MURPHY OIL CORP /DE
Form 424B2
May 16, 2012
Table of Contents

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-161688

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Aggregate Offering Price	Registration Fee(1)
4.00% Notes due 2022	$ 500,000,000	99.786%	$ 57,300

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Prospectus Supplement

(To Prospectus dated September 2, 2009)

$500,000,000

4.00% Notes Due 2022

We are offering $500,000,000 aggregate principal amount of 4.00% notes due 2022 (the notes). The notes will bear interest at the rate of 4.00% per year. Interest on the notes is payable semiannually in arrears on June 1 and December 1 of each year, commencing December 1, 2012. The notes will mature on June 1, 2022. We may redeem the notes at any time, in whole or in part, at the redemption prices described in this prospectus supplement.

The notes will be senior unsecured obligations of Murphy Oil Corporation and will rank equally with all of Murphy Oil Corporation s other unsecured senior indebtedness from time to time outstanding.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

See Risk factors beginning on page S-11 for a discussion of certain risks that you should consider in connection with making an investment in the notes.

The notes will be a new issue of securities and currently there is no established trading market for the notes. We do not intend to list the notes on any securities exchange or any automated dealer quotation system.

	Price to public(1)	Underwriting discount	Proceeds to us, before expenses
Per note	99.786%	0.650%	99.136%

Total	$ 498,930,000	$ 3,250,000	$ 495,680,000

(1) Plus accrued interest from May 18, 2012, if settlement occurs after that date.

The notes will be issued only in registered book-entry form, in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. The underwriters expect to deliver the notes to purchasers through the facilities of The Depository Trust Company for the benefit of its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about May 18, 2012.

Joint Book-Running Managers

J.P. Morgan

Wells Fargo Securities

Senior Co-Managers

BoA Merrill Lynch

DNB Markets

Co-Managers

Citigroup

Deutsche Bank Securities

Mitsubishi UFJ Securities

Raymond James Morgan Keegan

RBC Capital Markets

US Bancorp

Scotiabank

Capital One Southcoast

Comerica Securities

Fifth Third Securities, Inc.

May 15, 2012

Table of Contents

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We do not, and the underwriters do not, take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information provided by this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement or, with respect to information incorporated by reference, as of the date of that information. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

Table of contents

Prospectus supplement

Prospectus

Table of Contents

About this prospectus

This document has two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering and the notes offered. The second part is the accompanying prospectus, dated September 2, 2009, which provides more general information, some of which may not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

In this prospectus supplement, we refer to Murphy Oil Corporation and its wholly owned subsidiaries as we, our, us, Murphy Oil or Murphy unless the context clearly indicates otherwise.

Before purchasing any notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information in the documents we have listed under the heading Where you can find more information.

Where you can find more information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public at the SEC s web site at http://www.sec.gov.

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference or deemed incorporated by reference is considered to be a part of this prospectus supplement. Information that we file with the SEC after the date of this prospectus supplement will update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until our offering is completed:

- Our Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 28, 2012 (as amended by our Annual Report on Form 10-K/A filed on March 16, 2012);

- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012;

- Our Definitive Proxy Statement on Schedule 14A filed on March 29, 2012 (solely to the extent incorporated by reference into Part III of our Annual Report on Form 10-K); and

- Our Current Reports on Form 8-K or 8-K/A filed on February 3, 2012, March 20, 2012, April 5, 2012, May 4, 2012, May 9, 2012 and May 10, 2012.

You may request a free copy of these filings by writing to, or telephoning, us at the following address and phone number:

Corporate Secretary

Murphy Oil Corporation

P.O. Box 7000

El Dorado, Arkansas 71731-7000

(870) 862-6411

Table of Contents

Forward-looking statements

This prospectus supplement and the accompanying prospectus, including the documents we incorporate by reference, contain statements of Murphy Oil s expectations, intentions, plans and beliefs that are forward-looking, including statements regarding the possible separation of our U.S. downstream business, and are dependent on certain events, risks and uncertainties that may be outside of Murphy Oil s control. These forward-looking statements are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Murphy Oil s actual results could differ materially from those expressed or implied by these statements due to a number of factors, including, but not limited to, the volatility and level of crude oil and natural gas prices, the level and success rate of our exploration programs, our ability to maintain production rates and replace reserves, customer demand for our products, political and regulatory instability, and uncontrollable natural hazards, as well as those contained under the caption Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011.

