EXXON MOBIL CORP
Form DEF 14A
April 17, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant /X/

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Check the appropriate box:

/ / Preliminary Proxy Statement
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/X/ Definitive Proxy Statement
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EXXON MOBIL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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[LOGO]

Notice of 2002 Annual Meeting
and Proxy Statement
including
Financial Statements

YOUR VOTE IS IMPORTANT
PLEASE VOTE YOUR SHARES PROMPTLY

NOTICE OF ANNUAL MEETING

MAY 29, 2002

AND PROXY STATEMENT

[LOGO]

Dear Shareholder:

We invite you to attend the annual meeting of shareholders on Wednesday, May 29, 2002, in Dallas, Texas. The meeting will begin promptly at 9:30 a.m. At the meeting, you will hear a report on our business and have a chance to meet your directors and executives.

This booklet includes the formal notice of the meeting, the proxy statement and financial statements. The proxy statement tells you about the agenda, procedures and rules of conduct for the meeting. It also describes how the board operates and gives personal information about our director candidates.

Based on favorable shareholder response, financial statements again are included with this proxy statement as Appendix A rather than with the summary annual report. The summary annual report mailed with this booklet includes summary financial statements.

Even if you only own a few shares, we want your shares to be represented at the meeting. You can vote your shares by Internet, toll-free telephone call, or proxy card. If you vote this year's proxy via the Internet, you can elect to access future proxy statements and annual reports on our Web site. If you are a registered shareholder, you can choose to discontinue receiving more than one annual report.

To attend the meeting in person, please follow the instructions on page 2. If you are not able to attend, you may listen to a live audiocast of the meeting on the Internet. Instructions for listening to this audiocast will be available at our Web site, www.exxonmobil.com, approximately one week prior to the event. A report on the meeting will be included in the June issue of EXXONMOBIL PERSPECTIVES, which will also be available on our Web site.

Sincerely yours,

/s/ Lee R. Raymond

Lee R. Raymond
Chairman of the Board

April 17, 2002

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF EXXON MOBIL CORPORATION

TIME:	Doors open: 8:00 a.m., central time Meeting begins: 9:30 A.M., central time
DATE:	Wednesday, May 29, 2002
PLACE:	Morton H. Meyerson Symphony Center 2301 Flora Street Dallas, Texas 75201
PURPOSE:	- Elect directors - Ratify appointment of independent auditors - Vote on 8 shareholder proposals - Conduct other business if properly raised

Only shareholders of record on April 5, 2002, may vote at the meeting. Only shareholders or their proxy holders and ExxonMo guests may attend the meeting. Guests are not permitted to sp at the meeting.

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. TO VOTE YOUR SHARES, USE THE INTERNET OR CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED IN THE INSTRUCTIONS ON YOUR PRO CARD, OR COMPLETE, SIGN, DATE, AND RETURN YOUR PROXY CARD.

[/S/ P. T. MULVA]
Patrick T. Mulva
Secretary

April 17, 2002

EXXON MOBIL CORPORATION - PROXY STATEMENT 2002

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GENERAL INFORMATION

WHO MAY VOTE

Shareholders of ExxonMobil, as recorded in our stock register on April 5, 2002, may vote at the meeting.

HOW TO VOTE

You may vote in person at the meeting or by proxy. We recommend you vote by proxy even if you plan to attend the meeting. You can always change your vote at the meeting.

HOW PROXIES WORK

ExxonMobil's Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some, or none of our director candidates. You may also vote for or against the other proposals or abstain from voting.

If your shares are held in your name, you can vote by proxy in three convenient ways:

- VIA INTERNET: Go to www.eproxyvote.com/xom and follow the instructions. You will need to enter the Control Number printed on your proxy card. At this Web site, you can elect to access future proxy statements and annual reports via the Internet.

- BY TELEPHONE: Call toll-free 1-877-779-8683 and follow the instructions. You will need to enter the Control Number printed on your proxy card.

- IN WRITING: Complete, sign, date, and return your proxy card in the enclosed envelope.

Your proxy card covers all shares registered in your name and shares held in your Shareholder Investment Program (SIP) account. If you own shares in the ExxonMobil Savings Plan, your proxy card also covers those shares.

If you give us your signed proxy, but do not specify how to vote, we will vote your shares in favor of our director candidates; in favor of the management proposal to ratify the appointment of independent auditors; and against the shareholder proposals.

If you hold shares through someone else, such as a stockbroker, you may receive material from that firm asking how you want to vote. Check the voting form used by that firm to see if it offers Internet or telephone voting.

VOTING SHARES IN THE EXXONMOBIL SAVINGS PLAN

The trustee of the ExxonMobil Savings Plan will vote plan shares as participants direct. To the extent participants do not give instructions, the trustee will vote shares as it thinks best. This year, the proxy card also serves to give voting instructions to the trustee.

REVOKING A PROXY

You may revoke your proxy before it is voted by:

- submitting a new proxy with a later date, including a proxy given via the Internet or by telephone;

- notifying ExxonMobil's Secretary in writing before the meeting; or

- voting in person at the meeting.

CONFIDENTIAL VOTING

Independent inspectors count the votes. Your individual vote is kept confidential from us unless special circumstances exist. For example, a copy of your proxy card will be sent to us if you write comments on the card.

QUORUM

In order to carry on the business of the meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person. Treasury shares, which are shares owned by ExxonMobil itself, are not voted and do not count for this purpose.

VOTES NEEDED

The director candidates who receive the most votes will be elected to fill the seats on the board. Approval of the other proposals requires the favorable vote of a majority of the votes cast. Only votes for or against a proposal count. Abstentions and broker non-votes count for quorum purposes but not for voting purposes. Broker non-votes occur when a broker returns a proxy but does not have authority to vote on a particular proposal.

ATTENDING IN PERSON

Only shareholders or their proxy holders and ExxonMobil's guests may attend the meeting. For safety and security reasons, cameras will not be allowed in the meeting and will need to be checked at the admissions counter.

For registered shareholders, an admission ticket is attached to your proxy card.

Please bring the admission ticket with you to the meeting.

If your shares are held in the name of your broker, bank, or other nominee, you must bring to the meeting an account statement or letter from the nominee indicating that you are the beneficial owner of the shares on April 5, 2002, the record date for voting. You may receive an admission ticket in advance by sending a written request with proof of ownership to the address listed under "Contact information" on page 46.

Shareholders who do not present admission tickets at the meeting will be admitted only upon verification of ownership at the admissions counter.

CONDUCT OF THE MEETING

The Chairman has broad authority to conduct the annual meeting in an orderly and timely manner. This authority includes establishing rules for shareholders who wish to address the meeting. A copy of these rules will be available at the meeting. The Chairman is also entitled to exercise broad discretion in recognizing shareholders who wish to speak and in determining the extent of discussion on each item of business. In light of the number of business items on this year's agenda and the need to conclude the meeting within a reasonable period of time, we cannot assure that every shareholder who wishes to speak on an item of business will be able to do so. The Chairman may also rely on applicable law regarding disruptions or disorderly conduct to ensure that the meeting is conducted in a manner that is fair to all shareholders.

ELECTION OF DIRECTORS
(ITEM 1 ON THE PROXY CARD)

The board has nominated the director candidates named below. Personal information on each of our nominees is also given below. All of our nominees currently serve as ExxonMobil directors.

The Board of Directors performs a number of services for ExxonMobil and its shareholders, including:

- overseeing the management of the company on your behalf;
- reviewing ExxonMobil's long-term strategic plans;
- exercising direct decision-making authority in key areas, such as declaring dividends;
- choosing the CEO, setting the scope of his authority to manage the company's business day to day, and evaluating his performance; and
- reviewing development and succession plans for ExxonMobil's top executives.

Most ExxonMobil directors--including 10 of our 12 nominees--are not ExxonMobil employees. Only nonemployee directors serve on ExxonMobil's Board Audit, Board Compensation, Public Issues, Board Affairs, and Board Advisory on Contributions committees.

All ExxonMobil directors are elected for one-year terms. Nonemployee directors cannot stand for election after they have reached age 70. Mr. Renna elected to retire effective January 31, 2002, so he is not standing for reelection. Also, Mr. Dahan has advised the board of his intention to retire, therefore, he is not standing for reelection.

The board met ten times in 2001. All of ExxonMobil's directors, on average, attended approximately 97% of board and committee meetings during the year 2001.

If a director nominee becomes unavailable before the election, your proxy authorizes the people named as proxies to vote for a replacement nominee if the board names one.

THE BOARD RECOMMENDS YOU VOTE FOR EACH OF THE FOLLOWING CANDIDATES:

BIOGRAPHIES OF OUR BOARD NOMINEES

MICHAEL J. BOSKIN [PHOTO] AGE 56 Director since 1996	T. M. Friedman Professor of Economics, and Senior Fellow, Hoover Institution, Stanford University. Holds bachelor's, master's, and Ph.D. degrees in economics. Joined Stanford University in 1970. Adjunct Scholar, American Enterprise Institute; Research Associate, National Bureau of Economic Research. Director, First Health Group Corporation; Oracle Corporation; Vodafone Group PLC; Western Multiplex Corporation. Chairman, Congressional Advisory Commission on the Consumer Price Index 1995-96; Council of Economic Advisors, 1989-93. Member, Advisory Committee of the Joint Committee on Taxation of the U.S. Congress; Panel of Advisors to the Congressional Budget Office. Dr. Boskin is the recipient of numerous professional awards.
WILLIAM T. ESREY [PHOTO] AGE 62 Director since 1998	Chairman and Chief Executive Officer, Sprint Corporation. Holds bachelor's degree in economics and master of business administration degree. Joined Sprint, a global communications company integrating long distance, local, and wireless communications services and one of the world's largest carriers of Internet traffic, in 1980. Held a variety of management positions. Elected Chief Executive Officer in 1985 and Chairman in 1990. Prior to joining Sprint, Mr. Esrey held management positions with Dillon, Read and Company; ATT New York Telephone Company; and Empire City Subway Co., Ltd. Director, Duke Energy Corporation; General Mills, Inc. Member, The Business Council; The Business Roundtable.
DONALD V. FITES [PHOTO] AGE 68 Director since 1999	Former Chairman and Chief Executive Officer, Caterpillar Inc. Holds bachelor's degree in civil engineering and master's degree in management. Joined Caterpillar, a manufacturer of heavy machinery, in 1956. Held a variety of management positions. Became Vice President in 1981, Executive Vice President in 1985, Director in 1986, President and Chief Operating Officer in 1989, and Chairman and Chief Executive Officer in 1990. Retired in 1999. Director of Mobil from 1990 to 1999. Director, AK Steel Corporation; AT&T Wireless Services, Inc.; Georgia-Pacific Corporation; Oshkosh Truck Corporation; Wolverine World

Wide, Inc.; Valparaiso University. Trustee, Knox College. Chairman, The Salvation Army National Advisory Board; the World Methodist Council Financial Development Committee. Member, Board of Advisors, Thayer Capital Partners; The Business Council. Mr. Fites is the recipient of numerous awards, including two honorary doctorate of law degrees.

JAMES R. HOUGHTON [PHOTO] AGE 66 Director since 1994	Chairman of the Board, Corning Incorporated. Holds bachelor of arts and master of business administration degrees. Joined Corning, a communications, advanced materials, and display products company, in 1962. Held a variety of management positions. Elected Chairman of the Board and Chief Executive Officer of Corning in 1983. Retired in 1996. Elected Chairman of the Board in June 2001. Director, Corning Incorporated; Metropolitan Life Insurance Company. Trustee, Corning Museum of Glass; The Metropolitan Museum of Art; The Pierpont Morgan Library. Member, The Business Council; Council on Foreign Relations; Harvard Corporation.
WILLIAM R. HOWELL [PHOTO] AGE 66 Director since 1982	Chairman Emeritus, J.C. Penney Company, Inc. Holds bachelor of business administration degree. Joined J.C. Penney, a department store and catalog chain, in 1958. Held a variety of management positions. Elected Chairman of the Board and Chief Executive Officer in 1983. Retired as Chairman of the Board in 1997. Director, Bankers Trust New York Corporation and Bankers Trust Company; American Electric Power; Halliburton Co.; Pfizer, Inc.; Williams; Viseon.
HELENE L. KAPLAN [PHOTO] AGE 68 Director since 1999	Of Counsel to Skadden, Arps, Slate, Meagher & Flom LLP, a law firm that performed services for Mobil. Holds bachelor of arts degree and juris doctor. Director of Mobil 1989 through 1999. Director, J.P. Morgan Chase & Co.; May Department Stores Company; Metropolitan Life, Inc.; Verizon Communications. Chair, Carnegie Corporation of New York. Trustee and Vice Chair, American Museum of Natural History; Commonwealth Fund; J. Paul Getty Trust; Institute for Advanced Study. Member, American Academy of Arts and Sciences; Council on Foreign Relations. Fellow, American Philosophical Society. Mrs. Kaplan is the recipient of numerous awards, including an honorary doctorate of law.

REATHA CLARK KING	President and Executive Director, General Mills Foundation;

[PHOTO] AGE 64 Director since 1997	Vice President, General Mills, Inc., a manufacturer and marketer of consumer food products. Holds bachelor of science degree in chemistry and mathematics, master of science degree in chemistry, master of business administration degree in finance management, and Ph.D. degree in thermochemistry. Prior to joining the General Mills Foundation in 1988, Dr. King held a variety of scientific and educational positions, including Research Chemist, National Bureau of Standards; Chemistry Professor, Associate Dean for Division of Natural Science & Mathematics, and Associate Dean for Academic Affairs, York College, City University of New York; President, Metropolitan State University. Director, H.B. Fuller Company; Minnesota Mutual Companies, Inc.; Wells Fargo and Company. Trustee, Clark Atlanta University; H.B. Fuller Foundation. Life Trustee, University of Chicago. Dr. King is the recipient of numerous awards, including 14 honorary doctorate degrees.
PHILIP E. LIPPINCOTT [PHOTO] AGE 66 Director since 1986	Retired Chairman of the Board, Campbell Soup Company, a global manufacturer and marketer of high quality, branded convenience food products. Retired Chairman and Chief Executive Officer, Scott Paper Company. Holds bachelor of arts and master of business administration degrees. Joined Scott Paper, a company involved in sanitary paper, printing and publishing papers, and forestry operations, in 1959. Held a variety of management positions. Elected Director in 1978, Chief Executive Officer in 1982 and Chairman in 1983. Retired in 1994. Director, Campbell Soup Company. Chairman of the Board and Director, Fox Chase Cancer Center. Trustee, The Penn Mutual Life Insurance Company. Member, The Business Council.
HARRY J. LONGWELL [PHOTO] AGE 60 Director since 1995	Executive Vice President. Holds bachelor's degree in petroleum engineering. Principal responsibilities include the corporation's worldwide upstream oil and gas activities; Imperial Oil Limited; aviation; and human resources. Since joining the Exxon organization in 1963, Mr. Longwell has held a variety of management positions in domestic and foreign operations, including Vice President-Production and President, Exxon Company, U.S.A.; Vice President, Esso Europe Inc.; Senior Vice President-Upstream and Executive Vice President, Exxon Company, International. Elected Senior Vice President and Director of Exxon in 1995, Executive Vice President and Director of ExxonMobil in 2001. Director, National Action Council for Minorities in Engineering; University of Dallas. Member, Board of Visitors, University of Texas, M.D. Anderson Cancer Center; Advisory Board, Dallas Area Habitat for Humanity.

MARILYN CARLSON NELSON — Chairman and Chief Executive Officer, Carlson Companies,

[PHOTO] AGE 62 Director since 1991	Inc. Co-Chair, Carlson Holdings, Inc.; Carlson Wagonlit Travel, Inc. Holds bachelor's degree in international economics. Since joining Carlson Companies, a travel, hotel, restaurant, and marketing services company, in 1989, Mrs. Nelson has held a number of management positions, including Director, Senior Vice President, and Vice Chair. Director, Carlson Companies, Inc; Qwest Communications, Inc.; Mayo Foundation. Past Chair, Travel Industry Association of America. Member, Council of the World Economic Forum; World Travel and Tourism Council; Advisory Board, Curtis L. Carlson School of Management, University of Minnesota. Mrs. Nelson is the recipient of numerous awards, including three honorary doctorate degrees.
LEE R. RAYMOND [PHOTO] AGE 63 Director since 1984	Chairman of the Board and Chief Executive Officer. Holds bachelor's and Ph.D. degrees in chemical engineering. Since joining the Exxon organization in 1963, Mr. Raymond has held a variety of management positions in domestic and foreign operations, including Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon Company, International; Exxon Enterprises; Esso Inter-America, Inc. Elected Senior Vice President and Director of Exxon in 1984, President in 1987, Chairman and Chief Executive Officer in 1993, and added title of President in 1996. Director, J.P. Morgan Chase & Co.; American Petroleum Institute; American Enterprise Institute; United Negro College Fund. Trustee, Wisconsin Alumni Research Foundation. Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Singapore-U.S. Business Council; Trilateral Commission; University of Wisconsin Foundation.
WALTER V. SHIPLEY [PHOTO] AGE 66 Director since 1998	Retired Chairman of the Board, The Chase Manhattan Corporation and The Chase Manhattan Bank, a banking and finance company. Holds bachelor of science degree. Joined Chase Bank in 1956. Held a variety of management positions. Director, Verizon Communications; Lincoln Center for the Performing Arts, Inc.; American Home Products Corporation. Chairman and Director, Goodwill Industries of Greater New York, Inc. Trustee, American Museum of Natural History. Member, The Business Council.

DIRECTOR COMPENSATION

ExxonMobil employees receive no extra pay for serving as directors. Nonemployee directors receive a base fee of $75,000 a year. We also pay members of the Audit and Compensation Committees a fee of $15,000 per year, and an additional fee of $10,000 per year to the chairs of those committees. For other committees, nonemployee directors receive $8,000 per year for each committee on which they serve, and the chairs receive an additional fee of $7,000 per year. No fees are paid to members of the Executive Committee. Nonemployee directors are reimbursed for actual expenses to attend meetings.

Nonemployee directors may elect to defer all or part of these fees either into ExxonMobil stock equivalents with dividends or into a deferred account that earns interest at the prime rate. Deferred fees are payable after the director leaves the board in one to five annual installments.

We also pay a portion of director compensation in stock. Each nonemployee director receives 8,000 shares of restricted stock when first elected to the board and, if the director remains in office, an additional 2,400 restricted shares each following year. While on the board, each nonemployee director receives the same cash dividends on restricted shares as a holder of regular common stock, but the director is not allowed to sell the shares. The restricted shares can be forfeited if the director leaves the board early.

BOARD COMMITTEES

The board appoints committees to help carry out its duties. In particular, board committees work on key issues in greater detail than would be possible at full board meetings. Each committee reviews the results of its meetings with the full board.

BOARD AUDIT COMMITTEE

Mr. Houghton (Chairman)

Mr. Esrey

Mr. Howell

Mrs. Kaplan

Dr. King

Mrs. Nelson

The Board Audit Committee met three times during 2001. The committee oversees accounting and internal control matters. The committee also recommends to the board the independent auditors to audit ExxonMobil's financial statements, subject to shareholder approval. The committee's report on its activities for the fiscal year 2001 is on page 23. Fees paid to the independent auditors are provided on pages 24-25. The committee's charter is attached as Appendix B to this proxy statement.

BOARD ADVISORY COMMITTEE ON CONTRIBUTIONS

Dr. Boskin (Chairman)

Mr. Esrey

Mrs. Kaplan

Dr. King

Mr. Lippincott

Mrs. Nelson

The Board Advisory Committee on Contributions met three times during 2001. The committee reviews the level of ExxonMobil's support for education and other public service programs, including the company's contributions to the ExxonMobil Foundation. The foundation works to improve the quality of education in America at all levels, with special emphasis on math and science. The foundation also supports the company's other cultural and public service giving.

BOARD AFFAIRS COMMITTEE

Mrs. Nelson (Chairman)

Mr. Fites

Mr. Howell

Mr. Lippincott

Mr. Shipley

The Board Affairs Committee met once during 2001. The committee recommends director candidates; reviews nonemployee director compensation; and reviews other corporate governance practices. The committee will consider your suggestions for possible director candidates if you submit the name and biographical information in writing to ExxonMobil's Secretary at the address under "Contact information" on page 46. On request, the Secretary will also provide a description of the qualifications we look for in director candidates.

BOARD COMPENSATION COMMITTEE

Mr. Howell (Chairman)

Dr. Boskin

Mr. Esrey

Mr. Houghton

Dr. King

The Board Compensation Committee (BCC) met seven times during 2001. The committee oversees compensation for ExxonMobil's senior executives, including salary, bonus, and incentive awards. The committee also reviews succession plans for key executive positions. The committee's report on executive compensation starts on page 12.

FINANCE COMMITTEE

Mr. Raymond (Chairman)

Dr. Boskin

Mr. Fites

Mr. Houghton

Mr. Shipley

The Finance Committee met two times and acted by written consent one time during 2001. The committee reviews ExxonMobil's financial policies and strategies, including our capital structure, and authorizes corporate debt within limits set by the board.

PUBLIC ISSUES COMMITTEE

Mr. Lippincott (Chairman)

Mr. Fites

Mrs. Kaplan

Mr. Shipley

The Public Issues Committee met two times during 2001. The committee reviews ExxonMobil's policies and practices on relevant public issues, including their effects on safety, health and the environment. The committee hears reports from operating units on safety and environmental activities. The committee also visits operating sites to observe and comment on current practices, including spill and hazard prevention.

EXECUTIVE COMMITTEE

Mr. Raymond (Chairman)

Mr. Houghton

Mr. Howell

Mr. Lippincott

Mrs. Nelson

Other directors serve as alternate members on a rotational basis.

The Executive Committee met once during 2001. The committee has broad power to act on behalf of the board. In practice, the committee meets only when it is impractical to call a meeting of the full board.

DIRECTOR AND EXECUTIVE OFFICER STOCK OWNERSHIP

These tables show how much ExxonMobil common stock each executive named in the Summary Compensation Table on page 16 and each nonemployee director and nominee owned on February 28, 2002. In these tables, ownership means the right to direct the voting or the sale of shares, even if those rights are shared with someone else. None of these individuals owns more than 0.13 percent of the outstanding shares. All share information in this proxy statement reflects the two-for-one stock split effective June 20, 2001.

Named Executive Officer	Shares Owned	Shares Covered by Exercisable Options*
Lee R. Raymond	1,534,909(1)	7,006,684
Rene Dahan	246,468(2)	2,384,670
Harry J. Longwell	394,538(3)	3,260,000
Eugene A. Renna	378,152	2,119,960
K. Terry Koonce	202,212(4)	1,193,024

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(1) Includes 300 shares owned by spouse.

(2) Includes 109,176 shares held jointly with spouse.

(3) Includes 102 shares owned by spouse and 30,092 shares held jointly with spouse.

(4) Includes 11,752 shares held jointly with spouse.

*Includes options that will become exercisable within 60 days.

Nonemployee Director/Nominee	Shares Owned*
Michael J. Boskin	25,900
William T. Esrey	24,540(1)
Donald V. Fites	24,770
James R. Houghton	34,500(2)
William R. Howell	32,300(3)
Helene L. Kaplan	40,022
Reatha Clark King	27,004(4)
Philip E. Lippincott	35,500
Marilyn Carlson Nelson	48,428(5)
Walter V. Shipley	26,140

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(1) Includes 1,040 shares held jointly with spouse.

(2) Includes 5,000 shares owned by spouse.

(3) Includes 5,400 restricted shares held as constructive trustee for former spouse.

(4) Includes 1,000 shares owned by spouse.

(5) Includes 18,528 shares held as co-trustee of family trusts.

*The nonemployee directors are not granted ExxonMobil stock options.

On February 28, 2002, ExxonMobil's directors and executive officers (31 people) together owned 5,568,990 shares of ExxonMobil stock and 26,846,580 shares covered by exercisable options, representing about 0.48 percent of the outstanding shares.

BCC REPORT ON EXECUTIVE COMPENSATION

OVERVIEW

ExxonMobil's success depends on developing, motivating and retaining executives who have the skills and expertise required to lead a global organization. To that end, our executive compensation program is designed to motivate, reward and retain the management talent our company needs to achieve its business goals and maintain its leadership. We do this with:

- competitive base salaries in keeping with a philosophy of career continuity;
- rewards for exceptional performance and accomplishments; and
- incentives to meet short-term and long-term objectives.

The nature of the petroleum business requires long-term, capital-intensive investments. These investments often take years to generate a return to shareholders. Accordingly, we grant incentive awards with a view toward long-term corporate performance. These awards may not fluctuate as much as year-to-year financial results. Under our program, a substantial portion of senior executives' potential compensation depends on increases in shareholder value.

ExxonMobil pays for performance based on an individual's level of responsibility. For this purpose, performance means both individual and corporate performance. Individual performance includes the ability to put ExxonMobil's business plans into effect and to react to unanticipated events. We base compensation decisions for all executives, including the Chief Executive Officer (CEO) and the other executives named in the Summary Compensation Table on page 16 on these criteria.

The three major components of ExxonMobil's compensation program are base salary, short term incentive awards, and long term incentive awards.

BASE SALARY

In keeping with the long-term and highly technical nature of ExxonMobil's business, we take a long-term approach to management development. This career-oriented philosophy requires a competitive base salary. Each year, we adjust ExxonMobil's salary structure based on competitive positioning (comparing ExxonMobil's salary structure with salaries paid by other companies), ExxonMobil's own business performance, and general economic factors. Specific weights are not given to these factors, but competitive positioning is the most important factor.

We use a number of surveys to determine ExxonMobil's competitive salary position. We compare our salary structure with the U.S.-based oil companies in the industry group used for comparing stock performance on page 22. We do not consider salary data from the foreign-based oil companies in that group. Their executive compensation structures are not considered comparable.

ExxonMobil's business, and the competition for executives, extend beyond the oil industry. Therefore, we also compare our salary structure with other major U.S.-based corporations. ExxonMobil is significantly larger and more diverse than the other surveyed companies.

Therefore, ExxonMobil targets its salary ranges between the median and high end of the survey data. Within these ranges, we determine individual executive salaries based on individual performance, level of responsibility, and experience. The BCC recommends the CEO's salary to the Board of Directors, sets the salaries for ExxonMobil's other elected officers, and reviews the salaries of other senior executives.

SHORT TERM INCENTIVE AWARDS

Short term incentive awards consist of cash bonuses and Earnings Bonus Units (EBUs). See page 19 for a description of the terms of EBUs. We grant short term awards to executives to reward their contributions to the business during the past year. We also grant EBUs as incentives for strong, mid-term corporate performance. EBUs help stress that decisions and contributions in any one year affect future years. In 2001, approximately one half of executive bonuses were in the form of EBUs. The cumulative earnings required for maximum payout of each EBU granted this year was increased from those granted in 2000.

Each year, the BCC establishes a ceiling for cash bonuses and EBUs. The ceiling for 2001 was $145 million. Almost all of that amount was granted in awards to approximately 1,500 employees. The ceiling is based on ExxonMobil's business performance, progress towards long-term goals, and competitive position. No particular formula is used. Some of the measures of performance considered by the BCC include net income, earnings per share, return on capital employed, return on equity, dividends, and operational excellence. The BCC does not give specific weights to these measures. The 2001 ceiling was approximately the same as the 2000 ceiling based on several factors: ExxonMobil's second highest annual earnings, following record earnings in 2000, and overall business performance, continued strengthening of its worldwide competitive position and progress toward long-range strategic goals.

The bonus an executive receives depends on the executive's individual performance and level of responsibility. Each year, we assess relative performance based on factors including initiative, business judgment, technical expertise, and management skills.

