subsidiary of Mitsui & Co. Ltd. (“MOEX”).²³ BPXP was the operator of the lease, and the *Deepwater Horizon* drilling rig, operated by Transocean Holdings LLC, was in place at the well in early 2010.²⁴

On April 20, 2010, an explosion occurred on the *Deepwater Horizon*, leading to the death of 11 workers and to the oil spill that is the subject of this case. On April 28, 2010, BPXP was designated by the United States as the “responsible party” within the BP Group under the Oil Pollution Act of 1990 (“OPA”).²⁵ BP Corporation North America Inc. was notified as “guarantor.”²⁶ BPXP accepted the responsible party designation on May 3, 2010.²⁷

I understand that shortly after the *Deepwater Horizon* incident, BPXP established a trust fund of \$20 billion to compensate individuals and entities affected by the spill and to address natural resource damages and related costs arising as a consequence of the spill.²⁸

I understand that to date, BPXP has incurred approximately \$41.6 billion in *Deepwater Horizon*-related liabilities. These include: (1) over \$14 billion for spill response efforts; (2) over \$3 billion for environmental liabilities (including Natural Resources Damages and costs

²³ Anadarko Petroleum Company Form 10-Q for the Fiscal Quarter Ended March 31, 2010, at p. 7; Mitsui & Co. Ltd. Form 20-F for the Fiscal Year Ended March 31, 2010, at p. 44.

²⁴ Dep. Ex. 12304A, BP Annual Report and Form 20-F 2010, at p. 34.

²⁵ Letter from US Coast Guard to BPXP, Apr. 28, 2010, HCG374-019497.

²⁶ BP Corporation North America Inc. had agreed to serve as an indemnitor (up to a \$150 million upper limit) in connection with certain of BPXP’s operations in the Gulf of Mexico. See Self-Insurance or Indemnity Information Form, BP-HZN-2179MDL08942056.

²⁷ Letter from James Dupree to Thomas Morrison, May 3, 2010, BP-HZN-2179MDL08952414.

²⁸ Dep. Ex. 12304A, BP Annual Report and Form 20-F 2010, at p. 36.

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associated with the Gulf Research Initiative); and (3) over \$22 billion for economic claims and fines.²⁹

I understand that BPXP has also entered into various settlement agreements related to the

Deepwater Horizon incident including:

- Settlements with the Plaintiffs' Steering Committee ("PSC") that "resolve[d] the substantial majority of legitimate individual and business claims and medical claims stemming from the accident and oil spill."³⁰
- A US government criminal plea agreement resolving all federal criminal claims arising out of the *Deepwater Horizon* incident.³¹
- A settlement with MOEX entered into on May 20, 2011. MOEX paid BPXP \$1.06 billion and the parties agreed to mutually release potential claims against each other.³²
- A settlement with Weatherford entered into on June 20, 2011.³³ Weatherford agreed to pay \$75 million to BPXP to settle all of BP's claims against Weatherford associated with the *Deepwater Horizon* incident.³⁴

²⁹ See 2Q14 Provision Continuity Schedule, BP-HZN-2179MDL09099961 at tabs "Summary" and "Recon" showing Cost Incurred from Inception through 2Q14 of \$39.1 billion and BPXP Legal Costs of \$2.5 billion. $\$39.1 + \$2.5 = \$41.6$.

³⁰ *Id.* at 38. BP Corporation North America Inc. was a guarantor with respect to the Economic & Property Damages Settlement and the Medical Benefits Class Settlement; BP p.l.c. made a springing guarantee related to these settlements. BP Corporation North America Guarantee, BP-HZN-2179MDL08713849; BP Corporation North America Guarantee, BP-HZN-2179MDL08713857; BP p.l.c. Backup Guarantee, BP-HZN-2179MDL08713865; BP p.l.c. Backup Guarantee, BP-HZN-2179MDL08713874. A springing guarantee is a guarantee that becomes effective upon the occurrence of a certain condition.

³¹ TREX 10347, Guilty Plea Agreement.

³² Settlement Agreement Between BPXP and MOEX, BP-HZN-2179MDL03198916; Press Release, "BP Announces Settlement with Moex/Mitsui of Claims Between the Companies Related to the Deepwater Horizon Accident," May 20, 2011, *available at* <http://www.bp.com/en/global/corporate/press/press-releases/bp-announces-settlement-with-moexmitsui-of-claims-between-the-companies-related-to-the-deepwater-horizon-accident.html>.

³³ Settlement Agreement Between BPXP and Weatherford, BP-HZN-2179MDL03241693.

³⁴ Press Release, "BP Agrees to Settlement with Weatherford of Potential Claims Between the Companies Related to The Deepwater Horizon Accident," Jun. 20, 2011, *available at*: <http://www.bp.com/en/global/corporate/press/press-releases/bp-agrees-to-settlement-with->

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- A settlement with Anadarko entered into on October 17, 2011.³⁵ Anadarko agreed to pay \$4 billion to BPXP to settle all of BP's claims against Anadarko associated with the *Deepwater Horizon* incident.
- A settlement with Cameron entered into on December 15, 2011. Cameron paid BPXP \$250 million and the parties agreed to mutually release potential claims against each other.³⁶

BPXP has a bank account with North American Funding Company ("NAFCO"), a BP Group entity that provides banking and lending services to various BP Group subsidiaries.³⁷ I understand that because of the demands of the *Deepwater Horizon* incident, in June 2010, an internal financing accounts ("IFA") agreement was executed that allows BPXP to borrow up to \$5 billion from NAFCO.³⁸ BPXP is required to pay interest on any such borrowings.³⁹ This arrangement was and remains cancellable by either party on three days' notice.⁴⁰

[weatherford-of-potential-claims-between-the-companies-related-to-the-deepwater-horizon-accident.html](#).

³⁵ Settlement Agreement Between BPXP and Anadarko, BP-HZN-2179MDL04585671; Press Release, "Anadarko Announces Settlement With BP," Oct. 17, 2011, *available at* <http://www.anadarko.com/Investor/Pages/NewsReleases/NewsReleases.aspx?release-id=1617533>.

³⁶ Settlement Agreement Between BPXP and Cameron, BP-HZN-2179MDL05103812; Press Release, "BP Announces Settlement with Cameron International Corporation of Claims Related to the Deepwater Horizon Accident," Dec. 15, 2011, *available at* <http://www.bp.com/en/global/corporate/press/press-releases/bp-announces-settlement-with-cameron-international-corporation-of-claims-related-to-the-deepwater-horizon-accident.html>.

³⁷ IFA Guidelines, BP-HZN-2179MDL08942134; Robertson Dep. at 96:20-24.

³⁸ IFA Agreement between BPXP and NAFCO, BP-HZN-2179MDL07817330.

³⁹ *Id.* at p. 1 (interest rate (debit balance) calculated at LIBOR + 1.45%; interest rate (credit balance) calculated at LIBID - 0.125%).

⁴⁰ *Id.* at p. 9 (either party can terminate using termination notice period) and p. 4 (termination period is three days).

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The *Deepwater Horizon* Trust was funded in part by payments made by NAFCO on behalf of BPXP.⁴¹ I understand that as those payments were made, BPXP's bank account with NAFCO was depleted, and BPXP's accounting systems reflected that it owed accounts payable to NAFCO. I also understand that as BPXP earns money from its operations, revenue flows into BPXP's bank account with NAFCO.⁴²

In 2011, as BPXP's *Deepwater Horizon*-related liabilities increased, BPXP board member Randy Latta asked controller Mike Robertson to begin preparing unaudited financial statements reflecting its then-current financial position.⁴³ I understand that those financial statements showed that BPXP's net book value had become negative following the *Deepwater Horizon* incident.⁴⁴ In February 2012, a corporate structure and financing note was prepared, proposing a capital injection by BPAPC into BPXP.⁴⁵ Approximately \$13.9 billion was injected into BPXP by BPAPC in February 2012.⁴⁶

⁴¹ BP-HZN-2179MDL07817771; BP-HZN-2179MDL07817772; BP-HZN-2179MDL07817827; BP-HZN-2179MDL07817828; BP-HZN-2179MDL07817829; BP-HZN-2179MDL07817830; BP-HZN-2179MDL07817868; BP-HZN-2179MDL07817883; BP-HZN-2179MDL07817884; BP-HZN-2179MDL07817932; BP-HZN-2179MDL07817933; BP-HZN-2179MDL07817976; BP-HZN-2179MDL07817977; BP-HZN-2179MDL07817978.

⁴² Robertson Dep. at 97:6-99:2.

⁴³ Robertson Dep. at 203:24-204:10, 208:3-9; *see also* Dep. Ex. 12763, BPXP Consolidated Financial Statements, 3Q 2011 I understand that while prior to 2011 BPXP did not prepare regular financial statements, BPXP financial data was maintained, including trial balances, retained earnings, and information on transactions with affiliated companies. Robertson Dep. at 203:24-204:10. I further understand that BPXP's Board reviewed financial data relating to the corporation and determined that each dividend could appropriately be paid without endangering the solvency of the entity. *See, e.g.*, Bray Dep. at 290:6-291:25

⁴⁴ Dep. Ex. 12763, BPXP Consolidated Financial Statements, 3Q 2011.

⁴⁵ SFN for Capital Injection, BP-HZN-2179MDL08945968. A corporate structure and finance note ("SFN") is a management of change document employed when changes are made to a subsidiary's legal entity structure or funding. The SFN memorializes due diligence that was undertaken in respect of a proposed action and is evidence of Tax and Treasury's support for a

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In addition to this equity injection, in January 2014, BPXP received a \$3.1 billion loan from NAFCO with a two year term.⁴⁷ Interest on this loan accrues at a rate of LIBOR + 1.77 percent.⁴⁸ I understand that this interest rate was set based on an assessment of BPXP's implied credit strength.⁴⁹

V. CORPORATE GOVERNANCE AND THE PARENT-SUBSIDIARY RELATIONSHIP

A corporation is a connected series of contracts between customers, workers, managers, investors, and suppliers (of raw materials or services).⁵⁰ Other parties can contract with the corporation rather than having to contract with each affiliate, which reduces costs.⁵¹ Separating activities and assets among different corporations allows investors to create separate pools of capital (rather than putting all of their eggs in one basket). Investors can also customize rules about who controls the corporation and who is entitled to its cash flows.

Corporate governance at a publicly held corporation looks very different from the governance of wholly-owned subsidiaries of public corporations. Their governance is different because they face different issues and therefore adopt different governance practices.

particular recommendation. See Corporate Structure and Financing Process Guidance, BP-HZN-2179MDL08942142.

⁴⁶ Email from BP Treasury Statements, Feb. 28, 2012, BP-HZN-2179MDL07817769; Smith Dep. at 51:20-21; BPXP Consolidated Financial Statements 1Q2012, BP-HZN-2179MDL07817715.

⁴⁷ SFN Intercompany Balances of BPXP, BP-HZN-2179MDL08714147.

⁴⁸ *Id.* at -4150.

⁴⁹ *Id.* at -4147 (stating that the loan would be priced at market rates reflecting the implied credit strength of BPXP).

⁵⁰ MICHAEL C. JENSEN, A THEORY OF THE FIRM: GOVERNANCE, RESIDUAL CLAIMS, AND ORGANIZATIONAL FORMS 1-3 (2d ed. 2003).

⁵¹ *Id.* at 85-87.

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The central governance problem for public firms is that they have many shareholders, each of whom generally owns only a few shares. As a result, each shareholder lacks the skills, time, and information to exercise control or monitor managers. They also lack the incentive, because they face a “collective action problem.” That is, even though it is in public-company shareholders’ collective interest for all shareholders to inform themselves, monitor managers, and seek to influence managers’ decisions, it is not necessarily in each shareholder’s individual interest.⁵²

⁵² This has been thoroughly described by economists. For example:

[I]f control rights are assigned to a large and dispersed set of claimants (like the shareholders of most publicly traded companies), free-rider problems may prevent an efficient action from being undertaken - even if property rights are well defined and perfectly tradable (Grossman and Hart, 1980).

Luigi Zingales, *Corporate Governance*, in THE NEW PALGRAVE DICTIONARY OF ECONOMICS 9 (Lawrence E. Blume & Stephen Durlauf, eds., 2d ed. 2008).

This tendency toward sub-optimality is due to the fact that a collective good is, by definition, such that other individuals in the group cannot be kept from consuming it once any individual in the group has provided it for himself. Since an individual member thus gets only part of the benefit of any expenditure he makes to obtain more of the collective good, he will discontinue his purchase of the collective good before the optimal amount for the group as a whole has been obtained. In addition, the amounts of the collective good that a member of the group receives free from other members will further reduce his incentive to provide more of that good at his own expense. Accordingly, *the larger the group, the farther it will fall short of providing an optimal amount of a collective good.*

MANCUR OLSON, THE LOGIC OF COLLECTIVE ACTION: PUBLIC GOODS AND THE THEORY OF GROUPS 35 (2002).

In fact, this collective action problem is the primary issue that corporate governance mechanisms for public companies in the US seek to address. Individual shareholders with small stakes may not find it worthwhile to become informed and therefore typically either fail to vote or simply vote with management. *See, e.g.,* Robert M. Daines & Michael Klausner, *Economic Analysis of Corporate Law*, in 2 THE NEW PALGRAVE DICTIONARY OF ECONOMICS 257, 259 (Lawrence E. Blume & Stephen Durlauf, eds., 2d ed. 2008).

As one commentator has explained:

Highly Confidential

As a result, the public company's owners (its shareholders) do not control its operations and cannot effectively monitor those who control the firm (managers). And because public company managers typically own only a little of the firm, they do not reap the reward of good decisions or pay the cost of poor decisions. This means that public company managers may make bad decisions—they may use their control to benefit themselves at shareholders' expense—for example, awarding themselves excessive salary, consuming perks, or making poor

Shareholders, or their agents, must incur significant costs if they wish to cast their vote on any given proposal in an intelligent fashion. These costs include, at the least, the costs of securing relevant information, of developing the capacity to evaluate such information, and of actually evaluating the proposal at hand (or of hiring an agent to perform these tasks). . . . Free riding discourages collective action even in contexts where the benefits of informed voting outweigh the costs of becoming an informed voter. Widely dispersed shareholders rarely will incur the costs of informing themselves because each knows she will share equally in the benefits of informed voting by her fellow shareholders even if she does not bother to vote in an informed fashion herself. . . .

[I]t is in shareholders' collective best interest for each shareholder to fully inform herself, but the individually rational strategy for most shareholders is not to do so.

David Skeel, *The Nature and Effect of Corporate Voting in Chapter 11 Reorganization Cases*, 78 VA. L. REV. 461, 472-73 (1992).

Economists have cited numerous examples of collective action problems. For example, Robert Shiller has used the following example:

Imagine that you are watching an outdoor theater production while sitting on the grass. You have difficulty seeing, so you prop yourself up on your knees. Soon everyone behind you does the same. Eventually, most people are kneeling or standing, yet they are less comfortable than they were before and have no better view. Everyone should sit down, and everyone knows it, but no one does. This is a collective action problem, a phenomenon that is, unfortunately, all too common.

Robert J. Shiller, *Reviving Real Estate Requires Collective Action*, N.Y. TIMES, June 23, 2012, available at: http://www.nytimes.com/2012/06/24/business/economy/real-estates-collective-action-problem.html?_r=0.

Highly Confidential

hiring and investment decisions. These decisions arise from the “separation of ownership and control,” and the costs that arise from these decisions are known as “agency costs”:⁵³

[W]hen separation exists between the ownership of a company and its management, self-interested executives have the opportunity to take actions that benefit themselves, with shareholders and stakeholders bearing the cost of these actions. This scenario is typically referred to as the agency problem, with the costs resulting from this problem described as agency costs. Executives make investment, financing, and operating decisions that better themselves at the expense of other parties related to the firm. To lessen agency costs, some type of control or monitoring system is put in place in the organization.⁵⁴

It follows that “[t]he need for a governance control mechanism to discourage costly, self-interested behavior therefore depends on the size of the potential agency costs, the ability of the control mechanism to mitigate agency costs, and the cost of implementing the control mechanism.”⁵⁵ The governance of a publicly held firm is designed to limit the agency costs that arise given the separation of ownership and control.

⁵³ See, e.g., DAVID LARCKER & BRIAN TAYAN, *CORPORATE GOVERNANCE MATTERS: A CLOSER LOOK AT ORGANIZATIONAL CHOICES AND THEIR CONSEQUENCES* 4 (1st ed. 2011) (discussing “agency problem” and “agency costs”).

⁵⁴ DAVID LARCKER & BRIAN TAYAN, *CORPORATE GOVERNANCE MATTERS: A CLOSER LOOK AT ORGANIZATIONAL CHOICES AND THEIR CONSEQUENCES* 4 (1st ed. 2011). See also JONATHAN R. MACEY, *CORPORATE GOVERNANCE: PROMISES KEPT, PROMISES BROKEN* 1 (2008) (“The purpose of corporate governance is to persuade, induce, compel, and otherwise motivate corporate managers to keep the promises they make to investors.”); STEEN THOMSEN, *AN INTRODUCTION TO CORPORATE GOVERNANCE: MECHANISMS AND SYSTEMS* 17 (2008) (stating that “the basic problem of corporate governance is the so-called ‘agency problem’ which occurs because of the separation between ownership and management”).

Corporate finance literature discusses the same issue. For example, Richard Brealey, Stewart Myers, and Franklin Allen in their seminal textbook discuss that conflicts between shareholders and managers objectives “create agency problems.” RICHARD A. BREALEY, STEWART C. MYERS, AND FRANKLIN ALLEN, *PRINCIPLES OF CORPORATE FINANCE* 13 (10th ed. 2011).

⁵⁵ DAVID LARCKER & BRIAN TAYAN, *CORPORATE GOVERNANCE MATTERS: A CLOSER LOOK AT ORGANIZATIONAL CHOICES AND THEIR CONSEQUENCES* 5 (1st ed. 2011).

Highly Confidential

Faced with the separation of ownership and control, the governance of public firms is often a complex set of procedures and contractual provisions developed to assure that managers do not take advantage of their superior information and shareholders' inability to monitor or control. For a public firm, corporate governance is "the collection of control mechanisms that an organization adopts to prevent or dissuade potentially self-interested managers from engaging in activities detrimental to the welfare of shareholders and stakeholders."⁵⁶ The governance requirements are typically contained in the firm's charter, bylaws, contracts, and practices (such as executive compensation) that are intended to align the interests of shareholders and managers. To encourage managers to act on behalf of shareholders, governance norms for public companies also include meeting requirements, processes for collecting information about the firm's operations and prospects, and procedures for making sensible decisions and for excluding those who face a debilitating conflict of interest.

Moreover, because widely dispersed shareholders cannot meet these demands, the board of directors and managers of public companies must identify priorities and assess the company's operations, investment opportunities, and financing arrangements. The public company board must also act as a centralized decision maker and monitor managers. Because shareholders in a publicly-held firm lack information and cannot easily act on their own, directors function as something like proxies to act on their behalf. Therefore, "[d]irectors have a legal obligation to act 'in the interest of the corporation,' which the courts have defined to mean 'in the interest of shareholders.'"⁵⁷

⁵⁶ *Id.* at 8.

⁵⁷ *Id.* at 38.