Table of Contents

Summary

This summary description of our business and the offering may not contain all of the information that may be important to you. For a more complete understanding of our business and this offering, we encourage you to read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. In particular, you should read the following summary together with the more detailed information and consolidated financial statements and the notes to those statements included elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus.

Company overview

We are a worldwide oil and gas exploration and production company with retail and wholesale gasoline marketing operations in the United States and refining and marketing operations in the United Kingdom. Our operations are classified into two business activities: (1) Exploration and Production and (2) Refining and Marketing.

Murphy s exploration and production business explores for and produces crude oil, natural gas and natural gas liquids worldwide. Murphy s activities are subdivided into six geographic segments, including the United States, Canada, Malaysia, the United Kingdom, Republic of the Congo and all other countries. Total worldwide 2011 production on a barrel of oil equivalent basis (six thousand cubic feet of natural gas equals one barrel of oil) was 179,388 barrels per day. Total hydrocarbon production in 2012 is currently expected to average about 193,000 barrels of oil equivalent per day. The projected production increase of approximately 7.6% in 2012 is primarily related to higher oil and gas volumes produced in the Eagle Ford Shale area of South Texas as the Company continues to ramp up its drilling program in the area, higher natural gas production at the Tupper West area in Western Canada due to a full year of production and higher oil production at Kikeh following the well work program and additional field development operations. These volumes are expected to more than offset production declines in 2012 at other producing fields. Income from the worldwide Exploration and Production segment represented nearly 85% of consolidated net income from continuing operations in 2011.

Murphy s refining and marketing activities are subdivided into segments for the United States and the United Kingdom. Our U.S. business primarily consists of retail marketing of petroleum products through a large chain of motor refueling stations. Most of these stations are located on or near Walmart store sites, with the remaining stations located at other high traffic sites that are near major thoroughfares. Sales from our U.S. retail marketing stations represented 47.4% of our consolidated revenues in 2011, 53.1% in 2010 and 51.4% in 2009. Our market share of U.S. retail gasoline sales was approximately 2.6% in 2011.

The U.S. business entered the renewable fuels business by acquiring an ethanol production facility in North Dakota during 2009, and also purchased an unfinished ethanol production facility in Texas in 2010 that was completed and began operations in 2011. Additionally, the U.S. operations include refined product terminals, and a crude oil and refined products trading business. We sold our U.S. petroleum refineries in Meraux, Louisiana and Superior, Wisconsin and certain associated marketing assets in 2011.

Our U.K. business primarily consists of operations that refine crude oil and other feedstocks into petroleum products such as gasoline and distillates, buy and sell crude oil and refined products, and transport and market petroleum products. In 2011, we owned approximately 7.5% of the refining capacity in the United Kingdom. Our U.K. fuel sales represented 2.0% of the total U.K. market share. We have previously announced our intention to sell our U.K refining and marketing operations.

Table of Contents

We have been evaluating the potential to separate our U.S. downstream business into a separate publicly traded company. At March 31, 2012, our U.S. downstream business had $1.84 billion in assets. For the three months ended March 31, 2012, our U.S. downstream business generated $4.26 billion in revenues and incurred an after-tax loss of $7.2 million, and for the year ended December 31, 2011, it generated $17.5 billion in revenues and earned $223.6 million in income from continuing operations. Should a decision be made to separate our U.S. downstream business, the anticipated timing of the separation will be announced at that time. Some factors that could potentially affect the decision to separate include our future financial condition and operating results and economic, business, competitive and/or regulatory factors affecting our business and our industry. We cannot predict when, or if, the separation of our U.S. downstream business would take place, or on what terms such separation would be made.

Our principal executive offices are located at 200 Peach Street, P.O. Box 7000, El Dorado, Arkansas 71731-7000, and our telephone number is (870) 862-6411. Our capital stock is listed on the New York Stock Exchange under the symbol MUR. We maintain a website at http://www.murphyoilcorp.com where general information about us is available. We are not incorporating the contents of the website into this prospectus supplement or the accompanying prospectus.