LONG TERM INCENTIVE AWARDS

Long term incentive awards are intended to develop and retain strong management through share ownership and incentive awards that recognize future performance. Stock options were the primary long term incentive granted to executive officers and over 5,600 other key employees in 2001. The BCC believes that a significant portion of senior executives' compensation should depend on value created for the shareholders. Options are an excellent way to accomplish this because they tie the executives' interests directly to the shareholders' interests. See page 17 for a description of the terms of options.

The number of options granted to executive officers is based on individual performance and level of responsibility. For this purpose, the committee measures performance the same way as described above for short term awards. Option grants must be sufficient in size to provide a strong incentive for executives to work for long-term business interests and become significant owners of the business. The number of options held by an executive is not a factor in

determining subsequent grants. Granting options on that basis could create an incentive for executives to exercise options and sell their shares.

The company does not have required levels for equity holdings by senior management, but long term awards are designed to encourage share ownership. The five officers named in the Summary Compensation Table on page 16 have, on average, equity holdings of approximately 15 times salary as of year-end 2001. In addition, other elected officers have holdings that exceed typical ownership guidelines used by some companies in industry.

Last year, the BCC granted Career Shares to a limited number of senior executives. Career Shares are shares of ExxonMobil common stock that normally may not be sold until after an executive reaches normal retirement age. The shares may be forfeited if an executive leaves before that time. Given the size, complexity, and global scope of ExxonMobil's business, it is essential to retain an experienced senior management team. Career Shares help ExxonMobil retain key strategic and operating executives for the long term. These awards also provide an additional incentive for superior long-term corporate performance and align their total compensation with senior executives in the group of industry and other major U.S. corporations used in our compensation survey. The number of Career Shares granted to senior executives also reflects the increased responsibility and complexity of senior positions.

The committee bases individual Career Share grants on the executive's personal contribution and level of responsibility. The number of shares held by an executive is not a factor in determining individual grants since Career Shares are primarily designed to promote long-term retention.

U.S. INCOME TAX LIMITS ON DEDUCTIBILITY

U.S. income tax law limits the amount ExxonMobil can deduct for compensation paid to the CEO and the other four most highly paid executives. Performance-based compensation that meets IRS requirements is not subject to this limit. The short term awards and stock option grants described above are designed to meet these requirements so that ExxonMobil can continue to deduct the related expenses. Specifically, the shareholders have approved broad performance measures for short term awards to the top executives. The shareholders also set limits on short term awards to these executives (0.2% of operating net income) and on individual option grants (0.2% of outstanding shares at year-end 1996, adjusted for stock splits). These are not targets, only maximums established for deductibility purposes. Actual award levels have been significantly less based on the factors and judgments described in the preceding sections of this report.

CEO COMPENSATION

Within the framework described above, the BCC determines the CEO's compensation by judging his individual contributions to ExxonMobil's business, level of responsibility, and career experience. The BCC does not think narrow quantitative measures or formulas are sufficient for determining Mr. Raymond's compensation. The committee does not give specific weights to the factors considered, but the primary factor is the CEO's individual contribution to the business.

Considering all of the factors, the BCC believes the combination of Mr. Raymond's base salary and short term awards is appropriate compared to CEOs of ExxonMobil's competitors and other large, complex, global organizations. Mr. Raymond's long term incentive awards reflect the complex, highly technical, and long-term nature of ExxonMobil's business. The Career Share award granted to Mr. Raymond recognizes his outstanding contributions to ExxonMobil's business performance, continued strengthening of the corporation's worldwide competitive position, and its progress toward long-range strategic goals. Noting the impact of the Exxon and Mobil merger during the past three years, and the resultant delay of some executive moves required to develop the next generation of corporate management, the board requested, and Mr. Raymond agreed, to defer his retirement beyond the normal retirement date of August 2003. The restrictions on the award are designed to retain his leadership through an orderly plan which will assure continuity in superior corporate management.

In determining Mr. Raymond's total compensation, the BCC considered Mr. Raymond's level of responsibility, his leadership, and his overall contribution as CEO. The BCC believes his package is appropriately positioned relative to the CEOs of U.S.-based oil companies and other major U.S.-based corporations.

SUMMARY

The BCC is made up of nonemployee directors who do not participate in any of the compensation plans they administer. The BCC approves or endorses all the programs that involve compensation paid or awarded to senior executives.

The BCC is responsible for ensuring that ExxonMobil's compensation program serves the best interests of its shareholders. To help meet this responsibility, the BCC is guided by an independent analysis prepared by an outside consultant of the competitiveness of the total compensation of the CEO and other senior executives. This analysis, based on a survey of comparable positions at 18 other major corporations both within and outside the oil industry, focuses on the competitiveness of total compensation for the CEO and other senior executives. The BCC also considers the results of the salary surveys described above.

In the opinion of the committee, ExxonMobil has an appropriate and competitive compensation program. The combination of sound base salary, competitive short term bonuses, and emphasis on long term incentives provides a balanced and stable foundation for effective executive leadership.

William R. Howell, Chairman
Michael J. Boskin
William T. Esrey
James R. Houghton
Reatha Clark King

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EXXON MOBIL CORPORATION - PROXY STATEMENT 2002

EXECUTIVE COMPENSATION TABLES

The following tables show the compensation of ExxonMobil's Chairman and the four other most highly paid executives. See the Board Compensation Committee (BCC) report beginning on page 12 for an explanation of our compensation philosophy. All share information listed below reflects the two-for-one stock split effective June 20, 2001.

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long Term Comp	
					Awards	
Name and Principal Position	Year	Salary ($)	Bonus ($)(b)	Other Annual Compensation ($)	Restricted Stock Award(s) ($)(d)	Options (#)
L. R. Raymond	2001	2,850,000	2,700,000	83,091(c)	7,424,000	1,050,0

CHAIRMAN AND CEO	2000	2,500,000	2,700,000	91,643	9,043,750	1,050,0
	1999	2,110,417	13,900,000	222,571	8,356,250	850,0
R. Dahan	2001	1,250,000	863,000	5,370	0	500,0
EXECUTIVE VICE						
PRESIDENT	2000	1,100,000	863,000	5,485	904,375	500,0
AND DIRECTOR	1999	953,333	2,640,000	5,484	835,625	400,0
H. J. Longwell	2001	1,250,000	863,000	6,590	742,400	500,0
EXECUTIVE VICE						
PRESIDENT	2000	1,100,000	863,000	5,485	904,375	500,0
AND DIRECTOR	1999	953,333	2,640,000	5,484	835,625	400,0
E. A. Renna (a)	2001	1,250,000	863,000	12,806	0	500,0
EXECUTIVE VICE						
PRESIDENT	2000	1,100,000	863,000	458,101	904,375	500,0
AND DIRECTOR	1999	828,750	2,880,500	0	835,625	703,6
(RETIRED--1/31/02)						
K. T. Koonce	2001	700,000	475,000	3,418	371,200	220,0
VICE PRESIDENT;	2000	620,000	412,500	1,181	452,188	180,0
PRESIDENT, EXXONMOBIL	1999	546,667	515,000	0	417,813	140,0
PRODUCTION COMPANY						

(a) Mr. Renna became an executive of ExxonMobil when the merger closed in November 1999. In order to provide more complete and comparable information, we have included in this table compensation paid by Mobil before the merger.
(b) 1999 bonus includes regular annual bonus plus special merger bonus.
(c) Represents certain perquisites, including membership fees of $36,920, and tax assistance of $31,598.
(d) The value shown is the number of restricted shares times the market price of ExxonMobil stock on the day of grant. As of December 31, 2001, the total number and value of restricted shares held by these executives was: Mr. Raymond: 1,160,000 shares ($45,588,000); Mr. Dahan: 132,000 ($5,187,600); Mr. Longwell: 152,000 ($5,973,600); Mr. Renna: 40,000 ($1,572,000); and Mr. Koonce: 30,000 ($1,179,000). The values given do not reflect the fact that shares are restricted. The executives receive the same cash dividends on restricted shares as holders of regular common stock, but cannot sell the shares during the restricted period. See page 14 for more details on these shares, which we call Career Shares.
(e) Includes 1999 ExxonMobil grant plus Mobil grants of 303,632 shares to Mr. Renna.
(f) Settlements of Earnings Bonus Units. See page 19 for more details.
(g) 2001 values represent company credits and other allocations under defined contribution plans (Mr. Raymond: $171,000; Mr. Dahan: $76,700; Mr. Longwell: $76,700; Mr. Renna: $75,000; and Mr. Koonce: $43,700); and costs of executive life insurance (Mr. Raymond: $90,288; Mr. Dahan: $39,600; Mr. Longwell: $39,600; and Mr. Koonce: $22,176).

OPTION GRANTS IN LAST FISCAL YEAR

Individual Grants (a) Potential Realizable Value
at Assumed Annual Rates

Name	Number of Securities Underlying Options Granted (#)	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price ($/Sh)	Expiration Date	of Stock Price Appreciatio for Option Term (b) If Stock At $60.46 5% ($)	If Stock At $96.28 10% ($)
All Shareholders' Stock Appreciation	N/A	N/A	N/A	N/A	158.6 billion	401.9 billi
L. R. Raymond	1,050,000	3.0	37.12	11/27/11	24,511,797	62,117,7
R. Dahan	500,000	1.4	37.12	11/27/11	11,672,284	29,579,8
H. J. Longwell	500,000	1.4	37.12	11/27/11	11,672,284	29,579,8
E. A. Renna	500,000	1.4	37.12	11/27/11	11,672,284	29,579,8
K. T. Koonce	220,000	0.6	37.12	11/27/11	5,135,805	13,015,1

(a) The exercise price is the market price of ExxonMobil stock on the grant date. Options granted to senior executives become exercisable after one year or on death. The maximum option term is 10 years after grant or five years after death, if earlier. Options may be forfeited in cases of detrimental activity or early termination of employment. We did not grant any stock appreciation rights to senior executives.

(b) These columns show the gains option holders and all shareholders could realize if ExxonMobil stock appreciates at a 5% or 10% rate. These growth rates are arbitrary assumptions specified by the SEC, not ExxonMobil's predictions.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION/SAR VALUES

Name	Number of Shares Underlying Options/SARs Exercised (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options/SARs at FY-End (#) Exercisable	Unexercisable	Value of Unexercised, In-the-Money Options/SARs at FY-End ($)* Exercisable	Unexercisabl
L. R. Raymond	556,856	16,366,988	7,070,000	1,050,000	81,525,687	2,289,000
R. Dahan	100,000	2,479,792	2,384,670	500,000	16,506,408	1,090,000

H. J. Longwell	0	0	3,260,000	500,000	36,892,687	1,090,000
E. A. Renna	66,566	1,754,441	1,863,758	803,632	16,781,719	3,397,604
K. T. Koonce	103,828	2,603,835	1,203,024	220,000	14,269,898	479,600

* The difference between the option exercise price and the market price of ExxonMobil stock at year-end. The actual gain, if any, an executive realizes will depend on the market price of ExxonMobil stock at the time of exercise. "In-the-money" means the market price of the stock is greater than the exercise price of the option on the date specified.

LONG TERM INCENTIVE PLANS--AWARDS IN LAST FISCAL YEAR

Name	Number of Shares, Units or Other Rights	Performance or Other Period Until Maturation or Payout	Estimated Future Payouts Under Non-Stock Price-Based Plans Maximum ($)
L. R. Raymond	900,000	5 years maximum	2,700,000
R. Dahan	287,340	5 years maximum	862,020
H. J. Longwell	287,340	5 years maximum	862,020
E. A. Renna	287,340	5 years maximum	862,020
K. T. Koonce	158,330	5 years maximum	474,990

The awards shown above are Earnings Bonus Units or EBUs. Each EBU entitles the executive to receive an amount equal to ExxonMobil's cumulative net income per common share as announced each quarter beginning after the grant. Payout occurs on the fifth anniversary of the grant or when the maximum settlement value of $3.00 per unit is reached, if earlier. SEC rules classify EBUs as long term incentives, but because of the nature of ExxonMobil's business we view EBUs as short term awards. See page 13 for more details.

PENSION PLAN TABLE

	Years of Accredited Service			
Remuneration*	30	35	40	45

1,000,000	480,000	560,000	640,000	720,000
1,500,000	720,000	840,000	960,000	1,080,000
2,000,000	960,000	1,120,000	1,280,000	1,440,000
2,500,000	1,200,000	1,400,000	1,600,000	1,800,000
3,000,000	1,440,000	1,680,000	1,920,000	2,160,000
3,500,000	1,680,000	1,960,000	2,240,000	2,520,000
4,000,000	1,920,000	2,240,000	2,560,000	2,880,000
4,500,000	2,160,000	2,520,000	2,880,000	3,240,000
5,000,000	2,400,000	2,800,000	3,200,000	3,600,000
5,500,000	2,640,000	3,080,000	3,520,000	3,960,000
6,000,000	2,880,000	3,360,000	3,840,000	4,320,000
6,500,000	3,120,000	3,640,000	4,160,000	4,680,000
7,000,000	3,360,000	3,920,000	4,480,000	5,040,000
7,500,000	3,600,000	4,200,000	4,800,000	5,400,000
8,000,000	3,840,000	4,480,000	5,120,000	5,760,000
8,500,000	4,080,000	4,760,000	5,440,000	6,120,000
9,000,000	4,320,000	5,040,000	5,760,000	6,480,000

* For plan purposes, this means: (1) average annual salary over the highest paid 36-month period during the employee's last 10 years of employment; plus, (2) the average of the three highest cash bonus and EBU awards during the employee's last five years of employment.

Employees who meet the age, service, and other requirements of ExxonMobil's pension plans are eligible for a pension after retirement. The table shows the approximate yearly benefit that would be paid to an ExxonMobil employee in the top compensation and period of service categories. The table reflects a five-year certain and life annuity form of payment. Retiring employees may also elect to receive an equivalent lump-sum payment instead of an annuity. The actual benefit would be reduced by a portion of the employee's Social Security benefits.

Under the ExxonMobil plans, covered compensation for the named executive officers includes the amount shown in the "Salary" column of the Summary Compensation Table; the regular bonus shown in the "Bonus" column of that table; and the EBU award shown in the Long Term Incentive Plans table.

At February 28, 2002, the covered compensation and years of service were $7,139,589 (39 years) for Mr. Raymond; $2,594,183 (40 years) for Mr. Dahan; $2,594,183 (39 years) for Mr. Longwell; and $1,374,056 (40 years) for

Mr. Koonce. At Mr. Renna's retirement on January 31, 2002, his covered compensation and years of service were $2,518,600 (33 years). The benefit payable to Mr. Renna is calculated on the basis of combined compensation and years of service with Mobil and ExxonMobil.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities and Exchange Act of 1934 requires that our executive officers and directors file reports of their ownership and changes in ownership of ExxonMobil stock on Forms 3, 4, and 5 with the Securities and Exchange Commission and New York Stock Exchange. The Form 3 report of initial holdings filed when J. S. Simon, an ExxonMobil Vice President, first became an executive officer in 1999 inadvertently failed to include a previously-granted deferred share bonus. The deferred shares are not actually deliverable until after Mr. Simon retires, and are subject to forfeiture until then.

STOCK PERFORMANCE GRAPHS

Annual total returns to ExxonMobil shareholders were (8)% in 2001, 10% in 2000, and 13% in 1999 and have averaged 13% over the past five years. Total returns mean share price increase plus dividends paid, with dividends reinvested. The graphs below show the relative investment performance of ExxonMobil common stock, the S&P 500, and an industry peer group over the last five- and ten-year periods. The peer group consists of four other international integrated oil companies: BP, ChevronTexaco, Royal Dutch, and Shell Transport and Trading. Since last year's proxy statement, Texaco ceased to be a component of the peer group as a result of its merger with Chevron.

FIVE-YEAR CUMULATIVE TOTAL RETURNS
VALUE OF $100 INVESTED AT YEAR-END 1996

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

Dollars

	1996	1997	1998	1999	2000	2001
ExxonMobil	100	128	157	177	195	180
S&P 500	100	133	171	208	189	166
Industry Group	100	126	126	162	153	143

Fiscal Years Ended December 31

TEN-YEAR CUMULATIVE TOTAL RETURNS
VALUE OF $100 INVESTED AT YEAR-END 1991

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

Dollars

	1991	1992	1993	1994	1995	1996	1997	1998	1999	2000	2001
ExxonMobil	100	105	114	114	158	200	256	314	353	389	359

S&P 500	100	108	118	120	165	203	271	348	421	383	338
Industry Group	100	94	128	142	187	245	309	309	398	375	352

Fiscal Years Ended December 31

BOARD AUDIT COMMITTEE REPORT

The primary function of our committee is oversight of the corporation's financial reporting process, public financial reports, internal accounting and financial controls, and the independent audit of the annual consolidated financial statements. The board, in its business judgment, has determined that our members are "independent," as required by the New York Stock Exchange. Our committee acts under a charter attached to this proxy statement. We review the adequacy of the charter at least annually. Our members are not professionally engaged in the practice of accounting or auditing, and are not experts in either of those fields or in auditor independence.

In carrying out our responsibilities, we look to management and the independent auditors. Management is responsible for the preparation, presentation and integrity of the corporation's financial statements, the financial reporting process and internal controls. The independent auditors are responsible for auditing the corporation's annual financial statements in accordance with generally accepted auditing standards and expressing an opinion as to the statements' conformity with generally accepted accounting principles.

In performance of our oversight function, we have reviewed and discussed the consolidated financial statements with management and PricewaterhouseCoopers LLP (PwC), the independent auditors. Management and PwC told us that the corporation's consolidated financial statements were fairly stated in accordance with generally accepted accounting principles. We discussed with PwC matters covered by Statement on Auditing Standards No. 61 (Communication with Audit Committees).

We have also discussed with PwC their independence from the corporation and management, including the matters in Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and the letter and disclosures from PwC to us pursuant to Standard No. 1. We considered whether the information technology consulting services relating to financial information systems design and implementation and other non-audit services provided by PwC to the corporation are compatible with maintaining the auditors' independence.

We discussed with the corporation's internal auditors and PwC the overall scope and plans for their respective audits. We met with the internal auditors and PwC, with and without management present, to discuss the results of their examinations, their evaluations of the corporation's internal controls, and the overall quality of the corporation's financial reporting.

Based on the reviews and discussions referred to above, in reliance on management and PwC, and subject to the limitations of our role, we recommended to the board, and the board has approved, the inclusion of the audited financial statements in the corporation's annual report on Form 10-K for the year ended December 31, 2001, for filing with the Securities and Exchange Commission.

We have also recommended to the board, and the board has appointed, PwC to audit the corporation's financial statements for 2002, subject to shareholder ratification of that appointment.

James R. Houghton, Chairman
William T. Esrey William R. Howell Helene L.
Reatha Clark King Marilyn Carlson Nelson

BOARD OF DIRECTORS PROPOSAL: RATIFICATION OF INDEPENDENT AUDITORS (ITEM 2 ON THE PROXY CARD)

Based on the recommendations of the Board Audit Committee, the board has appointed PricewaterhouseCoopers LLP (PwC) to audit our financial statements for 2002. We are asking you to ratify that appointment.

AUDIT FEES

The aggregate fees paid to PwC for professional services rendered for the audit of our annual financial statements for the fiscal year ended December 31, 2001, and for the reviews of the financial statements included in our quarterly reports on Form 10-Q for that fiscal year, are estimated to be $17.7 million.

FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION FEES

The aggregate fees billed by PwC for professional services rendered to ExxonMobil managed financial information systems design and implementation projects for the fiscal year ended December 31, 2001 were $49.8 million.

Competitive bidding was used by ExxonMobil project executives for each of three projects where ExxonMobil project teams were assisted by PwC resources. The ExxonMobil project executives responsible for overall system design and implementation used PwC to assist with such services as systems configuration and training. In each case, Board Audit Committee approval was obtained prior to engaging PwC for assistance. ExxonMobil has made all project management decisions including the selection of systems processes and controls. ExxonMobil internal audit department personnel performed design evaluations, as well as, pre and post implementation reviews to evaluate the adequacy of internal accounting and financial reporting controls associated with the enterprise business system projects. Two of the projects were completed during 2001. The final project is expected to be completed in 2002.

PwC has announced that it plans to separate its management consulting business, PwC Consulting, through an initial public offering.

ALL OTHER FEES

The aggregate fees billed by PwC for services rendered to us, other than the services described above under "Audit Fees" and "Financial Information Systems Design and Implementation Fees," for the fiscal year ended December 31, 2001 were $19.3 million. The more significant services are described below.

- Tax compliance and other tax services totaled $14.1 million. The services primarily included tax preparation assistance for individual ExxonMobil expatriate employees. PwC also assisted various ExxonMobil affiliates with the preparation of local tax filings and tax valuation services.

- Other audit-related services totaled $3.0 million. The services were principally comprised of benefit plan and joint venture audits, cost certifications and government compliance reviews.

- Actuarial services related to pension plan and other post-employment benefit obligations totaled $1.9 million. PwC finalized the sale of the business that provided these services on December 31, 2001.

PwC has been ExxonMobil's independent auditing firm for many years, and we believe they are well qualified for the job. A PwC representative will be at the annual meeting to answer appropriate questions and to make a statement if he desires.

THE BOARD RECOMMENDS YOU VOTE FOR THIS PROPOSAL.

SHAREHOLDER PROPOSALS
(ITEMS 3 THROUGH 10 ON THE PROXY CARD)

We expect the following proposals to be presented by shareholders at the annual meeting. Following SEC rules, other than minor formatting changes, we are reprinting the proposals and supporting statements as they were submitted to us. We take no responsibility for them. On request to the Secretary at the address listed under "Contact information" on page 46, we will provide the names of co-sponsors and information about the sponsors' shareholdings.

THE BOARD RECOMMENDS YOU VOTE AGAINST THESE PROPOSALS FOR THE REASONS WE GIVE AFTER EACH ONE.

SHAREHOLDER PROPOSAL: GOVERNMENT SERVICE
(ITEM 3 ON THE PROXY CARD)

This proposal was submitted by Mrs. Evelyn Y. Davis, Watergate Office Building, 2600 Virginia Avenue, N.W., Suite 215, Washington, DC 20037.

"RESOLVED: That the stockholders of ExxonMobil assembled in Annual Meeting in person and by proxy hereby request the Board of Directors to have the Company furnish the stockholders each year with a list of people employed by the Corporation with the rank of Vice President or above, or as a consultant, or as a lobbyist, or as legal counsel or investment banker or director, who, in the previous five years have served in any governmental capacity, whether Federal, City or State, or as a staff member of any CONGRESSIONAL COMMITTEE or regulatory agency, and to disclose to the stockholders whether such person was engaged in any matter which had a bearing on the business of the Corporation and/or its subsidiaries, provided that information directly affecting the competitive position of the Corporation may be omitted.

REASONS: Full disclosure on these matters is essential at ExxonMobil because of its many dealings with Federal and State agencies, and because of pending issues forthcoming in Congress and/or State and Regulatory Agencies.

Last year the owners of 101.1 million shares, representing 4.5% of shares voting, voted FOR this proposal.

If you AGREE, please mark your proxy FOR this resolution."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

The proponent submitted this same proposal for the ExxonMobil annual meeting last year when more than 95% of the votes cast by shareholders were AGAINST. As previously stated, this proposal would serve no useful purpose and would entail significant burdens in trying to interpret and then implement its vague requirements.

The board interprets this resolution as implying that individuals now associated with ExxonMobil who were once affiliated with federal, state or municipal governments might use their past associations in an inappropriate manner. While there may be rare occasions when ExxonMobil's employment requirements are met by someone who also happens to have had prior government experience, to list such persons solely because of past government associations seems to imply that this is the reason for employment and that he or she might behave in an unethical manner. We believe such inference is incorrect in practice and assumes behavior that is inconsistent with the corporation's long standing STANDARDS OF BUSINESS CONDUCT. Qualified employees who volunteer to serve in the public interest do so openly and no useful purpose would be served by publishing a list as proposed in this resolution.

Further, the listing of outside consultants, investment bankers and legal counsel with previous government service, as required by this resolution, would present the practical problem of trying to ascertain information about past activities of all individuals in those outside firms who could fall under the vaguely defined requirements of this proposal. As a result, this proposal might make it difficult for the corporation to obtain the most qualified outside advisors.

SHAREHOLDER PROPOSAL: POLICY ON BOARD DIVERSITY
(ITEM 4 ON THE PROXY CARD)

This proposal was submitted by Mr. Tom Gniewek, 123 Norwood Circle, Camden, Tennessee 38320.

"WHEREAS shareholders believe that our board of directors needs to be more representative of shareholders and reflect a diverse workforce and population so our company can remain competitive and,

Recently the Investor Responsibility Research Center reported inclusiveness at senior management and board levels was only 9% within Fortune 500 companies.

If we are to successfully compete in the increasingly diverse global marketplace of the future, we must select the best people regardless of race, gender, religion or physical challenge.

We believe a more diverse board with its wider range of perspectives would improve the quality of corporate decision-making. We request our corporation to enlarge its search for qualified board members including minorities and women.

The recent proxy of W.R. Grace states their Board... 'recognizes that its composition should reflect the global nature of the company's operation and the diversity of its workforce. The Board also recognizes that it is in a unique position to 'set the tone at the top' and to demonstrate its belief that diversity makes good business sense.'

Though ExxonMobil has three women, one of whom is African American on its board, we do believe this is inadequate to provide the necessary diversity for ExxonMobil to effectively compete in the future.

We request that the Board promptly take steps to include additional minorities and women candidates for nominations to the Board starting in 2001 and thereafter.

THEREFORE, BE IT RESOLVED that the shareholders request:

The Board issue a policy publicly committing the company to a more diverse board, a program of steps, and the timeline to move further in that direction.

The Board make available an annual report starting in 2001 summarizing efforts to encourage and increase the diversification of:

- our Board of Directors
- our Board search firms
- all Board of Directors committees.

NOTES: Last year 90.3% of votes were cast against this proxy and 9.7% in favor. The previous year 7.9% was in favor. This is indicative of stockholder support which this proxy commands. Please vote."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

As the proponent indicates above, more than 92% and 90% of votes cast by shareholders in 2000 and 2001, respectively, were cast AGAINST this proposal.

The board is committed to the diversity of its membership. However, we believe that developing and issuing another policy addressing board diversity and preparing a related annual report would replicate current policy and practice and create an unnecessary expense.

Again this year, the proposal essentially asks the board to do what it is already doing. The board has reviewed and approved "Guidelines for Selection of Nonemployee Directors," which

state that the corporation "seeks candidates with diverse backgrounds who possess knowledge and skills in areas of importance to the corporation, such as management, finance, marketing, technology, law, international business, or public service." The guidelines, which are made available on request to any interested shareholder, also state that the corporation "recognizes the strength and effectiveness of the board reflects the balance, experience, and diversity of the individual directors..." The Board Affairs Committee, whose members are all nonemployee directors, is responsible for recommending these guidelines and criteria as to the desired qualifications for director and for reviewing qualifications of individuals suggested as potential candidates for director. Mrs. Nelson is currently chair of the Board Affairs Committee.

The board is always searching for the most qualified candidates, regardless of race, sex, ethnicity, religion, or any other personal characteristic, with the background, experience, knowledge, and skills to oversee the operations of a corporation as large and complex as ExxonMobil.

SHAREHOLDER PROPOSAL: HUMAN RIGHTS POLICY
(ITEM 5 ON THE PROXY CARD)

This proposal was submitted by Amnesty International USA, 322 Eighth Avenue, New York, New York 10001, as lead proponent of a filing group.

