



February 16, 2016

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549–1090
Via Email: rule-comments@sec.gov

Re: Proposed Rule, Disclosure of Payments by Resource Extraction Issuers
File Number S7–25–15

Dear Secretary:

Oxfam America (“Oxfam”) is pleased to respond to the Commission’s request for comment on its Proposed Rule implementing Section 13(q) added to the Securities Exchange Act of 1934 by Section 1504 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Oxfam America is an international relief and development organization that works with individuals and local groups in over 90 countries to save lives, help people overcome poverty, and promote social justice. Oxfam America is one of 17 affiliates forming the international Oxfam confederation, which together operates programs to improve the accountability in oil, gas and mining in about 30 countries. Oxfam America is also an investor, owning securities in several resource extraction issuers that would be subject to the Final Disclosure Rule.¹ Oxfam intends to carefully review disclosures by these and other issuers for

¹ This includes: Kosmos Energy Ltd. (U.S./Bermuda), AngloGold Ashanti Ltd. (South Africa), Barrick Gold Corp. (Canada), CNOOC Ltd. (China), Chevron Corp. (U.S.), and Newmont Mining Corp. (U.S.). Access to the disclosures required by the Section 1504 would allow Oxfam to better assess investment risks associated with these and other resource extraction issuers’ payments to governments, and to decide whether to invest in or divest itself of particular securities.

indications of investment and other forms of risk reflected in otherwise-undisclosed patterns of payments.

Oxfam is also a proud member of Publish What You Pay (“PWYP”), a coalition of civil society organizations advocating payment transparency in extractive industries as a necessary ingredient for accountability in the governance of resource-rich countries. Oxfam America fully endorses the PWYP comments submitted to the Commission on the above referenced proposed. The Appendix also provides an overview of all previous Oxfam comments submitted to the Commission on rule proposals designed to implement Section 13(q).

Oxfam welcomes the Proposed Rule, which requires public, company-by-company, and contract-based project level disclosure. We support the Commission’s efforts to align the Rule with the disclosure regimes in Canada and the European Union (EU), which, as the Commission recognized, “govern a large percentage of the companies that would be impacted” by the Proposed Rule.² We also take note of support for equivalency with the EU regime in formal comments submitted by investors worth over \$9.8 trillion in assets under management³; by the U.S. Department of State⁴; the U.S. Department of Interior⁵; the U.S. Agency for International Development⁶; covered companies including BHP Billiton,⁷ Chevron,⁸ ExxonMobil,⁹ Royal Dutch Shell,¹⁰ Total,¹¹ and

² Securities and Exchange Commission, *Disclosure of Payments by Resource Extraction Issuers*, Proposed Rule, 80 Fed. Reg. at 80061-80062.

³ Publish What You Pay Submission to SEC (16 February 2016). Appendix B.

⁴ US Department of State Submission to SEC (13 Nov. 2015). Available at: <https://www.sec.gov/comments/s7-25-15/s72515-1.pdf>. Id (21 Jan 2016). Available at: <https://www.sec.gov/comments/s7-25-15/s72515-13.pdf>.

⁵ Department of Interior Submission to SEC (6 Nov 2015). Available at: <http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-96.pdf>.

⁶ US Agency for International Development Submission to SEC (15 July 2011). Available at: <http://www.sec.gov/comments/s7-42-10/s74210-101.pdf>.

⁷ BHP Billiton Submission to SEC (25 January 2016). “BHP Billiton supports the establishment of a globally consistent and mandatory disclosure framework which includes equivalence agreements between jurisdictions. [...] In particular, BHP Billiton would be supportive of the EU Directive being used as a basis for equivalence in order to comply with proposed Rule 13q-1.” “A globally consistent mandatory framework will create a level playing field amongst the resource sector while minimizing the reporting burden and compliance costs for companies operating in multiple jurisdictions and ensuring stakeholders are able to access and analyze uniform data.” Available at: <https://www.sec.gov/comments/s7-25-15/s72515-9.pdf>.

⁸ Chevron Corporation Submission to SEC (7 May 2014). “We believe “equivalency” between the EU and U.S. reporting regimes is critical as the EU Member States move to implement the transparency reporting Directives. No one benefits from an outcome in which multinational resource companies are required to file multiple reports in multiple jurisdictions, providing substantially the same information in different forms.” Available at:

Eni SpA¹²; as well as civil society groups from over 40 countries.¹³ This approach is also supported by companies like Kosmos Energy¹⁴ and Statoil,¹⁵ which have already reported under the EU standard.

This alignment is critical to ensure a level playing field and widest possible company coverage. We applaud the Commission for its work on the Proposed Rule. However, there are key areas within the Rule that require strengthening in order to meet the U.S. government objective to promote “international

<http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-40.pdf>.