Table of Contents

The offering

This summary highlights certain terms of the offering but does not contain all information that may be important to you. We encourage you to read this prospectus supplement and the accompanying prospectus in their entirety before making an investment decision.

Issuer	Murphy Oil Corporation
Securities offered	$500,000,000 aggregate principal amount of 4.00% notes due 2022.
Maturity date	June 1, 2022.
Interest rate	4.00% per annum
Interest payment dates	Semiannually in arrears on June 1 and December 1 of each year, commencing December 1, 2012.
Further issuances	We may from time to time, without the consent of the existing holders, create and issue additional notes having the same terms and conditions as the notes offered by this prospectus supplement in all respects, except for the issue date, issue price and, under some circumstances, the date of the first payment of interest on the notes, provided that if the additional notes are not fungible with the notes offered by this prospectus supplement for U.S. federal income tax purposes, such additional notes will have a different CUSIP.
Optional redemption	At any time prior to March 1, 2022 (the date that is three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount of the notes we redeem, plus a make-whole premium. At any time on or after March 1, 2022 (the date that is three months prior to the maturity date of the notes), the notes will be redeemable, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes we redeem. We also will pay any accrued and unpaid interest to, but excluding, the redemption date. See Description of the notes Optional redemption.
Ranking	The notes: will be unsecured; will rank equally with all of our existing and future unsecured senior debt; will be senior to any future subordinated debt; and

will be effectively junior to our secured debt to the extent of the assets securing such debt and to all existing and future debt and other liabilities of our subsidiaries, including trade payables.

Table of Contents

Covenants	We will issue the notes under an indenture containing covenants for your benefit. These covenants restrict our ability, with certain exceptions, to: incur debt secured by liens; and engage in sale/leaseback transactions.
Use of proceeds	We intend to use the net proceeds of approximately $494.7 million, after deducting the underwriting discount and other estimated expenses of the offering, to repay all outstanding borrowings under our revolving credit facility, which we incurred for the repayment in full of our 6.375% Notes at maturity on May 1, 2012, and the remainder for general corporate purposes. See Use of proceeds.
Book-entry form	The notes will be issued in book-entry form and will be represented by global certificates deposited with, or on behalf of, The Depository Trust Company (DTC) and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated securities, except in limited circumstances.
Absence of a public market for the notes	The notes will be a new issue of securities and there is currently no established trading market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. The underwriters have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and they may discontinue any market making with respect to the notes without notice.
U.S. federal income tax consequences	For the U.S. federal income tax consequences to non-U.S. holders (as defined herein) of the holding, disposition and conversion of the notes, see Material U.S. federal income tax considerations for Non-U.S. Holders in this prospectus supplement.
Listing	We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system.
Trustee	U.S. Bank National Association
Conflicts of interest	Affiliates of some of the underwriters, including the representatives, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, the trustee and an affiliate of the trustee are lenders under our revolving credit facility, and as such will

Table of Contents

receive some of the net proceeds from this offering and will be deemed to have a conflict of interest within the meaning of Financial Industry Regulatory Authority, Inc. (FINRA) Rule 5121. Because the notes are investment grade as defined in FINRA Rule 5121, a qualified independent underwriter is not required. However, no underwriter having a conflict of interest under FINRA Rule 5121 will confirm sales to any account over which the underwriter exercises discretionary authority without the specific written approval of the accountholder. Accordingly, this offering is being conducted in accordance with FINRA Rule 5121. See Use of proceeds and Underwriting (conflicts of interest) in this prospectus supplement.

Table of Contents

Summary consolidated historical financial data

We have provided in the tables below summary consolidated historical financial data. We have derived the statement of income data and other financial data for the three months ended March 31, 2012 and 2011 and for each of the years in the three-year period ended December 31, 2011, and the balance sheet data as of March 31, 2012 and 2011 and as of December 31 for each of the three years in the three-year period ended December 31, 2011, from our unaudited and audited consolidated financial statements. You should read the following financial information in conjunction with our consolidated financial statements and related notes that we have incorporated by reference in this prospectus supplement and the accompanying prospectus. In the opinion of our management, the unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments necessary for a fair presentation of the information set forth therein. The interim results set forth below are not necessarily indicative of results for the year ending December 31, 2012 or for any other period.