Highly Confidential

In short, the board of directors plays a vital role in the governance of public firms. Shareholders cannot act in coordination and have poor incentives to become informed; therefore, the board and managers exercise a significant degree of control over public companies. Corporate governance procedures are intended to align the interests of the board and managers with shareholders.

But all of this is different for a wholly-owned subsidiary. The issues described above— (1) the limitations on the involvement of shareholders in corporate governance; (2) the separation of ownership and control; and (3) the need for corporate governance mechanisms to address agency costs and conflicts of interests—do not affect the relationship between the subsidiary and its parent shareholder.⁵⁸ For such subsidiaries, there is only one shareholder—not a widely dispersed group—and so there is no “collective action problem.” And because wholly-owned subsidiaries by definition are controlled by their parents, there is no separation of ownership and control, and therefore no need to adopt governance mechanisms designed to align the interests of the board and shareholder.⁵⁹

When there is a single shareholder with clear preferences that can easily monitor the subsidiary and implement its plans, the need for a board to determine and represent the shareholder’s interests is limited. The board of directors will not serve the same decision-

⁵⁸ See, e.g., WILLIAM T. ALLEN, REINIER KRAAKMAN, & GUHAN SUBRAMANIAN, COMMENTARIES AND CASES ON THE LAW OF BUSINESS ORGANIZATION 85-113 (3d ed. 2009).

⁵⁹ A subsidiary, just like any other corporation, is organized and operated for the benefit of its shareholder(s). If a subsidiary is wholly-owned, the parent, as the sole shareholder, will have the right to create the subsidiary’s governing documents, appoint and remove the managers and directors, and make operational decisions. The board of directors of a wholly-owned subsidiary owes fiduciary duties to the parent and shareholder. BPXP’s Secretary Steve Bray testified that a Board member’s duty is “to make decisions” based upon “your perception of the best interest of the shareholder.” Bray Dep. at 292:1-10.

Highly Confidential

making role; the shareholder can make decisions directly. In short, if the parent's will is clear, there is no governance problem that a meeting of the subsidiary's board needs to solve.

Indeed, in an important way, the wholly-owned subsidiary does not face a governance problem in terms of the separation of ownership and control. Subsidiary board decisions are intended to serve the best interests of the parent shareholder. Moreover, the parent may remove subsidiary board members who in the parent's view do not properly exercise their fiduciary duties to the parent shareholder. The governance mechanisms and formalities that a subsidiary adopts are generally intended to preserve its status as a separate entity and to satisfy its contractual obligations, including maintaining separate boards of directors and financial records.

A. Bylaws

The bylaws of a subsidiary generally include provisions relating to whether and under what circumstances the board of directors should meet, when and under what circumstances shareholder meetings should be held, and whether these types of meetings may be telephonic or held by unanimous written consent ("UWC").

The bylaws of a public firm can play a meaningful role in its governance, determining how much discretion managers have and giving shareholders one means of limiting the board's self-interest or agency costs. By contrast, in a wholly-owned subsidiary, bylaws play a much less important role. Bylaws can be changed at any moment—as soon as the parent desires—and do not provide the corporate shareholder with an important check on managerial self-interest; a sole shareholder has other and simpler means of directing the firm's decisions. The bylaws of BXP are discussed in Section IV above.

B. Equity Investments by Shareholders

Corporations receive the equity needed to run their business from shareholders who place capital at risk. But this investment is voluntary: whether and when to invest more money in a

Highly Confidential

corporation is left to the discretion of each shareholder. The fact that a shareholder has made equity injections in the past does not compel it to do so in the future. Indeed, if injecting equity meant that a shareholder was compelled or expected to provide more equity in the future, shareholders would be less likely to provide equity in the first place.⁶⁰ Instead, shareholders generally provide equity where the expected returns to the shareholder outweigh the expected costs (*i.e.*, where the investment has a positive net present value (“NPV”).⁶¹

C. Dividends

Equity investors make investments in order to get returns.⁶² Their returns depend on the dividends they can expect to receive.⁶³ In the case of a subsidiary, a company can only pay

⁶⁰ Frank H. Easterbrook & Daniel R. Fischel, *Limited Liability and the Corporation*, 52 U. CHI. L. REV. 89, 90, 97 (1985).

⁶¹ For example:

A corporation’s roster of shareholders usually includes both risk-averse and risk-tolerant investors. You might expect the risk-averse to say ‘Sure, maximize value, but don’t touch too many high-risk projects.’ Instead they say ‘Risky projects are OK, provided that expected profits are more than enough to offset the risks. If this firm ends up too risky for my taste, I’ll adjust my investment portfolio to make it safer.’

RICHARD A. BREALEY, STEWART C. MYERS, AND FRANKLIN ALLEN, *PRINCIPLES OF CORPORATE FINANCE* 9 (10th ed. 2011).

[C]ompanies often compare the expected rate of return from investing in the project with the return that shareholders could earn on equivalent risk investments in the capital market.

Id. at 101.

The only cash flow you receive when you buy shares in a publicly traded firm is a dividend. The simplest model for valuing equity is the dividend discount model (DDM) – the value of a stock is the present value of expected dividends on it.

ASWATH DAMODARAN, *INVESTMENT VALUATION: TOOLS AND TECHNIQUES FOR DETERMINING THE VALUE OF ANY ASSET* 323 (3d ed. 2012).

⁶² “The value of a stock is equal to the stream of cash payments discounted at the rate of return that investors expect to receive on other securities with equivalent risks.” RICHARD A. BREALEY,

dividends to its parent.⁶⁴ Indeed, “the reason that . . . a parent has a subsidiary, is to . . . to earn a return. Otherwise, [there] would be no point in investing [in] a subsidiary. And the form of that return is usually the form of the dividends.”⁶⁵ It is common for a subsidiary to pay dividends if it is not insolvent.⁶⁶

D. Limited Shareholder Liability Is a Fundamental Principle of Corporate Governance

Limited liability means that shareholders (including shareholders who are corporate parents) do not risk losing more than the amount they invest. A corporate parent who injects \$100 of equity into a subsidiary risks that \$100, but no more. Absent the requirements for veil-piercing (which I understand the United States does not allege in this litigation) or some regulatory requirement, the corporate parent is not required to inject additional capital to meet the subsidiary’s liabilities.⁶⁷

STEWART C. MYERS, AND FRANKLIN ALLEN, PRINCIPLES OF CORPORATE FINANCE 94 (10th ed. 2011).

⁶³ See, e.g., *id.* at 78-80 (price of a stock is the present value of expected future dividends); Bamfield Dep. at 58:10-19.

⁶⁴ Bamfield Dep. at 57:12-14.

⁶⁵ Bamfield Dep. at 58:15-19.

⁶⁶ I understand that BPXP has not declared dividends since the Incident. BPXP has a book-value net worth of approximately \$3.5 billion (the book value of its assets is approximately \$25 billion, and the book value of its liabilities is approximately \$21.5 billion). See BPXP Consolidated Financial Reports IQ14, BP-HZN-2179MDL07817670. Far from extracting capital from BPXP since the Incident, BPXP’s parent injected approximately \$13.9 billion in 2012. See Email from BP Treasury Statements, Feb. 28, 2012, BP-HZN-2179MDL07817769; SFN for Capital Injection, BP-HZN-2179MDL08714143. I understand that BPXP has not paid a dividend since the incident.

⁶⁷ Frank H. Easterbrook & Daniel R. Fischel, *Limited Liability and the Corporation*, 52 U. CHI. L. REV. 89, 90 (1985).

Highly Confidential

The benefits of limited liability are well recognized. If an investor who injects \$100 into a corporation stood to lose more than that \$100, he would be less likely to invest the money. Limited liability therefore encourages investment in corporations and projects.⁶⁸

Importantly, the principle of limited liability coexists with each of the other corporate governance principles described above, including:

- parental control of subsidiaries;
- discretionary injection of equity by parents with no obligation to make future injections; and
- payment of dividends by subsidiaries.

All of these practices are a standard part of the limited-liability relationship between shareholders and the firms in which they invest. Equity investors have (1) the right to receive dividends, and (2) the right to choose whether or not to invest additional amounts. At the same time, equity investors are not responsible for the liabilities of the firm, and do not risk losing more than they previously invested.

E. The Ability to Create Legal Subsidiaries Is Also Fundamental to Corporate Governance

Subsidiaries serve valuable purposes in corporate governance. Indeed, it is widely recognized that the essential role of organizational law is to enable the creation of subsidiaries and separate corporations. Corporations create subsidiaries to facilitate tax planning, reduce uncertainty and creditors' monitoring costs, reduce the cost of capital, invest in uncertain or risky

⁶⁸ *Id.* at 93-97; see also WILLIAM T. ALLEN, REINIER KRAAKMAN, & GUHAN SUBRAMANIAN, COMMENTARIES AND CASES ON THE LAW OF BUSINESS ORGANIZATION 85-113 (3d ed. 2009).

Highly Confidential

enterprises, engage in complex transactions such as mergers or joint ventures, and comply with regulatory requirements.⁶⁹

Subsidiaries are fundamental to the modern economy, including to the organization and operation of many global corporations. One important reason subsidiaries are formed is to create separate pools of assets that are dedicated to specific creditors. This has several benefits. First, this allows individuals and firms to limit the amount of capital they will risk in any one venture:

⁶⁹ For example:

Most mergers are accomplished in a way that permits two separate corporate entities to survive the merger. This maintenance of the liability shield is the premise for the triangular merger form. In this structure, the acquirer (A) forms a wholly owned subsidiary (call it NewCo)....

WILLIAM T. ALLEN, REINIER KRAAKMAN, & GUHAN SUBRAMANIAN, COMMENTARIES AND CASES ON THE LAW OF BUSINESS ORGANIZATION 461 (3d ed. 2009).

[N]ot all subsidiaries are the same. Some house operations; others are financial conduits transporting capital from headquarters to those operating subsidiaries . . . [W]e expect to see the location decisions for at least some financial conduits to be tax-motivated

Kevin S. Markle & Douglas A. Shackelford, *The Impact of Headquarter and Subsidiary Locations on Multinationals' Effective Tax Rate* 15 (Nat'l Bureau Econ. Res., Working Paper No. 19621, 2013).

Certain developments in a company's lifecycle can trigger the need for a subsidiary, such as the launch of a new venture with different risk characteristics than the company's existing line of business or the opening of operations in a new state or foreign country ... From an accounting perspective, creating a subsidiary makes sense because it allows companies to enjoy substantial tax benefits and creditor protections. The costs involved can be as little as a few thousand dollars for smaller companies, and when costs are higher, they are almost always nominal compared with potential rewards.

Randy Myers, *Is a Subsidiary in Your Future?*, J. ACCT. 1 (2002), available at: <http://www.journalofaccountancy.com/Issues/2002/Jun/IsASubsidiaryInYourFuture.htm>; see also *id.* at 3 (“Sometimes, companies will want to form subsidiaries to take advantage of tax and regulatory benefits unique to their industry Using the subsidiary structure also minimizes the complexity of dealing with insurance regulations that vary from state to state.”).

Highly Confidential

if a venture in Company A is unsuccessful, creditors will not be able to dismantle a successful Company B or claim all of Company A's owner's assets. This encourages firms to make investments including those with a risk of financial loss, which benefits shareholders and society. Second, creating separate legal entities makes it easier for creditors to monitor the creditworthiness of the debtor. Creditors of Subsidiary B need only keep track of Subsidiary B's activities and financial condition, and do not need to be concerned that creditors from Subsidiary A will lay a claim to Subsidiary B assets on which they had been relying. Thus, they can save time and money by not having to focus on Subsidiary A's assets, liabilities, and activities as well as the assets of Subsidiary A creditors.

Therefore, the ability to create subsidiaries reduces costs and encourages investment and the formation of new businesses, including in desirable endeavors with a risk of financial loss. As described in Section VII.C below, both BP p.l.c. and its peers have created a significant number of legal subsidiaries.

VI. BPXP's CORPORATE GOVERNANCE AND ITS RELATIONSHIP TO THE BP GROUP

I understand that the United States may argue that certain elements of BPXP's corporate governance support its claim that the Court should "take into consideration the BP Corporate Family" in determining the appropriate penalty.⁷⁰ I have reviewed governance mechanisms described in Sections I, IV and V, BPXP Board meeting minutes, resolutions, and unanimous written consents from 2009 through 2013, as well as other documents and depositions. The issues that the United States has raised with respect to BPXP's governance do not demonstrate

⁷⁰ United States Memorandum in Support of Plaintiff United States' Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2.

poor governance by BPXP and are not inconsistent with what one would expect in a parent-subsi-dary relationship.

A. **BPXP Corporate Governance**

1. **Activities of the BPXP Board**

Prior to the spill, the BPXP board's activities included declaring dividends payable on its common and preferred stock⁷¹ and appointing BPXP officers.⁷² Both of these activities are appropriate for the board of a wholly-owned subsidiary, assuming they complied with applicable law.

After the spill, I understand that BPXP entered into the agreements described in section IV above, including the US government criminal plea agreement and settlements with the PSC and other parties. From this point on, BPXP's Board of Directors acted both by written consent and in person meetings to evaluate these proposed agreements and receive compliance updates related to those agreements, among other activities.⁷³ Because of these additional activities, the BPXP Board met more frequently post-spill.⁷⁴

⁷¹ I understand that prior to the declaration of dividends, BPXP's Board reviewed financial data relating to the corporation and determined that the dividend could appropriately be paid without endangering the solvency of the entity. *See, e.g.*, Bray Dep. at 290:6-291:25; *see also* Dep. Ex. 12750, BPXP Board Meeting Minutes, Dec. 30, 2009. Steve Bray, Head of the Group Secretariat for BP Parent testified that consistent with this concept, "[declaration of dividends] are the sorts of actions for a – a company of that age or a wholly owned subsidiary, that – that would be the sort of action that it would take," and that this was consistent with his experience at other firms. Bray Dep. at 291:4-298:6, 299:12-15.

⁷² *See, e.g.*, BPXP Unanimous Written Consent, Jun. 1, 2009, BP-HZN-2179MDL09189974; BPXP Unanimous Written Consent, Jul. 30, 2009, BP-HZN-2179MDL09189977; BPXP Unanimous Written Consent, Nov. 1, 2009, BP-HZN-3279MDL09189991.

⁷³ Bray Dep. at 259:6-260:8; *See, e.g.*, Dep. Ex. 12838, BPXP Board Meeting Minutes from Mar. 15, 2011; Dep. Ex. 12843, BPXP Board Meeting Minutes from May 17, 2011; Dep. Ex. 12878, BPXP Board Meeting Minutes from Apr. 29, 2013.

⁷⁴ Bray Dep. at 259:6-260:8.

2. Action By Written Consent

Boards can act either in a board meeting or, in lieu of a meeting, by agreeing in writing to a particular course of action (this is known as acting by unanimous written consent). I understand that BPXP's Board of Directors has sometimes taken action by written consent.⁷⁵

Acting by unanimous written consent is an appropriate tool of corporate governance and is consistent with the idea that the board is seeking to implement the will of its sole shareholder.⁷⁶ Section 2.8 of the BPXP bylaws provides that "any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting [with the consent of] all members of the Board of Directors."⁷⁷ This practice is also consistent with Delaware General Corporation Law, which states, "Unless otherwise restricted by the certificate of incorporation or bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee therefore may be taken without a meeting if all members of the board or committee, as the case may be, consent therefore in writing, or by electronic transmission."⁷⁸

3. The Size and Composition of BPXP's Board

Because the boards of subsidiaries do not perform the same deliberation and monitoring function that public company boards perform, they are generally smaller. This is perfectly consistent with a board that serves the interests of its sole shareholder and therefore appropriate from a corporate governance perspective. Section 2.1 of BPXP's bylaws allows for the Board of

⁷⁵ See, e.g., BP-HZN-2179MDL07817736, Consent Action of the Board of Directors In Lieu of a Meeting, March 17, 2009.

⁷⁶ Bray Dep. at 294:2-6.

⁷⁷ Dep. Ex. 12904, BPXP Bylaws.

⁷⁸ Delaware Code Annotated Title 8, Sec. 141(f).

Directors to include just one director.⁷⁹ BPXP's Board of Directors has six members rather than the single director minimum.⁸⁰

Some of the members of BPXP's Board of Directors were also employees at other BP entities. Richard Morrison (Vice President of Operations in the Gulf of Mexico),⁸¹ David Rainey (Vice President of Exploration in the Gulf of Mexico), James Dupree (President and Chairman of BPXP), Cindy Yielding (Vice President of Exploration & Appraisal), Luke Keller (Executive Vice President of the GCRO), and Randy Latta (Chief Financial Officer of GCRO) are all current or former Board members who also had roles in managing BPXP's assets.⁸² For example, Mr. Morrison testified that he presently has responsibility for ensuring safe, efficient, and reliable operations in the Gulf of Mexico, evaluating the strategy of the business in the Gulf of Mexico, and acting as BPXP's representative to regulating agencies.⁸³ It is not unusual or inappropriate for board members of a wholly owned subsidiary to also play other roles in the corporate group.⁸⁴

B. The Relationship Between BPXP and the BP Group

The issues that the United States has raised with respect to the relationship between BPXP and the BP Group also are not inconsistent with what one would expect in a parent-

⁷⁹ Dep. Ex. 12904, BPXP Bylaws.

⁸⁰ BPXP Appointment History, BP-HZN-2179MDL07817761.

⁸¹ All job descriptions reflect responsibilities held by these individuals around the time of the Incident.

⁸² BPXP Appointment History, BP-HZN-2179MDL07817761.

⁸³ Morrison Dep. at 9:25-10:19.

⁸⁴ See for example, Deloitte, Governance of Subsidiaries: A Survey of Global Companies, September 2013, available at: http://www.deloitte.com/assets/Dcom-India/Local%20Assets/Documents/Thoughtware/Tax_thoughtpapers_Dec_19/Deloitte_Global%20Subsidiary%20Governance%20Survey%20Report.pdf

Highly Confidential

subsidiary relationship. The BP Group is “organi[z]ed and governed through a system of delegated authority reflecting business and control requirements.”⁸⁵ “Authority to commit” the BP Group to “investments is exercised by a manager in the relevant Segment or Function, who has appropriate delegated authority, through support of a Finance Memorandum.”⁸⁶ The choice of “*whether* to make the investment (‘Is this a good investment of Group resources?’) belongs therefore with the Segment or Function within whose Plan that investment lies.”⁸⁷ However, according to the BP Group’s standards, “[c]hanges to corporate structure can only be properly implemented through Board Minutes or Resolutions, or by an empowered director or officer of the Board of the appropriate company.”⁸⁸

Some BP Group managers have authority to commit BP Group resources.⁸⁹ However, as stated in the BP Group’s Corporate Structure and Financing Process Guidance, these delegations of authority do not trump the “governing documents of the relevant legal entity”⁹⁰ I understand

⁸⁵ Corporate Structure and Financing Process Guidance, BP-HZN-2179MDL08942142. Internal control is a “process, effected by an entity’s board of directors, management and other personnel. This process is designed to provide reasonable assurance regarding the achievement of objectives in effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.” Committee of Sponsoring Organizations of the Treadway Commission (Aug. 14, 2014), *available at*: <http://www.coso.org/resources.htm>.

⁸⁶ Corporate Structure and Financing Process Guidance, BP-HZN-2179MDL08942142. On September 30, 2009, the financial memorandum (“FM”) for approval to drill the Macondo well was executed. A representative of BP p.l.c. (Andy Inglis) signed to provide “support” for this expenditure, but the memorandum was “approved” by a BPXP representative. Financial Memorandum for Macondo Exploration Well, BP-HZN-2179MDL00256298.