"WHEREAS, we believe that transnational corporations operating in countries with repressive governments, ethnic conflict, weak rule of law, endemic corruption, or poor labor and environmental standards face serious risks to their reputation and share value if they are seen to be responsible for, or complicit in, human rights violations; and,

WHEREAS, Our company (Exxon Mobil Corporation) operates in several countries where allegations of serious human rights violations have been made including: Angola, Cameroon, Chad, Colombia, Indonesia, and Nigeria; and,

WHEREAS, we believe our company does not possess a comprehensive human rights policy that would enable it to effectively manage and avoid these risks; and,

WHEREAS, the United Nations Universal Declaration of Human Rights (1948) is recognized as the basic international standard for human rights; and,

WHEREAS, several of our company's major competitors have already adopted a comprehensive human rights policy based upon the Universal Declaration of Human Rights; and,

WHEREAS, we believe that significant commercial advantages may accrue to our company by adopting a comprehensive human rights policy including: enhanced corporate reputation, improved employee recruitment and retention, improved community and stakeholder relations, and reduced risk of adverse publicity, consumer boycotts, divestment campaigns, and law suits;

THEREFORE BE IT RESOLVED that the shareholders request the Board of Directors of Exxon Mobil Corporation develop and adopt a comprehensive and verifiable human rights policy which shall include an explicit commitment to support and uphold the principles and values contained in the Universal Declaration of Human Rights.

BE IT FURTHER RESOLVED that the shareholders request the Board of Directors adopt such a policy at the earliest possible time and that they report on the progress made in this regard no later than November 1, 2002.

SUPPORTING STATEMENT: In addition to basing our company's human rights policy on the Universal Declaration of Human Rights, we believe that any adequate company human rights policy should also include consideration of the following:

1. Workplace standards based upon the core conventions of the International Labor Organization (ILO Conventions No. 29, 87, 98, 100, 105, 111, 138, and 182).

2. A policy on the use of security personnel, both private security and security forces provided by the government of a host country, that is based upon and consistent with internationally accepted human rights norms, such as the U.N. Code of Conduct for Law Enforcement Officials.

3. A policy requiring a human rights and social impact assessment to be conducted prior to our company's decision to invest in countries that are experiencing civil conflict or which have poor human rights records, as evidenced by credible reports by independent human rights organizations or by the annual country reports on human rights prepared by the U.S. Department of State.

4. A plan for implementing these commitments and policies throughout our

company's global operations that provides for a secure and independent complaint mechanism, provisions for consultation with local affected communities, provisions for social auditing by credible independent agencies, and provisions for annual public reporting."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

ExxonMobil condemns human rights violations in any form. We believe that our actions and our practices as outlined in the STANDARDS OF BUSINESS CONDUCT, and other documents, are consistent with the spirit and intent of the principles set forth in the Universal Declaration of Human Rights, to the extent that the provisions are relevant to private entities.

The shareholder proposal claims that the company "does not possess a comprehensive human rights policy," with the objective of effectively managing and avoiding the risks of operating in certain countries where "allegations of serious human rights violations have been made." In fact, the company has a comprehensive approach to implementing actions and policies that guide worldwide operations, including actions necessary to ensure appropriate regard for human rights in all locations where the company and its affiliates operate.

The company and its affiliates operate in over 200 countries and territories around the world. Specific guidance is provided to ensure that managers, supervisors, and all other employees understand senior management's expectations with regard to operating in diverse cultures and dispersed locations. Exxon Mobil Corporation's Guiding Principles and STANDARDS OF BUSINESS CONDUCT, which are intentionally broad, serve as the foundation for the company's activities. These are applied uniformly around the globe and are modified only as required by local law. A copy of these principles and standards is given to each employee worldwide.

In particular, our Guiding Principles and STANDARDS OF BUSINESS CONDUCT require adherence to the highest ethical standards, including being a good corporate citizen, obeying all laws and regulations, and respecting local and national cultures. Our Ethics Policy, which is one of the core policies that constitute the STANDARDS OF BUSINESS CONDUCT, states that even where laws are permissive, the company will choose the course of highest integrity in conducting its operations. These broad principles and policies extend to all activities of the company, including appropriate respect for human rights wherever the company and its affiliates operate.

To ensure adherence to the requirements of these principles and policies, management has put in place systems for communicating with employees and for monitoring compliance. For example, we conducted Business Practice Reviews in all functions and locations worldwide in 2000 and early 2001. All supervisors and most non-supervisory employees were required to participate. During these reviews, the requirements of our principles and policies were discussed, and employees were encouraged to raise any issues about these requirements in general, or about how the requirements apply to specific work situations.

These Business Practices Reviews will be conducted periodically in the future. Also, employees are encouraged to raise issues at any time with their supervisors, or to raise questions or disclose any potential problems in confidence through a publicized phone number. To ensure management stewardship, the company requires managers to confirm annually that they and their organization are in compliance with corporate policies.

With respect to security issues, we recognize that security and respect for human rights can and should be consistent. We have long been committed to the value of engaging with citizens and host governments to contribute to the welfare of the local community while mitigating any potential for conflict where possible. In areas where we operate, we make a direct and concrete contribution to furthering human rights by enhancing economic and social well-being. We are supporting numerous community-based initiatives around the world to develop institutional capacities in health and education fields, areas considered fundamental to the universal enjoyment of human rights.

SHAREHOLDER PROPOSAL: EXECUTIVE COMPENSATION FACTORS
(ITEM 6 ON THE PROXY CARD)

This proposal was submitted by Sisters of St. Dominic of Caldwell, New Jersey, 52 Old Swartswood Station Road, Newton, New Jersey 07860, as lead proponent of a filing group.

"WHEREAS:

- We believe that executive compensation should reflect not only the financial performance of a company, but also the total performance, including social and environmental criteria;

- During the period 1990-2000, corporate profits rose 114%, the S&P 500 rose 300%, and CEO pay rose 571%. During the same period, average worker pay rose 37%;

- The average large company CEO made 531 times more than the average production worker in 1999 (BUSINESS WEEK). If the pay of the average manufacturing worker had increased as fast as CEO pay between 1990-2000, it would be $120,491/year, not $24,668/yr. If minimum wage rose as fast as CEO pay it would be $25.50/hour, not $5.15/hour;

- Business leaders and thinkers ranging from J.P. Morgan to Peter Drucker have argued against wide pay gaps and call for limits on executive pay;

- ExxonMobil's CEO received $41,696,282 in overall compensation in 2000 (2001 proxy statement);

- ExxonMobil has been sued for up to $4.7 million for nearly 200 violations of the Clean Air Act and has been sued with a partner company for $4.8 million for toxic discharges into San Francisco Bay (THE HERALD, Glasgow). Federal and State agencies have initiated numerous actions against the company. Our liabilities for the Valdez spill have only recently been settled.

RESOLVED: Shareholders request that the Board Compensation Committee should consider non-financial factors, including social and environmental concerns, in determining compensation for top executives. We recommend the Committee consider setting executive performance goals that take into account disparities between increases in top executives' compensation and that of the lowest paid workers, as well as to environmental liability and progress.

STATEMENT OF SUPPORT

Links between executive compensation and environmental performance do not impose arbitrary limits. Instead, they address issues of

- The lost profitability represented by waste by-products released into the environment instead of being utilized in production processes.

- The increasing detrimental and unstable environmental impacts of operating waste and output.

By joining executive compensation with social and environmental liability and progress, our company can establish social and environmental accountability as an integral business goal that positively impacts the bottom line and helps to reverse global trends of waste and degradation."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

The proponent submitted essentially the same proposal for the ExxonMobil annual meetings in 2000 and in 2001. More than 90% of the votes cast by shareholders were AGAINST on both occasions.

The Board Compensation Committee (BCC) does consider non-financial factors, including social and environmental concerns, in determining compensation for top executives. As described in the Board Compensation Committee Report starting on page 12 of this proxy statement, the BCC establishes a ceiling for incentive awards each year based on ExxonMobil's business performance, progress towards long-term goals and competitive positions. Some of the measures of performance considered by the BCC are financial results, including operational earnings and cost management. In addition, corporate citizenship, safety performance, environmental performance, and operational excellence are important factors which are also reviewed with and considered by the BCC. Environmental issues are discussed or reported at board and committee meetings on a regular basis. The BCC members are privy to all this information as members of the board, and they indeed received information relating to the company's environmental, corporate citizenship and financial performance at the very meeting at which the committee set specific compensation levels.

As further stated in the BCC Report, the committee does not assign specific weights to any of these factors, as the BCC does not think that narrow, quantitative measures or formulas are sufficient for determining executive compensation. Efforts to change the company's executive compensation program to a formula driven system could jeopardize the corporation's ability to maintain a competitive compensation system which attracts, retains and motivates key executives and would not, therefore, be in the best interests of the shareholders.

SHAREHOLDER PROPOSAL: ADDITIONAL REPORT ON ANWR DRILLING
(ITEM 7 ON THE PROXY CARD)

This proposal was submitted by Trillium Asset Management Corporation, 711 Atlantic Avenue, Boston, Massachusetts 02111, as lead proponent of a filing group.

"WHEREAS: the Arctic National Wildlife Refuge is the only conservation area in the nation that provides a complete range of Arctic and sub-Arctic ecosystems balanced with a wide variety of wildlife, including large populations of caribou, muskoxen, polar bears, snow geese and 180 species of other migratory birds;

the U.S. Fish and Wildlife Service considers the Arctic Refuge one of the finest examples of wilderness left on the planet;

the coastal plain of the Arctic Refuge is the only section of Alaska's entire

North Slope not open for oil and gas leasing, exploration and production; and

RESOLVED: the Shareholders request that Board of Directors prepare a report, at reasonable cost and omitting proprietary information, on the potential environmental damage that would result from the company drilling for oil and gas in the coastal plain of the Arctic National Wildlife Refuge. The report should also cover the financial costs of the plan and the expected return.

SUPPORTING STATEMENT

'Ninety-five percent of Alaska's most promising oil-bearing lands are already open for development, but it is imperative that we continue to protect the wildlife, fish and wilderness that make up the rest of this invaluable part of our American heritage.'--President Jimmy Carter (1995)

Once part of the largest intact wilderness area in the United States, the North Slope now hosts one of the world's largest industrial complexes. In fact, oil companies already have access to 95 percent of Alaska's North Slope. More than 1500 miles of roads and pipelines and thousands of acres of industrial facilities sprawl over some 400 square miles of once pristine arctic tundra. Oil operations on the North Slope annually emit roughly 43,000 tons of nitrogen oxides and 100,000 metric tons of methane, emissions that contribute to smog, acid rain, and global warming.

The coastal plain is the biological heart of the Refuge, to which the vast Porcupine River caribou herd migrates each spring to give birth. The Department of Interior has concluded that development in the coastal plain would result in major adverse impacts on the caribou population. According to biologists from the Alaska Department of Fish and Game caribou inhabiting the oil fields do not thrive as well as members of the same herd that seldom encounter oil-related facilities.

The coastal plain is also the most important onshore denning area for the entire South Beaufort Sea polar bear population, and serves as crucial habitat for muskoxen and for at least 180 bird species that gather there for breeding, nesting and migratory activities.

Balanced against these priceless resources is the small potential for economically recoverable oil in the coastal plain. In fact, the most recent federal estimate predicted that only 3.2 billion barrels would be economically recoverable in the coastal plain--less than 6 months worth of oil for the United States.

Vote YES for this proposal, which would improve our Company's reputation as a leader in environmentally responsible energy recovery."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

The board supports environmentally responsible development within the Coastal Plain of the Arctic National Wildlife Refuge (ANWR). Oil and gas exploration and development in this area is currently prohibited by federal regulations. We believe that with more than 30 years of oil and gas industry experience on Alaska's North Slope and with recent technological advancements, there is a strong case for the development of ANWR. However, at this time, the corporation has absolutely no property interests, or rights to acquire any property interest, or drilling rights in the Coastal Plain. Should the Federal government choose to authorize that development, the corporation may pursue those opportunities. We believe such exploration and development can be accomplished with little threat to the ecology of the Coastal Plain.

This proposal is essentially the same as proposals submitted for the ExxonMobil annual meetings in 2000 and 2001. More than 90% of the votes cast by shareholders in both years were AGAINST this proposal. While there has been considerable discussion in Washington regarding ANWR and the possible development of this resource, as yet, no change to the current restrictions has occurred.

The Coastal Plain is an area of about 1.5 million acres within ANWR's 19 million acres. Contrary to the proponents' claim that there is only a "small potential for economically recoverable oil" in this area, the U.S. Department of the Interior (DOI) estimates the Coastal Plain could contain between 9 and 16 billion barrels of recoverable oil. Development could significantly contribute to increased domestic oil production and to a reduction of U.S. dependence on foreign oil for many years.

An environmental impact report issued by the DOI in 1987 on the Coastal Plain area concluded that potential impacts from exploration and drilling activities would be minor or negligible on the wildlife resources, and that production activities would affect less than one percent of the Coastal Plain area. An example of such a small footprint can be found at the Alpine field, one of the most recently developed oil fields on the North Slope, where only 97 acres of surface land is needed to produce approximately 100,000 barrels of oil per day from a 40,000 acre oil field.

In the supporting statement, the proponents also speculate about the possible adverse impacts of Coastal Plain development on wildlife. Alaska Governor Tony Knowles wrote to the 435 members of Congress in 2001 stating,

"Alaskans understand the importance of treating our land with care and respect. The more than 20 years experience on Alaska's North Slope provides strong evidence that oil development at nearby ANWR poses little threat to the Coastal Plain's ecology. The Central Arctic Caribou Herd occupying the Prudhoe Bay area has grown steadily from a population of 6,000 in 1978, the year after North Slope oil production began, to over 27,000 today. The Inupiant people of the North Slope who depend on the caribou for subsistence are among the strongest supporters of Coastal Plain oil development."

In addition, over 74% of Alaskans polled in December of 2001 supported exploration in ANWR.

Given the uncertainties about what, if anything, will change with regard to current Federal regulations and when those changes might occur, preparation of a report as requested by the proponents would be so speculative as to be essentially meaningless. We believe such a report

would provide little additional information and represent an inappropriate use of corporate resources.

SHAREHOLDER PROPOSAL: RENEWABLE ENERGY SOURCES
(ITEM 8 ON THE PROXY CARD)

This proposal was submitted by the Province of St. Joseph of the Capuchin Order, 1015 North Ninth Street, Milwaukee, Wisconsin 53233, as lead proponent of a filing group.

"WHEREAS:

- Growing evidence points to global warming caused, in part, by fossil fuel burning. At the same time, in our opinion an increasing number of voices are calling for the development of alternative energy sources to reduce our nation's over-dependence on fossil fuels for its energy supply;

- The European Union's energy ministers are committed to doubling their use of renewable energy by 2010;

- The Intergovernmental Panel on Climate Change has found 'new and stronger evidence that most of the warming observed over the last 50 years is attributed to human activity' (IPCC, 2001: 10), and that 'stabilization of the concentration of carbon dioxide at its present level could only be achieved through an immediate reduction in its emissions of 50-70% and further reductions thereafter.' (IPCC, 1995)

- International energy companies will face unprecedented pressure to reduce emissions and meet clean energy demands, since 178 countries have signed onto the final emissions reductions rules for the Kyoto Protocol, even though the U.S. refused to do so (Financial Times, 07/24/01). Our company operates in many of these countries.

- Committed to combat pollution from fossil fuels and respond to growing demands for clean energy, two of our main international competitors, Royal Dutch/Shell and BP, have significantly increased their development of renewables. Royal Dutch/Shell will spend another $0.5-1.0 billion on renewable energy in the next five years. In July, BP announced its goal of being 'a new company able to offer global energy solutions' through gasoline and diesel producing lower emissions and becoming 'the world's leading producer of solar power.'

- Meanwhile we believe ExxonMobil continues to resist efforts urging management to diversify its energy products from an over-dependence on pollution-causing fuels and begin similar demonstrable efforts to expand 'beyond petroleum.' In its January 20, 2000 filing of legal arguments to disallow this resolution, management stated: 'Renewable energy sources currently compose only an extremely insignificant percentage of the company's business.'

- ExxonMobil's resistance to investing in renewable energy has contributed to a consumer boycott based on Europe. This boycott is being supported by government ministers, the public and the media. We believe this may threaten long-term shareholder value.

- ExxonMobil has made some efforts to develop renewable sources of energy; however, by its concentration on cheap fossil fuels, it is cutting itself 'out of the loop' in the clean business segment. At the same time, we believe its ongoing denial of climatic effects from fossil fuel burning is increasingly isolating it from the innovative policies and strategies of our main international competitors (such as Shell and BP).

RESOLVED: shareholders request the Board to prepare a report (at reasonable cost and omitting proprietary information) by September 1, 2002 outlining how it will promote renewable energy sources and develop strategic plans to help bring bioenergy and other renewable energy sources into ExxonMobil's energy mix.

SUPPORTING STATEMENT

Supporting this resolution will indicate shareholder desire to emphasize greater diversification of energy products through the development of more non-polluting energy sources."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

The proponents of this proposal have requested that the company pursue renewable energy sources without offering a sound business case for evaluation. Proponents have submitted similar proposals in the past for ExxonMobil annual meetings. In 2000, over 93 percent of the votes cast by shareholders were AGAINST, and in 2001 over 91 percent were AGAINST.

The proponents have cast renewables as an attractive business opportunity that also addresses the risk of climate change. ExxonMobil, in contrast to the proponents, has considerable experience in the evaluation of business opportunities and we do not share either view at this time. Participation in noneconomic projects would dilute shareholder value. As with other potential business options, should future developments occur that change our analysis, we would reconsider our position.

ExxonMobil has substantial experience in renewable energy as a business venture. The corporation has previously participated in significant commercial ventures with renewable energy, particularly solar energy, involving expenditures in excess of $500 million on research and commercial activities.

In considering renewables as a business opportunity, we note that renewables have not demonstrated an ability to compete effectively on a large scale with fossil fuels, nor are they expected to reach such a position for the foreseeable future. Performance to date indicates that to have any significant impact on conventional energies, renewables must overcome significant cost and reliability disadvantages. For example, in electric power generation, solar and wind are only as dependable as sunshine and the wind, which naturally limits their reliability for base load or peaking power needs with current technology.

Also, it is important to note that the use of renewables is not free from impact on the environment, particularly if deployed on a scale necessary to make an appreciable contribution to global energy demand. Wind power faces challenges because of the impact of turbines on wildlife as well as its inherent sight and sound implications. Large-scale solar power and bio-energy pose significant land use issues, with the latter also requiring considerable use of water, fertilizer and energy in planting, cultivation, and harvesting of crops. In our view, these are significant factors with regard to the potential growth of renewables.

Despite these limitations, we do expect that renewables will continue to grow as a source of energy to meet future needs, but not to an extent sufficient to make a meaningful contribution to address climate change concerns. For the foreseeable future, it is our view that such growth will be highly dependent on support received through public policies and subsidies as well as through the capture of small, economical niche markets. While renewable energy supplies are expanding, it is important to recognize that they are doing so from a very small base. ExxonMobil's outlook for solar and wind energy indicates that even at a fairly optimistic growth rate of over 10 percent per year for 2000 to 2020, their share of the world's energy mix in 2020 will still be less than 0.5

percent.

Related to the outlook for renewables, one of our competitors cited by proponents has recently published a scenario for future energy supply in which renewables go through a boom and bust phase over the next 20 years. In their scenario, renewables do not become truly competitive until after 2040, based on as-yet-unforeseen technical developments. This illustrates that there is widespread uncertainty about the growth and economic potential for renewables over the current planning horizon.

In considering the shareholder proposal, it is important to note that management must evaluate a renewables option against other business opportunities, in contrast to the proponents who have not tried to make this comparison. We believe an investment in renewables faces a greater risk of poor returns than other available opportunities. As such, it would dilute shareholder return and negatively impact shareholder value. Therefore, after evaluating relevant considerations, management does not believe that renewables represent commercial opportunities at this time. Instead, we will continue to concentrate on our core energy and petrochemical businesses.

With regard to surface climate change, there continue to be substantial and well-documented gaps in today's knowledge of climate science. The proponents believe the science is settled--it is not. However, ExxonMobil recognizes that the risk of climate change and its potential impacts on society and ecosystems may prove to be significant. While studies must continue to better understand these risks and possible consequences, we will continue to take tangible actions and work with others to develop effective long-term solutions that minimize the risk of climate change from energy use without unacceptable social and economic damage.

Our actions include systematic implementation of steps to improve energy efficiency and reduce emissions. From 1973 to 1998, we were able to improve energy use at our refineries and chemical plants by more than 35 percent. In 1998, to ensure continued progress in this regard, we instituted our Global Energy Management System (G-EMS). From this effort, we expect to

improve our energy efficiency by another 15 percent over the next several years. Related additional benefits include lower emissions of carbon dioxide, sulfur dioxide, nitrogen oxide and other gases. A key to our performance gains have been investments in co-generation facilities that now account for over 40 percent of our power generating capacity with significantly reduced emissions of up to 50 percent in some cases. These energy savings are equivalent to about one-fourth the electricity generated by all wind and solar power facilities worldwide in 2000.

Also, we participate in research and development on a range of innovative technologies related to our business operations and to use of our products by customers. Our collaborations with General Motors and Toyota aim to enable the development of commercially-viable fuel cell vehicles with the potential to make a dramatic reduction in global greenhouse emissions from transportation.

As a further comment, we believe that proponents are mistaken in other matters that they cite to justify their proposal. For example, they imply that renewable energy sources are inevitably "clean," and they suggest that ExxonMobil is not taking steps to provide clean fuels.

First, the record clearly shows that ExxonMobil works actively to develop and provide new and improved products with reduced environmental impacts. As reported by the Foundation for Clean Air Progress, even with dramatically higher economic activity and vehicle miles traveled in the U.S., five of the six most important air quality measures have improved since 1970. Lead has fallen by 98 percent; particulates by 75 percent, smog-producing compounds by 42 percent, sulfur dioxide by 39 percent and carbon monoxide by 28 percent. Only nitrogen oxides have risen, but by much less than economic growth, and even these emissions have declined recently. Further enhancements to fuels and engines will provide additional reductions, promoted in part by our leading-edge research with General Motors and Toyota.

Second, all energy sources, including renewables as noted earlier, inevitably impact the environment to some degree. It is the role of sound economic and energy policy and regulations to balance those impacts versus the relative benefits. As a company, we remain steadfast in our commitment to minimize any adverse environmental impacts of our business operations and activities.

Finally, we recognize that there is no single solution to meet future energy needs and challenges. Enhanced supply of all economic fuels is important, and within the current spectrum of energy options, some companies may choose to devote resources to renewable energy. These companies are not limited to the oil and gas industry, and each may make its own informed judgment as to the expected value of investments in renewables. Experience, research and policy developments may alter the prospects for various options, so we will continue to maintain a close watch for new opportunities. Should prospects for renewables improve in the years ahead, we expect our management, technical and financial capabilities would allow us to participate effectively should we decide to again pursue opportunities in renewables. For now, our assessment is that we will best serve the interests of our shareholders by focusing our resources in other areas.

In conclusion, the board recommends you vote against the proponents' recommendation that the corporation pursue business activity in renewables. For the reasons noted above, such activity is not in the best interests of shareholders at this time. However, ExxonMobil remains committed and engaged in research, innovation, technology development and investment to improve our own energy efficiency and to meet consumers' demands for new, affordable and environmentally-improved products.

SHAREHOLDER PROPOSAL: AMENDMENT OF EEO POLICY
(ITEM 9 ON THE PROXY CARD)

This proposal was submitted by the New York City Employees' Retirement System, 1 Centre Street, New York, New York, 10007, as lead proponent of a filing group.

"WHEREAS: ExxonMobil claims to bar all forms of employment discrimination but its post-merger written policies do not explicitly prohibit discrimination based on sexual orientation;

Prior to the merger Mobil explicitly prohibited discrimination based on sexual orientation in its equal employment opportunity policy;

Our competitors Chevron, Sunoco, Atlantic Richfield, BP Amoco and Texaco explicitly prohibit discrimination based on sexual orientation;

The hundreds of corporations with non-discrimination policies relating to sexual orientation have a competitive advantage to recruit and retain employees from the widest talent pool;

Employment discrimination on the basis of sexual orientation diminishes employee morale and productivity;

Our company has an interest in preventing discrimination and resolving complaints internally so as to avoid costly litigation and damage to its reputation as an equal opportunity employer;

San Francisco, Atlanta, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for lesbian and gay employees and similar legislation is pending in other jurisdictions;

Our company has operations in and makes sales to institutions in states and cities which prohibit discrimination on the basis of sexual orientation;

A recent National Gay and Lesbian Task Force study has found that 16%-44% gay men and lesbians in twenty cities nationwide experienced workplace harassment or discrimination based on their sexual orientation;

National public opinion polls consistently find more than three-quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals;

RESOLVED: The Shareholders request the Board of Directors to amend ExxonMobil's written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and to substantially implement that policy.

STATEMENT: By implementing a written policy prohibiting discrimination based on sexual orientation, our Company will ensure a respectful and supportive atmosphere for all employees and enhance its competitive edge by joining the growing ranks of companies guaranteeing equal opportunity for all employees."

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

Similar proposals were submitted for the Exxon annual meeting in 1999 and the ExxonMobil annual meetings in 2000 and 2001. The proposal has been defeated each year, with votes AGAINST the proposal representing more than 94%, 91% and 87%, respectively.

We agree with the proponent that discrimination is bad for our business and employees and that is why we have a broad policy that prohibits any discrimination. It has always been ExxonMobil's policy not to discriminate on the basis of sexual orientation or any other non-work-related individual characteristic. The proponent has argued that this is not our policy or that, if it is, the policy is not adequately documented, communicated, monitored, and enforced. We believe it is perfectly clear that, as requested by the proposal, ExxonMobil has adopted a written policy, practices and procedures, prohibiting discrimination based on sexual orientation and that we have fully implemented that policy.

ExxonMobil has an all-inclusive global policy, so that there can be no doubt among employees, supervisors, contractors, or anyone else that discrimination and harassment for ANY reason is prohibited. Not only have ExxonMobil's written policies been in place for a number of years, but communication, training and monitoring programs are continuously upgraded. Our policies prohibit ANY form of discrimination or harassment in ANY company workplace, ANYWHERE in the world. Period.

ExxonMobil prefers an all-inclusive global policy, so that there can be no doubt among employees, supervisors, or contractors worldwide that discrimination and harassment for any reason is prohibited. The corporation maintains one consistent global policy, which makes management's expectations clear. The language included in the U.S. version of the EEO standards, to the effect that we provide equal employment opportunity regardless of "RACE, COLOR, SEX, RELIGION, NATIONAL ORIGIN, CITIZENSHIP STATUS, AGE, PHYSICAL OR MENTAL DISABILITY, VETERAN OR OTHER LEGALLY PROTECTED STATUS" is NOT a limitation of the scope of the employment policy. Rather, that language is included to respond to various U.S. federal legal requirements, including affirmative action requirements and requirements applicable to government contractors such as ourselves. The language does not mean, as we clearly document elsewhere in our employment policy materials, that discrimination is permitted on any other basis except merit and job-related qualifications.

ExxonMobil's STANDARDS OF BUSINESS CONDUCT, which was distributed to all employees of the newly merged company in 1999, contains four Guiding Principles overarching everything we do. As

we state with respect to employees, "we will strive to hire and retain the most qualified people available and maximize their opportunities for success through training and development." This principle is key. ExxonMobil is a meritocracy, designed to employ the best people and to create an environment in which they can reach their fullest potential. Discrimination on the basis of sexual orientation would be contrary to that principle and therefore prohibited at the outset.

Consistent with the Guiding Principles regarding our employees, we state in the EEO portions of the Standards that the corporation administers its personnel policies, programs, and practices in a non-discriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training. That this language prohibits discrimination on the basis of sexual orientation is made explicit by the Chairman's statement on sexual orientation published in the company's newspaper, incorporated into policy training materials, and by additional confirming materials including statements made in our proxy statements in response to this shareholder proposal.

The EEO statements in the Standards must be read in conjunction with the Harassment in the Workplace statements. Together, these constitute the foundational documents (although by no means the entirety) of our non-discrimination policy. Training materials use case examples and questions and answers that specifically state that discrimination based on sexual orientation is prohibited.