	Three Months Ended March 31,		Year Ended December 31,		
(in thousands, except ratios)	**2012**	**2011**	**2011**	**2010**	**2009**
Statement of Income Data:					
Total revenues	$ 6,994,519	$ 6,271,673	$ 27,745,549	$ 20,169,718	$ 16,895,206
Costs and Expenses:					
Crude oil and product purchases	5,514,379	4,956,376	21,875,297	15,351,318	12,821,305
Operating expenses	493,861	464,760	1,993,346	1,678,515	1,350,658
Exploration expenses, including undeveloped lease amortization	53,015	96,274	489,862	292,264	265,172
Selling and general expenses	89,187	69,661	301,005	259,215	212,376
Depreciation, depletion and amortization	340,374	263,747	1,093,406	1,114,529	870,999
Impairment of properties			368,600		5,240
Accretion of asset retirement obligations	9,778	9,487	37,701	31,857	26,154
Redetermination of Terra Nova working interest		(5,351)	(5,351)	18,582	83,498
Interest expense	11,739	11,719	55,831	53,172	53,005
Interest capitalized	(6,423)	(6,433)	(15,131)	(18,444)	(28,614)
Total costs and expenses	6,505,910	5,860,240	26,194,566	18,781,008	15,659,793
Income from continuing operations before income taxes	488,609	411,433	1,550,983	1,388,710	1,235,413
Income tax expense	198,538	172,991	810,051	609,151	521,559
Income from continuing operations	290,071	238,442	740,932	779,559	713,854
Income from discontinued operations, net of income taxes		30,461	131,770	18,522	123,767
Net income	$ 290,071	$ 268,903	$ 872,702	$ 798,081	$ 837,621
Other Financial Data:					
Net cash provided by operating activities	$ 991,006	$ 522,900	$ 2,145,385	$ 3,128,558	$ 1,864,633
Capital expenditures (1)	739,709	566,579	2,943,812	2,448,140	2,207,269
EBITDA (2)	834,299	680,466	3,053,689	2,537,967	2,136,043
Ratio of EBITDA to interest expense (2)	71.1x	58.1x	54.7x	47.7x	40.3x
Ratio of earnings to fixed charges (3)	21.7x	23.2x	15.6x	14.6x	14.5x

Table of Contents

(in thousands)	Three Months Ended March 31, 2012	2011	As of December 31, 2011	2010	2009
Balance Sheet Data:					
Working capital	$ 558,714	$ 740,528	$ 622,743	$ 619,783	$ 1,194,087
Net property, plant and equipment	10,922,959	10,659,848	10,475,149	10,367,847	9,065,088
Total assets	14,936,948	14,884,121	14,138,138	14,233,243	12,756,359
Long-term debt	249,565	974,392	249,553	939,350	1,353,183
Total debt including current maturities	599,599	974,433	599,558	939,391	1,353,221
Stockholders equity	9,119,083	8,531,237	8,778,397	8,199,550	7,346,026

(1) Capital expenditures presented here include accruals for incurred but unpaid capital activities, while property additions and dry holes in the Statements of Cash Flows are cash-based capital expenditures and do not include capital accruals and geological, geophysical and certain other exploration expenses that are not eligible for capitalization under oil and gas accounting rules.

(2) EBITDA means earnings from continuing operations before interest expense, income taxes, depreciation, depletion and amortization and impairment of properties. Management has included a presentation of EBITDA in this prospectus because some debt investors use this data as an indicator of a company s ability to service debt. However, EBITDA is not a United States generally accepted accounting principles (U.S. GAAP) measure and may not be comparable to similarly titled items of other companies. You should not consider EBITDA as an alternative to net income or any other generally accepted accounting principles measure of performance, as an indicator of our operating performance, or as a measure of liquidity. EBITDA does not represent funds available for management s discretionary use because certain future cash expenditures are not reflected in the EBITDA presentation.