⁸⁷ Corporate Structure and Financing Process Guidance, BP-HZN-2179MDL08942142. I understand that BP prepares a strategic “plan” that it uses to guide investment. *See* Bucknall Dep. at 102:7-20.

⁸⁸ *Id.* at -2143. *See also* Bucknall Dep. at 103:11-13 (“You need to constitute a board, articles of association, everything else.”).

⁸⁹ Corporate Structure and Financing Process Guidance, BP-HZN-2179MDL08942142, at -2150.

⁹⁰ *Id.* at -2143.

that BPXP has a well-defined process describing the respective responsibilities of BP Group management and BP subsidiaries:⁹¹

- The internal BP Group management delegations, set out within the Group's DoA, do not take precedence over the requirements of applicable law, contract or the articles of association, by-laws or other governing documents of the relevant legal entity, whatever its form (subsidiary company, joint venture, associate, partnership or other). The management authority of BP employees to commit BP resources will be limited by their delegated authorities within the Group's DoA, but as directors, officers and other individuals acting on behalf of subsidiaries or joint ventures they receive their delegated legal authority from the relevant legal entity, rather than through the Group's DoA. They will need to be mindful, for example, of their fiduciary duty to the specific legal entity according to applicable law.

This process is consistent with a parent-subsidiary relationship and the concepts discussed in Section V above.

C. The Activities of BPXP's Management and Shareholders

The issues that the United States has raised with respect to the role that managers and shareholders play in BPXP's governance are also not inconsistent with what one would expect in a parent-subsidiary relationship. BPXP is not run solely by a Board of Directors. BPXP's activities are also directed and conducted by its officers, by the employees of other BP Group entities for whose time BPXP pays,⁹² and by BPXP's direct and indirect shareholders.

BPXP's Board does not and cannot make all decisions affecting BPXP's assets. For example, it does not guide business plans and strategy, set performance objectives for the Gulf of Mexico business unit, oversee capital expenditures, or oversee acquisitions and divestitures.⁹³ I

⁹¹ *Id.*

⁹² *See, e.g.*, Dep. Ex. 11964, General Services and Agency Agreement, BP-HZN-2179MDL07817979.

⁹³ Bray Dep. at 260:9-266:3.

Highly Confidential

understand that these are ordinary course decisions, and ordinary course decisions are appropriately made by management.⁹⁴

In addition, the boards and managers of the parent companies of BPXP have made recommendations and decisions that have impacted BPXP and its assets. Examples include:

- BPXP's then-parent BPAPC injected \$13.9 billion of capital into BPXP in February 2012.⁹⁵
- NAFCO, an indirect subsidiary of BP p.l.c., made a \$3.1 billion loan to BPXP in February 2014.⁹⁶
- The Gulf of Mexico Committee of the BP p.l.c. Board has "continue[d] to oversee the group's response to the *Deepwater Horizon* accident."⁹⁷

These activities are all consistent with direct and indirect shareholders exercising an appropriate level of control over their subsidiary, in accordance with the definition of a subsidiary and with the standards for wholly-owned subsidiaries outlined in Section V above. Corporate governance mechanisms should serve the interests of a company's shareholder. Because in the case of BPXP and other subsidiaries there is a sole shareholder that can easily express its views, there is relatively less reason to engage in costly board of directors' deliberation to decide which actions would help shareholders.⁹⁸

⁹⁴ Bray Dep. at 317:24-318:23.

⁹⁵ Email from BP Treasury Statements, Feb. 28, 2012, BP-HZN-2179MDL07817769; SFN for Capital Injection, BP-HZN-2179MDL08714143.

⁹⁶ SFN Intercompany Balances of BPXP, BP-HZN-2179MDL08714147.

⁹⁷ BP Website, Gulf of Mexico Committee, *available at*: <http://www.bp.com/en/global/corporate/investors/governance/board-performance-report-2013/board-committees/gulf-of-mexico-committee.html>

⁹⁸ Bray Dep. at 296:13-297:7.

VII. THE ISSUES THAT THE UNITED STATES HAS RAISED WITH RESPECT TO PARENTAL CONTROL AND THE RESPONSE DO NOT DEMONSTRATE ANYTHING OTHER THAN A NORMAL PARENT-SUBSIDIARY RELATIONSHIP

I understand that the United States' position with respect to corporate governance issues is that the Court should "take into consideration the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty."⁹⁹ As support for this claim, the United States asserts that "BP p.l.c. and its Affiliates have directed and controlled BXP" and that "BP p.l.c. managed and funded the response action."¹⁰⁰ However, from a corporate governance perspective, these practices do not provide a reason to expect BP Group to invest additional capital in BXP. Of course, a shareholder may *choose* to invest additional capital. But that choice depends on the shareholder's views of the investment's likely returns.

A. The Claim That BP p.l.c. "Controls" BXP Would Not Demonstrate Anything Other Than a Normal Parent-Subsidiary Relationship

The United States' claim that "BP p.l.c. and its affiliates have directed and controlled BXP," would not demonstrate anything other than a normal parent-subsidiary relationship. The definition of "subsidiary" assumes control by a parent:

- United States Tax Code:¹⁰¹

(1) Parent-subsubsidiary controlled group

One or more chains of corporations connected through stock ownership with a common parent corporation if—

(A) stock possessing at least 80 percent of the total combined voting power of all classes of stock entitled to vote or at least 80 percent of the total value of shares of all classes of stock of each of the corporations, except the common parent

⁹⁹ United States Memorandum in Support of Plaintiff United States' Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2.

¹⁰⁰ *Id.* at pp. 4-8.

¹⁰¹ United States Tax Code, 26 U.S.C. Sec. 1563(a).

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corporation, is owned (within the meaning of subsection ((d)(1)) by one or more of the other corporations; and

(B) the common parent corporation owns (within the meaning of subsection ((d)(1)) stock possessing at least 80 percent of the total value of shares of all classes of stock of at least one of the other corporations, excluding, in computing such voting power or value, stock owned directly by such other corporations.

- Delaware General Corporation Law:¹⁰²

As used in this subsection, “subsidiary” means any entity wholly-owned and controlled, directly or indirectly, by the corporation and includes, without limitation, corporations, partnerships, limited partnerships, limited liability partnerships, limited liability companies, and/or statutory trusts.

- Random House Unabridged Dictionary:¹⁰³

Defining subsidiary company as “a company whose controlling interest is owned by another company.”

- Black’s Law Dictionary:¹⁰⁴

Defining “subsidiary corporation” as a “corporation in which a parent corporation has a controlling share.”

In sum, corporate “parents” by definition exercise “control” over their “subsidiaries.” The “controlling” conduct alleged by the United States describes nothing out of the ordinary. In fact, a wholly-owned subsidiary that was not controlled in any way by its corporate parent would be the troubling exception.

As a matter of corporate governance, the claim that BP p.l.c. “controls” BPXP does not create an expectation or requirement that BP p.l.c. will provide further capital to BPXP to pay a Clean Water Act penalty or other future liability. Like all shareholders, corporate parents invest capital in subsidiaries based on the expected returns. Limited liability means that parents are not

¹⁰² Delaware Code Annotated Title 8, Sec. 271(c).

¹⁰³ Random House Unabridged Dictionary 1896 (2nd ed. 1993).

¹⁰⁴ Black’s Law Dictionary 152 (pocket 3d ed. 2006).

required to contribute any additional capital.¹⁰⁵ This rule is challenged in cases involving veil-piercing or a parent's direct liability for the actions of its agent subsidiary, but I understand that these exceptions to the general rule have not been raised by the United States here.

B. The Claim That BP p.l.c. Helped to "Manage" the Response Does Not Demonstrate Anything Other Than a Normal Parent-Subsidiary Relationship

In support of its claim that the Court should "take into consideration the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty,"¹⁰⁶ the United States next asserts that BP p.l.c. "managed" the BP Group's response to the spill.¹⁰⁷ The United States asserts that "[i]mmediately after the blowout, BP put Doug Suttles, the COO for BP's Exploration and Production segment, who reported directly to Mr. Inglis, in charge of the response."¹⁰⁸ The United States further claims that the Board of Directors of BP p.l.c. "monitored the company's work in containing the spill, received regular updates from BP management and was kept in daily contact as the company responded to the spill."¹⁰⁹ Even if these claims by the United States were true, they would not demonstrate anything unusual for a parent-subsubsidiary relationship.¹¹⁰

Moreover, increasing a penalty based on the response actions of a subsidiary's parent would discourage parents from becoming involved in oil spill responses in the future. Parental

¹⁰⁵ Frank H. Easterbrook & Daniel R. Fischel, *Limited Liability and the Corporation*, 52 U. Chi. L. Rev. 89, 89-90 (1985).

¹⁰⁶ United States Memorandum in Support of Plaintiff United States' Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2.

¹⁰⁷ *Id.* at pp. 7-8.

¹⁰⁸ *Id.* at p. 7.

¹⁰⁹ *Id.* at p. 7 n.28.

¹¹⁰ In fact, I understand that BPXP was the BP entity that incurred liabilities in connection with the Spill Response.

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involvement in subsidiary response actions should be encouraged when they have valuable expertise or additional resources that can reduce the harm from an incident.

C. The Existence of Subsidiaries and Business Segments Is Neither Uncommon Nor a Basis To Deviate From Limited Liability

In support of its “BP corporate family” theory for determining a penalty, the United States next focuses on the BP Group’s subsidiaries and business segments. The United States claims that although “BP has a relatively large number of subsidiaries, its operations are driven by a comparatively simple parallel structure of two business segments that are further divided into SPUs (Strategic Performance Units) for actually operating these assets, the Upstream Segment (formerly Exploration and Production) and the Downstream Segment.”¹¹¹

There is in fact no reason to think that the number of subsidiaries should track the number of business segments. To the contrary, for purposes including financial planning and asset allocation, business segments may have a number of subsidiaries, each serving a separate business purpose. A subsidiary is a tool for investment and contracting.

In fact, it is not uncommon for large multinational corporations to have many subsidiaries and fewer business segments (including the separation into “Upstream” and “Downstream” segments similar to what is found in the BP Group). Exhibit 1 identifies the number of majority-owned subsidiaries and the number of reported business segments for the firms that are part of the Dow Jones Oil & Gas Titans.¹¹² As the exhibit shows, it is not unusual across large oil and gas companies to have hundreds of subsidiaries, while only a limited number of business segments. Other large multinational companies also have significantly fewer business segments

¹¹¹ United States Memorandum in Support of Plaintiff United States’ Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 4.

¹¹² The BP Group and the other supermajor oil and gas companies are part of the Dow Jones Oil & Gas Titans 30 Index.

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than subsidiaries. Exhibit 2 shows the number of subsidiaries and the number of reported business segments for a list of multinational corporations with total assets of at least \$100 billion. These companies were part of the FTSE Global 100 Index and the Morgan Stanley Multinational Index as of July 29, 2014.

Certain of BP's peers have disclosed "segment" structures similar to that of BP.¹¹³ For example, Chevron's public filings state:

[Chevron's] investments are grouped as follows: upstream – exploration and production; downstream – refining, marketing and transportation; chemicals; and all other. The first three of these groupings represent the company's "reportable segments" and "operating segments" as defined in accounting standards for segment reporting.¹¹⁴

D. The Existence of Centralized Functions and Overlap Between the BPXP Board and BP Management Is Neither Uncommon Nor a Basis To Deviate From Limited Liability

I understand that the United States also seeks to support its request that the Court "take into consideration the BP corporate family (BP p.l.c. and its affiliates) in fixing the civil penalty," by citing the BP Group's reliance on shared employees and centralized functions such as treasury within the BP Group.¹¹⁵

I further understand that, in conducting its operations, BPXP relies on certain payrolled employees of other BP Group entities, including BPAPC, a separate legal entity incorporated in Delaware. While BPXP itself maintains no employees, it is charged, and other BP Group entities

¹¹³ Exhibit 3 identifies the reportable business segments for each of the supermajor oil & gas companies as of their latest reported annual filing. Each of the supermajors (except ConocoPhillips) has an upstream (or E&P) segment and a downstream (refining & marketing) segment.

¹¹⁴ Chevron Corporation Form 10-K for the Fiscal Year Ended December 31, 2009, at p. FS-40.

¹¹⁵ United States Memorandum in Support of Plaintiff United States' Motion in Limine to Permit Relevant Evidence Concerning BP p.l.c. and Other BP Affiliates, Dkt. 12355-1, at p. 2.

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are credited, for the personnel costs associated with those BP Group entities' work on behalf of BPXP.¹¹⁶ I understand that employees of other BP Group entities provide BPXP other services including engineering, financial analysis, IT, geological, geophysical, and petrophysical expertise, and process safety engineering, among others. This is perfectly appropriate and expected.

The treasury function within the BP Group is centralized. BP Group Treasurer David Bucknall explained the rationale for such centralization:

[T]he objective of centralizing the cash is to make sure that for all the companies the group owns, there is a professional, well-run, properly managed set of people that are able to do that activity. . . . So the objective is to -- is to concentrate the resources. Those resources belong to the legal entities, but they do need to be managed in one place. You know, rather than each individual legal entity having its own treasury, its own bank, its own debt issuance, we like to bring that together, and this is what multinational companies do, bring it all together so that we're able to manage that in an effective way.¹¹⁷

Centralized operations are efficient and make sense for shareholders because they lower costs and create economies of scale. Because corporations are a vehicle for reducing the costs of contracting and for identifying particular pools of assets that back particular ventures, there is no reason to think each corporation should have "its own" treasury or tax department. This would be wasteful.

¹¹⁶ See, e.g., Dep. Ex. 11964, General Services and Agency Agreement, BP-HZN-2179MDL07817979 (stating "[t]he intent of the Parties is to allow the Company to fully recover the costs to the Company of providing any Services (which costs will reflect the benefits of any discounts received by the Company), but not to return any profit to the Company. In addition, the terms and conditions under which the procurement of equipment or materials are to be acquired from the Company and its Affiliates shall not exceed the terms and conditions under which similar equipment or materials could be acquired from unrelated third parties (considering, among other factors, price, quality, availability for delivery and fitness for the particular purpose) and shall reflect the benefits of any discounts received by the Company in the procurement of such equipment and materials." The "Company" refers to BPAPC.).

¹¹⁷ Bucknall Dep. at 29:22-30:21.

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In fact, it is not uncommon for firms to lower their costs and achieve economies of scale by centralizing important financial and planning functions:

- McKinsey & Co., a global management consulting organization, concluded based on a survey of 120 treasurers that the treasury function is improved by centralization:

In an effort to help corporate treasurers improve their performance in core activities, we surveyed 120 of them over the past year and conducted in-person interviews with an additional 50. Those sources, as well as our experience working with treasurers, have led us to believe that companies should focus on five moves to improve their global treasury function...[including] Centralize the treasury function globally.¹¹⁸

- Deloitte, the international auditing and consulting firm, states that:

Consolidating, centralizing, standardizing, and streamlining functions, operations and value drivers within the supply chain and logistic organization, while initially disruptive, typically allow companies to improve quality and accountability, reduce costs, manage operational risk, and better track performance metrics. Some of the common business model changes within the oil and gas industry include: centralized management and development of intellectual property, rationalized supply chain, consolidated procurement functions, standardized operating processes, streamlined manufacturing processes, centralized asset ownership, and centralized sales organizations.¹¹⁹

- Her Majesty's Revenue and Customs (UK) states that it is common for large global companies to centralize "some or all of their finance function," and that one of the benefits of this practice is "maximization of liquidity and minimization of external borrowing through cash pooling."¹²⁰

¹¹⁸ Tim Hesler et al., "Five steps to a more effective global treasury," MCKINSEY & CO. (Nov. 2011), available at: http://www.mckinsey.com/insights/corporate_finance/five_steps_to_a_more_effective_global_treasury.

¹¹⁹ "Global Oil & Gas Tax Newsletter, Views From Around the World," DELOITTE, Oct. 2013, at p. 2.

¹²⁰ "INTM503030 Intra-group funding: group finance companies and the treasury function: Centralising the finance function - commercial considerations," HER MAJESTY'S REVENUE AND CUSTOMS, available at: <http://www.hmrc.gov.uk/manuals/intmanual/intm503030.htm>

VIII. PENALIZING BPXP BASED ON PARENTAL ABILITY TO PAY WILL TEND TO DISCOURAGE WELL-CAPITALIZED COMPANIES FROM INVESTING IN ACTIVITIES WITH A RISK OF FINANCIAL LOSS

As discussed above, under the fundamental principles of limited liability, parents are not required to contribute any capital beyond their initial investment.¹²¹ Based on this central rule of corporate governance, parent shareholders make their investments into subsidiaries based on the assumption that capital not invested is not put at risk. If a penalty is set based on the United States' theory that past investments require future investments, well-capitalized parent shareholders who have the largest amounts of capital not yet invested in their subsidiaries may be reluctant to invest more. By contrast, thinly capitalized parents, or companies with no parents, would be more likely to invest in activities with a risk of financial loss like deepwater drilling, because they have little more than their past investments at risk.

As explained by Judge Easterbrook and Professor Fischel:

It does not follow that parent and affiliate corporations always should be liable for the debts of those in which they hold stock. Far from it. Such general liability would give unaffiliated firms a competitive advantage. Think of the taxicab business. Taxi firms may incorporate each cab or put just a few cabs in a firm. If courts routinely pierced this arrangement and put the assets of the full venture at risk for the accidents of each cab, then "true" single-cab firms would have lower costs of operation because they alone could cut off liability. That would create a perverse incentive because, as we have emphasized, larger firms are apt to carry more insurance.¹²²

For these reasons, setting penalties based on a parent's assets will have a tendency to discourage investment in deepwater drilling by well-capitalized parents. As a consequence, it would become more difficult to achieve oil spill response, mitigation, and compensation and

¹²¹ Frank H. Easterbrook & Daniel R. Fischel, *Limited Liability and the Corporation*, 52 U. CHI. L. REV. 89, 93-97 (1985).

¹²² *Id.* at 111.

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payments, of the type achieved in connection with the *Deepwater Horizon* incident—all of which required an enormous amount of capital to be deployed over a short period of time.

IX. CONCLUSION

The corporate governance of a wholly-owned subsidiary necessarily differs from the governance of a publicly held corporation. In my opinion, the issues that the United States has raised with respect to BPXP's governance do not demonstrate poor governance by BPXP and are not inconsistent with what one would expect in a parent-subsidiary relationship. Corporate parents—the sole shareholders of wholly-owned subsidiaries—control their subsidiaries. The United States' claim that "BP p.l.c. and its affiliates have directed and controlled BPXP" describes nothing more than what one would expect in a normal parent-subsidiary relationship.