In 2000 and early 2001, Business Practices Reviews were conducted in all functions and locations around the world. These are meetings of employees, led by trained personnel and managers, at which the company's key policies and practices are reviewed and explained with the help of various audiovisual and written materials. All supervisors and most non-supervisory employees were required to participate in these reviews. A specific required talking point for these reviews reads as follows, "No change in intent versus former Exxon or Mobil policies: policy protection goes beyond the law and includes sexual orientation."

As part of our ongoing policy compliance stewardship, we also have annual reporting and compliance monitoring procedures. Global policy stewardship for year-end 2000 included reports on the status of harassment and equal opportunity policy implementation, including summaries of harassment complaints that resulted in disciplinary actions. An annual compliance and representation letter process as implemented in the fourth quarter of 2001 included distribution of our employment related policies; a letter to all senior managers emphasizing their responsibilities regarding maintaining work environments free from harassment and discrimination; and a requirement for managers to sign and return a representation letter confirming that they and their organizations are in compliance with corporate policies.

Our policy prohibiting discrimination on the basis of sexual orientation has been disseminated to all employees, through written materials, Business Practices Reviews, and Intranet training modules. These materials remain continuously available in hard copy and through the company's Intranet site. The board's unequivocal statements on this issue have been distributed to ExxonMobil's two-million-plus shareholders, which includes 97% of our U.S. employees, as part of our proxy materials. Therefore, the board believes the proposal is moot.

SHAREHOLDER PROPOSAL: SHAREHOLDER VOTE ON POISON PILLS
(ITEM 10 ON THE PROXY CARD)

This proposal was submitted by Mr. Chris Rossi, P.O. Box 249, Boonville, California 95415.

"Shareholders request that our Board of Directors seek shareholder approval prior to adopting any poison pill and also redeem or terminate any pill now in effect unless it has been approved by a shareholder vote at the next shareholder meeting.

The poison pill is an important issue for shareholder vote even if our company does not now have a poison pill or plan to adopt a poison pill in the future in my view. Currently our board can adopt a poison pill and/or redeem a current poison pill and adopt a new poison pill:

1. At any time

2. In a short period of time

3. Without shareholder approval

NEGATIVE EFFECTS OF POISON PILLS ON SHAREHOLDER VALUE

A study by the Securities and Exchange Commission found evidence that the negative effect of poison pills to deter profitable takeover bids outweigh benefits.

Source: Office of the Chief Economist, Securities and Exchange

Commission, The Effect of Poison Pills on the Wealth of Target

Shareholders, October 23, 1986.

ADDITIONAL SUPPORT FOR THIS PROPOSAL TOPIC

- Pills adversely affect shareholder value.
  POWER AND ACCOUNTABILITY, Robert Monks and Nell Minow

- The Council of Institutional Investors

WWW.CII.ORG recommends shareholder approval of all poison pills.

INSTITUTIONAL INVESTOR SUPPORT FOR SHAREHOLDER VOTE

Many institutional investors believe poison pills should be voted on by shareholders. A poison pill can insulate management at the expense of shareholders. A poison pill is such a powerful tool that shareholders should be able to vote on whether it is appropriate. I believe a shareholder vote on poison pills will avoid an unbalanced concentration of power in our directors who could focus on narrow interests at the expense of the vast majority of shareholders.

Many institutional investors believe poison pills should be submitted for a vote by shareholders. Institutional investors include:

(1) Teachers Insurance and Annuity Association College Retirement Equities Fund (TIAA-CREF). Source: TIAA-CREF Policy Statement on Corporate Governance.

(2) California Public Employees Retirement System (CalPERS). Source: CalPERS U.S. Corporate Governance Principles.

INSTITUTIONAL INVESTOR SUPPORT IS HIGH-CALIBER SUPPORT

Shareholder right to vote on poison pill resolutions achieved a 57% average yes-vote from shareholders at 26 major companies in 2000 (Percentage based on yes-no votes). Source: IRRC, Average Voting Results, 9/27/00.

Institutional investors TIAA-CREF, Gamco Investors and the New York State Retirement Fund sponsored their own proposals on this same topic. This is further evidence of institutional support of this proposal topic. Source: IRRC Corporate Governance Bulletin, May-July 2001.

Institutional investor support is high-caliber support. Institutional investors have the advantage of a specialized staff and resources, long-term focus, fiduciary duty and independent perspective to thoroughly study the issues involved in this proposal topic.

In the interest of shareholder value:

SHAREHOLDER VOTE ON POISON PILLS
YES ON 10"

THE BOARD RECOMMENDS YOU VOTE AGAINST THIS PROPOSAL FOR THE FOLLOWING REASONS:

We share the proponent's apparent commitment to maximizing shareholder value. We also support the principle of shareholder voting on rights plans. However, the proposal as drafted is imprecise and overly restrictive, and could prevent the board from acting in the best interests of shareholders under extraordinary circumstances.

The term "poison pill" is not defined in the proposal, but is commonly used to mean so-called shareholder rights plans. Generally, the purpose of such plans is to force potential acquirers of a company to negotiate with the company's board of directors. In our view, rights plans are neither good nor bad *PER SE*. They can be used as leverage to negotiate more favorable terms than might otherwise be offered, thereby aiding in increasing shareholder value, or they can be used to deter transactions which might be in the interests of shareholders. Thus, rights plans need to be judged on the basis of how they are used. The test should be whether a rights plan is likely to assist in the board's efforts to increase shareholder value.

ExxonMobil has never had a rights plan and we have no plans to adopt one. Further, given ExxonMobil's outstanding record of delivering shareholder value over the long term, as well as the scope and size of our business, we believe it unlikely that our board would ever need to consider such a plan. The future, however, is not predictable. Unexpected events can and do occur. If, as a result of circumstances we do not presently foresee, ExxonMobil were to adopt a rights plan at some point in the future, we would only do so if the board determined that the plan was likely to assist in the board's efforts to create additional shareholder value.

If ExxonMobil ever were to adopt a rights plan, it would be our preference to obtain prior shareholder approval. However, in some situations, due to timing constraints or other reasons we believe to be in the best interests of shareholders, circumstances might demand that a plan be adopted without shareholder approval.

In summary, the board must always place the interests of shareholders first and the board must retain the flexibility to act expeditiously to protect our shareholders in unexpected circumstances. In acting, the board's guiding principle, as in other aspects of our business, would be to maximize shareholder value.

ADDITIONAL INFORMATION

OTHER BUSINESS

We are currently not aware of any other business to be acted on at the meeting. Under the laws of New Jersey, where ExxonMobil is incorporated, no business other than procedural matters may be raised at the meeting unless proper notice has been given to the shareholders. If other business is properly raised, your proxies have authority to vote as they think best, including to adjourn the meeting.

PEOPLE WITH DISABILITIES

We can provide reasonable assistance to help you participate in the meeting if you tell us about your disability and your plan to attend. Please call or write the Secretary at least two weeks before the meeting at the number or address listed under "Contact information" on the next page.

OUTSTANDING SHARES

On February 28, 2002, 6,793,172,101 shares of common stock were outstanding. Each common share has one vote.

HOW WE SOLICIT PROXIES

In addition to this mailing, ExxonMobil employees may solicit proxies personally, electronically, or by telephone. ExxonMobil pays the costs of soliciting this proxy. We are paying D.F. King & Co. a fee of $27,500 plus expenses to help with the solicitation. We also reimburse brokers and other nominees for their expenses in sending these materials to you and getting your voting instructions.

SHAREHOLDER PROPOSALS FOR NEXT YEAR

Any shareholder proposal for the annual meeting in 2003 must be sent to the Secretary at the address of ExxonMobil's principal executive office listed under "Contact information" on the next page. The deadline for receipt of a proposal to be considered for inclusion in the proxy statement is December 18, 2002. The deadline for notice of a proposal for which a shareholder will conduct his or her own solicitation is March 3, 2003. On request, the Secretary will provide instructions for submitting proposals.

DUPLICATE ANNUAL REPORTS

Registered shareholders with multiple accounts may authorize ExxonMobil to discontinue mailing extra summary annual reports by marking the "discontinue annual report mailing for this account" box on the proxy card. If you vote via the Internet or by telephone, you will also have the opportunity to indicate that you wish to discontinue receiving extra annual reports. At least one account must continue to receive an annual report. Eliminating these duplicate mailings will not affect receipt of future proxy statements and proxy cards.

Also, you may call ExxonMobil Shareholder Services at the toll-free 800 number listed below at any time during the year to discontinue duplicate mailings.

CONTACT INFORMATION

If you have questions or need more information about the annual meeting, write to:

Secretary

Exxon Mobil Corporation

5959 Las Colinas Boulevard

Irving, TX 75039-2298

or call us at (972) 444-1157

For information about shares registered in your name or your Shareholder Investment Program account, call ExxonMobil Shareholder Services at 1-800-252-1800 or access your account via the Internet at www.equiserve.com. We also invite you to visit ExxonMobil's Web site at www.exxonmobil.com. Web site materials are not part of this proxy solicitation.

FINANCIAL STATEMENTS

The year 2001 consolidated financial statements and auditor's report, management's discussion and analysis of financial condition and results of operations, information concerning the quarterly financial data for the past two fiscal years and other information are provided in Appendix A.

SEC FORM 10-K

Shareholders may obtain a copy of the company's annual report to the Securities and Exchange Commission on Form 10-K without charge by writing to the Secretary at the address listed above or by visiting ExxonMobil's Web site at www.exxonmobil.com.

A P P E N D I X A

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BUSINESS PROFILE

Financial	Earnings After Income Taxes		Average Capital Employed		Re Aver E
	2001	2000	2001	2000	200
	(millions of dollars)				(p
Petroleum and natural gas					
Upstream					
United States	$ 3,932	$ 4,545	$ 12,900	$ 12,804	30.
Non-U.S.	6,497	7,824	25,037	26,235	25.
Total	$ 10,429	$ 12,369	$ 37,937	$ 39,039	27.
Downstream					
United States	$ 1,924	$ 1,561	$ 7,711	$ 7,976	25.
Non-U.S.	2,303	1,857	18,610	19,756	12.
Total	$ 4,227	$ 3,418	$ 26,321	$ 27,732	16.
Total petroleum and natural gas	$ 14,656	$ 15,787	$ 64,258	$ 66,771	22.
Chemicals					
United States	$ 398	$ 644	$ 5,506	$ 5,644	7.
Non-U.S.	484	517	8,333	8,170	5.
Total	$ 882	$ 1,161	$ 13,839	$ 13,814	6.
Other operations	489	551	3,721	3,992	13.
Corporate and financing	(222)	(589)	6,182	2,886	
Merger expenses	(525)	(920)	-	-	
Gain from required asset divestitures	40	1,730	-	-	
Net income	$ 15,320	$ 17,720	$ 88,000	$ 87,463	17.

Operating	2001	2000	
	(thousands of barrels daily)		
Net liquids production			Refinery throughput
United States	712	733	United States
Non-U.S.	1,830	1,820	Non-U.S.
Total	2,542	2,553	Total
	(millions of cubic feet daily)		
Natural gas production available for sale			Chemical prime product sale
United States	2,598	2,856	
Non-U.S.	7,681	7,487	
Total	10,279	10,343	Coal production
			United States
	(thousands of barrels daily)		Non-U.S.
Petroleum product sales			Total
United States	2,751	2,669	

Non-U.S.	5,220	5,324	
Total	7,971	7,993	Copper production

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FINANCIAL SUMMARY

	2001	2000	1
	(millions of dollars,		
Sales and other operating revenue			
Petroleum and natural gas	$ 192,680	$ 210,006	$ 16
Chemicals	15,943	17,501	1
Other	794	932	
Sales and other operating revenue, including excise taxes	$ 209,417	$ 228,439	$ 18
Earnings from equity interests and other revenue	4,071	4,309	
Total revenue	$ 213,488	$ 232,748	$ 18
Earnings			
Petroleum and natural gas			
Upstream	$ 10,429	$ 12,369	$
Downstream	4,227	3,418	
Total petroleum and natural gas	$ 14,656	$ 15,787	$
Chemicals	882	1,161	
Other operations	489	551	
Corporate and financing	(222)	(589)	
Merger expenses	(525)	(920)	
Gain from required asset divestitures	40	1,730	
Accounting change	-	-	
Net income	$ 15,320	$ 17,720	$
Net income per common share	$ 2.23	$ 2.55	$
Net income per common share - assuming dilution	$ 2.21	$ 2.52	$
Cash dividends per common share	$ 0.910	$ 0.880	$
Net income to average shareholders' equity (percent)	21.3	26.4	
Net income to total revenue (percent)	7.2	7.6	
Working capital	$ 5,567	$ 2,208	$ (
Ratio of current assets to current liabilities	1.18	1.06	
Total additions to property, plant and equipment	$ 9,989	$ 8,446	$ 1
Property, plant and equipment, less allowances	$ 89,602	$ 89,829	$ 9
Total assets	$ 143,174	$ 149,000	$ 14
Exploration expenses, including dry holes	$ 1,175	$ 936	$
Research and development costs	$ 603	$ 564	$
Long-term debt	$ 7,099	$ 7,280	$
Total debt	$ 10,802	$ 13,441	$ 1

Fixed charge coverage ratio (times)	17.8	15.7	
Debt to capital (percent)	12.4	15.4	
Shareholders' equity at year-end	$ 73,161	$ 70,757	$ 6
Shareholders' equity per common share	$ 10.74	$ 10.21	$
Average number of common shares outstanding (millions)	6,868	6,953	
Number of regular employees at year-end (thousands)	97.9	99.6	

Note: Prior period per share amounts restated for the two-for-one stock split effective June 20, 2001.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FUNCTIONAL EARNINGS	2001	2000	
	(millions of dollars except per share am		
Earnings Including Merger Effects and Special Items			
Upstream			
United States	$ 3,932	$ 4,545	$
Non-U.S.	6,497	7,824	
Downstream			
United States	1,924	1,561	
Non-U.S.	2,303	1,857	
Chemicals			
United States	398	644	
Non-U.S.	484	517	
Other operations	489	551	
Corporate and financing	(222)	(589)	
Merger expenses	(525)	(920)	
Gain from required asset divestitures	40	1,730	
Net income	$ 15,320	$ 17,720	$
Net income per common share	$ 2.23	$ 2.55	$
Net income per common share - assuming dilution	$ 2.21	$ 2.52	$
Merger Effects and Special Items			
Upstream			
United States	$ -	$ -	$
Non-U.S.	-	-	
Downstream			
United States	-	-	
Non-U.S.	-	-	
Chemicals			
United States (extraordinary item)	100	-	
Non-U.S. (extraordinary item)	75	-	
Merger expenses	(525)	(920)	
Gain from required asset divestitures (extraordinary item)	40	1,730	
Total	$ (310)	$ 810	$

Earnings Excluding Merger Effects and Special Items			
Upstream			
United States	$ 3,932	$ 4,545	$
Non-U.S.	6,497	7,824	
Downstream			
United States	1,924	1,561	
Non-U.S.	2,303	1,857	
Chemicals			
United States	298	644	
Non-U.S.	409	517	
Other operations	489	551	
Corporate and financing	(222)	(589)	
Total	$ 15,630	$16,910	$
Earnings per common share	$ 2.28	$ 2.43	$
Earnings per common share - assuming dilution	$ 2.26	$ 2.40	$

Note: Prior period per share amounts restated for the two-for-one stock split effective June 20, 2001.

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The following discussion and analysis of ExxonMobil's financial results, as well as the accompanying financial statements and related notes to consolidated financial statements to which they refer, are the responsibility of the management of Exxon Mobil Corporation. The corporation's accounting and financial reporting fairly reflect its straightforward business model involving the extracting, refining and marketing of hydrocarbons and hydrocarbon-based products. The corporation's business model involves the production (or purchase), manufacture and sale of physical products, and all commercial activities are directly in support of the underlying physical movement of goods.

This straightforward approach extends to the financing of the business. In evaluating business or investment opportunities, the corporation views as economically equivalent any debt obligation, whether disclosed on the face of the consolidated balance sheet, or disclosed as other debt-like obligations in notes to the financial statements, such as those summarized in the table on page A7. This consistent, conservative approach to financing the capital-intensive needs of the corporation has helped Exxon Mobil to sustain the "triple-A" status of its long-term debt securities for more than eighty years.

REVIEW OF 2001 RESULTS

Earnings excluding merger effects and special items were $15,630 million, a decrease of $1,280 million from 2000. Net income in 2001 was $15,320 million, including $215 million of extraordinary gains and $525 million of merger costs, a decrease of $2,400 million from 2000, which benefited from $810 million in net favorable merger effects including gains from divestments required as a condition of regulatory approval of the merger. Upstream (Exploration and Production) earnings in 2001 declined, following lower crude oil realizations, which on average were down 18 percent versus 2000. Upstream volumes in 2001, on an oil equivalent basis, were up 1 percent excluding the effect of reduced natural gas production operations in Indonesia due to security concerns. Downstream (Refining and Marketing) earnings improved from 2000, reflecting stronger U.S. refining margins and improved marketing results outside of the U.S. Chemicals earnings declined versus 2000, as lower product realizations and weakening demand conditions put significant pressure on commodity margins and more than offset the $175 million of extraordinary gains associated with asset management activities. Prime product sales volumes were 1 percent higher than 2000, reflecting capacity additions in Singapore and Saudi Arabia. Merger implementation activities in 2001 reduced earnings by a net $485 million. Gains from asset divestitures that were a condition of regulatory approval of the merger added $40 million to earnings, partly offsetting merger implementation expenses of $525 million. Revenue for 2001 totaled $213 billion, down 8 percent from 2000.

Excluding merger expenses, the combined total of operating costs (including operating, selling, general, administrative, exploration, depreciation and depletion expenses from the consolidated statement of income and ExxonMobil's share of similar costs for equity companies) in 2001 was $44.0 billion, up $400 million from 2000. Cost increases associated with new operations, higher energy costs and higher pension-related expenses were substantially offset by the favorable impact of continuing efficiency initiatives carried out in all business lines. The impact of these initiatives, including the capture of merger synergies, reduced operating costs by $1.2 billion in 2001, and cumulatively by $4 billion since 1998. Interest expense in 2001 was $293 million compared to $589 million in 2000 reflecting lower debt levels and interest rates.

Upstream

Upstream earnings of $10,429 million decreased $1,940 million, or 16 percent from last year's record level, primarily due to lower crude oil prices. The impacts of lower crude realizations and higher exploration expenses in future growth areas were partly offset by higher average natural gas realizations, principally in North America and Europe. U.S. and Canadian natural gas prices reached historical highs early in 2001 but dropped through the remainder of the year. Liquids production in 2001 of 2,542 kbd (thousands of barrels daily) was down slightly from 2000, as natural field declines in mature areas were largely offset by new volumes from work programs and new developments in the North Sea, U.S., Equatorial Guinea and Kazakhstan, some of which have not yet reached full capacity. Absent the effect of reduced Arun operations in Indonesia due to security concerns, worldwide gas production was up about 2 percent, with increases in Europe, Australia, Canada and Qatar. Including the impact of lower Indonesia volumes, full-year 2001 worldwide natural gas production of 10,279 mcfd (millions of cubic feet daily) compared with 10,343 mcfd in 2000. Combined liquids and gas volumes, on an oil equivalent basis, were up 1 percent excluding the effect of reduced natural gas production operations in Indonesia. Earnings from U.S. upstream operations were $3,932 million, a decrease of $613 million. Earnings outside the U.S. were $6,497 million, $1,327 million lower than 2000.

Downstream

Downstream earnings of $4,227 million were a record and improved 24 percent over 2000. Results benefited from higher refining margins early in the year, particularly in the U.S., improved worldwide refining operations and higher marketing margins outside the U.S. Refining margins in most areas peaked in the second quarter and declined during the second half of 2001. Earnings also benefited from a planned reduction in inventories as a result of optimizing operations around the world. Petroleum product sales of 7,971 kbd compared with 7,993 kbd in the prior year. Excluding the effect of the required merger related divestments in 2000, volumes were up slightly. Refinery throughput was 5,571 kbd compared with 5,642 kbd in 2000. U.S. downstream earnings were $1,924 million, up $363 million, reflecting stronger refining margins and improved operations. Earnings outside the U.S. of $2,303 million were $446 million higher than 2000. The improvement was driven by stronger marketing margins, partly offset by weaker European refining margins.

Chemicals

Chemicals earnings totaled $882 million, including $175 million of net gains on asset management activities. Absent this special item, chemicals earnings were $707 million, a decrease of $454 million from 2000. Most of the reduction occurred in the U.S. as lower product realizations and weakening demand conditions put significant pressure on

commodity margins. Record prime product sales volumes of 25,780 kt (thousands of metric tons) were 1 percent above the prior year's record level as higher sales outside the U.S., reflecting capacity additions in Singapore and Saudi Arabia, were partly offset by lower sales in the U.S. reflecting weaker industrial demand.

Other Operations
Earnings from other operating segments totaled $489 million, a decrease of $62 million from 2000, reflecting lower copper prices.

Corporate and Financing
Corporate and financing expenses decreased $367 million to $222 million, reflecting lower net interest costs due to lower debt levels and higher cash balances, along with favorable foreign exchange and tax effects.

REVIEW OF 2000 RESULTS
Earnings excluding merger effects and special items were $16,910 million, an increase of $8,530 million from 1999. Net income in 2000 of $17,720 million, including net favorable merger effects of $810 million, increased $9,810 million from 1999. Upstream earnings benefited from higher crude oil and natural gas realizations, which on average were up about 60 percent and 45 percent, respectively, versus 1999. Excluding the effects of lower entitlements caused by higher crude prices, liquids production was 3 percent higher than 1999. Downstream earnings improved from the very depressed results in 1999, driven by stronger worldwide refining margins and better refining operations. However, downstream profitability was restrained by difficulties in recovering the significant increases in raw material costs that occurred over much of the year. Merger implementation activities in 2000 added a net $810 million to net income, reflecting $1,730 million of extraordinary gains from asset divestitures that were a condition of regulatory approval of the merger. These gains more than offset merger implementation expenses of $920 million. Results in 1999 included $470 million of net charges for special items, primarily merger expenses with other special items essentially offsetting. Revenue for 2000 totaled $233 billion, up 25 percent from 1999, and the cost of crude oil and product purchases increased by 41 percent, both influenced by higher prices.

Excluding merger expenses, the combined total of operating costs (including operating, selling, general, administrative, exploration, depreciation and depletion expenses from the consolidated statement of income and ExxonMobil's share of similar costs for equity companies) in 2000 was $43.6 billion, down about $700 million from 1999. The impact of efficiency initiatives, including the capture of merger synergies, reduced operating costs by $1.6 billion. Interest expense in 2000 was $589 million compared to $695 million in 1999 as the effect of lower debt levels was partly offset by higher interest rates.

Upstream
Upstream earnings of $12,369 million were a record and increased due to higher crude oil and natural gas realizations, up about 60 percent and 45 percent, respectively. Liquids production of 2,553 kbd increased from 2,517 kbd in 1999. Excluding the effects of lower entitlements caused by higher crude prices, liquids production was 3 percent higher than 1999, mainly reflecting new production from fields in the North Sea and Venezuela and increased production

from eastern Canada and Alaska. These increases more than offset the effects of natural field declines. Natural gas production of 10,343 mcfd was about the same as 1999 reflecting higher production in eastern Canada, Europe and Qatar, offset by lower production in Indonesia. Excluding entitlement impacts, natural gas production increased about 1 percent. Lower exploration expenses also benefited 2000 upstream earnings. Earnings from U.S. upstream operations were $4,545 million, an increase of $2,703 million from 1999. Earnings outside the U.S. were $7,824 million, $3,899 million higher than last year, excluding a $141 million deferred tax benefit and a $22 million property write-off in 1999.

Downstream

Downstream earnings of $3,418 million improved over $2 billion from the very depressed results in 1999, driven by stronger worldwide refining margins and better refining operations. Earnings also benefited from a planned reduction in inventories as a result of merging Exxon and Mobil operations around the world. Petroleum product sales of 7,993 kbd compared with 8,887 kbd in 1999. The decrease reflected the effects of the required divestiture of Mobil's European fuels joint venture and of U.S. marketing and refining assets, as well as lower supply sales in Asia-Pacific resulting from the low margin environment. Refinery throughput was 5,642 kbd compared with 5,977 kbd in 1999. Excluding the effects of the divestments, refinery throughput in 2000 was at the same level as 1999 and petroleum product sales were down about 4 percent. Earnings from U.S. downstream operations were $1,561 million, up $984 million from the depressed results of 1999, reflecting stronger refining margins and improved operations, partly offset by weaker marketing margins. Earnings outside the U.S. of $1,857 million were $1,087 million higher than 1999 after excluding special charges in 1999 in Japan of $80 million for non-merger related restructuring of downstream operations and a $40 million write-off associated with the cancellation of a power project. The improvement was driven by stronger European and to a much lesser extent Southeast Asian refining margins and improved refining operations, partly offset by weaker marketing margins.

Chemicals

Chemicals earnings totaled $1,161 million compared with $1,354 million in 1999. Prime product sales volumes of 25,637 kt were up 354 kt. The decline in earnings was driven by higher feedstock and energy costs and unfavorable foreign exchange effects.

Other Operations

Earnings from other operating segments totaled $551 million, an increase of $125 million from 1999, reflecting record copper and coal sales, higher copper prices, lower operating expenses and favorable foreign exchange effects, partly offset by lower coal prices.

Corporate and Financing

Corporate and financing expenses of $589 million compared with $514 million in 1999. The increase resulted from unfavorable foreign exchange effects and lower tax-related benefits, partly offset by a reduction in administrative expenses as a result of combining Exxon and Mobil headquarters operations. The effect of lower debt levels was partly offset by higher interest rates during the year.

LIQUIDITY AND CAPITAL RESOURCES

In 2001, cash provided by operating activities totaled $22.9 billion, the same level as 2000. Major sources of funds were net income of $15.3 billion and non-cash provisions of $7.9 billion for depreciation and depletion.

Cash used in investing activities totaled $8.2 billion, up $4.9 billion from 2000 due to lower proceeds from sales of subsidiaries, investments and property, plant and equipment resulting from the absence of the asset divestitures in 2000 that were required as a condition of the regulatory approval of the merger, and due to higher additions to property, plant and equipment.

Cash used in financing activities was $15.0 billion, up $0.9 billion, driven by higher purchases of common shares, offset by lower debt reductions. Dividend payments on common shares increased from $0.88 per share to $0.91 per share and totaled $6.3 billion, a payout of 41 percent. Total consolidated short-term and long-term debt declined by $2.6 billion to $10.8 billion. Shareholders' equity increased by $2.4 billion to $73.2 billion.

During 2001, Exxon Mobil Corporation purchased 139 million shares of its common stock for the treasury at a gross cost of $5,721 million. These purchases were to offset shares issued in conjunction with company benefit plans and programs and to reduce the number of shares outstanding. Shares outstanding were reduced from 6,930 million at the end of 2000 to 6,809 million at the end of 2001. Purchases were made in both the open market and through negotiated transactions, and may be discontinued at any time.

In 2000, cash provided by operating activities totaled $22.9 billion, up $7.9 billion from 1999. Major sources of funds were net income of $17.7 billion and non-cash provisions of $8.1 billion for depreciation and depletion.

Cash used in investing activities totaled $3.3 billion, down $7.7 billion from 1999 due to higher proceeds from sales of subsidiaries, investments and property, plant and equipment resulting from asset divestitures that were required as a condition of the regulatory approval of the merger, and due to lower additions to property, plant and equipment.

Cash used in financing activities was $14.2 billion, up $9.4 billion, driven by debt reductions in the current year versus debt increases in 1999, along with higher purchases of common shares. Dividend payments on common shares increased from $0.844 per share to $0.880 per share and totaled $6.1 billion, a payout of 35 percent. Total consolidated short-term and long-term debt declined by $5.6 billion to $13.4 billion. Shareholders' equity increased by $7.3 billion to $70.8 billion.