The following table is a reconciliation of EBITDA to net income, the most directly comparable financial measure under U.S. GAAP:

	Three Months Ended March 31, 2012	2011	Year Ended December 31, 2011	2010	2009
Net income	$ 290,071	$ 268,903	$ 872,702	$ 798,081	$ 837,621
Discontinued operations		(30,461)	(131,770)	(18,522)	(123,767)
Interest expense	11,739	11,719	55,831	53,172	53,005
Interest capitalized	(6,423)	(6,433)	(15,131)	(18,444)	(28,614)
Income tax expense	198,538	172,991	810,051	609,151	521,559
Depreciation, depletion and amortization	340,374	263,747	1,093,406	1,114,529	870,999
Impairment of properties			368,600		5,240
EBITDA	$ 834,299	$ 680,466	$ 3,053,689	$ 2,537,967	$ 2,136,043
Ratio of EBITDA to interest expense (A)	71.1x	58.1x	54.7x	47.7x	40.3x

(A) The ratio of EBITDA to interest expense is calculated by dividing EBITDA by the gross interest expense for the period before reduction for interest capitalized to development projects.

(3) We have computed the ratio of earnings to fixed charges by dividing earnings by fixed charges. For this purpose, earnings consist of income from continuing operations before income taxes adjusted for (1) fixed charges, (2) undistributed earnings of companies accounted for by the equity method, (3) capitalized interest, and (4) amortization of capitalized interest. Fixed charges consist of interest and amortization of debt discount and expense, whether capitalized or expensed, and that portion of rental expense determined to be representative of the interest factor.

Table of Contents

Summary historical operating data

We have provided in the table below our summary operating data for the three months ended March 31, 2012 and 2011 and each of the years in the three-year period ended December 31, 2011.

	Three Months Ended March 31,		Year Ended December 31,		
	2012	2011	2011	2010	2009
Exploration and Production:					
Net crude oil, condensate and natural gas liquids production barrels per day:					
United States	20,280	16,817	17,148	20,114	17,053
Canada conventional	17,988	16,648	16,551	17,528	19,188
Canada synthetic oil	13,311	14,902	13,498	13,273	12,855
Malaysia	49,959	55,216	48,551	66,897	76,322
United Kingdom	3,071	3,085	2,423	3,295	3,361
Republic of Congo	2,881	6,645	4,989	5,820	1,743
Continuing operations	107,490	113,313	103,160	126,927	130,522
Discontinued operations					1,317
Total	107,490	113,313	103,160	126,927	131,839
Net natural gas sold thousands of cubic feet a day:					
United States	51,231	54,260	47,212	53,037	54,255
Canada	242,285	117,294	188,787	85,563	54,857
Malaysia Sarawak	184,635	170,554	176,943	154,535	28,070
Kikeh	43,743	64,832	40,497	58,157	46,583
United Kingdom	3,741	6,094	3,926	5,509	3,501
Total	525,635	413,034	457,365	356,801	187,266
Net hydrocarbon production equivalent barrels per day (1)	195,096	182,152	179,388	186,394	163,050
Estimated net hydrocarbon reserves million equivalent barrels (1, 2, 3)	N/A	N/A	534.1	455.2	439.2
Reserve life years (3, 4)	N/A	N/A	8.2	6.7	7.4
Refining and Marketing:					
Crude capacity of refineries barrels per stream day (2)	135,000	295,000	135,000	295,000	268,000
Crude oil throughputs barrels per day:					
Meraux, Louisiana Discontinued operation	N/A	130,171	100,163	106,482	101,864
Superior, Wisconsin Discontinued operation	N/A	34,830	26,483	34,541	32,158
Milford Haven, Wales	127,001	121,326	131,959	78,841	96,625
Total	127,001	286,327	258,605	219,864	230,647
Refinery utilization (5)	94.1%	97.1%	101.5%	77.6%	86.1%
Total refinery inputs crude oil and other feed stocks barrels per day	130,750	294,184	265,061	231,382	244,964
Refined products sold barrels per day:					
United States	319,976	437,775	420,737	450,100	432,700
United Kingdom	130,551	126,560	135,697	86,657	103,774
Total	450,527	564,335	556,434	536,757	536,474

Branded retail outlets (2):					
United States	1,133	1,226	1,128	1,215	1,169
United Kingdom	459	452	459	451	453
Total	1,592	1,678	1,587	1,666	1,622

Table of Contents

(1) 6,000 cubic feet of natural gas equals one equivalent barrel.

(2) At March 31 or December 31, as applicable.

(3) Not reported on a quarterly basis.

(4) Total net proved hydrocarbon reserves at the end of the respective period divided by net hydrocarbon production for the year.