Rob Daines

Robert Daines
August 15, 2014

Exhibit 1
Number of Majority-Owned Subsidiaries
Companies in the Dow Jones Oil & Gas Titans 30 Index
As of August 14, 2014

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Company ^[A]	Total Assets (\$MM) As of 12/31/13	Reportable Business Segments ^[B]	Number of Majority- Owned Subsidiaries ^[C]
Gazprom OAO	\$408,937	7	178
PetroChina Co Ltd	\$386,870	4	76
Royal Dutch Shell PLC	\$357,512	2	381
Exxon Mobil Corp	\$346,808	3	229
Petroleo Brasileiro SA	\$318,811	6	77
Chevron Corp	\$253,753	2	164
Total SA	\$238,919	3	244
China Petroleum & Chemical Corp	\$228,430	4	116
Eni SpA	\$190,513	5	136
Statoil ASA	\$145,807	3	78
ConocoPhillips	\$118,057	6	134
Lukoil OAO ^[D]	\$109,439	4	191
CNOOC Ltd	\$102,655	3	44
Suncor Energy Inc	\$73,718	3	32
Occidental Petroleum Corp	\$69,443	3	91
Schlumberger Ltd	\$67,100	3	61
Reliance Industries Ltd	\$66,739	3	61
BG Group PLC	\$65,974	2	50
Apache Corp	\$61,637	1	43
Anadarko Petroleum Corp	\$55,781	3	48
Enbridge Inc	\$54,189	4	38
TransCanada Corp	\$50,734	3	21
Phillips 66	\$49,798	4	35
Canadian Natural Resources Ltd	\$48,716	5	17
Hess Corp	\$42,754	2	74
Marathon Oil Corp	\$35,620	3	172
National Oilwell Varco Inc	\$34,812	3	237
Halliburton Co	\$29,223	2	67
Marathon Petroleum Corp	\$28,385	3	38
Average:			
Assets Any Size		3	108
Assets >= \$100billion		4	158
BP p.l.c.	\$305,690	3	191

Notes:

- [A] Companies are the constituents of the DJ Oil & Gas Titans 30 Index per Bloomberg, L.P. Highlighted companies are the supermajor oil & gas companies.
- [B] Number of reportable business segments per latest annual filings as of July 31, 2014. Business segments exclude "corporate" and "other" (aggregation of other divisions) segments.
- [C] Number of Majority-Owned Subsidiaries per Capital IQ Corporate Structure Tree's "filtered count," is the "Number of Majority Holdings" as of August 14, 2014.
- [D] Lukoil OAO (LSE: LKOD) information was unavailable, the data reported is for Open Joint Stock Company Oil Company Lukoil (MICEX: LKOH)
- Sources: Index constituents per Bloomberg L.P. Number of subsidiaries per "Corporate Tree" function of Capital IQ, pulled as of August 14th, 2014. Total Assets per Capital IQ. Number of Reportable Segments per latest Annual Filings.

Exhibit 2
Number of Subsidiaries and Business Segments for
Selected Multinational Companies with Assets of Greater than \$100 Billion
As of August 14, 2014

Company ^[A]	Total Assets (\$MM) As of 12/31/13	Reportable Business Segments ^[B]	Number of Majority-Owned Subsidiaries ^[C]
HSBC Holdings	\$2,671,318	4	117
Mitsubishi UFJ Financial	\$2,457,839	5	302
JP Morgan Chase	\$2,415,689	4	144
Bank of America	\$2,102,273	5	187
Citigroup	\$1,880,382	3	119
Banco Santander	\$1,536,374	4	438
UBS	\$1,134,037	5	188
AXA	\$1,042,681	5	106
Goldman Sachs	\$911,507	4	387
BBVA	\$802,279	6	176
Standard Chartered	\$674,380	2	55
General Electric	\$656,560	8	464
AIG	\$541,329	2	144
Prudential	\$539,935	6	50
Berkshire Hathaway	\$484,931	9	28
Toyota	\$385,337	2	126
Royal Dutch Shell	\$357,512	2	381
Exxon Mobil	\$346,808	3	229
AT&T	\$277,787	2	80
Chevron	\$253,753	2	164
Total SA	\$238,919	3	244
Daimler	\$232,071	5	635
Apple	\$225,184	6	49
Walmart	\$209,876	3	39
Samsung	\$202,780	4	106
Ford	\$202,026	5	78
BMW	\$190,550	3	75
Pfizer	\$172,101	3	348
Telefonica	\$163,688	2	82
Glencore	\$154,932	3	180
Microsoft	\$153,543	5	154
American Express	\$153,375	4	25
BHP Billiton ^[D]	\$151,015	5	129
Honda	\$147,855	4	169
Proctor & Gamble	\$142,927	5	331
Anheuser-Busch InBev	\$141,666	7	52
Siemens AG	\$140,015	5	1,414
Nestle	\$135,252	3	539
Johnson & Johnson	\$132,683	3	275
Sanofi	\$132,294	3	244
Airbus	\$128,501	5	51
Novartis	\$126,254	5	201
IBM	\$126,223	5	187
Rio Tinto ^[E]	\$111,025	5	45
Google	\$110,920	2	133
Hewlett-Packard	\$105,676	7	225
Merck	\$105,645	1	665
Hutchison Whampoa	\$105,178	8	150
Cisco Systems	\$100,741	3	316
Average:		4.2	225
BP p.l.c.	\$305,690	3	191

Notes:

- [A] Companies selected from the constituents of the **Morgan Stanley Multinational Index** as of August 14, 2014 per Bloomberg, L.P., and **FTSE Global 100 Index** as of August 14, 2014, per (c) FTSE International Limited 2014. Morgan Stanley Multinational Index measures the performance of U.S. companies which derive a significant portion of their revenue from non-U.S. sources. FTSE Global 100 Index measures the performance of the largest 100 multinational companies which derive more than 30% of their revenue from outside their region.
- [B] Number of reportable business segments per latest annual filings as of July 31, 2014. Business segments exclude "corporate" and "other" (aggregation of other divisions) segments.
- [C] Number of Majority-Owned Subsidiaries per Capital IQ Corporate Structure Tree's "filtered count," is the "Number of Majority Holdings" as of August 14, 2014.
- [D] BHP Billiton Limited is dual listed as (ASX: BHP) and (LSE:BLT), reporting 129 and 62 Majority-Owned Subsidiaries respectively. Both are listed as components of the FTSE Multinational Index.
- [E] Rio Tinto Group is dual listed (ASX: RIO) and (LSE: RIO), reporting 57 and 45 Majority-Owned Subsidiaries respectively. Only the LSE: RIO is a component of the FTSE Multinational Index. We reported the lower number of subsidiaries.

Sources: Index constituents per Bloomberg L.P. and (c) FTSE International Limited 2014; Number of subsidiaries per "Corporate Tree" function of Capital IQ, pulled as of August 14, 2014; Total Assets per Capital IQ; Number of Reportable Segment per latest annual filings.

Exhibit 3
Reportable Business Segments
Supermajor Oil & Gas Companies
Per 2013 Annual Filings

N	Company	Reportable Business Segments ^[A]
1	BP p.l.c. ^[B]	<ol style="list-style-type: none"> 1. Upstream 2. Downstream 3. Rosneft
2	Chevron ^[C]	<ol style="list-style-type: none"> 1. Upstream 2. Downstream
3	ConocoPhillips	<ol style="list-style-type: none"> 1. Alaska 2. Lower 48 and Latin America 3. Canada 4. Europe 5. Asia Pacific and Middle East 6. Other International
4	Exxon Mobil	<ol style="list-style-type: none"> 1. Upstream 2. Downstream 3. Chemical
5	Royal Dutch Shell ^[D]	<ol style="list-style-type: none"> 1. Upstream 2. Downstream
6	Total S.A.	<ol style="list-style-type: none"> 1. Upstream 2. Refining & Chemicals 3. Marketing & Services

Notes:

[A]: Number of reportable business segments per latest annual filings as of August 12, 2014.

[B]: BP p.l.c. reports these as both operating and reportable business segments as per their 2013

[C]: Chevron reports these as both operating and reportable business segments as per their 2013 10-k.

[D]: Royal Dutch Shell reports three "reportable" segments, Upstream, Downstream, and Corporate.

Sources: BP p.l.c. Annual Report and form 20-F for year ended December 31, 2013 at 2, 128, and 149;

Exxon Mobil SEC Form 10-K for year ended December 31, 2013 at 91; Chevron SEC Form 10-K for

year ended December 31, 2013 at FS-35; Royal Dutch Shell SEC Form 20-F for year ended December

31, 2013 at 10 and 97; ConocoPhillips SEC Form 10-K for year ended December 31, 2013 at 136;

Total SEC Form 20-F for year ended December 31, 2013 at F021-F-22.

Appendix A: Robert Daines Consideration List

BP Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL0816771	BP-HZN-2179MDL07816808		BP p.l.c. Group Results: Fourth Quarter and Full Year 2013
BP-HZN-2179MDL07817183	BP-HZN-2179MDL07817221		BP p.l.c. Group Results: Third Quarter and Nine Months 2013
BP-HZN-2179MDL07817222	BP-HZN-2179MDL07817267		BP p.l.c. Group Results: Second Quarter and Half Year 2013
BP-HZN-2179MDL07817268	BP-HZN-2179MDL07817301		BP p.l.c. Group Results: First Quarter 2013
BP-HZN-2179MDL07817679	BP-HZN-2179MDL07817679		Cover Sheet: Document Produced Natively
BP-HZN-2179MDL07817679	BP-HZN-2179MDL07817679		BP Financials for 1Q2013, 4Q2013, and 4Q2014
BP-HZN-2179MDL07817680	BP-HZN-2179MDL07817680		Cover Sheet: Document Produced Natively
BP-HZN-2179MDL07817680	BP-HZN-2179MDL07817680		BPXP Financials for 4Q2011, 4Q2012, and 4Q2013
BP-HZN-2179MDL07817714	BP-HZN-2179MDL07817714		Cover Sheet: Document Produced Natively
BP-HZN-2179MDL0813508	BP-HZN-2179MDL0813515		2012 BPXP BPE Gas Purchase Agreement
BP-HZN-2179MDL0813516	BP-HZN-2179MDL0813516		Cover Sheet: Document Produced Natively
BP-HZN-2179MDL0813516	BP-HZN-2179MDL0813516		BP Exploration and Production fiscal Year Financials from 2009 - 2013
BP-HZN-2179MDL0813517	BP-HZN-2179MDL0813520		Conveyance of Gas Processing Rights
BP-HZN-2179MDL0813521	BP-HZN-2179MDL0813521		Exhibit A-37: Sales Agreement
BP-HZN-2179MDL0813522	BP-HZN-2179MDL0813523		Claery Letter to Comstock re Contract Correction Instrument
BP-HZN-2179MDL0813524	BP-HZN-2179MDL0813524		Exhibit A to the Contract Correction Instrument dated September 25, 2002; Affected Master Crude Oil Sales Agreements
BP-HZN-2179MDL0813525	BP-HZN-2179MDL0813528		Amended and Restated Master Crude Oil Sales Agreement
BP-HZN-2179MDL0813529	BP-HZN-2179MDL0813543		IST Operating Standard and Control Process: Tax
BP-HZN-2179MDL0813612	BP-HZN-2179MDL0813621		Provisions for Decommissioning, Environmental, Legal, Emissions and Other Liabilities
BP-HZN-2179MDL0813849	BP-HZN-2179MDL0813856		Exhibit 24A: BP Corporation North America Inc. Guarantee
BP-HZN-2179MDL0813857	BP-HZN-2179MDL0813864		Exhibit 17: BP Corporation North America Inc. Guarantee
BP-HZN-2179MDL0813865	BP-HZN-2179MDL0813873		Exhibit 24B: BP P.L.C. Back-Up Guarantee
BP-HZN-2179MDL0813874	BP-HZN-2179MDL0813882		Exhibit 18: BP P.L.C. Back-Up Guarantee
BP-HZN-2179MDL0813927	BP-HZN-2179MDL0813929		BP Exploration and Production inc., Special Board of Directors Meeting - Conference Room 2001, Westlake 4, Houston, Texas
BP-HZN-2179MDL0814159	BP-HZN-2179MDL0814159		Cover Sheet: Document Produced Natively
BP-HZN-2179MDL0814159	BP-HZN-2179MDL0814159		GRM Trial Balance
N/A	N/A	Dep Ex 12288	BP Exploration & Production Inc.'s First Supplemental Responses to the United States' First Set of Discovery Requests in the Penalty Phase (MDL2179-EX-00012288)
BP-HZN-2179MDL08942134	BP-HZN-2179MDL08942141	Dep Ex 12300 A	December 2009 IFA Guidelines BP's In-House Banks (MDL2179-EX-00012300A)
BP-HZN-2179MDL07816849	BP-HZN-2179MDL07817135	Dep Ex 12303 A	Annual Report and Form 20-F 2013 (MDL2179-EX-00012303A)

Appendix A: Robert Dalnes Consideration List

Req Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08714361	BP-HZN-2179MDL08714393	Dep Ex 12309 A	BP PLC Group Results First quarter 2014 (MDL2179-EX-00012309A)
BP-HZN-2179MDL08714158	BP-HZN-2179MDL08714158	Dep Ex 12434	Delegation of Authority Unique Authority Treasury - Support on legal entity structure changes and transactions involving funding to BP subsidiaries (MDL2179-EX-00012434)
BP-HZN-2179MDL08942142	BP-HZN-2179MDL08942158	Dep Ex 12435	Corporate Structure and Financing Process Guidance (MDL2179-EX-00012435)
BP-HZN-2179MDL08714143	BP-HZN-2179MDL08714146	Dep Ex 12437	Corporate Structure and Financing Note Brian Gilvary Capital Injection from BP America Production Company Inc. to BP Exploration & Production Inc. (MDL2179-EX-00012437)
BP-HZN-2179MDL07817769	BP-HZN-2179MDL07817769	Dep Ex 12438	Email Form BP Treasury Statements, Chicago to LEELAG@DC.IBM.COM & C. Johnson re GULF USD BP Finance Statement of Account, attaching GULF_USNAH052_02736.DAT (MDL2179-EX-00012438)
BP-HZN-2179MDL08714147	BP-HZN-2179MDL08714153	Dep Ex 12439	Corporate Structure and Financing Note for Intra-Group Loan Brian Gilvary Intercompany Balances of BP Exploration & Production Inc. (MDL2179-EX-00012439)
BP-HZN-2179MDL07817350	BP-HZN-2179MDL07817371	Dep Ex 12443	Intra Group Long Term Loan Facility Agreement Term Sheet (MDL2179-EX-00012443)
N/A	N/A	Dep Ex 12683	Defendant BP Exploration & Production Inc.'s Amended Initial Disclosures Relating to the Clean Water Act Penalty Phase (MDL2179-EX-00012683)
N/A	N/A	Dep Ex 12690	BP P.L.C. Ownership Chart As Of May 3, 2010 (MDL2179-EX-00012690)
BP-HZN-2179MDL08714394	BP-HZN-2179MDL08714394	Dep Ex 12691	Total BPXP Employees Spreadsheet from 2009-2010 (MDL2179-EX-00012691)
BP-HZN-2179MDL08942159	BP-HZN-2179MDL08942162	Dep Ex 12692	Certificate of Incorporation of BP Seashore Company (MDL2179-EX-00012692)
BP-HZN-2179MDL08942173	BP-HZN-2179MDL08942175	Dep Ex 12693	Certificate of Merger of Vastar Offshore, Inc. and BP Exploration & Production Inc. (MDL2179-EX-00012693)
BP-HZN-2179MDL08942176	BP-HZN-2179MDL08942179	Dep Ex 12694	Certificate O Amendment Of BP Seahorse Company Changing Its Name To BP Exploration & Production Inc. (MDL2179-EX-00012694)
BP-HZN-2179MDL07817879	BP-HZN-2179MDL07817829	Dep Ex 12699	August 9, 2010 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012699)

Appendix A: Robert Dalnes Consideration List

Req Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDU/7817831	BP-HZN-MDL217907817843	Dep Ex 12700	August 9, 2010 BP Treasury eBANK Balance and Transaction Details - NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012700)
BP-HZN-2179MDU/7817828	BP-HZN-2179MDU/7817828	Dep Ex 12701	November 15, 2010 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012701)
BP-HZN-2179MDU/7817946	BP-HZN-2179MDU/7817960	Dep Ex 12702	November 15, 2010 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012702)
BP-HZN-2179MDU/7817884	BP-HZN-2179MDU/7817884	Dep Ex 12703	February 15, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012703)
BP-HZN-2179MDU/7817794	BP-HZN-2179MDU/7817812	Dep Ex 12704	February 15, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012704)
BP-HZN-2179MDU/7817913	BP-HZN-2179MDU/7817931	Dep Ex 12705	February 15, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012705)
BP-HZN-2179MDU/7817978	BP-HZN-2179MDU/7817978	Dep Ex 12706	May 16, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012706)
BP-HZN-2179MDU/7817885	BP-HZN-2179MDU/7817898	Dep Ex 12707	May 16, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012707)
BP-HZN-2179MDU/7817868	BP-HZN-2179MDU/7817868	Dep Ex 12708	July 5-6, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012708)
BP-HZN-2179MDU/7817899	BP-HZN-2179MDU/7817899	Dep Ex 12709	July 5-8, 2011 BP Treasury eBANK Balance and Transactions Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012709)
BP-HZN-2179MDU/7817900	BP-HZN-2179MDU/7817900	Dep Ex 12710	July 8, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012710)
BP-HZN-2179MDU/7817933	BP-HZN-2179MDU/7817934	Dep Ex 12711	July 8-31, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012711)
BP-HZN-2179MDU/7817826	BP-HZN-2179MDU/7817826	Dep Ex 12712	July 5, 2011 and July 26, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012712)
BP-HZN-2179MDU/7817882	BP-HZN-2179MDU/7817882	Dep Ex 12713	July 21, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012713)
BP-HZN-2179MDU/7817771	BP-HZN-2179MDU/7817771	Dep Ex 12714	August 15th, 2011 BP Treasury eBANK Account Report for North America Funding Corp (MDL2179-EX-00012714)

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDLO7817869	BP-HZN-2179MDLO7817881	Dep Ex 12715	August 15, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012715)
BP-HZN-2179MDLO7817827	BP-HZN-2179MDLO7817827	Dep Ex 12716	November 15, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012716)
BP-HZN-2179MDLO7817844	BP-HZN-2179MDLO7817855	Dep Ex 12717	November 15, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012717)
BP-HZN-2179MDLO7817813	BP-HZN-2179MDLO7817825	Dep Ex 12718	November 28, 2011 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012718)
BP-HZN-2179MDLO7817977	BP-HZN-2179MDLO7817977	Dep Ex 12719	November 28, 2011 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012719)
BP-HZN-2179MDLO7817830	BP-HZN-2179MDLO7817830	Dep Ex 12720	January 17, 2012 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012720)
BP-HZN-2179MDLO7817773	BP-HZN-2179MDLO7817793	Dep Ex 12721	January 17, 2012 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012721)
BP-HZN-2179MDLO7817932	BP-HZN-2179MDLO7817932	Dep Ex 12722	February 15, 2012 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012722)
BP-HZN-2179MDLO7817856	BP-HZN-2179MDLO7817867	Dep Ex 12723	February 15, 2012 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012723)
BP-HZN-2179MDLO7817976	BP-HZN-2179MDLO7817976	Dep Ex 12724	May 15, 2012 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012724)
BP-HZN-2179MDLO7817935	BP-HZN-2179MDLO7817945	Dep Ex 12725	May 15, 2012 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012725)
BP-HZN-2179MDLO7817883	BP-HZN-2179MDLO7817883	Dep Ex 12726	August 15, 2012 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012726)
BP-HZN-2179MDLO7817961	BP-HZN-2179MDLO7817975	Dep Ex 12727	August 15, 2012 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012727)
BP-HZN-2179MDLO7817772	BP-HZN-2179MDLO7817772	Dep Ex 12728	November 15, 2012 BP Treasury eBANK IFA Account Report for North America Funding Corp (MDL2179-EX-00012728)