Prior to the merger, the corporation purchased shares of its common stock for the treasury. Consistent with pooling accounting requirements, this repurchase program was terminated effective with the close of the Exxon Mobil merger on November 30, 1999. On August 1, 2000, the corporation announced its intention to purchase shares of its common stock. During 2000, Exxon Mobil Corporation purchased 54 million shares of its common stock for the treasury at a gross cost of $2,352 million. These purchases were to offset shares issued in conjunction with company benefit plans and programs and to reduce the number of shares outstanding. Shares outstanding were reduced from 6,955 million at the end of 1999 to 6,930 million at the end of 2000. Purchases were made in both the open market and through negotiated transactions.

Although the corporation issues long-term debt from time to time and maintains a revolving commercial paper program, internally generated funds cover the majority of its financial requirements. The management of cash that may be temporarily available as surplus to the corporation's immediate needs is carefully controlled, both to optimize returns on cash balances, and to ensure its secure, ready availability to meet the corporation's cash requirements as they arise.

Long-Term Contractual Obligations and
Other Commercial Commitments

Set forth below is information about the corporation's long-term contractual obligations and other commercial commitments outstanding at December 31, 2001. It brings together data for easy reference from the consolidated balance sheet and from individual notes to consolidated financial statements. This information is important in understanding the financial position of the corporation. In considering the economic viability of investment opportunities, the corporation views any source of financing, whether it be operating leases, third party guarantees or equity company debt, as being economically equivalent to consolidated debt of the corporation.

Long-Term Contractual Obligations	Footnote Reference	Payments due by Period 2002	2003-2006	2007 and Beyond	Total Amount
		(millions of dollars)			
Long-term debt (1)	Note 15	$ -	$ 3,498	$ 3,601	$ 7,099
- Due in one year (2)		339	-	-	339
ExxonMobil share of equity company long-term debt (3)	Note 8	-	1,922	2,028	3,950
- Due in one year (2)		590	-	-	590
Operating leases (4)	Note 11	1,327	2,910	2,687	6,924
Unconditional purchase obligations (5)	Note 17	156	544	1,329	2,029
Firm capital commitments (6)		1,996	911	978	3,885
Total		$ 4,408	$ 9,785	$10,623	$24,816

Notes:

(1) Includes capitalized lease obligations of $266 million.
(2) The amounts due in one year are included in notes and loans payable of $3,703 million (note 7) for consolidated companies and in short-term debt of $1,232 million (note 8) for equity companies.
(3) The corporation includes its share of equity company debt in its calculation of return on average capital employed.
(4) Minimum commitments for operating leases, shown on an undiscounted basis, cover drilling equipment, tankers, service stations and other properties.

(5) Unconditional purchase obligations, shown on an undiscounted basis, mainly pertain to pipeline throughput agreements. The present value of these commitments, excluding imputed interest of $733 million, totaled $1,296 million.
(6) Firm commitments related to capital projects, shown on an undiscounted basis, totaled approximately $3.9 billion at the end of 2001, compared with $4.6 billion at year-end 2000. The largest single commitment outstanding at year-end 2001 was $2.1 billion associated with the development of crude oil and natural gas resources in Malaysia. The corporation expects to fund the majority of these commitments through internal cash flow.

Other Commercial Commitments
The corporation and certain of its consolidated subsidiaries were contingently liable at December 31, 2001, for $3,921 million, primarily relating to guarantees for notes, loans and performance under contracts (note 17). This included $672 million representing guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements. Also included in this amount were guarantees by consolidated affiliates of $1,641 million, representing ExxonMobil's share of obligations of certain equity companies.

On December 31, 2001, unused credit lines for short-term financing totaled approximately $5.3 billion (note 7).

The table below shows the corporation's fixed charge coverage and consolidated debt to capital ratios. The data demonstrate the corporation's creditworthiness. Throughout this period, the corporation's long-term debt securities maintained the top credit rating from both Standard and Poor's (AAA) and Moody's (Aaa), a rating it has sustained for 83 years.

	2001	2000	1999
Fixed charge coverage ratio (times)	17.8	15.7	6.6
Debt to capital (percent)	12.4	15.4	22.0
Net debt to capital (percent) (1)	5.3	7.9	20.4
Credit rating	AAA/Aaa	AAA/Aaa	AAA/Aaa

(1) Debt net of all cash

Management views the corporation's financial strength, as evidenced by the above financial ratios and other similar measures, to be a competitive advantage of strategic importance. The corporation's sound financial position gives it the opportunity to access the world's capital markets in the full range of market conditions, and enables the corporation to take on large, long-term capital commitments in the pursuit of maximizing shareholder value.

In addition to the above commitments, the corporation makes limited use of derivative instruments, which are discussed in Risk Management on page A10 and note 14 on page A25.

Litigation and Other Contingencies
As discussed in note 17 to the consolidated financial statements, a number of lawsuits, including class actions, were brought in various courts against Exxon Mobil Corporation and certain of its subsidiaries relating to the accidental release of crude oil from the tanker Exxon Valdez in 1989. The vast majority of the claims have been resolved leaving a few compensatory damages cases to be tried. All of the punitive damage claims were consolidated in the civil trial that began in May 1994.

In that trial, on September 24, 1996, the United States District Court for the District of Alaska entered a judgment in the amount of $5.058 billion. The District Court awarded approximately $19.6 million in compensatory damages to fisher plaintiffs, $38 million in prejudgment interest on the compensatory damages and $5 billion in punitive damages to a class composed of all persons and entities who asserted claims for punitive damages from the corporation as a result of the Exxon Valdez grounding. The District Court also ordered that these awards shall bear interest from and after entry of the judgment. The District Court stayed execution on the judgment pending appeal based on a $6.75 billion letter of credit posted by the corporation. ExxonMobil appealed the judgment. On

November 7, 2001, the United States Court of Appeals for the Ninth Circuit vacated the punitive damage award as being excessive under the Constitution and remanded the case to the District Court for it to determine the amount of the punitive damage award consistent with the Ninth Circuit's holding. The Ninth Circuit upheld the compensatory damage award which has been paid. The letter of credit was terminated on February 1, 2002. The ultimate cost to the corporation from the lawsuits arising from the Exxon Valdez grounding is not possible to predict and may not be resolved for a number of years.

On December 19, 2000, a jury in Montgomery County, Alabama, returned a verdict against the corporation in a contract dispute over royalties in the amount of $87.69 million in compensatory damages and $3.42 billion in punitive damages in the case of Exxon Corporation v. State of Alabama, et al. The verdict was upheld by the trial court on May 4, 2001. ExxonMobil has appealed the judgment and believes it should be set aside or substantially reduced on factual and constitutional grounds. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

On May 22, 2001, a state court jury in New Orleans, Louisiana, returned a verdict against the corporation and three other entities in a case brought by a landowner claiming damage to his property. The property had been leased by the landowner to a company that performed pipe cleaning and storage services for customers, including the corporation. The jury awarded the plaintiff $56 million in compensatory damages (90 percent to be paid by the corporation) and $1 billion in punitive damages (all to be paid by the corporation). The damage related to the presence of naturally occurring radioactive material (NORM) on the site resulting from pipe cleaning operations. The award has been upheld at the trial court. ExxonMobil will appeal the judgment to the Louisiana Fourth Circuit Court of Appeals and believes that the judgment should be set aside or substantially reduced on factual and constitutional grounds. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The U.S. Tax Court has decided the issue with respect to the pricing of crude oil purchased from Saudi Arabia for the years 1979-1981 in favor of the corporation. This decision is subject to appeal. Certain other issues for the years 1979-1993 remain pending before the Tax Court. The ultimate resolution of these issues and several other tax and legal issues, including resolution of tax issues related to the gas lifting imbalance along the German/Dutch border, is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

There are no events or uncertainties known to management beyond those already included in reported financial information that would indicate a material change in future operating results or financial condition.

CAPITAL AND EXPLORATION EXPENDITURES

Capital and exploration expenditures in 2001 were $12.3 billion, up from $11.2 billion in 2000, reflecting the corporation's active investment program.

Upstream spending was up 27 percent to $8.8 billion in 2001, from $6.9 billion in 2000, as a result of higher spending on major projects in Africa, the North Sea, and Canada, and increased drilling activity. Capital investments in the downstream totaled $2.3 billion in 2001, down $0.3 billion from 2000, primarily reflecting timing of investments in China partly offset by increased spending in the retail businesses. Chemicals capital expenditures were $0.9 billion in 2001, down from $1.5 billion in 2000, due to the completion of major projects in Singapore and Saudi Arabia, and timing of investment in China.

Capital and exploration expenditures in the U.S. totaled $3.9 billion in 2001, an increase of $0.6 billion from 2000, reflecting higher spending in both the upstream and chemicals, partly offset by lower spending in the downstream. Spending outside the U.S. of $8.4 billion in 2001 was up $0.5 billion from 2000, reflecting higher expenditures in the upstream, partly offset by lower expenditures in the downstream and chemicals.

MERGER OF EXXON CORPORATION AND MOBIL CORPORATION

On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation (Exxon) merged with Mobil Corporation (Mobil) so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation (ExxonMobil). Under the terms of the agreement, approximately 1.0 billion shares of ExxonMobil common stock were issued in exchange for all the outstanding shares of Mobil common stock based upon an exchange ratio of 1.32015. Following the exchange, former shareholders of Exxon owned approximately 70 percent of the corporation, while former Mobil shareholders owned approximately 30 percent of the corporation. Each outstanding share of Mobil preferred stock was converted into one share of a new class of ExxonMobil preferred stock.

As a result of the Merger, the accounts of certain downstream and chemicals operations jointly controlled by the combining companies have been included in the consolidated financial statements. These operations were previously accounted for by Exxon and Mobil as separate companies using the equity method of accounting.

The Merger was accounted for as a pooling of interests. Accordingly, the consolidated financial statements give retroactive effect to the merger, with all periods presented as if Exxon and Mobil had always been combined.

As a condition of the approval of the Merger, the U.S. Federal Trade Commission and the European Commission required that certain property -- primarily downstream, pipeline and natural gas distribution assets -- be divested. The carrying value of these assets was approximately $3 billion and before-tax proceeds were approximately $5 billion. Net after-tax gains of $40 million and $1,730 million were reported in 2001 and 2000, respectively, as extraordinary items consistent with pooling of interests accounting requirements. The divested properties historically earned approximately $200 million per year.

MERGER EXPENSES AND REORGANIZATION RESERVES

In association with the merger between Exxon and Mobil, $748 million pre-tax ($525 million after-tax), $1,406 million pre-tax ($920 million after-tax) and $625 million pre-tax ($469 million after-tax) of costs were recorded as merger-related expenses in 2001, 2000 and 1999, respectively. Charges included separation expenses related to workforce reductions (approximately 8,000 employees at year-end 2001), plus implementation and merger closing costs. The separation reserve balance at year-end 2001 of approximately $197 million is expected to be expended in 2002. Merger-related expenses are expected to grow to approximately $2.9 billion pre-tax on a cumulative basis by the end of 2002. Pre-tax operating synergies associated with the Merger, which are on track with expectations, including cost savings, efficiency gains, and revenue enhancements, are expected to reach approximately $7 billion per year by 2002.

In the first quarter of 1999, the corporation recorded a $120 million after-tax charge for the non-merger related reorganization of Japanese downstream operations in its wholly-owned Esso Sekiyu K.K. and 50.1 percent owned General Sekiyu K.K. affiliates. The reorganization resulted in the reduction of approximately 700 administrative, financial, logistics and marketing service employee positions. The Japanese affiliates recorded a combined charge of $216 million (before-tax) to selling, general and administrative expenses for the employee related costs. Substantially all cash expenditures anticipated in the restructuring provision were paid in 1999. General Sekiyu also recorded a $211 million (before-tax) charge to depreciation and depletion for the write-off of costs associated with the cancellation of a power plant project at the Kawasaki terminal. Workforce reduction savings associated with this reorganization are approximately $50 million per year after-tax.

The following table summarizes the activity in the reorganization reserves. The 1999 opening balance represents accruals for provisions taken in prior years.

	Opening Balance	Additions	Deductions	Balance at Year End
	(millions of dollars)			
1999	$169	$563	$351	$381
2000	381	738	780	339
2001	339	187	329	197

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SITE RESTORATION AND OTHER ENVIRONMENTAL COSTS

Over the years the corporation has accrued provisions for estimated site restoration costs to be incurred at the end of the operating life of certain of its facilities and properties. In addition, the corporation accrues provisions for environmental liabilities in the many countries in which it does business when it is probable that obligations have been incurred and the amounts can be reasonably estimated. This policy applies to assets or businesses currently owned or previously disposed.

The corporation has accrued provisions for probable environmental remediation obligations at various sites, including multi-party sites where ExxonMobil has been identified as one of the potentially responsible parties by the U.S. Environmental Protection Agency. The involvement of other financially responsible companies at these multi-party sites mitigates ExxonMobil's actual joint and several liability exposure. At present, no individual site is expected to have losses material to ExxonMobil's operations, financial condition or liquidity.

Charges made against income for site restoration and environmental liabilities were $371 million in 2001, $311 million in 2000 and $219 million in 1999. At the end of 2001, accumulated site restoration and environmental provisions, after reduction for amounts paid, amounted to $3.7 billion. ExxonMobil believes that any cost in excess of the amounts already provided for in the financial statements would not have a materially adverse effect upon the corporation's operations, financial condition or liquidity.

ExxonMobil's worldwide environmental costs in 2001 totaled $1,782 million of which $505 million were capital expenditures and $1,277 million were operating costs (including the $371 million of site restoration and environmental provisions noted above). These costs were mostly associated with air and water conservation. Total costs for such activities are expected to increase to about $2.5 billion in both 2002 and 2003 (with capital expenditures representing about 50 percent of the total). The projected increase is primarily for capital projects to implement refining technology to manufacture low-sulfur motor fuels in many parts of the world.

TAXES

Income, excise and all other taxes and duties totaled $66.6 billion in 2001, a decrease of $1.8 billion or 3 percent from 2000. Income tax expense, both current and deferred, was $9.0 billion compared to $11.1 billion in 2000, reflecting lower pre-tax income in 2001. The effective tax rate of 39.3 percent in 2001 compared to 42.4 percent in 2000, benefiting from a higher level of favorably resolved tax-related issues. Excise and all other taxes and duties were $57.6 billion.

Income, excise and all other taxes and duties totaled $68.4 billion in 2000, an increase of $6.9 billion or 11 percent from 1999. Income tax expense, both current and deferred, was $11.1 billion compared to $3.2 billion in 1999, reflecting higher pre-tax income in 2000. The effective tax rate increased from 31.8 percent in 1999 to 42.4 percent in 2000 as a result of a larger share of total earnings coming from the more highly taxed non-U.S. upstream segment and lower benefits from resolution of tax-related issues. Excise and all other taxes and duties decreased $1.0 billion to $57.3 billion.

MARKET RISKS, INFLATION AND OTHER UNCERTAINTIES

In the past, crude, natural gas, petroleum product and chemical prices have fluctuated widely in response to changing market forces. The impacts of these price fluctuations on earnings from upstream operations, downstream operations and chemicals operations have been varied, tending at times to be offsetting. Nonetheless, the global energy markets can give rise to extended periods in which market conditions are adverse to one or more of the corporation's businesses. Such conditions, along with the capital intensive nature of the industry and very long lead times associated with many of our projects, underscore the importance of maintaining a strong financial position. Management views the corporation's financial strength, including the AAA and Aaa ratings of its long-term debt securities by Standard and Poor's and Moody's, as a competitive advantage.

Although price levels of crude oil and natural gas will occasionally spike upwards or drop precipitously, industry prices over the long term will continue to be driven by market supply and demand fundamentals. Accordingly, the corporation tests the viability of its oil and gas operations based on long-term price projections. The corporation's assessment is that its operations will continue to be successful in a variety of market conditions. This is the outcome of disciplined investment and asset management programs. Investment opportunities are tested against a variety of market conditions, including low price scenarios. As a result, investments that would succeed only in highly favorable price environments are screened out of the investment plan.

The corporation has had an active asset management program in which under-performing assets are either improved to acceptable levels or considered for divestment. The asset management program involves a disciplined, regular review to ensure that all assets are contributing to the corporation's strategic and financial objectives. The result has been the creation of a very efficient capital base and has meant that the corporation has seldom been required to write-down the carrying value of assets, even during periods of low commodity prices.

RISK MANAGEMENT

The corporation's size, geographic diversity and the complementary nature of the upstream, downstream and chemicals businesses mitigate the corporation's risk from changes in interest rates, currency rates and commodity prices. The corporation relies on these operating attributes and strengths to reduce enterprise-wide risk. As a result, the corporation makes limited use of derivatives to offset exposures arising from existing transactions.

The corporation does not trade in derivatives nor does it use derivatives with leverage features. The corporation maintains a system of controls that includes a policy covering the authorization, reporting, and monitoring of derivative activity. The corporation's derivative activities pose no material credit or market risks to ExxonMobil's operations, financial condition or liquidity. Interest rate, foreign exchange rate and commodity price exposures arising from derivative contracts undertaken in accordance with the corporation's policies have not been significant.

A10

The fair value of derivatives outstanding and recorded on the balance sheet at December 31, 2001 was $50 million before-tax. This is the amount that the corporation would have had to pay to third parties if these derivatives had been settled at year-end. These derivative fair values were substantially offset by the fair values of the underlying exposures being hedged. During 2001, the corporation recognized a before-tax gain of $23 million related to derivative activity. This gain included the offsetting amounts from the changes in fair value of the items being hedged by the derivatives. The fair value of derivatives outstanding at year-end and gains recognized during the year are immaterial in relation to the corporation's year-end cash balance of $6.5 billion, total assets of $143.2 billion, or net income for the year of $15.3 billion.

Debt-Related Instruments

The corporation is exposed to changes in interest rates, primarily as a result of its short-term debt and long-term debt carrying floating interest rates. The corporation makes limited use of interest rate swap agreements to adjust the ratio of fixed and floating rates in the debt portfolio. The impact of a 100 basis point change in interest rates affecting the corporation's debt would not be material to earnings, cash flow or fair value.

Foreign Currency Exchange Rate Instruments

The corporation conducts business in many foreign currencies and is subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing and investment transactions. The impacts of fluctuations in foreign currency exchange rates on ExxonMobil's geographically diverse operations are varied and often offsetting in amount. The corporation makes limited use of currency exchange contracts to reduce the risk of adverse foreign currency movements related to certain foreign currency debt obligations. Exposure from market rate fluctuations related to these contracts is not material. Aggregate foreign exchange transaction gains and losses included in net income are discussed in note 5 to the consolidated financial statements.

Commodity Instruments

The corporation makes limited use of commodity forwards, swaps and futures contracts of short duration to mitigate the risk of unfavorable price movements on certain crude, natural gas and petroleum product purchases and sales. Commodity price exposure related to these contracts is not material.

Inflation and Other Uncertainties

The general rate of inflation in most major countries of operation has been relatively low in recent years, and the associated impact on operating costs has been countered by cost reductions from efficiency and productivity improvements.

The operations and earnings of the corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree by political developments and laws and regulations, such as forced divestiture of assets; restrictions on production; imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the corporation vary greatly from country to country and are not predictable.

RECENTLY ISSUED STATEMENTS
OF FINANCIAL ACCOUNTING STANDARDS

In June 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141 (FAS 141), "Business Combinations," and No. 142 (FAS 142), "Goodwill and Other Intangible Assets." Under FAS 141, the pooling of interests method of accounting is no longer permitted and the purchase method must be used for business combinations initiated after June 30, 2001. Under FAS 142, which will be effective for the corporation beginning January 1, 2002, goodwill and certain intangibles will no longer be amortized but will be subject to annual impairment tests. The effect of adoption of the new standards on the corporation's financial statements will be negligible.

In August 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143 (FAS 143), "Accounting for Asset Retirement Obligations." FAS 143 is required to be adopted by the corporation no later than January 1, 2003 and its primary impact will be to change the method of accruing for upstream site restoration costs. These costs are currently accrued ratably over the productive lives of the assets. At the end of 2001 the cumulative amount accrued under this policy was approximately $3.2 billion. Under FAS 143, the fair value of asset retirement obligations will be recorded as liabilities when they are incurred, which are typically at the time the assets are installed. Amounts recorded for the related assets will be increased by the amount of these obligations. Over time the liabilities will be accrued for the change in their present value and the initial capitalized costs will be depreciated over the useful lives of the related assets. The corporation is evaluating the impact of adopting FAS 143.

In August 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 144 (FAS 144), "Accounting for the Impairment or Disposal of Long-Lived Assets." FAS 144 is required to be adopted prospectively by the corporation no later than January 1, 2002. FAS 144 supercedes previous guidance related to the impairment or disposal of long-lived assets. For long-lived assets to be held and used, it resolves certain implementation issues of the former standards, but retains the basic requirements of recognition and measurement of impairment losses. For long-lived assets to be disposed of by sale, it broadens the definition of those disposals that should be reported separately as discontinued operations. There is no impact on the corporation of adopting FAS 144, except that future sales of long-lived assets may be required to be presented as discontinued operations, which would be a different presentation than under previous accounting standards.

CRITICAL ACCOUNTING POLICIES

The corporation's accounting and financial reporting fairly reflect its straightforward business model involving the extracting, refining and marketing of hydrocarbons and hydrocarbon-based products. The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (GAAP) requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. The following summary provides further information about the critical accounting policies and should be read in conjunction with note 1 on page A19.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Principles of Consolidation

The consolidated financial statements include the accounts of those significant subsidiaries that the corporation controls. They also include the corporation's undivided interests in upstream assets and liabilities. Amounts representing the corporation's percentage interest in the underlying net assets of other significant affiliates that it does not control, but exercises significant influence, are included in "Investments and advances"; the corporation's share of the net income of these companies is included in the consolidated statement of income caption "Earnings from equity interests and other revenue." The accounting for these non-consolidated companies is referred to as the equity method of accounting.

Additional disclosures of summary balance sheet and income information for those subsidiaries accounted for under the equity method of accounting can be found in note 8 on page A22. The corporation believes this to be important information necessary to a full understanding of the corporation's financial statements.

Investments in companies that are partially owned by the corporation are integral to the corporation's operations. In some cases they serve to balance worldwide risks and in others they provide the only available means of entry into a particular market or area of interest. The other parties who also have an equity interest in these companies are either independent third parties or host governments that share in the business results according to their percentage ownership. The corporation does not invest in these companies in order to remove liabilities from its balance sheet. In fact, the corporation has long been on record supporting an alternative accounting method that would require each investor to consolidate its percentage share of all assets and liabilities in these partially owned companies rather than only the percentage in the net equity. This method of accounting for investments in partially owned companies is not permitted by GAAP except where the investments are in the undivided interests in upstream assets and liabilities. However, for purposes of calculating return on average capital employed, which is not covered by GAAP standards, the corporation includes its share of debt of these partially owned companies in the determination of average capital employed.

Revenue Recognition

Revenues associated with sales of crude oil, natural gas, petroleum and chemical products and all other items are recorded when title passes to the customer.

The corporation does not engage in arrangements whereby the corporation has ongoing relationships with its buyers that require it to repurchase its products or provide buyers with the right of return. As a result, the recognition of revenues is straightforward.

Derivative Instruments

As discussed on page A10, the corporation makes limited use of derivatives. Derivative instruments are not held for trading purposes nor do they have leverage features. The corporation's size, geographic diversity and the complementary nature of the upstream, downstream, and chemicals businesses mitigate the corporation's risk from changes in interest rates, currency rates, and commodity prices, reducing the corporation's need for derivatives to manage business risk.

Because of their limited use, accounting policies for derivatives do not impact information that is significant or critical to an understanding of the corporation's financial condition and results of operations.

Inventories

Crude oil, products and merchandise are carried at the lower of current market value or cost (generally determined under the last-in, first-out method - LIFO).

There are other acceptable methods of accounting for inventory such as first-in, first-out or average cost. The corporation uses the LIFO method because it charges each sale with the cost of the most recently purchased inventory. As such, the profit recognized on these sales is based on the latest cost structure and generally results in a better matching of costs and revenues.

Property, Plant and Equipment

The corporation's exploration and production activities are accounted for under the "successful efforts" method. Depreciation, depletion and amortization, based on cost less estimated salvage value of the asset, are primarily determined under either the unit-of-production method or the straight-line method. Unit-of-production rates are based on oil, gas and mineral reserves estimated to be recoverable from existing facilities. The straight-line method is based on estimated asset service life taking obsolescence into consideration. The service lives of refinery and chemicals components generally extend to 25 and 20 years, respectively, and reflect the corporation's long-term commitment to effective asset optimization.

Under the "successful efforts" method, costs are accumulated on a field-by-field basis with certain exploratory expenditures and exploratory dry holes being expensed as incurred. Exploratory wells that find oil and gas in an area requiring a major capital expenditure before production can begin are evaluated annually to ensure that commercial quantities of reserves have been found or that additional exploration work is underway or planned. Costs of productive wells and development dry holes are capitalized and amortized on the unit-of-production method for each field. The corporation uses this accounting policy instead of the "full cost" method because it provides a more timely accounting of the success or failure of the corporation's exploration and production activities. If the full cost method were used, all costs would be capitalized and depreciated on a country-by-country basis. The capitalized costs would be subject to an impairment test by country. The full cost method would tend to delay the expense recognition of unsuccessful projects.

Oil, gas and other properties held and used by the corporation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The corporation estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. In general, analyses are based on proved reserves, except in circumstances where it is probable that additional resources will be developed and contribute to cash flows in the future.

Evaluations of oil and gas reserves are important to the effective management of upstream assets. They are integral to making investment decisions about oil and gas properties such as whether develop-

ment should proceed or enhanced recovery methods should be undertaken. Proved oil and gas reserve quantities are also used as the basis of calculating the unit-of-production rates for depreciation and evaluating for impairment. These reserves are the estimated quantities of crude oil, natural gas and natural gas liquids that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. The estimation of reserves is an ongoing process based on rigorous technical evaluations and extrapolations of well information such as flow rates and reservoir pressure declines.

Supplemental information on oil and gas exploration and production activities can be found on pages A38 to A42. Included in that section on page A41 is information on Canadian tar sands proven reserves. This information is shown separately from the conventional liquids and natural gas proved reserves. For internal management purposes, the corporation does not view these reserves separately, but instead considers them and their development as an integral part of total upstream operations. Refining tar sands reserves produces the same petroleum products that are produced from refining conventional oil and gas reserves. However, U.S. Securities and Exchange Commission regulations define these tar sands reserves as mining reserves and not a part of conventional oil and gas reserves.

Site Restoration and Environmental Conservation Costs

Site restoration costs that may be incurred by the corporation at the end of the operating life of certain of its facilities and properties are accrued ratably over the asset's productive life. Liabilities for environmental conservation are recorded when it is probable that obligations have been incurred and the amounts can be reasonably estimated.

The necessity of recording liabilities for these costs is prescribed by GAAP. Estimating the probability of whether obligations have been incurred and the amounts that should be recorded requires significant management judgment. This judgment is based on extensive cost and engineering studies using the latest available technology.

Foreign Currency Translation

The "functional currency" for translating the accounts of the majority of downstream and chemicals operations outside the U.S. is the local currency. Local currency is also used for upstream operations that are relatively self-contained and integrated within a particular country. The U.S. dollar is used for operations in highly inflationary economies and certain other countries.