(5) Average crude oil processed divided by average total crude capacity for the respective period. At September 30, 2011, we sold the Meraux, Louisiana and Superior, Wisconsin refineries (125,000 barrels per stream day and 35,000 barrels per stream day, respectively). Also, effective June 1, 2010, we expanded the Milford Haven, Wales refinery from 108,000 barrels per stream day to 135,000 barrels per stream day.

Table of Contents

Summary reserve data

We have provided in the table below summary data with respect to our estimated proved developed and undeveloped reserves of oil and natural gas as of December 31, 2011 and 2010. Except as noted below, all information in this table relating to oil and natural gas reserves has been based upon our estimates and reflects our net interest after royalties.

Estimates of the proved reserves attributable to our leasehold properties located in the North Sea offshore of the United Kingdom and in the Eagle Ford Shale trend in south Texas in the United States as of December 31, 2011 were based upon a third-party study prepared by Ryder Scott Company, L.P., independent petroleum engineers.

	As of December 31,	
	2011	**2010**
Proved Developed and Undeveloped Reserves:		
Proved developed and undeveloped oil reserves millions of barrels:		
Crude oil, condensate and natural gas liquids:		
United States	55.3	26.6
Canada conventional	36.6	32.8
Canada synthetic oil	129.5	129.2
Malaysia	104.4	98.4
United Kingdom	21.6	10.9
Republic of the Congo	2.3	10.1
Total proved developed and undeveloped oil reserves	349.7	308.0
Proved developed and undeveloped natural gas reserves billions of cubic feet:		
United States	98.4	90.8
Canada	638.9	326.9
Malaysia	347.8	434.0
United Kingdom	21.0	31.4
Total proved developed and undeveloped natural gas reserves	1,106.1	883.1
Total estimated net proved developed and undeveloped hydrocarbon reserves million equivalent barrels (1)	534.1	455.2

(1) 6,000 cubic feet of natural gas equals one equivalent barrel.

Table of Contents

Risk factors

Investing in the notes involves risks. You should carefully consider all the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before deciding to invest in the notes. In particular, we urge you to carefully consider the risk factors set forth below as well as those under the heading Risk Factors in our Annual Report on Form 10-K for fiscal year ended December 31, 2011.

Risks relating to the notes

The notes are structurally subordinated to all liabilities of our subsidiaries.

The notes are structurally subordinated to all liabilities of our subsidiaries, including without limitation, their debt and trade payables. As of March 31, 2012, we had approximately $3.88 billion in liabilities to third parties, including trade payables but excluding intercompany liabilities, issued by our subsidiaries, all of which would rank structurally senior to the notes in case of liquidation or otherwise. None of our subsidiaries has guaranteed or otherwise become obligated with respect to the notes. Our right to receive assets from any of our subsidiaries upon its liquidation or reorganization, and the right of the holders of the notes to participate in those assets, is structurally subordinated to claims of that subsidiary s creditors. Even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of that subsidiary and any debt of that subsidiary senior to that held by us, and our rights could otherwise be subordinated to the rights of other creditors of that subsidiary. Furthermore, none of our subsidiaries is under any obligation to make payments to us, and any payments to us would depend on the earnings or financial condition of our subsidiaries and various business considerations. Contractual or other legal restrictions may also limit our subsidiaries ability to pay dividends or make distributions, loans or advances to us. For these reasons, we may not have access to any assets or cash flows of our subsidiaries to make interest and principal payments on the notes.

Changes in our credit ratings may adversely affect your investment in the notes.

The credit ratings of our indebtedness are an assessment by rating agencies of our ability to pay our debts when due. These ratings are not recommendations to purchase, hold or sell the notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor, are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. The ratings are based on current information furnished to the ratings agencies by us and information obtained by the ratings agencies from other sources. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency s judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under review for a downgrade, could affect the market value and liquidity of the notes and increase our borrowing costs.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established trading market. The underwriters have advised us that they intend to make a market in the notes, as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes and they may discontinue their market-making activities at any time without notice. Therefore, an active market for the notes may not develop or, if developed, may not continue. The liquidity of any

Table of Contents

market for the notes will depend upon, among other things, the number of holders of the notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. If a market develops, the notes could trade at prices that may be lower than the initial offering price of the notes.

Table of Contents