Appendix A: Robert Daines Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDI07817901	BP-HZN-2179MDI07817912	Dep Ex 12729	November 15, 2012 BP Treasury eBANK Balance and Transaction Details re NAFCO Debt and 3rd Party Payments (MDL2179-EX-00012729)
BP-HZN-2179MDI07817330	BP-HZN-2179MDI07817349	Dep Ex 12730	Intra Group Current Account Facility / Internal Financing Accounts (IFA) Agreement Term Sheet (MDL2179-EX-00012730)
BP-HZN-2179MDI07817770	BP-HZN-2179MDI07817770	Dep Ex 12731	BPAPC Capital Injection to BPXP (MDL2179-EX-00012731)
BP-HZN-2179MDI08942069	BP-HZN-2179MDI08942073	Dep Ex 12732	Corporate Structure and Finance Note re SFN Establishing an IFA Agreement between NAFCO and BPXP, Attached E-mail re Agreement (MDL2179-EX-00012732)
BP-HZN-2179MDI08389251	BP-HZN-2179MDI08389254	Dep Ex 12737	Certificate of Designation of BP Exploration & Production Inc. re Issuance of the Preferred Stock (MDL2179-EX-00012737)
BP-HZN-2179MDI08713506	BP-HZN-2179MDI08713507	Dep Ex 12738	December 18, 2006 Consent Action By the Board of Directors for BP Exploration & Production Inc. in Lieu of a Meeting re Dividends (MDL2179-EX-00012738)
BP-HZN-2179MDI07817746	BP-HZN-2179MDI07817747	Dep Ex 12739	March 27, 2007 Consent Action By the Board of Directors of BP Exploration & Production Inc. in Lieu of a Meeting re Dividend Rate (MDL2179-EX-00012739)
BP-HZN-2179MDI07817748	BP-HZN-2179MDI07817749	Dep Ex 12740	June 19, 2007 Consent Action By the Board of Directors in Lieu of a Meeting re Dividend Rate (MDL2179-EX-00012740)
BP-HZN-2179MDI07817734	BP-HZN-2179MDI07817735	Dep Ex 12741	September 17, 2007 Consent Action By the Board of Directors of BP Exploration & Production Inc. in Lieu of a Meeting re Dividend Rate (MDL2179-EX-00012741)
BP-HZN-2179MDI07817740	BP-HZN-2179MDI07817741	Dep Ex 12742	December 10, 2007 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012742)
BP-HZN-2179MDI07817732	BP-HZN-2179MDI07817733	Dep Ex 12743	March 20, 2008 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012743)
BP-HZN-2179MDI07817730	BP-HZN-2179MDI07817731	Dep Ex 12744	June 17, 2008 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012744)
BP-HZN-2179MDI07817719	BP-HZN-2179MDI07817720	Dep Ex 12745	September 18, 2008 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012745)

Appendix A: Robert Daines Consideration List

Beg Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDLO/817750	BP-HZN-2179MDLO/817751	Dep Ex 12746	December 9, 2008 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012746)
BP-HZN-2179MDLO/817736	BP-HZN-2179MDLO/817737	Dep Ex 12747	March 17, 2009 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012747)
BP-HZN-2179MDLO/817744	BP-HZN-2179MDLO/817745	Dep Ex 12748	June 16, 2009 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012748)
BP-HZN-2179MDLO/817742	BP-HZN-2179MDLO/817743	Dep Ex 12749	September 18, 2009 Consent Action by the Board of Directors of BP Exploration & Production Inc. re Dividend Rate (MDL2179-EX-00012749)
BP-HZN-2179MDLO/817738	BP-HZN-2179MDLO/817739	Dep Ex 12750	December 30, 2009 Meeting Minutes of the Directors of BPPX re Dividends (MDL2179-EX-00012750)
BP-HZN-2179MDLO/817721	BP-HZN-2179MDLO/817725	Dep Ex 12751	March 24, 2010 Unanimous Written Consent by the Directors of BPPX in Lieu of a Meeting re Dividends (MDL2179-EX-00012751)
BP-HZN-2179MDLO/817726	BP-HZN-2179MDLO/817729	Dep Ex 12752	December 22, 2009 Action of the Board of Directors of BPPX by Written Consent in Lieu of a Meeting re Dividends, Attached Exhibit A (MDL2179-EX-00012752)
BP-HZN-2179MDLO/817320	BP-HZN-2179MDLO/817328	Dep Ex 12754	Agreement of Intra-Group Transactions and Balances (MDL2179-EX-00012754)
BP-HZN-2179MDLO/818031	BP-HZN-2179MDLO/818049	Dep Ex 12755	Exploration and Production Technical Services Agreement Between BP Exploration Operating Company Limited and Other P. C. Group Entities (MDL2179-EX-00012755)
BP-HZN-2179MDLO/818000	BP-HZN-2179MDLO/818030	Dep Ex 12756	Amended Exploration and Production Technology Cost and Risk Sharing Agreement (MDL2179-EX-00012756)
BP-HZN-2179MDLO/818054	BP-HZN-2179MDLO/818055	Dep Ex 12757	Oil Pollution Act of 1990 Application for Certification of Oil Spill Financial Responsibility for BP America Production Company (MDL2179-EX-00012757)
BP-HZN-2179MDLO/818056	BP-HZN-2179MDLO/818057	Dep Ex 12758	Oil Pollution Act of 1990 Application for Certification of Oil Spill Financial Responsibility for BP Exploration & Production Inc. (MDL2179-EX-00012758)
BP-HZN-2179MDLO/817660	BP-HZN-2179MDLO/817662	Dep Ex 12759	Third Party Indemnity Agreement By BP Corporation North America Inc. for the Benefit of the Minerals Management Service of the US Department of the Interior (MMS) (MDL2179-EX-00012759)

Appendix A: Robert Dahnes Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDU07817663	BP-HZN-2179MDU07817663	Dep Ex 12760	Oil Pollution Act of 1990 Application for Certification of Oil Spill Financial Responsibility for BP Exploration & Production Inc. (MDL2179-EX-00012760)
BP-HZN-2179MDU07817664	BP-HZN-2179MDU07817669	Dep Ex 12761	Guarantee Agreement by BP Corporation North America Inc. in Favor of Marubeni Oil & Gas (USA) Inc. (MDL2179-EX-00012761)
BP-HZN-2179MDU07817762	BP-HZN-2179MDU07817768	Dep Ex 12762	Gas Purchase Agreement Between BP America Production Company and BP Exploration & Production Inc. (MDL2179-EX-00012762)
BP-HZN-2179MDU07817691	BP-HZN-2179MDU07817693	Dep Ex 12763	2011 Third Quarter BP Exploration and Production, Inc. Consolidated Financial Statements (Un-Audited) (MDL2179-EX-00012763)
BP-HZN-2179MDU08714160	BP-HZN-2179MDU08714360	Dep Ex 12764	BP 2009 Annual Report on Form 20-F (MDL2179-EX-00012764)
BP-HZN-2179MDU08714093	BP-HZN-2179MDU08714096	Dep Ex 12770	BP Exploration & Production Inc. Monthly Board of Directors Meeting December 10, 2013 Conference Room 2001, Westlake 4, Houston, Texas (MDL2179-EX-00012770)
BP-HZN-2179MDU08714159	BP-HZN-2179MDU08714159	Dep Ex 12773	2014 First Quarter BXP Trial Balance Spreadsheet (MDL2179-EX-00012773)
BP-HZN-2179MDU07817681	BP-HZN-2179MDU07817690	Dep Ex 12777	2012 Fourth Quarter BP Exploration & Production, Inc. Consolidated Financial Reports (Un-Audited) (MDL2179-EX-00012777)
BP-HZN-2179MDU07817694	BP-HZN-2179MDU07817696	Dep Ex 12778	2011 Fourth Quarter BP Exploration and Production, Inc. Consolidated Financial Statements (Un-Audited) (MDL2179-EX-00012778)
N/A	N/A	Dep Ex 12792	Amount Of and History Of Dividends Paid By BXP To Any Other BP Corporate Entity Chart for 2005-2014 (MDL2179-EX-00012792)
BP-HZN-2179MDU0496142	BP-HZN-2179MDU04961635	Dep Ex 12305 A	Annual Report and Accounts 2009 (MDL2179-EX-00012305 A)
BP-HZN-2179MDU07815800	BP-HZN-2179MDU07816099	Dep Ex 12306 A	Annual Report and Form 20-F 2011 (MDL2179-EX-00012306 A)
BP-HZN-2179MDU07816100	BP-HZN-2179MDU07816401	Dep Ex 12307 A	Annual Report and Form 20-F 2012 (MDL2179-EX-00012307 A)
N/A	N/A	Dep Ex 12308 A	Annual Reports for Bucknall Deposition CD Photocopy (MDL2179-EX-00012308 A)
BP-HZN-2179MDU04961424	BP-HZN-2179MDU04961635	Dep Ex 12436	Annual Report and Accounts 2009
BP-HZN-2179MDU08942069	BP-HZN-2179MDU08942073	Dep Ex 12633	Corporate Structure and Finance Note (MDL2179-EX-00012436)
BP-HZN-2179MDU08942054	BP-HZN-2179MDU08942055	Dep Ex 12633	Oil Pollution Act of 1990 Application for Certification of Oil Spill Financial Responsibility for BP America Production Company (MDL2179-EX-00012633)

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08942056	BP-HZN-2179MDL08942057	Dep Ex 12634	Oil Pollution Act of 1990 Application for Certification for Oil Spill Financial Responsibility from BP Corporation North America on Behalf of BP Exploration & Production Inc. (MDL2179-EX-00012634)
BP-HZN-2179MDL03427512	BP-HZN-2179MDL03427522	Dep Ex 12635	Delegation of Authority Statement Spreadsheets for July 16, 2010 (MDL2179-EX-00012635)
BP-HZN-2179MDL02003219	BP-HZN-2179MDL02003230	Dep Ex 12640	Gulf of Mexico Committee Charter's Background, Purpose, and Role (MDL2179-EX-00012640)
BP-HZN-2179MDL07817645	BP-HZN-2179MDL07817645	Dep Ex 12646	Consolidated GRM Trial Balance Spreadsheet Created by M. Robertson (MDL2179-EX-00012646)
BP-HZN-2179MDL08389255	BP-HZN-2179MDL08389255	Dep Ex 12647	Spreadsheet of the Provision Continuity Schedule for BPPX Spill Costs (MDL2179-EX-00012647)
BP-HZN-2179MDL08714159	BP-HZN-2179MDL08714159	Dep Ex 12648	GRM Trial Balance Spreadsheet for BPPX Fiscal Year 2014 (MDL2179-EX-00012648)
BP-HZN-2179MDL07817811	BP-HZN-2179MDL07817843	Dep Ex 12651	BP Treasury eBANK Balance and Transaction Details Report for August 9, 2010 (MDL2179-EX-00012651)
BP-HZN-2179MDL07817946	BP-HZN-2179MDL07817960	Dep Ex 12652	BP Treasury eBANK Balance and Transaction Details Report for November 15, 2010 (MDL2179-EX-00012652)
BP-HZN-2179MDL07817794	BP-HZN-2179MDL07817812	Dep Ex 12653	BP Treasury eBANK Balance and Transaction Details Report for February 15, 2011 (MDL2179-EX-00012653)
BP-HZN-2179MDL07817885	BP-HZN-2179MDL07817898	Dep Ex 12654	BP Treasury eBANK Balance and Transaction Details Report for May 16, 2011 (MDL2179-EX-00012654)
BP-HZN-2179MDL07817869	BP-HZN-2179MDL07817881	Dep Ex 12655	BP Treasury eBANK Balance and Transaction Details Report for August 15, 2011 (MDL2179-EX-00012655)
BP-HZN-2179MDL07817844	BP-HZN-2179MDL07817855	Dep Ex 12656	BP Treasury eBANK Balance and Transaction Details Report for November 15, 2011 (MDL2179-EX-00012656)
BP-HZN-2179MDL07817935	BP-HZN-2179MDL07817945	Dep Ex 12657	BP Treasury eBANK Balance and Transaction Details Report for Mary 15, 2012 (MDL2179-EX-00012657)
BP-HZN-2179MDL07817951	BP-HZN-2179MDL07817975	Dep Ex 12658	BP Treasury eBANK Balance and Transaction Details (MDL2179-EX-00012658)
BP-HZN-2179MDL07817901	BP-HZN-2179MDL07817912	Dep Ex 12659	BP Treasury eBANK Balance and Transaction Details Report for November 15, 2012 (MDL2179-EX-00012659)
BP-HZN-2179MDL07817883	BP-HZN-2179MDL07817883	Dep Ex 12660	BP Treasury eBANK IFA Account Report for August 15, 2012 (MDL2179-EX-00012660)
BP-HZN-2179MDL07817856	BP-HZN-2179MDL07817867	Dep Ex 12661	BP Treasury eBANK Balance and Transaction Details Report for February 12, 2012 (MDL2179-EX-00012661)

Appendix A: Robert Daines Consideration List

Req Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDU07817660	BP-HZN-2179MDU07817662	Dep Ex 12662	Third Party Indemnity Agreement By BP Corporation North America On Behalf Of BpXc (MDL2179-EX-00012662)
BP-HZN-2179MDU0814361	BP-HZN-2179MDU0814393	Dep Ex 12672	BP P.L.C. Group Results for First Quarter 2014 (MDL2179-EX-00012672)
BP-HZN-2179MDU07817691	BP-HZN-2179MDU07817693	Dep Ex 12673	BP Exploration and Production, Inc. Consolidated Financial Statements 3Q11 (Un-Audited) (MDL2179-EX-00012673)
BP-HZN-2179MDU07817694	BP-HZN-2179MDU07817696	Dep Ex 12674	BP Exploration and Production, Inc. Consolidated Financial Statements 4Q11 (Un-Audited) (MDL2179-EX-00012674)
BP-HZN-2179MDU07817715	BP-HZN-2179MDU07817717	Dep Ex 12675	BP Exploration and Production, Inc. Consolidated Financial Statements 1Q12 (Un-Audited) (MDL2179-EX-00012675)
BP-HZN-2179MDU07817699	BP-HZN-2179MDU07817705	Dep Ex 12676	2Q12 (Un-Audited) (MDL2179-EX-00012676)
BP-HZN-2179MDU07817707	BP-HZN-2179MDU07817712	Dep Ex 12677	BP Exploration and Production, Inc. Consolidated Financial Statements 3Q12 (Un-Audited) (MDL2179-EX-00012677)
BP-HZN-2179MDU07817681	BP-HZN-2179MDU07817690	Dep Ex 12678	BP Exploration & Production, Inc. Consolidated Financial Reports 4Q12 (Un-Audited) (MDL2179-EX-00012678)
BP-HZN-2179MDU07815588	BP-HZN-2179MDU07815596	Dep Ex 12679	(Un-audited) (MDL2179-EX-00012679)
BP-HZN-2179MDU07815579	BP-HZN-2179MDU07815587	Dep Ex 12680	BP Exploration & Production, Inc. Consolidated Financial Reports 2Q13 (Un-audited) - Financial Headlines (MDL2179-EX-00012680)
BP-HZN-2179MDU07815569	BP-HZN-2179MDU07815578	Dep Ex 12681	BP Exploration & Production, Inc. Consolidated Financial Reports 3Q13 (Un-audited) - Financial Headlines (MDL2179-EX-00012681)
BP-HZN-2179MDU07817670	BP-HZN-2179MDU07817678	Dep Ex 12682	BP Exploration & Production, Inc. Consolidated Financial Reports 1Q14 (Un-audited) (MDL2179-EX-00012682)
BP-HZN-2179MDU07817761	BP-HZN-2179MDU07817761	Dep Ex 11959	BP Exploration & Production Inc. Appointment History (From 4/20/2010 to Present) (MDL2179-EX-00011959)
BP-HZN-2179MDU09099952	BP-HZN-2179MDU09099960		BP Exploration & Production Inc. Consolidated Financial Reports 2Q14 (Un-audited)
BP-HZN-2179MDU08876900	BP-HZN-2179MDU08876900	Dep Ex 11960	BP Exploration & Production Inc. Director History (MDL2179-EX-00011960)
N/A	N/A	Dep Ex 11962	letter from A. Langan to S. Herman, J. Roy, M. Underhill, L. Strange, & J. Caldwell re MDL 2179 -- Notice of Corporate Reorganization (MDL2179-EX-00011962)
BP-HZN-2179MDU07817329	BP-HZN-2179MDU07817329	Dep Ex 11963	Organizational Chart - Main US Subsidiaries (MDL2179-EX-00011963)

Appendix A. Robert Daines Consideration List

Beg Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDLO7817979	BP-HZN-2179MDLO7817998	Dep Ex 11964	General Services Agreement between BP Exploration & Production and BP America Production Company (MDL2179-EX-00011964)
BP-HZN-2179MDLO7815600	BP-HZN-2179MDLO7815608	Dep Ex 11965	BP Exploration & Production, Inc. Consolidated Financial Reports QD13 (MDL2179-EX-00011965)
BP-HZN-2179MDLO7817645	BP-HZN-2179MDLO7817645	Dep Ex 11968	Cover Sheet: Document Produced Naturally
BP-HZN-2179MDLO7817645	BP-HZN-2179MDLO7817645	Dep Ex 11968	GRM Trial Balance Spreadsheet (MDL2179-EX-00011968)
BP-HZN-2179MDLO7817999	BP-HZN-2179MDLO7817999	Dep Ex 11969	Cover Sheet: Document Produced Naturally
BP-HZN-2179MDLO7817999	BP-HZN-2179MDLO7817999	Dep Ex 11981	List of BPXP Employees (MDL2179-EX-00011969)
N/A	N/A		BP Exploration & Production Inc.'s First Supplemental Responses to the United States' First Set of Discovery Requests in the Penalty Phase (MDL2179-EX-00011981)
N/A	N/A		United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and Other BP Affiliates
N/A	N/A		United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and Other BP Affiliates
N/A	N/A		United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and Other BP Affiliates
N/A	N/A		Memorandum in Support of Plaintiff United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and Other BP Affiliates
N/A	N/A		Exhibit 2 to Plaintiff United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and other BP Affiliates - Deposition of Anthony Hayward (Filed Under Seal)
N/A	N/A		Exhibit 11 to Plaintiff United States' Motion <i>In Limine</i> to Permit Relevant Evidence Concerning BP P.L.C. and other BP Affiliates (Filed Under Seal)
BP-HZN-2179MDLO7816408	BP-HZN-2179MDLO7816676	Dep Ex 12304 A	Annual Report and Form 20-F 2010 (MDL2179-EX-00012304A)
BP-HZN-2179MDLO7817670	BP-HZN-2179MDLO7817678	Dep Ex 12774	2014 First Quarter BP Exploration & Production, Inc. Consolidated Financial Reports (Un-audited) (MDL2179-EX-00012774)
BP-HZN-2179MDLO2003125	BP-HZN-2179MDLO2003150	Dep Ex 12819	Minutes of a meeting of the Gulf of Mexico Committee held at McKinsey & Company, 55 E 52nd Street, New York on 10th August 2010 (MDL2179-EX-00012819)
BP-HZN-2179MDLO7815569	BP-HZN-2179MDLO7815578	Dep Ex 12822	2013 Third Quarter BP Exploration & Production, Inc. Consolidated Financial Reports (Un-Audited) (MDL2179-EX-00012822)
BP-HZN-2179MDLO8876892	BP-HZN-2179MDLO8876899	Dep Ex 12825	Consent Action of the Board of Directors in Lieu of a Meeting (MDL2179-EX-00012825)