The method of translating the foreign currency financial statements of the corporation's international subsidiaries into U.S. dollars is prescribed by GAAP. Under these principles, it is necessary to select the functional currency of these subsidiaries. The functional currency is the currency of the primary economic environment in which the subsidiary operates. Management selects the functional currency after evaluating this economic environment. Downstream and chemicals operations normally use the local currency, except in highly inflationary countries, primarily Latin America, as well as in Singapore, which uses the U.S. dollar, because it predominantly sells into the U.S. dollar export market. Upstream operations also use the local currency as the functional currency, except where crude and natural gas production is predominantly sold in the export market in U.S. dollars. These operations, which use the U.S. dollar as their functional currency, are in Malaysia, Indonesia, Nigeria, Equatorial Guinea and the Middle East countries.

Litigation and Other Contingencies

Claims for substantial amounts have been made against Exxon Mobil and certain of its consolidated subsidiaries in pending lawsuits and tax disputes. These are summarized on page A8, with a more extensive discussion included in note 17 on page A32.

The general guidance provided by GAAP requires that liabilities for contingencies should be recorded when it is probable that a liability has been incurred before the date of the balance sheet and that the amount can be reasonably estimated. Significant management judgement is required to comply with this guidance, and it includes management reviews with the corporation's attorneys, taking into consideration all of the relevant facts and circumstances.

FORWARD-LOOKING STATEMENTS

Statements in this discussion regarding expectations, plans and future events or conditions are forward-looking statements. Actual future results, including merger expenses and synergies; financing sources; the resolution of contingencies; the effect of changes in prices; interest rates and other market conditions; and environmental and capital expenditures could differ materially depending on a number of factors, such as the outcome of commercial negotiations; changes in the supply of and demand for crude oil, natural gas, and petroleum and petro-chemical products; and other factors discussed above and under the caption "Factors Affecting Future Results" in Item 1 of ExxonMobil's 2001 Form 10-K.

REPORT OF INDEPENDENT ACCOUNTANTS

[PRICEWATERHOUSECOOPERS LOGO]

Dallas, Texas
February 27, 2002

To the Shareholders of Exxon Mobil Corporation

In our opinion, the consolidated financial statements appearing on pages A15 through A36 present fairly, in all material respects, the financial position of Exxon Mobil Corporation and its subsidiary companies at December 31, 2001 and 2000, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2001, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the corporation's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

CONSOLIDATED STATEMENT OF INCOME

	2001	2000
	(millions of dollars)	
Revenue		
Sales and other operating revenue, including excise taxes	$209,417	$228,439
Earnings from equity interests and other revenue	4,071	4,309

Total revenue	$213,488	$232,748
Costs and other deductions		
Crude oil and product purchases	$ 92,286	$108,951
Operating expenses	18,170	18,135
Selling, general and administrative expenses	12,900	12,044
Depreciation and depletion	7,944	8,130
Exploration expenses, including dry holes	1,175	936
Merger related expenses	748	1,406
Interest expense	293	589
Excise taxes	21,907	22,356
Other taxes and duties	33,377	32,708
Income applicable to minority and preferred interests	569	412
Total costs and other deductions	$189,369	$205,667
Income before income taxes	$ 24,119	$ 27,081
Income taxes	9,014	11,091
Income before extraordinary item	$ 15,105	$ 15,990
Extraordinary gain, net of income tax	215	1,730
Net income	$ 15,320	$ 17,720
Net income per common share (dollars)		
Before extraordinary item	$ 2.20	$ 2.30
Extraordinary gain, net of income tax	0.03	0.25
Net income	$ 2.23	$ 2.55
Net income per common share - assuming dilution (dollars)		
Before extraordinary item	$ 2.18	$ 2.27
Extraordinary gain, net of income tax	0.03	0.25
Net income	$ 2.21	$ 2.52

The information on pages A19 through A36 is an integral part of these statements.

CONSOLIDATED BALANCE SHEET

	Dec. 200 (
Assets	
Current assets	
Cash and cash equivalents	$ 6
Notes and accounts receivable, less estimated doubtful amounts	19
Inventories	

Crude oil, products and merchandise	6
Materials and supplies	1
Prepaid taxes and expenses	1
Total current assets	$ 35
Investments and advances	10
Property, plant and equipment, at cost, less accumulated depreciation and depletion	89
Other assets, including intangibles, net	7
Total assets	$143
Liabilities	
Current liabilities	
Notes and loans payable	$ 3
Accounts payable and accrued liabilities	22
Income taxes payable	3
Total current liabilities	$ 30
Long-term debt	7
Annuity reserves and accrued liabilities	12
Deferred income tax liabilities	16
Deferred credits	1
Equity of minority and preferred shareholders in affiliated companies	2
Total liabilities	$ 70
Shareholders' equity	
Benefit plan related balances	$
Common stock without par value (9,000 million shares authorized)	3
Earnings reinvested	95
Accumulated other nonowner changes in equity	
Cumulative foreign exchange translation adjustment	(5
Minimum pension liability adjustment	
Unrealized gains/(losses) on stock investments	
Common stock held in treasury (1,210 million shares in 2001 and 1,089 million shares in 2000)	(19
Total shareholders' equity	$ 73
Total liabilities and shareholders' equity	$143

The information on pages A19 through A36 is an integral part of these statements.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

	2001		2000	
	Shareholders' Equity	Nonowner Changes in Equity	Shareholders' Equity	N Ch
			(millions of d	
Benefit plan related balances	$ (159)		$ (235)	

Common stock (see note 13)				
At beginning of year	3,661		3,403	
Issued	-		-	
Other	128		258	
Cancellation of common stock held in treasury	-		-	
At end of year	$ 3,789		$ 3,661	
Earnings reinvested				
At beginning of year	86,652		75,055	
Net income for the year	15,320	$ 15,320	17,720	$
Dividends - common and preferred shares	(6,254)		(6,123)	
Cancellation of common stock held in treasury	-		-	
At end of year	$ 95,718		$ 86,652	
Accumulated other nonowner changes in equity				
At beginning of year	(5,189)		(2,568)	
Foreign exchange translation adjustment	(1,085)	(1,085)	(2,562)	
Minimum pension liability adjustment	(225)	(225)	(11)	
Unrealized gains/(losses) on stock investments	(91)	(91)	(48)	
At end of year	$ (6,590)		$ (5,189)	
Total		$ 13,919		$
Common stock held in treasury				
At beginning of year	(14,132)		(12,126)	
Acquisitions, at cost	(5,721)		(2,352)	
Dispositions	256		346	
Cancellation, returned to unissued	-		-	
At end of year	$ (19,597)		$ (14,132)	
Shareholders' equity at end of year	$ 73,161		$ 70,757	

	Share Activity	
	2001	2000
	(millions of shares	
Common stock		
Issued (see note 13)		
At beginning of year	8,019	8,019
Issued	-	-
Cancelled	-	-
At end of year	8,019	8,019
Held in treasury (see note 13)		
At beginning of year	(1,089)	(1,064)
Acquisitions, at cost	(139)	(54)
Dispositions	18	29
Cancellation, returned to unissued	-	-
At end of year	(1,210)	(1,089)
Common shares outstanding at end of year	6,809	6,930

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The information on pages A19 through A36 is an integral part of these statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

		2
Cash flows from operating activities		
Net income		
Accruing to ExxonMobil shareholders	$	15
Accruing to minority and preferred interests		
Adjustments for non-cash transactions		
Depreciation and depletion		7
Deferred income tax charges/(credits)		
Annuity and accrued liability provisions		
Dividends received greater than/(less than) equity in current earnings of equity companies		
Extraordinary gain, before income tax		
Changes in operational working capital, excluding cash and debt		
Reduction/(increase) - Notes and accounts receivable		3
- Inventories		
- Prepaid taxes and expenses		
Increase/(reduction) - Accounts and other payables		(5
All other items - net		
Net cash provided by operating activities	$	22
Cash flows from investing activities		
Additions to property, plant and equipment	$	(9
Sales of subsidiaries, investments and property, plant and equipment		1
Additional investments and advances		(1
Collection of advances		1
Additions to other marketable securities		
Sales of other marketable securities		
Net cash used in investing activities	$	(8
Net cash generation before financing activities	$	14
Cash flows from financing activities		
Additions to long-term debt	$	
Reductions in long-term debt		
Additions to short-term debt		
Reductions in short-term debt		(1
Additions/(reductions) in debt with less than 90 day maturity		(2
Cash dividends to Exxon Mobil shareholders		(6
Cash dividends to minority interests		
Changes in minority interests and sales/(purchases) of affiliate stock		

Common stock acquired	(5
Common stock sold	
Net cash used in financing activities	$ (15
Effects of exchange rate changes on cash	$
Increase/(decrease) in cash and cash equivalents	$
Cash and cash equivalents at beginning of year	7
Cash and cash equivalents at end of year	$ 6

The information on pages A19 through A36 is an integral part of these statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements and the supporting and supplemental material are the responsibility of the management of Exxon Mobil Corporation.

The corporation's principal business is energy, involving the worldwide exploration, production, transportation and sale of crude oil and natural gas (upstream) and the manufacture, transportation and sale of petroleum products (downstream). The corporation is also a major worldwide manufacturer and marketer of petrochemicals and participates in coal and minerals mining and electric power generation.

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

1. Summary of Accounting Policies
Principles of Consolidation. The consolidated financial statements include the accounts of those significant subsidiaries owned directly or indirectly with more than 50 percent of the voting rights held by the corporation, and for which other shareholders do not possess the right to participate in significant management decisions. They also include the corporation's share of the undivided interest in upstream assets and liabilities. Amounts representing the corporation's percentage interest in the underlying net assets of other significant subsidiaries and less than majority owned companies in which a significant equity ownership interest is held, are included in "Investments and advances"; the corporation's share of the net income of these companies is included in the consolidated statement of income caption "Earnings from equity interests and other revenue."

Investments in other companies, none of which is significant, are generally included in "Investments and advances" at cost or less. Dividends from these companies are included in income as received.

Revenue Recognition. Revenues associated with sales of crude oil, natural gas, petroleum and chemical products and all other items are recorded when title passes to the customer.

Revenues from the production of natural gas properties in which the corporation has an interest with the other producers are recognized on the basis of the company's net working interest. Differences between actual production and net working interest volumes are not significant.

Derivative Instruments. The corporation makes limited use of derivatives. Derivative instruments are not held for trading purposes nor do they have leverage features. When the corporation does enter into derivative transactions, it is to offset exposures associated with interest rates, foreign currency exchange rates and hydrocarbon prices. The gains and losses resulting from the changes in fair value of these instruments are recorded in income, except when the instruments are designated as hedging the currency exposure of net investments in foreign subsidiaries, in which case they are recorded in the cumulative foreign exchange translation account, as part of shareholders equity.

The gains and losses on derivative instruments that are designated as fair value hedges (i.e., those hedging the exposure to changes in the fair value of an asset or a liability or the changes in the fair value of a firm commitment), are offset by the gains and losses from the changes in fair value of the hedged items, which are also recognized in income. Most of these designated hedges are entered into at the same time that the hedged items are transacted, they are fully effective and in combination with the offsetting hedged items, they result in no net impact on income. In some situations, the corporation has chosen not to designate certain immaterial derivatives used for hedging economic exposure as hedges for accounting purposes due to the excessive administrative effort that would be required to account for these items as hedging transactions. These derivatives are recorded on the balance sheet at fair value and the gains and losses arising from changes in fair value are recognized in income. All derivatives activity is immaterial.

Inventories. Crude oil, products and merchandise inventories are carried at the lower of current market value or cost (generally determined under the last-in, first-out method - LIFO). Costs include applicable purchase costs and operating expenses but not general and administrative expenses or research and development costs. Inventories of materials and supplies are valued at cost or less.

Property, Plant and Equipment. Depreciation, depletion and amortization, based on cost less estimated salvage value of the asset, are primarily determined under either the unit-of-production method or the straight-line method. Unit-of-production rates are based on oil, gas and other mineral reserves estimated to be recoverable from existing facilities. The straight-line method of depreciation is based on estimated asset service life taking obsolescence into consideration.

Maintenance and repairs are expensed as incurred. Major renewals and improvements are capitalized and the assets replaced are retired.

The corporation's upstream activities are accounted for under the "successful efforts" method. Under this method, costs of productive wells and development dry holes, both tangible and intangible, as well as productive acreage are capitalized and amortized on the unit-of-production method. Costs of that portion of undeveloped acreage likely to be unproductive, based largely on historical experience, are amortized over the period of exploration. Other exploratory expenditures, including geophysical costs, other dry hole costs and annual lease rentals, are expensed as incurred. Exploratory wells that find oil and gas in an area requiring a major capital expenditure before production can begin are evaluated annually to assure that commercial quantities of reserves have been found or that additional exploration work is underway or planned. Exploratory well costs not meeting either of these tests are charged to expense.

Oil, gas and other properties held and used by the corporation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The corporation estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. In general, analyses are based on proved reserves, except in circumstances where it is probable that additional resources will be developed and contribute to cash flows in the future.

Site Restoration and Environmental Conservation Costs. Site restoration costs that may be incurred by the corporation at the end of the operating life of certain of its facilities and properties are reserved ratably over the asset's productive life.

Liabilities for environmental conservation are recorded when it is probable that obligations have been incurred and the amounts can be reasonably estimated. These liabilities are not reduced by possible recoveries from third parties, and projected cash expenditures are not discounted.

Foreign Currency Translation. The "functional currency" for translating the accounts of the majority of downstream and chemical operations outside the U.S. is the local currency. Local currency is also used for upstream operations that are relatively self-contained and integrated within a particular country, such as in Canada, the United Kingdom, Norway and Continental Europe. The U.S. dollar is used for operations in highly inflationary economies, in Singapore which is predominantly export oriented and for some upstream operations, primarily in Malaysia, Indonesia, Nigeria, Equatorial Guinea and the Middle East countries. For all operations, gains or losses on remeasuring foreign currency transactions into functional currency are included in income.

2. Extraordinary Item and Accounting Change

Net income for 2001 included net after-tax gains from asset management activities in the chemicals segment and regulatory required asset divestitures in the amount of $215 million (including an income tax credit of $21 million), or $0.03 per common share. Net income for 2000 included net after-tax gains from regulatory required asset divestitures in the amount of $1,730 million (net $308 million of income taxes), or $0.25 per common share. These net after-tax gains were reported as extraordinary items according to accounting requirements for business combinations accounted for as pooling of interests.

As of January 1, 2001, Exxon Mobil adopted Financial Accounting Standards Board Statement No. 133 (FAS 133), "Accounting for Derivative Instruments and Hedging Activities" as amended by Statements No. 137 and 138. This statement requires that all derivatives be recognized as either assets or liabilities in the financial statements and be measured at fair value. Since the corporation makes limited use of derivatives, the effect of adoption of FAS 133 on the corporation's operations or financial condition was negligible.

3. Merger of Exxon Corporation and Mobil Corporation

On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation (Exxon) merged with Mobil Corporation (Mobil) so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation (ExxonMobil). Under the terms of the agreement, approximately 1.0 billion shares of ExxonMobil common stock were issued in exchange for all the outstanding shares of Mobil common stock based upon an exchange ratio of 1.32015. Following the exchange, former shareholders of Exxon owned approximately 70 percent of the corporation, while former Mobil shareholders owned approximately 30 percent of the corporation. Each outstanding share of Mobil preferred stock was converted into one share of a new class of ExxonMobil preferred stock.

As a result of the Merger, the accounts of certain downstream and chemicals operations jointly controlled by the combining companies have been included in the consolidated financial statements. These operations were previously accounted for by Exxon and Mobil as separate companies using the equity method of accounting.

The Merger was accounted for as a pooling of interests. Accordingly, the consolidated financial statements give retroactive effect to the Merger, with all periods presented as if Exxon and Mobil had always been combined. Certain reclassifications have been made to conform the presentation of Exxon and Mobil.

As a condition of the approval of the Merger, the U.S. Federal Trade Commission and the European Commission required that certain property -- primarily downstream, pipeline and natural gas distribution assets -- be divested. The carrying value of these assets was approximately $3 billion and net after-tax gains of $40 million and $1,730 million were reported as extraordinary items in 2001 and 2000, respectively. The divested properties historically earned approximately $200 million per year.

4. Merger Expenses and Reorganization Reserves

In association with the Merger, $748 million pre-tax ($525 million after-tax), $1,406 million pre-tax ($920 million after-tax), and $625 million pre-tax ($469 million after-tax) of costs were recorded as merger-related expenses in 2001, 2000 and 1999, respectively. These cumulative charges of $2,779 million included separation expenses of approximately $1,345 million related to workforce reductions (approximately 8,000 employees at year-end 2001), plus implementation costs and merger closing costs. The separation reserve balance at year-end 2001 of approximately $197 million, is expected to be expended in 2002.

In the first quarter of 1999, the corporation recorded a $120 million after-tax charge for the non-merger related reorganization of Japanese downstream operations in its wholly-owned Esso Sekiyu K.K. and 50.1 percent owned General Sekiyu K.K. affiliates. The reorganization resulted in the reduction of approximately 700 administrative, financial, logistics and marketing service employee positions. The Japanese affiliates recorded a combined charge of $216 million (before-tax) to selling, general and administrative expenses for the employee related costs. Substantially all cash expenditures anticipated in the restructuring provision have been paid as of the end of 1999. General Sekiyu also recorded a $211 million (before-tax) charge to depreciation and depletion for the write-off of costs associated with the cancellation of a power plant project at the Kawasaki terminal.

The following table summarizes the activity in the reorganization reserves. The 1999 opening balance represents accruals for provisions taken in prior years.

	Opening Balance	Additions	Deductions	Balance at Year End
	(millions of dollars)			
1999	$169	$563	$351	$381
2000	381	738	780	339
2001	339	187	329	197

5. Miscellaneous Financial Information
Research and development costs totaled $603 million in 2001, $564 million in 2000 and $630 million in 1999.

Net income included aggregate foreign exchange transaction losses of $142 million in 2001, $236 million in 2000 and $5 million in 1999.

In 2001, 2000, and 1999, net income included gains of $238 million, and $175 million, and losses of $7 million, respectively, attributable to the combined effects of LIFO inventory accumulations and draw-downs. The aggregate replacement cost of inventories was estimated to exceed their LIFO carrying values by $4.2 billion and $6.7 billion at December 31, 2001 and 2000, respectively.

6. Cash Flow Information
The consolidated statement of cash flows provides information about changes in cash and cash equivalents. Highly liquid investments with maturities of three months or less when acquired are classified as cash equivalents.

Cash payments for interest were: 2001 - $562 million, 2000 - $729 million and 1999 - $882 million. Cash payments for income taxes were: 2001 - $9,855 million, 2000 - $8,671 million and 1999 - $3,805 million.

7. Additional Working Capital Data	Dec. 31 2001	Dec. 31 2000
	(millions of dollars)	
Notes and accounts receivable		
Trade, less reserves of $279 million and $258 million	$ 13,597	$ 17,568
Other, less reserves of $62 million and $48 million	5,952	5,428
	$ 19,549	$ 22,996
Notes and loans payable		
Bank loans	$ 1,063	$ 1,244
Commercial paper	1,804	3,761
Long-term debt due within one year	339	650
Other	497	506
	$ 3,703	$ 6,161
Accounts payable and accrued liabilities		
Trade payables	$ 12,696	$ 15,357
Obligations to equity companies	632	586
Accrued taxes other than income taxes	4,768	5,423
Other	4,766	5,389
	$ 22,862	$ 26,755

On December 31, 2001, unused credit lines for short-term financing totaled approximately $5.3 billion. Of this total, $2.1 billion support commercial paper programs under terms negotiated when drawn. The weighted average interest rate on short-term borrowings outstanding at December 31, 2001 and 2000 was 3.8

percent and 6.4 percent, respectively.

Notes to Consolidated Financial Statements

8. Equity Company Information

The summarized financial information below includes amounts related to certain less than majority owned companies and majority owned subsidiaries where minority shareholders possess the right to participate in significant management decisions (see note 1). These companies are primarily engaged in crude production, natural gas marketing and refining operations in North America; natural gas production, natural gas distribution, and downstream operations in Europe and crude production in Kazakhstan and the Middle East. Also included are several power generation, petrochemical/lubes manufacturing and chemical ventures; 1999 included amounts related to Mobil's European Fuels joint venture which was divested as a condition of the Merger approval.

Equity Company Financial Summary	2001 Total	2001 ExxonMobil Share	Total
			(millions
Total revenues			
Percent of revenues from companies included in the ExxonMobil consolidation was 9% in 2001, 11% in 2000 and 8% in 1999	$ 95,009	$ 36,695	$ 81,371
Income before income taxes	$ 6,952	$ 2,922	$ 7,632
Less: Related income taxes	(1,562)	(748)	(1,382
Net income	$ 5,390	$ 2,174	$ 6,250
Current assets	$ 18,992	$ 7,369	$ 28,784
Property, plant and equipment, less accumulated depreciation	36,565	13,135	36,553
Other long-term assets	5,127	2,284	6,656
Total assets	$ 60,684	$ 22,788	$ 71,993
Short-term debt	$ 3,142	$ 1,232	$ 2,636
Other current liabilities	16,218	6,349	25,377
Long-term debt	10,496	3,950	11,116
Other long-term liabilities	6,253	2,862	7,054
Advances from shareholders	8,443	2,179	8,485
Net assets	$ 16,132	$ 6,216	$ 17,325

9. Investments and Advances

Companies carried at equity in underlying assets
  Investments

Advances

Companies carried at cost or less and stock investments carried at fair value

Long-term receivables and miscellaneous investments at cost or less

Total

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10. Investment in Property, Plant and Equipment	Dec. 31, 2001	
	Cost	Net
	(millions of	
Petroleum and natural gas		
Upstream	$109,616	$46,597
Downstream	50,691	25,560
Total petroleum and natural gas	$160,307	$72,157
Chemicals	17,973	9,690
Other	12,223	7,755
Total	$190,503	$89,602

Accumulated depreciation and depletion totaled $100,901 million at the end of 2001 and $97,917 million at the end of 2000. Interest capatalized in 2001, 2000 and 1999 was $518 million, $641 million and $595 million, respectively.

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11. Leased Facilities
At December 31, 2001, the corporation and its consolidated subsidiaries held non-cancelable operating charters and leases covering drilling equipment, tankers, service stations and other properties with minimum lease commitments as indicated in the table.

Net rental expenditures for 2001, 2000 and 1999 totaled $2,454 million, $1,935 million and $2,172 million, respectively, after being reduced by related rental income of $199 million, $195 million and $317 million, respectively. Minimum rental expenditures totaled $2,562 million in 2001, $1,992 million in 2000 and $2,311 million in 1999.

	Minimum Commitment	Related Rental income
	(millions of dollars)	
2002	$ 1,327	$ 110

2003	1,107	103
2004	801	95
2005	569	87
2006	433	48
2007 and beyond	2,687	103
Total	$ 6,924	$ 546

12. Employee Stock Ownership Plans

In 1989, the Exxon leveraged employee stock ownership plan (Exxon LESOP) trust borrowed $1,000 million under the terms of notes guaranteed by Exxon. The Exxon LESOP trust used the proceeds of the borrowing to purchase shares of Exxon's convertible Class A Preferred Stock. The final Exxon LESOP note was repaid in 1999. By year-end 1999, all remaining shares of Exxon Class A Preferred Stock were converted to ExxonMobil common shares.

In 1989, the Mobil Oil Corporation employee stock ownership plan (Mobil LESOP) trust borrowed $800 million under the terms of notes and debentures guaranteed by Mobil. The trust used the proceeds of the borrowing to purchase shares of Mobil's Series B Convertible Preferred Stock which upon the merger were converted into shares of ExxonMobil Class B Preferred Stock with similar terms. By year-end 1999, all remaining shares of Class B Preferred Stock were converted to ExxonMobil common shares.

The Exxon LESOP and Mobil LESOP were merged in late 1999 to create the ExxonMobil LESOP. The ExxonMobil LESOP is a constituent part of the ExxonMobil Savings Plan which, effective February 8, 2002, is an employee stock ownership plan in its entirety. Employees eligible to participate in the ExxonMobil Savings Plan may elect to participate in the ExxonMobil LESOP. Corporate contributions to the plan and dividends are used to make principal and interest payments on the ExxonMobil LESOP trust notes. As corporate contributions and dividends are credited, common shares are allocated to participants' plan accounts. The corporation's contribution to the ExxonMobil LESOP, representing the amount by which debt service exceeded dividends on shares held by the ExxonMobil LESOP, was $58 million, $15 million, and $19 million in 2001, 2000 and 1999, respectively.

Accounting for the plans has followed the principles that were in effect for the respective plans when they were established. The amount of compensation expense related to the plans and recorded by the corporation during the periods was $83 million in 2001, $13 million in 2000, and $5 million in 1999. The ExxonMobil LESOP trust held 104.2 million shares of ExxonMobil common stock at the end of 2001 and 109.2 million shares at the end of 2000.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Capital

On May 30, 2001, the company's Board of Directors approved a two-for-one stock split of common stock for shareholders of record on June 20, 2001. The authorized common stock was increased from 4.5 billion shares without par value to 9 billion shares without par value, and the issued shares were split on a two-for-one basis on June 20, 2001.

At the effective time of the merger of Exxon and Mobil, the authorized common stock of ExxonMobil was increased from 3 billion shares to 4.5 billion shares. Under the terms of the merger agreement, approximately 1.0 billion shares of

ExxonMobil common stock were issued in exchange for all of the outstanding shares of Mobil's common stock based upon an exchange ratio of 1.32015 ExxonMobil shares for each Mobil share. Mobil's common stock accounted for as treasury stock was cancelled at the effective time of the merger.

In 1989, $1,800 million of benefit related balances were recorded as debt and as a reduction to shareholders' equity, representing Exxon and Mobil guaranteed borrowings by the Exxon LESOP to purchase Exxon Class A Preferred Stock and the Mobil LESOP to purchase Mobil Class B Preferred Stock. As common shares are earned by employees and the debt is repaid, the benefit plan related balances are being reduced. Preferred dividends of $36 million were paid during 1999 on preferred shares described in note 12, all of which were converted to ExxonMobil common stock by year-end 1999. The table below summarizes the earnings per share calculations.

	2001
Net income per common share	
Income before extraordinary item (millions of dollars)	$15,105
Less: Preferred stock dividends	-
Income available to common shares	$15,105
Weighted average number of common shares outstanding (millions of shares)	6,868
Net income per common share	
Before extraordinary item	$ 2.20
Extraordinary gain, net of income tax	0.03
Net income	$ 2.23
Net income per common share - assuming dilution	
Income before extraordinary item (millions of dollars)	$15,105
Adjustment for assumed dilution	(4)
Income available to common shares	$15,101
Weighted average number of common shares outstanding (millions of shares)	6,868
Plus: Issued on assumed exercise of stock options	73
Plus: Assumed conversion of preferred stock	-
Weighted average number of common shares outstanding	6,941
Net income per common share	
Before extraordinary item	$ 2.18
Extraordinary gain, net of income tax	0.03
Net income	$ 2.21
Dividends paid per common share	$ 0.910

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14. Financial Instruments and Derivatives

The fair value of financial instruments is determined by reference to various market data and other valuation techniques as appropriate. Long-term debt is the only category of financial instruments whose fair value differs materially from the recorded book value. The estimated fair value of total long-term debt, including capitalized lease obligations, at December 31, 2001 and 2000, was $7.9 billion and $8.0 billion, respectively, as compared to recorded book values of $7.1 billion and $7.3 billion.

The corporation's size, geographic diversity and the complementary nature of the upstream, downstream and chemicals businesses mitigate the corporation's risk from changes in interest rates, currency rates and commodity prices. The corporation relies on these operating attributes and strengths to reduce enterprise-wide risk. As a result, the corporation makes limited use of derivatives to offset exposures arising from existing transactions.

The corporation does not trade in derivatives nor does it use derivatives with leveraged features. The corporation maintains a system of controls that includes a policy covering the authorization, reporting and monitoring of derivative activity. The corporation's derivative activities pose no material credit or market risks to ExxonMobil's operations, financial condition or liquidity. Interest rate, foreign exchange rate and commodity price exposures arising from derivative contracts undertaken in accordance with the corporation's policies have not been significant.