⁹ Royal Dutch Shell plc and ExxonMobil Corporation Submission to SEC (1 May 2014). “Equivalency, we believe, is critical as the EU member states move to implement the transparency reporting directives. No one benefits from an outcome under which multinational resource companies are required to file multiple reports in multiple jurisdictions providing substantially the same information in different forms.” Available at: <http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-37.pdf>.

¹⁰ Ibid.

¹¹ Total Submission to SEC (13 January 2016). “Total believes equivalency recognition should help global transparency initiatives evolve toward a common standard, thereby improving the quality and comparability of information. It encourages foreign jurisdictions that have not yet adopted resource extraction payment disclosure laws to provide a level of disclosure that is consistent with U.S. and EU rules.” Available at: <https://www.sec.gov/comments/s7-25-15/s72515-14.pdf>.

¹² Eni SpA Submission to SEC (31 January 2016) “While we are currently working to implement the EU Directives regarding 2016 payments, asymmetry remains between companies that are subject to reporting obligations and companies that are immune. We therefore welcome the new Rule proposed by the SEC in the USA, as it goes in the direction of levelling the field in the industry and addresses the issue of multiple reporting obligations and the associated compliance costs.” Available at: <https://www.sec.gov/comments/s7-25-15/s72515-12.pdf>

¹³ Publish What You Pay Submission to SEC (14 April 2014). Available at: <http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-32.pdf>

¹⁴ Kosmos Energy Submission to SEC (19 October 2015). Available at: <http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-95.pdf>

¹⁵ Statoil Annual Report 2014 “We welcome initiatives to strengthen revenue transparency legislation, including project-by-project disclosure of payments, as laid out in the EU Transparency Directive and in the Norwegian transparency rule. However, a global standard of revenue disclosure would be even more welcome. For Statoil, it is important that revenue transparency regulation applies globally, is effective, and creates a level playing field for all companies, communities and governments.” Available at: http://www.statoil.com/no/InvestorCentre/AnnualReport/AnnualReport2014/Documents/DownloadCentreFiles/01_KeyDownloads/2014%20Payments%20to%20governments.pdf at P.3. See also PWYP Submission to SEC (1 June 2014). Available at: <http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-73.pdf> (including Statoil’s 2014 *Payments to Governments* Report as an attachment).

transparency efforts.” More detail is provided in the PWYP comment of February 16, 2016.

A robust rule requiring public, company-by-company, and contract-based project-level disclosure, without any loopholes or categorical exemptions, reflects Congress’s intent to promote a global transparency standard that benefits and protect investors, communities, and civil society. The significant international transparency developments since the 2012 Rule, such as the sister laws adopted in the European Union, Canada, and Norway, only reinforce the evidence for the Commission’s adoption of such an approach.

As always, we are eager to be a resource and would be happy to provide more information to inform the Commission’s deliberations. We look forward to the vote on the Final Rule scheduled for the end of June.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ian Gary', with a long horizontal flourish extending to the right.

Ian Gary
Associate Policy Director, Fueling Development

Appendix - Oxfam Submissions on Section 1504 Rulemaking

Feb. 21, 2011

Raymond C. Offenheiser, President, Oxfam America

<http://www.sec.gov/comments/s7-42-10/s74210-24.pdf>

Feb. 21, 2012

Ian Gary, Senior Policy Manager, Extractive Industries, Oxfam America

<http://www.sec.gov/comments/s7-42-10/s74210-301.pdf>

Mar. 7, 2012

Ian Gary, Senior Policy Manager, Extractive Industries, Oxfam America

<http://www.sec.gov/comments/s7-42-10/s74210-245.pdf>

Mar. 20, 2012

Ian Gary, Senior Policy Manager, Extractive Industries, Oxfam America

<http://www.sec.gov/comments/s7-42-10/s74210-294.pdf>

Apr. 16, 2012

Richard L. Herz, Esq., Litigation Coordinator; Jonathan G. Kaufman, Esq., Staff Attorney; and Marco B. Simons, Esq., Legal Director; EarthRights International, on behalf of Oxfam America

<http://www.sec.gov/comments/s7-42-10/s74210-384.pdf>

Sep. 26, 2013

Raymond C. Offenheiser, President, Oxfam America, et al.

<http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-4.pdf>

July 14, 2014

Raymond C. Offenheiser, President, Oxfam America

<http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-55.pdf>

Dec. 3, 2015

Isabel Munilla, Senior Policy Advisor, Extractive Industries, Oxfam America

<http://www.sec.gov/comments/df-title-xv/resource-extraction-issuers/resourceextractionissuers-103.pdf>