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08713908	BP-HZN-2179MDL08713913	Dep Ex 12826	April 30, 2010 Unanimous Written Consent in Lieu of Annual Meeting of the Stockholders of BPXP (MDL2179-EX-00012826)
BP-HZN-2179MDL08713935	BP-HZN-2179MDL08713941	Dep Ex 12827	June 11, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP, Attached E-mail re Consent Action (MDL2179-EX-00012827)
BP-HZN-2179MDL08714066	BP-HZN-2179MDL08714072	Dep Ex 12828	June 7, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012828)
BP-HZN-2179MDL08713917	BP-HZN-2179MDL08713923	Dep Ex 12829	October 4, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012829)
BP-HZN-2179MDL08713986	BP-HZN-2179MDL08713992	Dep Ex 12830	Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BP Exploration & Production Inc. (MDL2179-EX-00012830)
BP-HZN-2179MDL08714031	BP-HZN-2179MDL08714037	Dep Ex 12831	October 13, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012831)
BP-HZN-2179MDL08714111	BP-HZN-2179MDL08714117	Dep Ex 12832	November 18, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012832)
BP-HZN-2179MDL08714083	BP-HZN-2179MDL08714089	Dep Ex 12833	November 22, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012833)
BP-HZN-2179MDL08713968	BP-HZN-2179MDL08713974	Dep Ex 12834	December 15, 2010 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012834)
BP-HZN-2179MDL08713995	BP-HZN-2179MDL08714001	Dep Ex 12835	January 7, 2011 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012835)
BP-HZN-2179MDL08714040	BP-HZN-2179MDL08714042	Dep Ex 12836	January 14, 2011 Unanimous Written Consent in Lieu of Meeting of the Board of Directors of BPXP (MDL2179-EX-00012836)
BP-HZN-2179MDL08714017	BP-HZN-2179MDL08714019	Dep Ex 12837	February 8, 2011 BPXP Board of Directors Meeting Minutes (MDL2179-EX-00012837)
BP-HZN-2179MDL08714007	BP-HZN-2179MDL08714008	Dep Ex 12838	BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012838)
BP-HZN-2179MDL08714050	BP-HZN-2179MDL08714054	Dep Ex 12839	April 19, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012839)
BP-HZN-2179MDL08714139	BP-HZN-2179MDL08714140	Dep Ex 12840	April 20, 2011 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012840)
BP-HZN-2179MDL08714029	BP-HZN-2179MDL08714030	Dep Ex 12841	April 26, 2011 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012841)
BP-HZN-2179MDL08714002	BP-HZN-2179MDL08714006	Dep Ex 12842	May 3, 2011 BPXP Board of Directors Meeting Minutes (MDL2179-EX-00012842)

Appendix A: Robert Daines Consideration List

Beg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08714059	BP-HZN-2179MDL08714101	Dep Ex 12843	May 17, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012843)
BP-HZN-2179MDL08714063	BP-HZN-2179MDL08714065	Dep Ex 12844	June 18, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012844)
BP-HZN-2179MDL08713959	BP-HZN-2179MDL08713961	Dep Ex 12845	June 21, 2011 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012845)
BP-HZN-2179MDL08714012	BP-HZN-2179MDL08714023	Dep Ex 12846	June 27, 2011 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012846)
BP-HZN-2179MDL08714050	BP-HZN-2179MDL08714092	Dep Ex 12847	July 14, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012847)
BP-HZN-2179MDL08714057	BP-HZN-2179MDL08714059	Dep Ex 12848	July 25, 2011 BPXP Board of Directors Meeting Minutes (MDL2179-EX-00012848)
BP-HZN-2179MDL08714038	BP-HZN-2179MDL08714039	Dep Ex 12849	October 15, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012849)
BP-HZN-2179MDL08713956	BP-HZN-2179MDL08713957	Dep Ex 12850	October 16, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012850)
BP-HZN-2179MDL08714045	BP-HZN-2179MDL08714049	Dep Ex 12851	November 11, 2011 BPXP Board of Directors Meeting Minutes (MDL2179-EX-00012851)
BP-HZN-2179MDL08714102	BP-HZN-2179MDL08714102	Dep Ex 12852	November 7, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012852)
BP-HZN-2179MDL08714078	BP-HZN-2179MDL08714079	Dep Ex 12853	November 28, 2011 BPXP Quarterly Board of Directors Meeting Minutes (MDL2179-EX-00012853)
BP-HZN-2179MDL08713914	BP-HZN-2179MDL08713916	Dep Ex 12854	December 12, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012854)
BP-HZN-2179MDL08714118	BP-HZN-2179MDL08714120	Dep Ex 12855	January 24, 2012 BPXP Monthly Board of Directors Meeting (MDL2179-EX-00012855)
BP-HZN-2179MDL08714121	BP-HZN-2179MDL08714123	Dep Ex 12856	February 7, 2012 BPXP Quarterly Board of Directors Meeting Minutes (MDL2179-EX-00012856)
BP-HZN-2179MDL08714124	BP-HZN-2179MDL08714126	Dep Ex 12857	March 1, 2012 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012857)
BP-HZN-2179MDL08714117	BP-HZN-2179MDL08714128	Dep Ex 12858	March 9, 2012 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012858)
BP-HZN-2179MDL08714129	BP-HZN-2179MDL08714129	Dep Ex 12859	March 27, 2012 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012859)
BP-HZN-2179MDL08714130	BP-HZN-2179MDL08714132	Dep Ex 12860	April 12, 2012 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012860)

Appendix A: Robert Daines Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08713942	BP-HZN-2179MDL08713944	Dep Ex 12861	April 30, 2012 Unanimous Written Consent in Lieu of Annual Meeting of the Stockholders of BPPX (MDL2179-EX-00012861)
BP-HZN-2179MDL08714103	BP-HZN-2179MDL08714106	Dep Ex 12862	May 1, 2012 BPPX Quarterly Board of Directors Meeting Minutes (MDL2179-EX-00012862)
BP-HZN-2179MDL08714107	BP-HZN-2179MDL08714108	Dep Ex 12863	May 29, 2012 BPPX Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012863)
BP-HZN-2179MDL08714109	BP-HZN-2179MDL08714110	Dep Ex 12864	June 20, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012864)
BP-HZN-2179MDL08714133	BP-HZN-2179MDL08714135	Dep Ex 12865	July 23, 2012 BPPX Quarterly Board of Directors Meeting (MDL2179-EX-00012865)
BP-HZN-2179MDL08713980	BP-HZN-2179MDL08713981	Dep Ex 12866	August 21, 2012 BPPX Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012866)
BP-HZN-2179MDL08714012	BP-HZN-2179MDL08714013	Dep Ex 12867	September 25, 2012 BPPX Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012867)
BP-HZN-2179MDL08713930	BP-HZN-2179MDL08713931	Dep Ex 12868	October 2, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012868)
BP-HZN-2179MDL08714073	BP-HZN-2179MDL08714074	Dep Ex 12869	October 9, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012869)
BP-HZN-2179MDL08713993	BP-HZN-2179MDL08713994	Dep Ex 12870	October 30, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012870)
BP-HZN-2179MDL08714097	BP-HZN-2179MDL08714098	Dep Ex 12871	November 14, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012871)
BP-HZN-2179MDL08714060	BP-HZN-2179MDL08714062	Dep Ex 12872	November 15, 2012 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012872)
BP-HZN-2179MDL08713953	BP-HZN-2179MDL08713955	Dep Ex 12873	December 4, 2012 BPPX Quarterly Board of Directors Meeting Minutes (MDL2179-EX-00012873)
BP-HZN-2179MDL08714026	BP-HZN-2179MDL08714028	Dep Ex 12874	January 25, 2013 BPPX Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012874)
BP-HZN-2179MDL08714136	BP-HZN-2179MDL08714138	Dep Ex 12875	February 14, 2013 BPPX Special Board of Directors Meeting Minutes (MDL2179-EX-00012875)
BP-HZN-2179MDL08713962	BP-HZN-2179MDL08713963	Dep Ex 12876	February 24, 2013 BPPX Telephonic rectoris Meeting Minutes (MDL2179-EX-00012876)
BP-HZN-2179MDL08714014	BP-HZN-2179MDL08714016	Dep Ex 12877	April 1, 2013 BPPX Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012877)
BP-HZN-2179MDL08713945	BP-HZN-2179MDL08713948	Dep Ex 12878	April 29, 2013 BPPX Quarterly Board of Directors Meeting Minutes (MDL2179-EX-00012878)

Appendix A: Robert Daines Consideration List

Beg Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08714075	BP-HZN-2179MDL08714077	Dep Ex 12879	May 28, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012879)
BP-HZN-2179MDL08713975	BP-HZN-2179MDL08713976	Dep Ex 12880	June 19, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012880)
BP-HZN-2179MDL08714043	BP-HZN-2179MDL08714044	Dep Ex 12881	July 9, 2013 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012881)
BP-HZN-2179MDL08714009	BP-HZN-2179MDL08714011	Dep Ex 12882	July 31, 2013 BPXP Quarterly Board of Directors Meeting (MDL2179-EX-00012882)
BP-HZN-2179MDL08713982	BP-HZN-2179MDL08713985	Dep Ex 12883	August 22, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012883)
BP-HZN-2179MDL08714020	BP-HZN-2179MDL08714021	Dep Ex 12884	September 23, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012884)
BP-HZN-2179MDL08713977	BP-HZN-2179MDL08713979	Dep Ex 12885	October 21, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012885)
BP-HZN-2179MDL08713964	BP-HZN-2179MDL08713967	Dep Ex 12886	November 19, 2013 BPXP Quarterly Board of Directors Meeting (MDL2179-EX-00012886)
BP-HZN-2179MDL08714093	BP-HZN-2179MDL08714096	Dep Ex 12887	December 10, 2013 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012887)
BP-HZN-2179MDL08714141	BP-HZN-2179MDL08714142	Dep Ex 12888	BP Exploration & Production Inc. Special Board of Directors Meeting (MDL2179-EX-00012888)
BP-HZN-2179MDL08714141	BP-HZN-2179MDL08714142	Dep Ex 12889	December 16, 2013 (MDL2179-EX-00012889)
BP-HZN-2179MDL08713932	BP-HZN-2179MDL08713934	Dep Ex 12890	January 20, 2014 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012890)
BP-HZN-2179MDL08713924	BP-HZN-2179MDL08713926	Dep Ex 12891	January 29, 2014 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012891)
BP-HZN-2179MDL08714024	BP-HZN-2179MDL08714025	Dep Ex 12892	February 5, 2014 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012892)
BP-HZN-2179MDL08714080	BP-HZN-2179MDL08714082	Dep Ex 12893	February 20, 2014 BPXP Monthly Board of Directors Meeting Minutes (MDL2179-EX-00012893)
BP-HZN-2179MDL08713949	BP-HZN-2179MDL08713950	Dep Ex 12894	March 11, 2014 BPXP Special Board of Directors Meeting Minutes (MDL2179-EX-00012894)
BP-HZN-2179MDL08713951	BP-HZN-2179MDL08713952	Dep Ex 12895	March 26, 2014 Unanimous Written Consent in Lieu of Meeting of the Stockholders of BPXP (MDL2179-EX-00012895)
BP-HZN-2179MDL08942163	BP-HZN-2179MDL08942172	Dep Ex 12904	The Amended and Restated By-Laws of BP Exploration & Production Inc. Adopted as of October 9, 2009 (MDL2179-EX-00012904)

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08714055	BP-HZN-2179MDL08714056	Dep Ex 12905	March 29, 2011 BPXP Special Board of Directors Telephone Meeting Minutes (MDL2179-EX-00012905)
BP-HZN-2179MDL08941954	BP-HZN-2179MDL08941962		05.12.13 Board minutes.docx
BP-HZN-2179MDL08941963	BP-HZN-2179MDL08942010		BP Amended Settlement Agreement.pdf
BP-HZN-2179MDL08942011	BP-HZN-2179MDL08942037		Settlement Agreement (Fifth Amendment) (Fully Signed Copy) 1.PDF
BP-HZN-2179MDL08942038	BP-HZN-2179MDL08942046		Signed Guarantee - BP PLC.pdf
BP-HZN-2179MDL08942047	BP-HZN-2179MDL08942053		Signed Guarantee - BPCNA.pdf
BP-HZN-2179MDL08942058	BP-HZN-2179MDL08942066		1.33 Contingencies.doc
BP-HZN-2179MDL08942067	BP-HZN-2179MDL08942068		300mmVastarOffshoreInLOAN.pdf
BP-HZN-2179MDL08942074	BP-HZN-2179MDL08942107		Co 0200 Bank Account Process Appraise Study Report v4.0.docx
BP-HZN-2179MDL08942188	BP-HZN-2179MDL08942188		BPXP Production.xlsx
BP-HZN-2179MDL08942844	BP-HZN-2179MDL08942845		Info Note 2Q 2010 Pref Share Dividend deferral_Final.doc (Deferral of Payment of Dividends from BPXP)
N/A	N/A	Dep Ex 12302 A	BP Treasury Overview - Issue Four 2011 (MDL2179-EX-00012302A)
BP-HZN-2179MDL08942839	BP-HZN-2179MDL08942843	Dep Ex 12430	Group Plan Template chart (black/white) (MDL2179-EX-00012430)
BP-HZN-2179MDL08963292	BP-HZN-2179MDL08963313	Dep Ex 12561	Medical Settlement Trust Agreement Dated April 18, 2012 and Amended May 1, 2012 (MDL2179-EX-00012561)
BP-HZN-2179MDL08963314	BP-HZN-2179MDL08963334	Dep Ex 12562	Deepwater Horizon Economic and Property Damages settlement Agreement Dated April 18, 2012 and Amended May 1, 2012 (MDL2179-EX-00012562)
BP-HZN-2179MDL08987331	BP-HZN-2179MDL08987338		Corporate Structure and Financing Note
BP-HZN-2179MDL09099904	BP-HZN-2179MDL09099906		BP Reports Second Quarter 2014 Results _ Press _ BP Global.pdf
BP-HZN-2179MDL09099907	BP-HZN-2179MDL09099951		bp second quarter 2014 results.pdf
BP-HZN-2179MDL09099952	BP-HZN-2179MDL09099960		BPXP 2Q14 Un-Audited Reports.docx
BP-HZN-2179MDL09099961	BP-HZN-2179MDL09099961		2Q14 - Provision Continuity Schedule - BPXP Only excl.xlsx
BP-HZN-2179MDL09099962	BP-HZN-2179MDL09099962		BPXP Trial Balances 2Q 2014.xlsx
BP-HZN-2179MDL09099963	BP-HZN-2179MDL09099963		2014 BPXP Un-Audited Consolidated Financials.xlsx
BP-HZN-2179MDL09099964	BP-HZN-2179MDL09099964		Employee List.xlsx
BP-HZN-2179MDL09099965	BP-HZN-2179MDL09099965		BPXP Production by Qtr 2009-2Q2014.xlsx
BP-HZN-2179MDL09099966	BP-HZN-2179MDL09099966		BPXP Op Cash Cost - excl Incident - 2009-2Q2014.xlsx
BP-HZN-2179MDL09099967	BP-HZN-2179MDL09099967		BPXP Capex Cost - excl Incident - 2009-2Q2014.xlsx
N/A	N/A		Delaware Title 8, Sec. 271

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Webster's Third New International Dictionary 2279 (1993)
N/A	N/A		Frank H. Easterbrook & Daniel R. Fischel, Limited Liability and the Corporation, 52 U. CHI. L. REV. 89, 89 (1985)
N/A	N/A		Anadarko Petroleum Form 10-Q for the Fiscal Quarter Ended March 31, 2010
N/A	N/A		Mitsui & Co. Ltd Form 20-F for the Fiscal Year Ended March 31, 2010
N/A	N/A		Press Release: BP Announces Settlement with Moev/Mitsui of Claims Between the Companies Related to the Deepwater Horizon Accident
N/A	N/A		Press Release, "Anadarko Announces Settlement With BP," Oct. 17, 2011
N/A	N/A		Press Release, "BP Announces Settlement with Cameron International Corporation of Claims Related to the Deepwater Horizon Accident," Dec. 15, 2011
N/A	N/A		MICHAEL C. JENSEN, A THEORY OF THE FIRM: GOVERNANCE, RESIDUAL CLAIMS, AND ORGANIZATIONAL FORMS (2d ed. 2003)
N/A	N/A		David Skeel, The Nature and Effect of Corporate Voting in Chapter 11 Reorganization Cases, 78 VA. L. REV. 461
N/A	N/A		Robert J. Shiller, Rewriting Real Estate Requires Collective Action, N.Y. Times, June 23, 2012
N/A	N/A		26 U.S.C. Sec. 1563(a)
N/A	N/A		Random House Unabridged Dictionary 1896 (2nd ed. 1993)

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		McKinsey & Co. - Five steps to a more effective global treasury (November 2011)
N/A	N/A		DePoyte Global Oil & Gas Newsletter - Views from Around the World (October 2013)
N/A	N/A		Her Majesty's Revenue and Customs - INTMS03030 Intra-group funding: group finance companies and the treasury function: Centralising the finance function - commercial considerations
N/A	N/A		Royal Dutch Shell PLC - Form 20-F year ending 12-31-2009
N/A	N/A		BP Agrees to Settlement with Weatherford (June 20, 2011)
N/A	N/A		Chevron Corporation Form 10-K for the Fiscal Year Ended December 31, 2009
N/A	N/A		Delaware Code Annotated Title 8, Sec. 141(f)
N/A	N/A		David Larcker and Brian Tayan, Corporate Governance Matters: A Closer Look at Organizational Choices and Their Consequences, Edition 1 (Pearson Prentice Hall, 2011)
N/A	N/A		M. Olson, The Logic of Collective Action: Public Goods and the Theory of Groups. (Harvard University Press, 2003)
N/A	N/A		J. Macey, Corporate Governance: Promises Kept, Promises Broken. (Princeton University Press, 2008)
N/A	N/A		W. Allen, R. Kraakman, G. Subramanian, Commentaries and Cases on the Law of Business Organization. 3rd edition. (Wolters Kluwer Law & Business, Aspen Publishers, 2009)
N/A	N/A		S. Thomsen, An Introduction to Corporate Governance: Mechanisms and Systems. 1st Edition (DICE Publishing Copenhagen, 2008)

Appendix A: Robert Daines Consideration List

Beg Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Luigi Zingales, "Corporate Governance," Forthcoming in The New Palgrave Dictionary of Economics and the Law, First Draft: August 31, 1997. This Draft October 31, 1997
N/A	N/A		Kevin S. Markle and Douglas A. Shackelford, "The Impact of Headquarters and Subsidiary Locations on Multinationals' Effective Tax Rates," NBER, October, 2013, available at http://www.nber.org/chapters/c13051.pdf
N/A	N/A		Robert M. Daines & Michael Klausner, Economic Analysis of Corporate Law, in The New Palgrave Dictionary of Economics, Lawrence E. Blume & Stephen Durlauf, eds., New York: Macmillan, 2nd ed., 2008
N/A	N/A		R. Brealey, S. Myers, and F. Allen, Principles of Corporate Finance, 10th Ed (McGraw-Hill Irwin, 2011)
N/A	N/A		Aswath Damodaran, Investment Valuation: Tools and Techniques for Determining the Value of Any Asset, 3rd Edition (Wiley, 2012)
N/A	N/A		Randy Myers, "Is a Subsidiary in Your Future?" Journal of Accountancy, June 2002. Available at http://www.journalofaccountancy.com/issues/2002/jun/IsASubsidiaryInYourFuture.htm
N/A	N/A		A. Mitchell Polinsky; Steven Shavell, "The Economic Theory of Public Enforcement of Law," Journal of Economic Literature, Vol. 38, No. 1 (Mar., 2000), 45-76
N/A	N/A		D. Larcker and B. Tayan, A Real Look at Real World: Corporate Governance. (Larcker Tayan, 2013)
N/A	N/A		Black's Law Dictionary 152 (pocket 3d ed. 2006)
N/A	N/A		AIG 2013 10-K
N/A	N/A		Airbus 2013 Financial Statements

HIGHLY CONFIDENTIAL

Appendix A: Robert Daines Consideration List

Beg Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		American Express 2013 10-K
N/A	N/A		Ariadarke 2013 10-K
N/A	N/A		Anheuser Busch 2013 Annual Report
N/A	N/A		Apache 2013 10-K
N/A	N/A		Apple 2013 10-K
N/A	N/A		AT&T 2013 10-K
N/A	N/A		AXA 2013 Annual Report
N/A	N/A		Banco Santander 2013 20-F
N/A	N/A		Bank of America 2013 10-K
N/A	N/A		BBVA 2013 20-F
N/A	N/A		Berkshire Hathaway 2013 10-K
N/A	N/A		BG Group 2013 Annual Return

Appendix A: Robert Daines Consideration List

Req Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		BHP Billiton 2013 Annual Report
N/A	N/A		BMW 2013 Annual Report
N/A	N/A		BP 2013 Annual Report
N/A	N/A		Canadian Natural Resources 2013 Annual Report
N/A	N/A		Chevron 2013 10-K
N/A	N/A		China Petroleum (Sinopet) 2013 Annual Report
N/A	N/A		Cisco 2013 10-K
N/A	N/A		CI Group 2013 10-K
N/A	N/A		CNOOC 2013 Annual Report
N/A	N/A		ConocoPhillips 2013 10-K
N/A	N/A		Daimler 2013 Annual Report
N/A	N/A		Enbridge 2013 Annual Report

HIGHLY CONFIDENTIAL

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		Eni 2013 Annual Report
N/A	N/A		Exxon Mobil 2013 10-K
N/A	N/A		Ford 2013 10-K
N/A	N/A		Gaspram 2013 financial Report
N/A	N/A		General Electric 2013 10-K
N/A	N/A		Glencore 2013 Annual Report
N/A	N/A		Goldman Sachs 2013 10-K
N/A	N/A		Google 2013 10-K
N/A	N/A		Halliburton 2013 10-K
N/A	N/A		Hess 2013 10-K
N/A	N/A		Hewlett-Packard 2013 10-K
N/A	N/A		Honda 2014 Annual Report

Appendix A: Robert Dalnes Consideration List

Begin Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		HSBC 2013 Annual Report
N/A	N/A		Hutchinson Whampoa 2013 Annual Report
N/A	N/A		IBM 2013 10-K
N/A	N/A		Johnson & Johnson 2013 10-K
N/A	N/A		JP Morgan Chase 2013 10-K
N/A	N/A		Lukoil 2013 Annual Report
N/A	N/A		Marathon Oil 2013 10-K
N/A	N/A		Marathon Petroleum 2013 10-K
N/A	N/A		Merck 2013 10-K
N/A	N/A		Microsoft 2014 10-K
N/A	N/A		Mitsubishi 2014 20-F
N/A	N/A		National Oilwell Varco 2013 10-K

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Nestle 2013 Annual Financial Report
N/A	N/A		Novartis 2013 Annual Report
N/A	N/A		Occidental Petroleum 2013 10-K
N/A	N/A		Petrobras 2013 20-F
N/A	N/A		PetroChina 2013 Annual Report
N/A	N/A		Pfizer 2013 10-K
N/A	N/A		Pfizer 2013 10-K Appendix
N/A	N/A		Phillips 66 2013 10-K
N/A	N/A		Proctor & Gamble 2013 10-K
N/A	N/A		Prudential 2013 20-F
N/A	N/A		Reliance Industries 2014 Annual Report
N/A	N/A		Rio Tinto 2013 Annual Report

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Royal Dutch Shell 2013 20-F
N/A	N/A		Samsung 2013 Annual Report
N/A	N/A		Sanoft 2013 Annual Report
N/A	N/A		Schlumberger 2013 10-K
N/A	N/A		Siemens 2013 Combined Management Report
N/A	N/A		Standard Chartered 2013 Annual Report
N/A	N/A		Statoil 2013 20-F
N/A	N/A		Suncor 2013 Annual Report
N/A	N/A		Telefonica 2013 Annual Report
N/A	N/A		Total 2013 20-F
N/A	N/A		Total 2013 Registration Document
N/A	N/A		Toyota 2014 20-F

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		TransCanada 2013 Annual Report
N/A	N/A		UBS 2013 20-F
N/A	N/A		Walmart 2014 10-K
N/A	N/A		Anadarko Petroleum Corporation (NYSE:APC) Corporate Structure Tree
N/A	N/A		Apache Corp. (NYSE:APA) Corporate Structure Tree
N/A	N/A		BG Group plc (LSE:BG) Corporate Structure Tree
N/A	N/A		BP plc (LSE:BP) Corporate Structure Tree
N/A	N/A		Canadian Natural Resources Limited (TSX:CNQ) Corporate Structure Tree
N/A	N/A		Chevron Corporation (NYSE:CVX) Corporate Structure Tree
N/A	N/A		China Petroleum & Chemical Corp. (SEHK:386) Corporate Structure Tree
N/A	N/A		CNOOC Ltd. (SEHK:883) Corporate Structure Tree
N/A	N/A		ConocoPhillips (NYSE:COP) Corporate Structure Tree

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Enbridge Inc. (TSX:ENB) Corporate Structure Tree
N/A	N/A		Eni SpA (BIT:ENI) Corporate Structure Tree
N/A	N/A		Exxon Mobil Corporation (NYSE:XOM) Corporate Structure Tree
N/A	N/A		Gazprom (MICEX:GAZP) Corporate Structure Tree
N/A	N/A		Halliburton Company (NYSE:HAL) Corporate Structure Tree
N/A	N/A		Hess Corporation (NYSE:HES) Corporate Structure Tree
N/A	N/A		LUKOIL (MICEX:LKOH) Corporate Structure Tree
N/A	N/A		Marathon Oil Corporation (NYSE:MRO) Corporate Structure Tree
N/A	N/A		Marathon Petroleum Corporation (NYSE:MPC) Corporate Structure Tree
N/A	N/A		National Oilwell Varco, Inc. (NYSE:NOV) Corporate Structure Tree
N/A	N/A		Occidental Petroleum Corporation (NYSE:OXY) Corporate Structure Tree
N/A	N/A		Petrobras (BOVESPA:PETR4) Corporate Structure Tree

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		PetroChina Co. Ltd (SEHK:857) Corporate Structure Tree
N/A	N/A		Phillips 66 (NYSE:PSX) Corporate Structure Tree
N/A	N/A		Reliance Industries Limited (BSE:500325) Corporate Structure Tree
N/A	N/A		Royal Dutch Shell plc (ENXTAM:RDSA) Corporate Structure Tree
N/A	N/A		Schlumberger Limited (NYSE:SLB) Corporate Structure Tree
N/A	N/A		Statoil ASA (OB:STL) Corporate Structure Tree
N/A	N/A		Suncor Energy Inc. (TSX:SU) Corporate Structure Tree
N/A	N/A		Total SA (ENXTPA:FP) Corporate Structure Tree
N/A	N/A		TransCanada Corp. (TSX:TRP) Corporate Structure Tree
N/A	N/A		Alibus Group N.V. (ENXTPA:ALN) Corporate Structure Tree
N/A	N/A		American Express Company (NYSE:AXP) Corporate Structure Tree
N/A	N/A		American International Group, Inc. (NYSE:AIG) Corporate Structure Tree

Appendix A: Robert Daines Consideration List

Bag Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Anheuser-Busch Inbev SA-NV (ENXTRB-ABI) Corporate Structure Tree
N/A	N/A		Apple Inc. (NasdaqGS-APPL) Corporate Structure Tree
N/A	N/A		AT&T, Inc. (NYSE-T) Corporate Structure Tree
N/A	N/A		AXA Group (ENXTPA-CS) Corporate Structure Tree
N/A	N/A		Banco Santander, S.A. (CATS-SAN) Corporate Structure Tree
N/A	N/A		Bank of America Corporation (NYSE-BAC) Corporate Structure Tree
N/A	N/A		Berkshire Hathaway Inc. (NYSE-BRK.A) Corporate Structure Tree
N/A	N/A		BHP Billiton Limited (ASX-BHP) Corporate Structure Tree
N/A	N/A		BHP Billiton plc (ISE-BLT) Corporate Structure Tree
N/A	N/A		BP plc (ISE-BP.) Corporate Structure Tree
N/A	N/A		Chevron Corporation (NYSE-CVX) Corporate Structure Tree
N/A	N/A		Cisco Systems, Inc. (NasdaqGS-CSCO) Corporate Structure Tree

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Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
N/A	N/A		Citigroup Inc. (NYSE: C) Corporate Structure Tree
N/A	N/A		Daimler AG (XTRA:DAI) Corporate Structure Tree
N/A	N/A		Exxon Mobil Corporation (NYSE:XOM) Corporate Structure Tree
N/A	N/A		Ford Motor Co. (NYSE:F) Corporate Structure Tree
N/A	N/A		General Electric Company (NYSE:GE) Corporate Structure Tree
N/A	N/A		Glencore Plc (LSE:GLEN) Corporate Structure Tree
N/A	N/A		Google Inc. (NasdaqGS:GOOGL) Corporate Structure Tree
N/A	N/A		Hewlett-Packard Company (NYSE:HPQ) Corporate Structure Tree
N/A	N/A		Honda Motor Co., Ltd. (TSE:7267) Corporate Structure Tree
N/A	N/A		HSBC Holdings plc (LSE:HSBA) Corporate Structure Tree
N/A	N/A		Hutchison Whampoa Limited (SEHK:13) Corporate Structure Tree
N/A	N/A		Johnson & Johnson (NYSE:JNJ) Corporate Structure Tree

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		JPMorgan Chase & Co. (NYSE:JPM) Corporate Structure Tree
N/A	N/A		Merck & Co. Inc. (NYSE-MRK) Corporate Structure Tree
N/A	N/A		Microsoft Corporation (NasdaqGS:MSFT) Corporate Structure Tree
N/A	N/A		Mitsubishi Corporation (TSE:8038) Corporate Structure Tree
N/A	N/A		Nestle S.A. (SWX:NESN) Corporate Structure Tree
N/A	N/A		Novartis AG (SWX:NOVN) Corporate Structure Tree
N/A	N/A		Pfizer Inc. (NYSE:PFE) Corporate Structure Tree
N/A	N/A		Prudential Financial, Inc. (NYSE:PRU) Corporate Structure Tree
N/A	N/A		Rio Tinto Ltd. (ASX:RIO) Corporate Structure Tree
N/A	N/A		Rio Tinto plc (LSE:RIO) Corporate Structure Tree
N/A	N/A		Royal Dutch Shell plc (ENXTAM:RDSA) Corporate Structure Tree
N/A	N/A		Samsung Electronics Co. Ltd. (KOSX:A005930) Corporate Structure Tree

Appendix A: Robert Daines Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
N/A	N/A		Sarnoff (ENXTPA:SAN) Corporate Structure Tree
N/A	N/A		Siemens Aktiengesellschaft (DB:SIE) Corporate Structure Tree
N/A	N/A		Standard Chartered PLC (LSE:STAN) Corporate Structure Tree
N/A	N/A		Telefonica, S. A. (CATS:TEF) Corporate Structure Tree
N/A	N/A		The Goldman Sachs Group, Inc. (NYSE:GS) Corporate Structure Tree
N/A	N/A		The Procter & Gamble Company (NYSE:PG) Corporate Structure Tree
N/A	N/A		Total SA (ENXTPA:FP) Corporate Structure Tree
N/A	N/A		Toyota Motor Corporation (TSE:7203) Corporate Structure Tree
N/A	N/A		UBS AG (SWX:UBSN) Corporate Structure Tree
N/A	N/A		Wal-Mart Stores Inc. (NYSE:WMT) Corporate Structure Tree
N/A	N/A		Delaware Code Annotated Title 8, Sec. 220(a)(2)
BP-HZN-2179MDL09189977	BP-HZN-2179MDL09189978		BPXP Unanimous Written Consent, Jul. 30, 2009

Appendix A: Robert Daines Consideration List

Beg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL09189991	BP-HZN-2179MDL09189991		BPXP Unanimous Written Consent, Nov. 1, 2009
BP-HZN-2179MDL09189979	BP-HZN-2179MDL09189990		BPXP Unanimous Written Consent, Oct. 9, 2009
BP-HZN-2179MDL09189992	BP-HZN-2179MDL09189992		BPXP Unanimous Written Consent, Nov. 1, 2009
BP-HZN-2179MDL09189968	BP-HZN-2179MDL09189969		BPXP Unanimous Written Consent, Apr. 21, 2009
BP-HZN-2179MDL09189974	BP-HZN-2179MDL09189976		BPXP Unanimous Written Consent, Jun. 1, 2009
BP-HZN-2179MDL09189972	BP-HZN-2179MDL09189973		BPXP Unanimous Written Consent, Jun. 1, 2009
BP-HZN-2179MDL09189970	BP-HZN-2179MDL09189971		BPXP Unanimous Written Consent, Jun. 1, 2009
N/A	N/A		Deloitte, Governance of Subsidiaries - A survey of global companies, September 2013
BP-HZN-2179MDL08945272	BP-HZN-2179MDL08945343		BP Present Responsibility Presentation to the U.S. EPA, July 16, 2012
N/A	N/A		BP p.l.c.'s Responses and Objections to Plaintiffs' Interrogatories, Requests for Production, and Requests for Admission (Dec. 8, 2010)
BP-HZN-2179MDL08942159	BP-HZN-2179MDL08942162	Dep. Ex. 012692	Certificate of Incorporation of BP Seahorse Company (MDL2179-EX-00012692)
BP-HZN-2179MDL08948383	BP-HZN-2179MDL08948396		BP Policy - Group Subsidiary Corporate Governance

Appendix A: Robert Dahnes Consideration List

Begin Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08942743	BP-HZN-2179MDL08942747		GRM - Segmental Reporting
BP-HZN-2179MDL07516218	BP-HZN-2179MDL07516221	Dep. Ex. 011961	Power of Attorney BP America Production Company (MDL2179-EX-00011961)
BP-HZN-CEC008683	BP-HZN-CEC008711	TREX-004751	Approval for Permit to Drill a New Well, May 26, 2009
HCG374-019497	HCG374-019500		Letter from USCG to BPXP - April 28, 2010
BP-HZN-2179MDL08952414	BP-HZN-2179MDL08952414		Letter from Dupree to Morrison - May 3, 2010
N/A	N/A	TREX-010347	Guilty Plea Agreement
BP-HZN-2179MDL03198916	BP-HZN-2179MDL03198935	TREX-050444	Settlement Agreement Between BP and MOEX, TREX-050444
BP-HZN-2179MDL03241693	BP-HZN-2179MDL03241714	TREX-050445	Settlement Agreement Between BP and Weatherford, TREX-050445
N/A	N/A		Press Release, "BP Agrees to Settlement with Weatherford of Potential Claims Between the Companies Related to The Deepwater Horizon Accident" Jun. 20, 2011
BP-HZN-2179MDL04585671	BP-HZN-2179MDL04585703	TREX-050473	Settlement Agreement Between BPXP and Anadarko, TREX-050473
N/A	N/A		Press Release, "Anadarko Announces Settlement With BP" Oct. 17, 2011
BP-HZN-2179MDL05103812	BP-HZN-2179MDL05103840	TREX-062999	Settlement Agreement Between BPXP and Cameron, TREX-062999

Appendix A: Robert Daines Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08945968	BP-HZN-2179MDL08945974		SFN for Capital Injection
BP-HZN-2179MDL07817769	BP-HZN-2179MDL07817769	Dep. Ex. 012438	Email form BP Treasury Statements, Chicago to LEEIAG@DC.IBM.COM & C. Johnson re GULF USD BP Finance Statement of Account, attaching GULF_USNAF052_02736.DAT (MDL2179-EX-00012438)
BP-HZN-2179MDL07817715	BP-HZN-2179MDL07817717	Dep. Ex. 012675	BP Exploration and Production, Inc. Consolidated Financial Statements IQ12 (Un-Audited) (MDL2179-EX-00012675)
N/A	N/A		Committee of Sponsoring Organizations of the Treadway Commission (Aug. 14, 2014), available at: http://www.coso.org/resources.htm .
BP-HZN-2179MDL00256298	BP-HZN-2179MDL00256301		Financial Memorandum for Macondo Exploration Well
N/A	N/A		BP Website, Gulf of Mexico Committee, available at: http://www.bp.com/en/global/corporate/investors/governance/board-performance-report-2013/board-committee/gulf-of-mexico-committee.html
BP-HZN-2179MDL08713883	BP-HZN-2179MDL08713884		BP-CNA Minutes October 2, 2012
BP-HZN-2179MDL08713885	BP-HZN-2179MDL08713887		BP-CNA Minutes November 15, 2012
BP-HZN-2179MDL08713888	BP-HZN-2179MDL08713889		BP-CNA Minutes October 30, 2012
BP-HZN-2179MDL08713890	BP-HZN-2179MDL08713891		BP-CNA Minutes October 9, 2012
BP-HZN-2179MDL08713892	BP-HZN-2179MDL08713894		BP-CNA Minutes March 1, 2012
BP-HZN-2179MDL08713895	BP-HZN-2179MDL08713897		BP-CNA Minutes December 12, 2011
BP-HZN-2179MDL08713898	BP-HZN-2179MDL08713900		BP-CNA Minutes April 12, 2012
BP-HZN-2179MDL08713901	BP-HZN-2179MDL08713901		BP-CNA Minutes November 7, 2011
BP-HZN-2179MDL08713902	BP-HZN-2179MDL08713903		BP-CNA Minutes November 14, 2012
BP-HZN-2179MDL08713904	BP-HZN-2179MDL08713906		BP-CNA Minutes October 16, 2011
BP-HZN-2179MDL08713907	BP-HZN-2179MDL08713907		BP-CNA Minutes October 14, 2011
BP-HZN-2179MDL08713914	BP-HZN-2179MDL08713916		BPXP Minutes December 12, 2011
BP-HZN-2179MDL08713914	BP-HZN-2179MDL08713914		BPXP Minutes February 5, 2014
BP-HZN-2179MDL08713924	BP-HZN-2179MDL08713926		BPXP Minutes January 20, 2014
BP-HZN-2179MDL08713927	BP-HZN-2179MDL08713929		BPXP Minutes October 2, 2012
BP-HZN-2179MDL08713930	BP-HZN-2179MDL08713931		BPXP Minutes January 29, 2014
BP-HZN-2179MDL08713932	BP-HZN-2179MDL08713934		BPXP Minutes January 29, 2014

Appendix A: Robert Daines Consideration List

Bag Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08713945	BP-HZN-2179MDL08713948		BXP Minutes April 29, 2013
BP-HZN-2179MDL08713953	BP-HZN-2179MDL08713955		BXP Minutes December 4, 2012
BP-HZN-2179MDL08713956	BP-HZN-2179MDL08713958		BXP Minutes October 16, 2011
BP-HZN-2179MDL08713959	BP-HZN-2179MDL08713961		BXP Minutes June 21, 2011
BP-HZN-2179MDL08713962	BP-HZN-2179MDL08713964		BXP Minutes February 24, 2013
BP-HZN-2179MDL08713964	BP-HZN-2179MDL08713967		BXP Minutes November 19, 2013
BP-HZN-2179MDL08713975	BP-HZN-2179MDL08713976		BXP Minutes June 19, 2013
BP-HZN-2179MDL08713977	BP-HZN-2179MDL08713979		BXP Minutes October 21, 2013
BP-HZN-2179MDL08713980	BP-HZN-2179MDL08713981		BXP Minutes August 21, 2012
BP-HZN-2179MDL08713982	BP-HZN-2179MDL08713985		BXP Minutes August 22, 2013
BP-HZN-2179MDL08713993	BP-HZN-2179MDL08713994		BXP Minutes October 30, 2012
BP-HZN-2179MDL08714002	BP-HZN-2179MDL08714006		BXP Minutes May 3, 2011
BP-HZN-2179MDL08714007	BP-HZN-2179MDL08714008		BXP Minutes March 15, 2011
BP-HZN-2179MDL08714009	BP-HZN-2179MDL08714011		BXP Minutes July 31, 2013
BP-HZN-2179MDL08714012	BP-HZN-2179MDL08714013		BXP Minutes September 25, 2012
BP-HZN-2179MDL08714014	BP-HZN-2179MDL08714016		BXP Minutes April 1, 2013
BP-HZN-2179MDL08714017	BP-HZN-2179MDL08714019		BXP Minutes February 8, 2011
BP-HZN-2179MDL08714020	BP-HZN-2179MDL08714021		BXP Minutes September 23, 2013
BP-HZN-2179MDL08714022	BP-HZN-2179MDL08714023		BXP Minutes June 27, 2013
BP-HZN-2179MDL08714024	BP-HZN-2179MDL08714025		BXP Minutes February 20, 2014
BP-HZN-2179MDL08714026	BP-HZN-2179MDL08714028		BXP Minutes January 25, 2013
BP-HZN-2179MDL08714029	BP-HZN-2179MDL08714030		BXP Minutes April 26, 2011
BP-HZN-2179MDL08714038	BP-HZN-2179MDL08714039		BXP Minutes October 15, 2011
BP-HZN-2179MDL08714043	BP-HZN-2179MDL08714044		BXP Minutes July 9, 2013
BP-HZN-2179MDL08714045	BP-HZN-2179MDL08714049		BXP Minutes November 1, 2011
BP-HZN-2179MDL08714050	BP-HZN-2179MDL08714054		BXP Minutes April 19, 2011
BP-HZN-2179MDL08714055	BP-HZN-2179MDL08714056		BXP Minutes March 29, 2011
BP-HZN-2179MDL08714057	BP-HZN-2179MDL08714059		BXP Minutes July 25, 2011
BP-HZN-2179MDL08714060	BP-HZN-2179MDL08714062		BXP Minutes November 15, 2012
BP-HZN-2179MDL08714063	BP-HZN-2179MDL08714065		BXP Minutes June 18, 2011
BP-HZN-2179MDL08714073	BP-HZN-2179MDL08714074		BXP Minutes October 9, 2012
BP-HZN-2179MDL08714075	BP-HZN-2179MDL08714077		BXP Minutes May 28, 2013
BP-HZN-2179MDL08714078	BP-HZN-2179MDL08714079		BXP Minutes November 28, 2011
BP-HZN-2179MDL08714080	BP-HZN-2179MDL08714082		BXP Minutes March 11, 2014
BP-HZN-2179MDL08714090	BP-HZN-2179MDL08714092		BXP Minutes July 14, 2011
BP-HZN-2179MDL08714093	BP-HZN-2179MDL08714096		BXP Minutes December 10, 2013

Appendix A: Robert Dahnes Consideration List

Reg Bates	End Bates	Exhibit Number	Document Title / Description
BP-HZN-2179MDL08714097	BP-HZN-2179MDL08714098		BXPX Minutes November 14, 2012
BP-HZN-2179MDL08714099	BP-HZN-2179MDL08714101		BXPX Minutes May 17, 2011
BP-HZN-2179MDL08714102	BP-HZN-2179MDL08714102		BXPX Minutes November 7, 2011
BP-HZN-2179MDL08714103	BP-HZN-2179MDL08714110		BXPX Minutes May 1, 2012
BP-HZN-2179MDL08714118	BP-HZN-2179MDL08714132		BXPX Minutes January 24, 2012
BP-HZN-2179MDL08714119	BP-HZN-2179MDL08714135		BXPX Minutes July 23, 2012
BP-HZN-2179MDL08714136	BP-HZN-2179MDL08714138		BXPX Minutes February 14, 2013
BP-HZN-2179MDL08714139	BP-HZN-2179MDL08714140		BXPX Minutes April 20, 2011
BP-HZN-2179MDL08714141	BP-HZN-2179MDL08714142		BXPX Minutes December 16, 2013
BP-HZN-2179MDL0871721	BP-HZN-2179MDL0871720		Unanimous Consent in Lieu of a Meeting September 19, 2008
BP-HZN-2179MDL0871722	BP-HZN-2179MDL0871725		Unanimous Consent in Lieu of a Meeting March 24, 2010
BP-HZN-2179MDL0871726	BP-HZN-2179MDL0871729		Unanimous Consent in Lieu of a Meeting December 22, 2009
BP-HZN-2179MDL0871730	BP-HZN-2179MDL0871731		Unanimous Consent in Lieu of a Meeting June 17, 2008
BP-HZN-2179MDL0871732	BP-HZN-2179MDL0871733		Unanimous Consent in Lieu of a Meeting March 20, 2008
BP-HZN-2179MDL0871734	BP-HZN-2179MDL0871735		Unanimous Consent in Lieu of a Meeting September 17, 2007
BP-HZN-2179MDL0871736	BP-HZN-2179MDL0871737		Unanimous Consent in Lieu of a Meeting March 17, 2009
BP-HZN-2179MDL0871740	BP-HZN-2179MDL0871741		Unanimous Consent in Lieu of a Meeting December 10, 2007
BP-HZN-2179MDL0871742	BP-HZN-2179MDL0871743		Unanimous Consent in Lieu of a Meeting September 18, 2009
BP-HZN-2179MDL0871744	BP-HZN-2179MDL0871745		Unanimous Consent in Lieu of a Meeting June 16, 2009
BP-HZN-2179MDL0871746	BP-HZN-2179MDL0871747		Unanimous Consent in Lieu of a Meeting March 27, 2007
BP-HZN-2179MDL0871748	BP-HZN-2179MDL0871749		Unanimous Consent in Lieu of a Meeting June 19, 2007
BP-HZN-2179MDL0871750	BP-HZN-2179MDL0871751		Unanimous Consent in Lieu of a Meeting December 9, 2008
BP-HZN-2179MDL08713506	BP-HZN-2179MDL08713507		Unanimous Consent in Lieu of a Meeting December 18, 2006
BP-HZN-2179MDL08713908	BP-HZN-2179MDL08713913		Unanimous Consent in Lieu of a Meeting April 30, 2010
BP-HZN-2179MDL08713917	BP-HZN-2179MDL08713923		Unanimous Consent in Lieu of a Meeting October 4, 2010
BP-HZN-2179MDL08713935	BP-HZN-2179MDL08713941		Unanimous Consent in Lieu of a Meeting June 8, 2010
BP-HZN-2179MDL08713942	BP-HZN-2179MDL08713944		Unanimous Consent in Lieu of a Meeting April 30, 2010
BP-HZN-2179MDL08713949	BP-HZN-2179MDL08713952		Unanimous Consent in Lieu of a Meeting March 26, 2014
BP-HZN-2179MDL08713948	BP-HZN-2179MDL08713974		Unanimous Consent in Lieu of a Meeting December 15, 2010
BP-HZN-2179MDL08713986	BP-HZN-2179MDL08713992		Unanimous Consent in Lieu of a Meeting October 5, 2010
BP-HZN-2179MDL08714031	BP-HZN-2179MDL08714001		Unanimous Consent in Lieu of a Meeting January 7, 2010
BP-HZN-2179MDL08714031	BP-HZN-2179MDL08714037		Unanimous Consent in Lieu of a Meeting October 13, 2010
BP-HZN-2179MDL08714040	BP-HZN-2179MDL08714042		Unanimous Consent in Lieu of a Meeting January 14, 2011
BP-HZN-2179MDL08714066	BP-HZN-2179MDL08714072		Unanimous Consent in Lieu of a Meeting June 7, 2010
BP-HZN-2179MDL08714083	BP-HZN-2179MDL08714089		Unanimous Consent in Lieu of a Meeting November 22, 2010
BP-HZN-2179MDL08714111	BP-HZN-2179MDL08714117		Unanimous Consent in Lieu of a Meeting November 18, 2010

Appendix A: Robert Daines Consideration List

Begin Dates	End Dates	Exhibit Number	Document Title / Description
BP-HZN-2179MDU08876892	BP-HZN-2179MDU08876899		Unanimous Consent in Lieu of a Meeting, February 11, 2005
N/A	N/A		Richard Morrison Deposition Transcript - Volume 1 - Oct. 18, 2011 & Exhibits
N/A	N/A		Richard Morrison Deposition Transcript - Volume 2 - Oct. 19, 2011 & Exhibits
N/A	N/A		Richard Morrison Deposition Transcript & Exhibits (06/20/2014)
N/A	N/A		David Bucknall Deposition Transcript & Exhibits (07/02/2014)
N/A	N/A		Mike Robertson Deposition Transcript & Exhibits (07/30/2014)
N/A	N/A		Brian Smith Deposition Transcript & Exhibits (07/11/2014)
N/A	N/A		Steven Bray Deposition Transcript & Exhibits (07/15/2014)
N/A	N/A		Nick Bamfield Deposition Transcript & Exhibits (07/24/2014)
N/A	N/A		Index Constituent Data - Dow Jones Oil & Gas Titans 30 from Bloomberg
N/A	N/A		Index Constituent Data - FTSE Global 100 from Bloomberg
N/A	N/A		Index Constituent Data - Morgan Stanley Multinational Index from Bloomberg

Robert M. Daines

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Employment	Stanford Law School	2004-
	<ul style="list-style-type: none"> • Pritzker Professor of Law and Business; Professor of Finance - Graduate School of Business (by courtesy) • Co-Director of the Rock Center for Corporate Governance at Stanford 	
	NYU School of Law	Professor of Law 1997-04
	Yale Law School	Visiting Professor 2001
	Columbia Law School	Visiting Olin Fellow 1999
	Goldman Sachs & Company	Associate in Leveraged Finance 1993-97 Advised firms on high-yield bond and bank financings, acquisition finance and project finance in emerging markets.
	Hon. Ralph K. Winter, United States Court of Appeals for the Second Circuit	1992-93
	<i>Law Clerk</i>	
Teaching	<p>Corporate Law, Corporate Governance, Mergers and Acquisitions, Corporate Finance, Deals: the Law and Economics of Complex Transactions, International Deals, Going Global: Advising Clients in Global Economy.</p> <p>Awarded Stanford Law School's JBH Award for Excellence in Teaching</p>	
Education	Yale Law School	1993
	<ul style="list-style-type: none"> ▪ Postgraduate research on property and tort reform 	
	Yale Law School (J.D.)	1989-92
	<ul style="list-style-type: none"> ▪ John M. Olin prize for best paper on law, economics and public policy ▪ Lead and Executive Editor, Yale Journal on Regulation 	
	Brigham Young University	1985-89, 1982-83
	<ul style="list-style-type: none"> ▪ BS Economics, BA American Studies - University Honors, Highest Distinction ▪ Studentbody President 	

Professional	<ul style="list-style-type: none"> • Current or former: Member, NASDAQ Stock Market Review Council; Chair of the Corporate and Securities Law section of the American Law and Economics Association; Chair of the Law and Economics Section of the Association of American Law Schools. • Referee for the Journal of Finance; Journal of Financial Economics, Journal of Law and Economics; Journal of Law, Economics and Organization; Financial Management; Journal of Legal Studies; and the American Law and Economics Review.
Research	<p>Right on Schedule: CEO options and self interest (with Rob Schonlau and Grant McQueen) Pornography and Divorce (with Tyler Shumway) Rating the Ratings: How Good are Commercial Corporate Governance Ratings (with Ian Gow and Dave Larcker) (Journal of Financial Economics) The Law and Economics of Corporate Law (with Michael Klausner) (Palgrave Dictionary of Economics) Agents protecting agents: The governance of spin-offs (with Michael Klausner) Mandatory Disclosure, Information Asymmetry and Liquidity: The Effect of the 1934 Act (with Charles Jones). The Good, the Bad and the Lucky: CEO pay and skill (with Vinay B. Nair and Lewis Kornhauser) Do classified boards affect firm value? Takeover defenses after the pill (revise and resubmit, Journal of Financial and Quantitative Analysis) The incorporation choices of IPO firms 2002 NYU Law Review 77, 6 Does Delaware law improve firm value? 2001 Journal of Financial Economics 62, 3. Do IPO charters maximize firm value? Antitakeover provisions in IPOs (with Michael Klausner) 2001 Journal of Law, Economics, and Organization 17, 83 The Corporate Law Paradox, 102 Yale Law Journal 577 (with Jon Hanson) Measuring Legal Change (with Scott Naatjes)</p>

Publications

1. Robert M. Daines and Olga Koumrian, Merger Lawsuits Yield High Costs and Questionable Benefits, New York Times Dealbook, June 8, 2012.
2. Robert M. Daines and Tyler Shumway, Pornography and Divorce (7th Annual Conference on Empirical Legal Studies Paper) (June 4, 2012).
3. Robert M. Daines and Charles M. Jones, Truth or Consequences: Mandatory Disclosure and the Impact of the 1934 Act (draft working paper) (May 2012).
4. Robert M. Daines, Olga Koumrian, Recent Developments in Shareholder Litigation Involving Mergers and Acquisitions. March 2012 Update, Cornerstone Research, 2012.

5. Robert M. Daines, Ian D. Gow and David F. Larcker, Rating the Ratings: How Good Are Commercial Governance Ratings?, 98 *Journal of Financial Economics* 439 (2010).
6. Robert M. Daines & Michael Klausner, *Economic Analysis of Corporate Law*, in The New Palgrave Dictionary of Economics, Lawrence E. Blume & Stephen Durlauf, eds., New York: Macmillan, 2nd ed., 2008.
7. Robert M. Daines and Davina Drabkin, PeopleSoft Finally Accepts Oracle's Offer(B), Stanford: Stanford Graduate School of Business, 2006.
8. Robert M. Daines and Davina Drabkin, Oracle's Hostile Takeover of PeopleSoft(A), Stanford: Stanford Graduate School of Business, 2006.
9. Robert M. Daines, The Good, the Bad, and the Lucky: CEO Pay and Skill, *Stanford Lawyer*, Spring 2005, p. 41.
10. Robert M. Daines, The Good, The Bad, And The Lucky: CEO Pay and Skill, University of Pennsylvania Institute for Law and Economics, Research Paper Series (2005). (with Vinay B. Nair and Lewis A. Kornhauser)
11. Robert M. Daines & Michael Klausner, Agents Protecting Agents: An Empirical Study of Takeover Defenses in Spinoffs, Stanford University Law School. Working Paper (December 16, 2004).
12. Robert M. Daines, The Incorporation Choices of IPO Firms (Initial Public Offerings), 77 *New York University Law Review* 1559-1611 (2002).
13. Robert M. Daines, Does Delaware Law Improve Firm Value?, 62 *Journal of Financial Economics* 525-558 (2001).
14. Robert M. Daines & Michael Klausner, Do IPO Charters Maximize Firm Value? Antitakeover Protection in IPOs, 17 *Journal of Law, Economics, & Organization* 83 (2001).
15. Robert M. Daines, Is There a Delaware Premium?, 21 *Corporate Board* 22-26 (May/June 2000).
16. Robert M. Daines, The Corporate Law Paradox: The Case for Restructuring Corporate Law (Book Review of The Economic Structure of Corporate Law, by Frank H. Easterbrook and Daniel R. Fischel), 102 *Yale Law Journal* 577-637 (1992).

Robert M. Daines**Expert Testimony**

Starr International Company, Inc. et al. v. The United States, Department of Justice, deposition (2014)

R. Mancuso v. The Clorox Company et al., Superior Court of California, County of Alameda, deposition (2013)

In re Intermec, Inc. Shareholder Litigation, Superior Court of Washington in and for Snohomish County, deposition (2013)

In the matter of the application of The Bank of New York Mellon et al., Supreme Court of The State of New York, County Of New York, deposition and trial testimony (2012-13)

N. Gordon, on behalf of herself and all others similarly situated v. Symantec Corporation, Superior Court of the State of California, County of Santa Clara, deposition (2012)

In re Refco, Inc. Securities Litigation, U.S. District Court for Southern District of New York, deposition (2012)

In re McAfee, Inc. Shareholder Litigation, Superior Court of California, County of Santa Clara, deposition (2012)

Brady and O'Brien v. UBS Financial Services, Inc. and Greater Southwestern Funding Corp., United States District Court, Northern District of Oklahoma, deposition (2012)

Paley and Word Diamond v. Radar Networks et al., Superior Court of California, County of San Mateo, deposition (2012)

Salina-Spavinaw Telephone Company v. George K. Baum Advisors et al., deposition (2012)

Securities and Exchange Commission v. Alfred S. Teo, Sr., et al., United States District Court, District of New Jersey deposition and trial testimony (2011)

In re Professional Satellite and Communication, I.I.C bankruptcy: Nancy Wolf, Trustee v. Nayna Networks, Inc. et al., deposition (2011)

Industrial Technology Ventures, LP v. Pleasant T. Rowland Revocable Trust et al., United States District Court, Western District of New York, deposition (2011)

NACCO Industries v. Applica, Harbinger Capital Partners et al., Delaware Chancery Court, deposition (2010)

In re Mentor Corporation Shareholder Litigation, Superior Court of California, County of Santa Barbara, deposition (2010)

In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation, United States District Court, Eastern District of New York, deposition (2010)

Cisco Systems v. JR Rivers, arbitration testimony (2010)

ING USA Annuity v. J.P. Morgan Securities, Inc., Superior Court of Georgia, deposition (2009)

Omnicare, Inc. v. UnitedHealth Group, Inc., United States District Court, Northern District of Illinois, deposition (2008)

In re National Century Financial Enterprises, Inc. Investment Litigation, United States District Court, Southern District of Ohio, deposition (2008)