The fair value of derivatives outstanding and recorded on the balance sheet at December 31, 2001 was $50 million before-tax. This is the amount that the corporation would have had to pay to third parties if these derivatives had been settled at year-end. These derivative fair values were substantially offset by the fair values of the underlying exposures being hedged. During 2001, the corporation recognized a before-tax gain of $23 million related to derivative activity. This gain included the offsetting amounts from the changes in fair value of the items being hedged by the derivatives.

15. Long-Term Debt
At December 31, 2001, long-term debt consisted of $6,465 million due in U.S. dollars and $634 million representing the U.S. dollar equivalent at year-end exchange rates of amounts payable in foreign currencies. These amounts exclude that portion of long-term debt, totaling $339 million, which matures within one year and is included in current liabilities. The amounts of long-term debt maturing, together with sinking fund payments required, in each of the four years after December 31, 2002, in millions of dollars, are: 2003 - $880, 2004 - $2,176, 2005 - $328 and 2006 - $114. Certain of the borrowings described may from time to time be assigned to other ExxonMobil affiliates. At December 31, 2001, the corporation's unused long-term credit lines were not material.

The total outstanding balance of defeased debt at year-end 2001 was $408 million. Summarized long-term borrowings at year-end 2001 and 2000 were as shown in the adjacent table:

	2001	2000
	(millions of dollars)	
Exxon Mobil Corporation		
Guaranteed zero coupon notes due 2004		
- Face value ($1,146) net of		
unamortized discount	$ 836	$ 749
Exxon Capital Corporation		
6.0% Guaranteed notes due 2005	106	106
6.125% Guaranteed notes due 2008	160	175
SeaRiver Maritime Financial Holdings, Inc.		

Guaranteed debt securities due 2003-2011 (1)	105	115
Guaranteed deferred interest debentures due 2012		
- Face value ($771) net of unamortized discount plus accrued interest	903	811
Imperial Oil Limited		
Variable rate notes due 2004 (2)	600	600
ExxonMobil Canada Ltd.		
3.0% Swiss franc debentures due 2003 (3)	328	331
5.0% U.S. dollar Eurobonds due 2004 (4)	262	274
Mobil Producing Nigeria Unlimited		
8.625% notes due 2003-2006	146	188
Mobil Corporation		
8.625% debentures due 2021	247	247
7.625% debentures due 2033	204	203
Industrial revenue bonds due 2003-2033 (5)	1,535	1,469
ESOP Trust notes due 2003	65	100
Other U.S. dollar obligations (6)	751	1,062
Other foreign currency obligations	585	598
Capitalized lease obligations (7)	266	252
Total long-term debt	$7,099	$7,280

(1) Average effective interest rate of 4.1% in 2001 and 6.4% in 2000.
(2) Average effective interest rate of 4.2% in 2001 and 6.6% in 2000.
(3) Swapped into floating rate U.S. dollar debt.
(4) Swapped into floating rate debt.
(5) Average effective interest rate of 3.0% in 2001 and 4.5% in 2000.
(6) Average effective interest rate of 8.0% in 2001 and 7.8% in 2000.
(7) Average imputed interest rate of 6.4% in 2001 and 7.2% in 2000.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Condensed consolidating financial information related to guaranteed securities issued by subsidiaries

Exxon Mobil Corporation has fully and unconditionally guaranteed the 6.0% notes due 2005 ($106 million of long-term debt at year-end 2001) and the 6.125% notes due 2008 ($160 million) of Exxon Capital Corporation and the deferred interest debentures due 2012 ($903 million) and the debt securities due 2003-2011 ($105 million long-term and $10 million short-term) of SeaRiver Maritime Financial Holdings, Inc. Exxon Capital Corporation and SeaRiver Maritime Financial Holdings, Inc. are 100 percent owned subsidiaries of Exxon Mobil Corporation.

The following condensed consolidating financial information is provided for Exxon Mobil Corporation, as guarantor, and for Exxon Capital Corporation and SeaRiver Maritime Financial Holdings, Inc., as issuers, as an alternative to providing separate financial statements for the issuers. The accounts of Exxon Mobil Corporation, Exxon Capital Corporation and SeaRiver Maritime Financial Holdings, Inc. are presented utilizing the equity method of accounting for investments in subsidiaries.

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	Al Sub
			(millions	
Condensed consolidated statement of income for twelve months ended December 31, 2001				
Revenue				
Sales and other operating revenue, including excise taxes	$ 28,800	$ -	$ -	$
Earnings from equity interests and other revenue	13,535	-	32	
Intercompany revenue	6,252	584	62	
Total revenue	48,587	584	94	
Costs and other deductions				
Crude oil and product purchases	19,483	-	-	
Operating expenses	5,702	3	1	
Selling, general and administrative expenses	2,158	2	-	
Depreciation and depletion	1,584	5	3	
Exploration expenses, including dry holes	125	-	-	
Merger related expenses	89	-	-	
Interest expense	1,043	531	114	
Excise taxes	1,957	-	-	
Other taxes and duties	14	-	-	
Income applicable to minority and preferred interests	-	-	-	
Total costs and other deductions	32,155	541	118	
Income before income taxes	16,432	43	(24)	
Income taxes	1,327	15	(20)	
Income before extraordinary item	15,105	28	(4)	
Extraordinary gain, net of income tax	215	-	-	
Net income	$ 15,320	$ 28	$ (4)	$

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	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	A Sub
		(millions of dol		
Condensed consolidated statement of income for twelve months ended December 31, 2000				
Revenue				
Sales and other operating revenue, including excise taxes	$ 36,211	$ -	$ -	$19
Earnings from equity interests and other revenue	14,399	-	35	

Intercompany revenue	4,148	997	90	9
Total revenue	54,758	997	125	28
Costs and other deductions				
Crude oil and product purchases	22,790	-	-	17
Operating expenses	5,787	3	1	1
Selling, general and administrative expenses	1,978	-	-	1
Depreciation and depletion	1,510	5	3	
Exploration expenses, including dry holes	115	-	-	
Merger related expenses	402	-	-	
Interest expense	1,449	916	116	
Excise taxes	2,614	-	-	1
Other taxes and duties	15	-	-	3
Income applicable to minority and preferred interests	-	-	-	
Total costs and other deductions	36,660	924	120	26
Income before income taxes	18,098	73	5	2
Income taxes	2,108	20	(10)	
Income before extraordinary item	15,990	53	15	1
Extraordinary gain, net of income tax	1,730	-	-	
Net income	$ 17,720	$ 53	$ 15	$ 1

Condensed consolidated statement of income for twelve months ended December 31, 1999

Revenue				
Sales and other operating revenue, including excise taxes	$ 25,758	$ -	$ -	$15
Earnings from equity interests and other revenue	7,585	37	31	
Intercompany revenue	1,585	660	61	3
Total revenue	34,928	697	92	19
Costs and other deductions				
Crude oil and product purchases	13,926	-	-	9
Operating expenses	4,669	3	1	1
Selling, general and administrative expenses	2,230	-	-	1
Depreciation and depletion	1,396	5	3	
Exploration expenses, including dry holes	110	-	-	
Merger related expenses	479	-	-	
Interest expense	1,150	561	95	
Excise taxes	2,846	-	-	1
Other taxes and duties	14	-	-	3
Income applicable to minority and preferred interests	-	-	-	
Total costs and other deductions	26,820	569	99	18
Income before income taxes	8,108	128	(7)	
Income taxes	198	28	(13)	
Income before extraordinary item	7,910	100	6	
Extraordinary gain, net of income tax	-	-	-	
Net income	$ 7,910	$ 100	$ 6	$

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Condensed consolidating financial information related to guaranteed securities issued by subsidiaries

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All O Subsid
			(millions of do	
Condensed consolidated balance sheet for year ended December 31, 2001				
Cash and cash equivalents	$ 1,375	$ -	$ -	$ 5,
Notes and accounts receivable - net	2,458	-	-	17,
Inventories	996	-	-	6,
Prepaid taxes and expenses	155	5	8	1,
Total current assets	4,984	5	8	30,
Investments and advances	92,091	-	415	317,
Property, plant and equipment - net	16,843	108	6	72,
Other long-term assets	753	-	137	6,
Intercompany receivables	8,466	1,365	1,431	266,
Total assets	$ 123,137	$ 1,478	$ 1,997	$ 693,
Notes and loans payable	$ -	$ 35	$ 10	$ 3,
Accounts payable and accrued liabilities	2,735	6	1	20,
Income taxes payable	767	-	-	2,
Total current liabilities	3,502	41	11	26,
Long-term debt	1,258	266	1,008	4,
Deferred income tax liabilities	2,989	33	302	13,
Other long-term liabilities	4,373	-	-	12,
Intercompany payables	37,854	248	382	239,
Total liabilities	49,976	588	1,703	295,
Earnings reinvested	95,718	84	(100)	48,
Other shareholders' equity	(22,557)	806	394	349,
Total shareholders' equity	73,161	890	294	398,
Total liabilities and shareholders' equity	$ 123,137	$ 1,478	$ 1,997	$ 693,
Condensed consolidated balance sheet for year ended December 31, 2000				
Cash and cash equivalents	$ 4,235	$ -	$ -	$ 2,
Notes and accounts receivable - net	4,427	-	-	18,
Inventories	1,102	-	-	7,
Prepaid taxes and expenses	262	-	14	1,
Total current assets	10,026	-	14	30,
Investments and advances	79,589	-	408	303,
Property, plant and equipment - net	18,559	113	9	71,

Other long-term assets	508	2	150	5,
Intercompany receivables	9,339	19,124	1,355	212,
Total assets	$ 118,021	$ 19,239	$ 1,936	$ 622,
Notes and loans payable	$ 60	$ 74	$ 7	$ 6,
Accounts payable and accrued liabilities	3,918	8	2	22,
Income taxes payable	902	9	-	4,
Total current liabilities	4,880	91	9	33,
Long-term debt	1,209	281	925	4,
Deferred income tax liabilities	3,334	31	292	12,
Other long-term liabilities	4,428	9	-	11,
Intercompany payables	33,413	17,965	412	190,
Total liabilities	47,264	18,377	1,638	253,
Earnings reinvested	86,652	56	(96)	36,
Other shareholders' equity	(15,895)	806	394	332,
Total shareholders' equity	70,757	862	298	369,
Total liabilities and shareholders' equity	$ 118,021	$ 19,239	$ 1,936	$ 622,

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	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All O Subsid
			(millions of dollars	
Condensed consolidated statement of cash flows for twelve months ended December 31, 2001				
Cash provided by/(used in) operating activities	$ 7,277	$ 12	$ 113	$ 1
Cash flows from investing activities				
Additions to property, plant and equipment	(2,058)	-	-	(
Sales of long-term assets	536	-	-	
Net intercompany investing	3,152	17,759	(76)	(
All other investing, net	(31)	-	-	
Net cash provided by/(used in) investing activities	1,599	17,759	(76)	(
Cash flows from financing activities				
Additions to short- and long-term debt	-	-	-	
Reductions in short- and long-term debt	(62)	(15)	(7)	(
Additions/(reductions) in debt with less than 90 day maturity	-	(39)	-	(
Cash dividends	(6,254)	-	-	
Common stock acquired	(5,721)	-	-	
Net intercompany financing activity	-	(17,717)	(30)	(
All other financing, net	301	-	-	

Net cash provided by/(used in) financing activities	(11,736)	(17,771)	(37)	(
Effects of exchange rate changes on cash	-	-	-	
Increase/(decrease) in cash and cash equivalents	$ (2,860)	$ -	$ -	$

Condensed consolidated statement of cash flows for twelve months ended December 31, 2000

Cash provided by/(used in) operating activities	$ 7,704	$ 61	$ 94	$ 1
Cash flows from investing activities				
Additions to property, plant and equipment	(1,832)	-	-	(
Sales of long-term assets	1,088	-	-	
Net intercompany investing	6,386	(7,143)	(114)	(
All other investing, net	(26)	-	-	
Net cash provided by/(used in) investing activities	5,616	(7,143)	(114)	(
Cash flows from financing activities				
Additions to short- and long-term debt	23	-	-	
Reductions in short- and long-term debt	(247)	(214)	(7)	(
Additions/(reductions) in debt with less than 90 day maturity	(990)	16	-	(
Cash dividends	(6,123)	-	-	
Common stock acquired	(2,352)	-	-	
Net intercompany financing activity	-	7,280	27	
All other financing, net	493	-	-	
Net cash provided by/(used in) financing activities	(9,196)	7,082	20	(
Effects of exchange rate changes on cash	-	-	-	
Increase/(decrease) in cash and cash equivalents	$ 4,124	$ -	$ -	$

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Condensed consolidating financial information related to guaranteed securities issued by subsidiaries

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Subs
			(millions of do	

Condensed consolidated statement of cash flows for twelve months ended December 31, 1999

Cash provided by/(used in) operating activities	$ 5,056	$ 78	$ 104	$ 1

Cash flows from investing activities				
Additions to property, plant and equipment	(1,968)	-	-	(
Sales of long-term assets	294	-	-	
Net intercompany investing	2,982	(751)	(95)	(
All other investing, net	(31)	-	-	(
Net cash provided by/(used in) investing activities	1,277	(751)	(95)	(1
Cash flows from financing activities				
Additions to short- and long-term debt	2	-	-	
Reductions in short- and long-term debt	(2)	-	(7)	(
Additions/(reductions) in debt with less than 90 day maturity	(117)	10	-	
Cash dividends	(5,872)	(2,000)	-	(
Common stock acquired	(670)	-	-	
Net intercompany financing activity	-	2,663	(2)	
All other financing, net	348	-	-	
Net cash provided by/(used in) financing activities	(6,311)	673	(9)	
Effects of exchange rate changes on cash	-	-	-	
Increase/(decrease) in cash and cash equivalents	$ 22	$ -	$ -	$

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16. Incentive Program
The 1993 Incentive Program provides for grants of stock options, stock appreciation rights (SARs), restricted stock and other forms of award. Awards may be granted over a 10-year period to eligible employees of the corporation and those affiliates at least 50 percent owned. The number of shares of stock which may be awarded each year under the 1993 Incentive Program may not exceed seven tenths of one percent (0.7%) of the total number of shares of common stock of the corporation outstanding (excluding shares held by the corporation) on December 31 of the preceding year. If the total number of shares effectively granted in any year is less than the maximum number of shares allowable, the balance may be carried over thereafter. Outstanding awards are subject to certain forfeiture provisions contained in the program or award instrument.

Options and SARs may be granted at prices not less than 100 percent of market value on the date of grant and have a maximum life of 10 years. Most of the options and SARs normally first become exercisable one year following the date of grant.

On the closing of the merger on November 30, 1999, outstanding options and SARs granted by Mobil under its 1995 Incentive Compensation and Stock Ownership Plan and prior plans were assumed by ExxonMobil and converted into rights to acquire ExxonMobil common stock with adjustments to reflect the exchange ratio. No further awards may be granted under the former Mobil plans.

Shares available for granting under the 1993 Incentive Program were 133,115 thousand at the beginning of 2001 and 98,668 thousand at the end of 2001. At December 31, 2000 and 2001, respectively, 2,438 thousand and 2,559 thousand shares of restricted common stock were outstanding.

Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation," was implemented in January 1996. As permitted by the Standard, ExxonMobil retained its prior method of accounting for stock compensation. If the provisions of Statement No. 123 had been adopted, net income and earnings per share (on both a basic and diluted basis) would have been reduced by $285 million, or $0.04 per share in 2001; $296 million, or $0.04 per share in 2000 and $149 million, or $0.02 per share in 1999. For the ExxonMobil plan, the average fair value of each option granted during 2001, 2000 and 1999 was $6.89, $10.18 and $9.85, respectively. The fair value was estimated at the grant date using an option-pricing model with the following weighted average assumptions for 2001, 2000 and 1999, respectively: risk-free interest rates of 4.6 percent, 5.5 percent and 6.2 percent; expected life of 6 years for all years; volatility of 16 percent, 16 percent and 15 percent and a dividend yield of 2.5 percent, 2.0 percent and 2.1 percent. For the Mobil plans, the average fair value of each Mobil option granted during 1999 was $8.51. The fair value was estimated at the grant date using an option-pricing model with the following weighted average assumptions for 1999: risk-free interest rate of 5.2 percent; expected life of 5 years; volatility of 20 percent and a dividend yield of 2.7 percent.

Changes that occurred in options outstanding in 2001, 2000 and 1999, including the former Mobil plans, are summarized below (shares in thousands):

	2001		2000		1
	Shares	Avg. Exercise Price	Shares	Avg.Exercise Price	Shares
Outstanding at beginning of year	248,680	$ 28.70	242,232	$ 24.81	221,218
Granted	34,717	37.12	36,224	45.19	44,198
Exercised	(16,949)	16.63	(28,714)	16.35	(22,500)
Expired/Canceled	(753)	39.44	(1,062)	37.13	(684)
Outstanding at end of year	265,695	30.54	248,680	28.70	242,232
Exercisable at end of year	221,405	29.29	195,144	25.95	174,944

The following table summarizes information about stock options outstanding, including those from former Mobil plans, at December 31, 2001 (shares in thousands):

	Options Outstanding			Options	
Exercise Price Range	Shares	Avg. Remaining Contractual Life	Avg. Exercise Price	Shares	Avg
$11.64-16.54	48,548	2.5 years	$ 15.08	48,548	$
19.06-27.71	63,525	5.1 years	22.92	63,525	
29.18-45.22	153,622	8.2 years	38.58	109,332	
Total	265,695	6.4 years	30.54	221,405	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

17. Litigation and Other Contingencies
A number of lawsuits, including class actions, were brought in various courts against Exxon Mobil Corporation and certain of its subsidiaries relating to the accidental release of crude oil from the tanker Exxon Valdez in 1989. The vast majority of the claims have been resolved leaving a few compensatory damages cases to be tried. All of the punitive damage claims were consolidated in the civil trial that began in May 1994.

In that trial, on September 24, 1996, the United States District Court for the District of Alaska entered a judgment in the amount of $5.058 billion. The District Court awarded approximately $19.6 million in compensatory damages to fisher plaintiffs, $38 million in prejudgment interest on the compensatory damages and $5 billion in punitive damages to a class composed of all persons and entities who asserted claims for punitive damages from the corporation as a result of the Exxon Valdez grounding. The District Court also ordered that these awards shall bear interest from and after entry of the judgment. The District Court stayed execution on the judgment pending appeal based on a $6.75 billion letter of credit posted by the corporation. ExxonMobil appealed the judgment. On November 7, 2001, the United States Court of Appeals for the Ninth Circuit vacated the punitive damage award as being excessive under the Constitution and remanded the case to the District Court for it to determine the amount of the punitive damage award consistent with the Ninth Circuit's holding. The Ninth Circuit upheld the compensatory damage award which has been paid. The letter of credit was terminated on February 1, 2002.

On January 29, 1997, a settlement agreement was concluded resolving all remaining matters between the corporation and various insurers arising from the Valdez accident. Under terms of this settlement, ExxonMobil received $480 million. Final income statement recognition of this settlement continues to be deferred in view of uncertainty regarding the ultimate cost to the corporation of the Valdez accident.

The ultimate cost to ExxonMobil from the lawsuits arising from the Exxon Valdez grounding is not possible to predict and may not be resolved for a number of years.

Under the October 8, 1991, civil agreement and consent decrees with the U.S. and Alaska governments, the corporation made the final payment of $70 million in the third quarter of 2001. This payment, along with prior payments, was charged against the provision that was previously established to cover the costs of the settlement.

A dispute with a Dutch affiliate concerning an overlift of natural gas by a German affiliate was resolved by payments by the German affiliate pursuant to an arbitration award. The German affiliate had paid royalties on the excess gas and recovered the royalties in 2001. The only substantive issue remaining is the taxes payable on the final compensation for the overlift. Resolution of this issue will not have a materially adverse effect upon the corporation's operations or financial condition.

On December 19, 2000, a jury in Montgomery County, Alabama, returned a verdict against the corporation in a contract dispute over royalties in the amount of $87.69 million in compensatory damages and $3.42 billion in punitive damages in the case of Exxon Corporation v. State of Alabama, et al. The verdict was upheld by the trial court on May 4, 2001. ExxonMobil has appealed the judgment and believes that it should be set aside or substantially reduced on factual and constitutional grounds. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

On May 22, 2001, a state court jury in New Orleans, Louisiana, returned a verdict against the corporation and three other entities in a case brought by a landowner claiming damage to his property. The property had been leased by the landowner to a company that performed pipe cleaning and storage services for customers, including the corporation. The jury awarded the plaintiff $56 million in compensatory damages (90 percent to be paid by the corporation) and $1 billion in punitive damages (all to be paid by the corporation). The damage related to the presence of naturally occurring radioactive material (NORM) on the site resulting from pipe cleaning operations. The award has been upheld at the trial court. ExxonMobil will appeal the judgment to the Louisiana Fourth Circuit Court of Appeals and believes that the judgment should be set aside or substantially reduced on factual and constitutional grounds. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The U.S. Tax Court has decided the issue with respect to the pricing of crude oil purchased from Saudi Arabia for the years 1979-1981 in favor of the corporation. This decision is subject to appeal. Certain other issues for the years 1979-1993 remain pending before the Tax Court. The ultimate resolution of these issues is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

Claims for substantial amounts have been made against ExxonMobil and certain of its consolidated subsidiaries in other pending lawsuits, the outcome of which is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The corporation and certain of its consolidated subsidiaries were contingently liable at December 31, 2001, for $3,921 million, primarily relating to guarantees for notes, loans and performance under contracts. This included $672 million representing guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements. Also included in this amount were guarantees by consolidated affiliates of $1,641 million, representing ExxonMobil's share of obligations of certain equity companies.

Additionally, the corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected to be fulfilled with no adverse consequences material to the corporation's operations or financial condition. The present value of unconditional purchase obligations was $1,296 million at December 31, 2001. On an undiscounted basis, including imputed interest of $733 million, these commitments totaled $2,029 million. Unconditional purchase obligations as defined by accounting standards are those long-term commitments that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing for the facilities that will provide the contracted goods or services.

The operations and earnings of the corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree by political developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the corporation vary greatly from country to country and are not predictable.

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18. Annuity Benefits and Other Postretirement Benefits

	Annuity Benefits					
	U.S.			Non-U.S.		
	2001	2000	1999	2001	2000	19
	(millions of do					
Components of net benefit cost						
Service cost	$ 200	$ 214	$ 249	$ 232	$ 245	$ 3
Interest cost	579	592	555	598	603	6
Expected return on plan assets	(623)	(726)	(601)	(629)	(641)	(5
Amortization of actuarial loss/(gain) and prior service cost	(25)	(168)	(36)	78	55	1
Net pension enhancement and curtailment/settlement expense	14	(175)	1	27	77	
Net benefit cost	$ 145	$ (263)	$ 168	$ 306	$ 339	$ 5

Costs for defined contribution plans were $132 million, $67 million and $69 million in 2001, 2000 and 1999, respectively.

	Annuity Benefits		
	U.S.		No
	2001	2000	2001
	(millions		
Change in benefit obligation			
Benefit obligation at January 1	$ 7,651	$ 8,032	$ 11,063
Service cost	200	214	232
Interest cost	579	592	598
Actuarial loss/(gain)	638	179	540
Benefits paid	(868)	(1,534)	(710)
Foreign exchange rate changes	-	-	(678)
Other	13	168	161
Benefit obligation at December 31	$ 8,213	$ 7,651	$ 11,206
Change in plan assets			
Fair value at January 1	$ 6,795	$ 7,965	$ 7,780
Actual return on plan assets	(647)	208	(424)
Foreign exchange rate changes	-	-	(422)
Payments directly to participants	135	156	225
Company contribution	-	-	299
Benefits paid	(868)	(1,534)	(710)
Other	-	-	7
Fair value at December 31	$ 5,415	$ 6,795	$ 6,755
Assets in excess of / (less than) benefit obligation			
Balance at December 31	$ (2,798)	$ (856)	$ (4,451)
Unrecognized net transition liability/(asset)	(2)	(31)	34
Unrecognized net actuarial loss/(gain)	1,142	(788)	2,002

Unrecognized prior service cost	248	281	308
Intangible asset	(226)	(12)	(135)
Equity of minority shareholders	-	-	(82)
Minimum pension liability adjustment	(144)	(163)	(805)
Prepaid/(accrued) benefit cost	$ (1,780)	$ (1,569)	$ (3,129)
Assumptions as of December 31 (percent)			
Discount rate	7.25	7.5	2.6-6.8
Long-term rate of compensation increase	3.50	3.5	2.8-4.3
Long-term rate of return on funded assets	9.50	9.5	6.5-10.0

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Annuity Benefits		
	U.S.		
	2001	2000	200
	(millions of dollar		
For funded pension plans with accumulated benefit obligations in excess of plan assets:			
Projected benefit obligation	$ 7,140	$ -	$ 4,1
Accumulated benefit obligation	6,226	-	3,8
Fair value of plan assets	5,247	-	2,8
For unfunded plans covered by book reserves:			
Projected benefit obligation	$ 963	$ 885	$ 3,1
Accumulated benefit obligation	859	799	2,8

The preceding data conform with current accounting standards that specify use of a discount rate at which postretirement liabilities could be effectively settled. The discount rate for calculating year-end postretirement liabilities is based on the year-end rate of interest on high quality bonds. The return on the annuity fund's actual portfolio of assets has historically been higher than bonds as the majority of pension assets are invested in equities. The actual rate earned in the U.S. over the past decade has been 12 percent. All funded U.S. plans are fully funded in 2001 under the standards set by the Department of Labor and the Internal Revenue Service. The corporation will continue to make contributions as necessary to maintain the fully funded status of these plans according to those standards. Certain smaller U.S. plans and a number of non-U.S. plans are not funded because local tax conventions and regulatory practices do not encourage funding of these plans. Book reserves have been established for these plans to provide for future benefit payments. All defined benefit pension obligations, regardless of the funding status of the underlying plans, are fully supported by the financial strength of the corporation or the respective sponsoring affiliate.

19. Income, Excise and Other Taxes

	2001			2000		
	United States	Non-U.S.	Total	United States	Non-U.S.	Total
Income taxes					(millions of dollars)	
Federal or non-U.S.						
Current	$ 1,729	$ 6,084	$ 7,813	$ 2,635	$ 7,972	$ 10,60
Deferred - net	712	169	881	433	(322)	11
U.S. tax on non-U.S. operations	91	-	91	64	-	6
	$ 2,532	$ 6,253	$ 8,785	$ 3,132	$ 7,650	$ 10,78
State	229	-	229	309	-	30
Total income taxes	$ 2,761	$ 6,253	$ 9,014	$ 3,441	$ 7,650	$ 11,09
Excise taxes	7,030	14,877	21,907	6,997	15,359	22,35
All other taxes and duties	1,177	34,485	35,662	1,253	33,685	34,93
Total	$ 10,968	$ 55,615	$ 66,583	$ 11,691	$ 56,694	$ 68,38

All other taxes and duties include taxes reported in operating and selling, general and administrative expenses. The above provisions for deferred income taxes include net credits for the effect of changes in tax laws and rates of $31 million in 2001, $84 million in 2000 and $205 million in 1999. Income taxes (charged)/credited directly to shareholders' equity were:

	2001	2000	1999
		(millions of dollars)	
Cumulative foreign exchange translation adjustment	$ 102	$ 221	$ (84)
Minimum pension liability adjustment	139	27	(127)
Unrealized gains and losses on stock investments	40	57	(45)
Other components of shareholders' equity	83	111	50

The reconciliation between income tax expense and a theoretical U.S. tax computed by applying a rate of 35 percent for 2001, 2000 and 1999, is as follows:

	2001	2000	1999
		(millions of dollars)	
Earnings before Federal and non-U.S. income taxes			
United States	$ 8,310	$ 9,016	$ 3,187

Non-U.S.	15,580	17,756	7,815
Total	$ 23,890	$ 26,772	$ 11,002
Theoretical tax	$ 8,362	$ 9,370	$ 3,851
Effect of equity method accounting	(761)	(852)	(576)
Non-U.S. taxes in excess of theoretical U.S. tax	1,354	1,986	201
U.S. tax on non-U.S. operations	91	64	25
Other U.S.	(261)	214	(409)
Federal and non-U.S. income tax expense	$ 8,785	$ 10,782	$ 3,092
Total effective tax rate	39.3%	42.4%	31.8%

The effective income tax rate includes state income taxes and the corporation's share of income taxes of equity companies. Equity company taxes totaled $748 million in 2001, $658 million in 2000 and $449 million in 1999, primarily all outside the U.S.

Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes.

Deferred tax liabilities /(assets) are comprised of the following at December 31:

Tax effects of temporary differences for:	2001	2000
	(millions of dollars)	
Depreciation	$ 12,738	$ 13,358
Intangible development costs	3,445	3,282
Capitalized interest	1,989	1,891
Other liabilities	3,165	2,935
Total deferred tax liabilities	$ 21,337	$ 21,466
Pension and other postretirement benefits	$ (1,911)	$ (1,923)
Tax loss carryforwards	(2,057)	(1,763)
Other assets	(2,803)	(3,465)
Total deferred tax assets	$ (6,771)	$ (7,151)
Asset valuation allowances	209	380
Net deferred tax liabilities	$ 14,775	$ 14,695

The corporation had $17 billion of indefinitely reinvested, undistributed earnings from subsidiary companies outside the U.S. Unrecognized deferred taxes on remittance of these funds are not expected to be material.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

20. Disclosures About Segments and Related Information

The functional segmentation of operations reflected below is consistent with ExxonMobil's internal reporting. Earnings include special items and transfers are at estimated market prices. The interest revenue amount relates to interest earned on cash deposits and marketable securities. Interest expense includes non-debt related interest expense of $105 million, $142 million and $123 million in 2001, 2000 and 1999, respectively.

All Other includes smaller operating segments, corporate and financing activities, merger expenses, and extraordinary gains from required asset divestitures of $40 million and $1,730 million in 2001 and 2000, respectively. U.S. chemicals and non-U.S. chemicals after-tax earnings in 2001 include net gains on asset management activities totaling $100 million and $75 million, respectively.

	Upstream		Downstream		----
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S
				(millions of dol	
As of December 31, 2001					
Earnings after income tax	$ 3,932	$ 6,497	$ 1,924	$ 2,303	$ 3
Earnings of equity companies included above	482	1,477	89	12	
Sales and other operating revenue	5,606	12,889	50,988	123,197	6,9
Intersegment revenue	5,408	12,322	4,115	16,880	2,1
Depreciation and depletion expense	1,436	3,221	598	1,476	4
Interest revenue	-	-	-	-	
Interest expense	-	-	-	-	
Income taxes	2,093	5,547	1,075	744	
Additions to property, plant and equipment	1,980	4,518	827	1,239	3
Investments in equity companies	1,371	2,043	329	831	3
Total assets	18,809	40,018	12,850	37,617	7,4
As of December 31, 2000					
Earnings after income tax	$ 4,545	$ 7,824	$ 1,561	$ 1,857	$ 6
Earnings of equity companies included above	753	1,400	71	74	
Sales and other operating revenue	5,669	15,774	56,080	132,483	8,1
Intersegment revenue	6,557	15,654	8,631	11,684	2,9
Depreciation and depletion expense	1,417	3,469	594	1,489	3
Interest revenue	-	-	-	-	
Interest expense	-	-	-	-	
Income taxes	2,489	7,137	889	850	3
Additions to property, plant and equipment	1,513	3,501	966	926	2
Investments in equity companies	1,261	1,971	264	1,456	4
Total assets	18,825	39,626	13,516	42,422	8,0
As of December 31, 1999					
Earnings after income tax	$ 1,842	$ 4,044	$ 577	$ 650	$ 7
Earnings of equity companies included above	299	881	8	148	
Sales and other operating revenue	3,104	11,353	43,376	109,969	6,5
Intersegment revenue	3,925	9,093	2,867	5,387	1,6
Depreciation and depletion expense	1,330	3,497	697	1,670	4
Interest revenue	-	-	-	-	
Interest expense	-	-	-	-	
Income taxes	1,008	2,703	343	(22)	3
Additions to property, plant and equipment	1,440	5,025	830	1,201	6
Investments in equity companies	1,171	2,647	280	3,304	4

Total assets	18,211	40,906	13,699	43,718	7,6

Geographic Sales and other operating revenue	2001	2000	1999
	(millions of dollars)		
United States	$ 63,603	$ 70,036	$ 53,214
Non-U.S.	145,814	158,403	129,315
Total	$209,417	$228,439	$182,529
Significant non-U.S. revenue sources include:			
Japan	$ 21,788	$ 24,520	$ 19,727
United Kingdom	18,628	19,904	16,305
Canada	14,912	16,059	11,576

Long-lived assets	2001	2000	1999
	(millions of dollars)		
United States	$ 33,637	$ 33,087	$ 33,913
Non-U.S.	55,965	56,742	60,130
Total	$ 89,602	$ 89,829	$ 94,043
Significant non-U.S. long-lived assets include:			
United Kingdom	$ 8,390	$ 9,024	$ 10,293
Canada	7,862	7,922	8,404
Norway	4,627	4,383	4,802

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QUARTERLY INFORMATION

	2001						
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year	First Quarter	Second Quarter
Volumes							
Production of crude oil					(thousands of barrels dai		
and natural gas liquids	2,620	2,539	2,484	2,527	2,542	2,602	2,514
Refinery throughput	5,687	5,406	5,605	5,587	5,571	5,528	5,572
Petroleum product sales	7,985	7,933	7,951	8,016	7,971	7,796	8,035
Natural gas production					(millions of cubic feet d		
available for sale	12,119	9,090	8,561	11,373	10,279	12,146	9,247

					(thousands of metric tons		
Chemical prime product sales	6,533	6,418	6,457	6,372	25,780	6,519	6,596
Summarized financial data							
Sales and other operating					(millions of dollars)		
revenue	$ 56,076	55,101	51,132	47,108	209,417	$ 53,273	54,936
Gross profit*	$ 24,233	22,873	21,855	22,056	91,017	$ 21,896	22,201
Net income before extraordinary item	$ 4,960	4,285	3,180	2,680	15,105	$ 3,025	4,000
Extraordinary gain net of income tax	$ 40	175	-	-	215	$ 455	530
Net income	$ 5,000	4,460	3,180	2,680	15,320	$ 3,480	4,530
Per share data							
Net income per common share					(dollars per share)		
before extraordinary item	$ 0.71	0.64	0.46	0.39	2.20	$ 0.44	0.58
Extraordinary gain net of income tax	$ 0.01	0.02	-	-	0.03	$ 0.06	0.08
Net income per common share	$ 0.72	0.66	0.46	0.39	2.23	$ 0.50	0.66
Net income per common share - assuming dilution	$ 0.71	0.65	0.46	0.39	2.21	$ 0.49	0.65
Dividends per common share	$ 0.22	0.23	0.23	0.23	0.91	$ 0.22	0.22
Common stock prices							
High	$ 44.875	45.835	44.400	42.700	45.835	$ 43.156	42.375
Low	$ 37.600	38.500	35.010	36.410	35.010	$ 34.938	37.500

* Gross profit equals sales and other operating revenue less estimated costs associated with prod

Note: Prior period per share amounts restated for the two-for-one stock split effective June 20,

The price range of ExxonMobil common stock is as reported on the composite tape of the several U.S. exchanges where ExxonMobil common stock is traded. The principal market where ExxonMobil common stock (XOM) is traded is the New York Stock Exchange, although the stock is traded on other exchanges in and outside the United States.

There were 698,770 registered shareholders of ExxonMobil common stock at December 31, 2001. At January 31, 2002, the registered shareholders of ExxonMobil common stock numbered 697,972.

On January 30, 2002, the corporation declared a $0.23 dividend per common share, payable March 11, 2002.

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SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES

	Consolidated Subsidiaries					
Results of Operations	United States	Canada	Europe	Asia-Pacific	Africa	Ot
				(millions of dollars)		
2001 - Revenue						

Sales to third parties	$ 4,045	$ 1,784	$ 5,017	$ 1,269	$ 17	$
Transfers	4,547	1,203	3,927	1,917	2,894	
	$ 8,592	$ 2,987	$ 8,944	$ 3,186	$ 2,911	$
Production costs excluding taxes	1,389	633	1,425	549	414	
Exploration expenses	215	109	117	103	217	
Depreciation and depletion	1,392	570	1,644	557	318	
Taxes other than income	545	54	484	410	375	
Related income tax	1,957	543	2,567	622	1,023	
Results of producing activities	$ 3,094	$ 1,078	$ 2,707	$ 945	$ 564	$
Other earnings*	354	(37)	132	(36)	33	
Total earnings	$ 3,448	$ 1,041	$ 2,839	$ 909	$ 597	$
2000 - Revenue						
Sales to third parties	$ 4,060	$ 2,423	$ 4,387	$ 2,167	$ 20	$
Transfers	5,420	771	5,491	2,130	3,212	
	$ 9,480	$ 3,194	$ 9,878	$ 4,297	$ 3,232	$
Production costs excluding taxes	1,231	595	1,627	543	400	
Exploration expenses	145	81	135	164	196	
Depreciation and depletion	1,373	586	1,906	556	340	
Taxes other than income	637	33	358	506	446	
Related income tax	2,419	736	3,274	1,005	1,093	
Results of producing activities	$ 3,675	$ 1,163	$ 2,578	$ 1,523	$ 757	$
Other earnings*	117	(36)	521	144	31	
Total earnings	$ 3,792	$ 1,127	$ 3,099	$ 1,667	$ 788	$
1999 - Revenue						
Sales to third parties	$ 2,419	$ 925	$ 3,287	$ 2,160	$ 13	$
Transfers	3,237	848	2,965	1,250	1,986	
	$ 5,656	$ 1,773	$ 6,252	$ 3,410	$ 1,999	$
Production costs excluding taxes	1,347	504	1,499	566	394	
Exploration expenses	232	93	280	144	236	
Depreciation and depletion	1,260	486	1,932	678	318	
Taxes other than income	425	31	246	288	309	
Related income tax	893	252	929	521	534	
Results of producing activities	$ 1,499	$ 407	$ 1,366	$ 1,213	$ 208	$
Other earnings*	42	32	391	6	17	
Total earnings	$ 1,541	$ 439	$ 1,757	$ 1,219	$ 225	$

Average sales prices and production costs per unit of production

During 2001						
Average sales prices						
Crude oil and NGL, per barrel	$ 19.92	$ 15.95	$ 22.79	$ 24.36	$ 23.34	$ 2
Natural gas, per thousand cubic feet	4.36	3.71	3.28	1.80	-	
Average production costs, per barrel**	3.68	3.88	3.40	2.98	3.32	
During 2000						
Average sales prices						
Crude oil and NGL, per barrel	$ 23.94	$ 21.60	$ 26.96	$ 28.74	$ 28.17	$ 2

Natural gas, per thousand cubic feet	3.85	3.58	2.69	2.59	-	
Average production costs, per barrel**	3.08	4.04	3.72	2.72	3.39	
During 1999						
Average sales prices						
Crude oil and NGL, per barrel	$ 14.96	$ 14.47	$ 16.59	$ 17.96	$ 16.81	$1
Natural gas, per thousand cubic feet	2.21	1.61	2.25	1.88	-	
Average production costs, per barrel**	3.42	3.69	3.64	2.40	3.31	

*Includes earnings from transportation operations, tar sands operations, LNG operations, technical services agreements, other non-operating activities and adjustments for minority interests.

**Production costs exclude depreciation and depletion and all taxes. Natural gas included by conversion to crude oil equivalent.

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Oil and Gas Exploration and Production Costs
The amounts shown for net capitalized costs of consolidated subsidiaries are $5,212 million less at year-end 2001 and $4,852 million less at year end 2000 than the amounts reported as investments in property, plant and equipment for the upstream in note 10. This is due to the exclusion from capitalized costs of certain transportation and research assets and assets relating to the tar sands and LNG operations, and to the inclusion of accumulated provisions for site restoration costs, all as required in Statement of Financial Accounting Standards No. 19.

The amounts reported as costs incurred include both capitalized costs and costs charged to expense during the year. Total worldwide costs incurred in 2001 were $7,803 million, up $1,740 million from 2000, due primarily to higher development costs. 2000 costs were $6,063 million, down $1,696 million from 1999, due primarily to lower development costs.

	Consolidated Subsidiaries					
Capitalized costs	United States	Canada	Europe	Asia-Pacific	Africa	Ot
					(millions of dollars	
As of December 31, 2001						
Property (acreage) costs - Proved	$ 4,543	$ 2,656	$ 178	$ 689	$ 107	$
- Unproved	674	196	49	850	630	
Total property costs	$ 5,217	$ 2,852	$ 227	$ 1,539	$ 737	$ 1
Producing assets	33,379	6,662	27,628	11,764	4,300	1
Support facilities	488	83	449	925	208	
Incomplete construction	1,050	334	1,306	684	1,433	
Total capitalized costs	$ 40,134	$ 9,931	$ 29,610	$ 14,912	$ 6,678	$ 3
Accumulated depreciation and depletion	25,754	4,888	19,398	9,705	2,323	1
Net capitalized costs	$ 14,380	$ 5,043	$ 10,212	$ 5,207	$ 4,355	$ 2
As of December 31, 2000						
Property (acreage) costs - Proved	$ 4,686	$ 2,784	$ 161	$ 729	$ 54	$ 1

- Unproved	700	236	50	1,044	641	
Total property costs	$ 5,386	$ 3,020	$ 211	$ 1,773	$ 695	$ 1
Producing assets	31,843	5,958	27,794	11,359	3,920	1
Support facilities	860	105	447	950	41	
Incomplete construction	877	682	1,050	678	1,001	
Total capitalized costs	$ 38,966	$ 9,765	$ 29,502	$ 14,760	$ 5,657	$ 3
Accumulated depreciation and depletion	25,129	4,607	18,666	9,486	1,946	1
Net capitalized costs	$ 13,837	$ 5,158	$ 10,836	$ 5,274	$ 3,711	$ 2

Costs incurred in property acquisitions, exploration and development activities

During 2001						
Property acquisition costs - Proved	$ -	$ -	$ -	$ -	$ 2	$
- Unproved	95	17	1	(1)	-	
Exploration costs	352	141	144	148	281	4
Development costs	1,648	664	1,498	666	995	2
Total	$ 2,095	$ 822	$ 1,643	$ 813	$ 1,278	$ 6
During 2000						
Property acquisition costs - Proved	$ 1	$ 1	$ -	$ 1	$ -	$
- Unproved	72	15	4	96	2	
Exploration costs	219	145	187	145	272	2
Development costs	1,236	525	1,262	502	402	2
Total	$ 1,528	$ 686	$ 1,453	$ 744	$ 676	$ 5
During 1999						
Property acquisition costs - Proved	$ -	$ -	$ 1	$ 18	$ -	$
- Unproved	8	5	8	-	459	
Exploration costs	263	106	248	152	304	2
Development costs	1,263	787	1,822	576	547	4
Total	$ 1,534	$ 898	$ 2,079	$ 746	$ 1,310	$ 7

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SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES

Oil and Gas Reserves

The following information describes changes during the years and balances of proved oil and gas reserves at year-end 1999, 2000 and 2001.

The definitions used are in accordance with applicable Securities and Exchange Commission regulations.

Proved oil and gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions. In some cases, substantial new investments in additional wells and related facilities will be required to recover these proved reserves.

Proved reserves include 100 percent of each majority owned affiliate's participation in proved reserves and ExxonMobil's ownership percentage of the proved reserves of equity companies, but exclude royalties and quantities due others. Gas reserves exclude the gaseous equivalent of liquids expected to be removed from the gas on leases, at field facilities and at gas processing plants. These liquids are included in net proved reserves of crude oil and natural gas liquids.

	Consolidated Subsidiaries						
Crude Oil and Natural Gas Liquids	United States	Canada	Europe	Asia-Pacific	Africa	Other	To
				(millions of barrels)			
Net proved developed and undeveloped reserves							
January 1, 1999	2,804	1,154	1,708	786	1,821	710	8,
Revisions	96	19	96	23	128	6	
Purchases	-	-	-	-	-	-	
Sales	(3)	-	-	-	-	-	
Improved recovery	7	1	15	-	3	-	
Extensions and discoveries	58	277	174	18	191	2	
Production	(213)	(96)	(232)	(112)	(119)	(18)	(
December 31, 1999	2,749	1,355	1,761	715	2,024	700	9,
Revisions	410	9	25	29	50	24	
Purchases	-	-	-	-	-	-	
Sales	(1)	(5)	-	-	-	-	
Improved recovery	40	34	20	-	3	-	
Extensions and discoveries	8	33	5	39	425	4	
Production	(220)	(96)	(253)	(93)	(118)	(26)	(
December 31, 2000	2,986	1,330	1,558	690	2,384	702	9,
Revisions	89	(9)	68	(1)	94	15	
Purchases	-	-	-	-	-	-	
Sales	(6)	-	-	-	-	-	
Improved recovery	57	5	5	-	34	-	
Extensions and discoveries	112	53	79	23	74	-	
Production	(210)	(102)	(234)	(90)	(125)	(29)	(
December 31, 2001	3,028	1,277	1,476	622	2,461	688	9,
Developed reserves, included above							
At December 31, 1999	2,383	608	1,086	615	1,048	186	5,
At December 31, 2000	2,661	630	978	504	989	245	6,
At December 31, 2001	2,567	593	881	477	1,022	232	5,

Net proved developed reserves are those volumes which are expected to be recovered through existing wells with existing equipment and operating methods. Undeveloped reserves are those volumes which are expected to be recovered as a result of future investments to drill new wells, to recomplete existing wells and/or to install facilities to collect and deliver the production from existing and future wells.

Reserves attributable to certain oil and gas discoveries were not considered proved as of year-end 2001 due to geological, technological or economic uncertainties and therefore are not included in the tabulation.

Crude oil and natural gas liquids and natural gas production quantities shown are the net volumes withdrawn from ExxonMobil's oil and gas reserves. The natural gas quantities differ from the quantities of gas delivered for sale by the producing function as reported on page A43 due to volumes consumed or flared and inventory changes. Such quantities amounted to approximately 391 billion cubic feet in 1999, 392 billion cubic feet in 2000 and 406 billion cubic feet in 2001.

	Consolidated Subsidiaries						
Natural Gas	United States	Canada	Europe	Asia-Pacific	Africa	Other	Total
				(billions of cubic feet)			
Net proved developed and undeveloped reserves							
January 1, 1999	13,057	3,489	11,401	9,998	113	615	38,673
Revisions	781	31	680	131	-	42	1,665
Purchases	-	-	-	-	-	-	-
Sales	(18)	(1)	-	-	-	-	(19
Improved recovery	2	14	105	-	-	-	121
Extensions and discoveries	305	207	192	44	58	6	812
Production	(1,126)	(353)	(1,150)	(815)	-	(55)	(3,499
December 31, 1999	13,001	3,387	11,228	9,358	171	608	37,753
Revisions	987	69	970	(113)	147	62	2,122
Purchases	-	10	-	-	-	-	10
Sales	(3)	(5)	-	-	-	-	(8
Improved recovery	22	24	46	-	-	24	116
Extensions and discoveries	195	430	96	11	70	26	828
Production	(1,157)	(399)	(1,170)	(710)	(13)	(53)	(3,502
December 31, 2000	13,045	3,516	11,170	8,546	375	667	37,319
Revisions	612	(51)	564	(198)	8	(5)	930
Purchases	-	1	-	-	-	-	1
Sales	(57)	-	(2)	(8)	-	-	(67
Improved recovery	4	15	11	-	2	-	32
Extensions and discoveries	242	120	360	590	8	120	1,440
Production	(1,114)	(418)	(1,172)	(629)	(14)	(54)	(3,401
December 31, 2001	12,732	3,183	10,931	8,301	379	728	36,254
Developed reserves, included above							
At December 31, 1999	10,820	2,475	7,764	6,471	2	426	27,958
At December 31, 2000	10,956	2,850	8,222	6,300	125	477	28,930
At December 31, 2001	10,366	2,517	7,824	6,005	122	404	27,238

INFORMATION ON CANADIAN TAR SANDS PROVEN RESERVES NOT INCLUDED ABOVE

In addition to conventional liquids and natural gas proved reserves, ExxonMobil has significant interests in proven tar sands reserves in Canada associated with the Syncrude project. For internal management purposes, ExxonMobil views these reserves and their development as an integral part of total Upstream operations. However, U.S. Securities and Exchange Commission regulations define these reserves as mining related and not a part of conventional oil and gas reserves.

The tar sands reserves are not considered in the standardized measure of discounted future cash flows for conventional oil and gas reserves, which is found on page A42.

Tar Sands Reserves	Canada
	(millions of barrels)
At December 31, 1999	577
At December 31, 2000	610
At December 31, 2001	821

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SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES

Standardized Measure of Discounted Future Cash Flows

As required by the Financial Accounting Standards Board, the standardized measure of discounted future net cash flows is computed by applying year-end prices, costs and legislated tax rates and a discount factor of 10 percent to net proved reserves. The corporation believes the standardized measure is not meaningful and may be misleading, due to a number of factors, including significant variability in cash flows due to changes in year-end prices.

	Consolidated Subsidiaries						
	United States	Canada	Europe	Asia-Pacific	Africa	Other	Tota
				(millions of dollars)			
As of December 31, 1999							
Future cash inflows from sales of oil and gas	$ 82,674	$ 29,360	$ 64,192	$ 34,771	$ 49,247	$ 13,780	$ 274,
Future production costs	21,219	6,618	13,660	9,754	11,784	2,548	65,
Future development costs	4,131	2,116	4,904	3,516	4,779	605	20,
Future income tax expenses	20,103	8,096	23,396	7,680	20,405	2,493	82,
Future net cash flows	$ 37,221	$ 12,530	$ 22,232	$ 13,821	$ 12,279	$ 8,134	$ 106,
Effect of discounting net cash flows at 10%	20,139	5,884	7,351	5,918	6,275	4,694	50,
Discounted future net cash flows	$ 17,082	$ 6,646	$ 14,881	$ 7,903	$ 6,004	$ 3,440	$ 55,
As of December 31, 2000							
Future cash inflows from sales of oil and gas	$ 177,178	$ 41,275	$ 70,208	$ 34,658	$ 52,651	$ 10,317	$ 386,
Future production costs	26,417	7,857	15,979	9,977	10,953	3,467	74,
Future development costs	3,977	2,806	5,552	3,405	7,516	798	24,

Future income tax expenses	55,192	12,731	26,078	7,382	18,949	1,830	122,
Future net cash flows	$ 91,592	$ 17,881	$ 22,599	$ 13,894	$ 15,233	$ 4,222	$ 165,
Effect of discounting net cash flows at 10%	48,876	6,795	7,779	5,638	8,158	2,450	79,
Discounted future net cash flows	$ 42,716	$ 11,086	$ 14,820	$ 8,256	$ 7,075	$ 1,772	$ 85,
As of December 31, 2001							
Future cash inflows from sales of oil and gas	$ 68,713	$ 19,573	$ 58,394	$ 24,452	$ 42,806	$ 10,370	$ 224,
Future production costs	20,008	6,711	15,807	7,801	10,341	3,217	63,
Future development costs	4,613	2,695	5,252	3,262	7,839	831	24,
Future income tax expenses	16,620	3,908	17,416	4,325	13,485	2,091	57,
Future net cash flows	$ 27,472	$ 6,259	$ 19,919	$ 9,064	$ 11,141	$ 4,231	$ 78,
Effect of discounting net cash flows at 10%	15,065	2,377	7,338	3,552	6,087	2,553	36,
Discounted future net cash flows	$ 12,407	$ 3,882	$ 12,581	$ 5,512	$ 5,054	$ 1,678	$ 41,

Change in Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves

Consolidated Subsidiaries

Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs

Changes in value of previous-year reserves due to:

Sales and transfers of oil and gas produced during the year, net of production (lifting) costs

Development costs incurred during the year

Net change in prices, lifting and development costs

Revisions of previous reserves estimates

Accretion of discount

Net change in income taxes

Total change in the standardized measure during the year

A42

OPERATING SUMMARY

	2001	2000	1999
	(thousands of barrels da		
Production of crude oil and natural gas liquids			
Net production			
United States	712	733	729

Canada	331	304	315	
Europe	653	704	650	
Asia-Pacific	247	253	307	
Africa	342	323	326	
Other Non-U.S.	257	236	190	
Worldwide	2,542	2,553	2,517	
		(millions of cubic feet		
Natural gas production available for sale				
Net production				
United States	2,598	2,856	2,871	
Canada	1,006	844	683	
Europe	4,595	4,463	4,438	
Asia-Pacific	1,547	1,755	2,027	
Other Non-U.S.	533	425	289	
Worldwide	10,279	10,343	10,308	1
		(thousands of barrels da		
Refinery throughput				
United States	1,840	1,862	1,930	
Canada	449	451	441	
Europe	1,563	1,578	1,782	
Asia-Pacific	1,436	1,462	1,537	
Other Non-U.S.	283	289	287	
Worldwide	5,571	5,642	5,977	
Petroleum product sales				
United States	2,751	2,669	2,918	
Canada	585	577	587	
Europe	2,079	2,129	2,597	
Asia-Pacific and other Eastern Hemisphere	2,024	2,090	2,223	
Latin America	532	528	562	
Worldwide	7,971	7,993	8,887	
Gasoline, naphthas	3,165	3,122	3,428	
Heating oils, kerosene, diesel oils	2,389	2,373	2,658	
Aviation fuels	721	749	813	
Heavy fuels	668	694	706	
Specialty petroleum products	1,028	1,055	1,282	
Worldwide	7,971	7,993	8,887	
		(thousands of metric to		
Chemical prime product sales	25,780	25,637	25,283	2
		(millions of metric ton		
Coal production	13	17	17	
		(thousands of metric to		
Copper production	252	254	248	

Operating statistics include 100 percent of operations of majority owned subsidiaries; for other companies, crude production, gas, petroleum product and chemical prime product sales include ExxonMobil's ownership percentage, and refining throughput includes quantities processed for ExxonMobil. Net production excludes royalties and quantities due others when produced, whether payment is made in kind or cash.

APPENDIX B

BOARD AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Board Audit Committee (the "committee") is oversight. The committee shall assist the Board of Directors (the "board") in fulfilling its responsibility to oversee management's conduct of the corporation's financial reporting process, the financial reports and other financial information provided by the corporation to the Securities and Exchange Commission and the public, the corporation's system of internal accounting and financial controls, and the annual independent audit of the corporation's financial statements.

The committee, subject to any action that may be taken by the full board, shall have the ultimate authority and responsibility to select (subject to shareholder ratification), evaluate and, where appropriate, replace the independent auditor.

The corporation's management is responsible for preparing the corporation's financial statements. The independent auditors are responsible for auditing those financial statements. Management, including the internal audit function, and the independent auditors have more time, knowledge and detailed information about the corporation than do committee members. Consequently, in carrying out its oversight responsibilities, the committee is not providing any professional certification as to the independent auditors' work or any expert or special assurance as to the corporation's financial statements, including with respect to auditor independence. Each member of the committee shall be entitled to rely on the integrity of people and organizations from whom the committee receives information and the accuracy of such information, including representations by management and the independent auditors regarding information technology and other non-audit services provided by the independent auditor.

In discharging its oversight role, the committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the corporation and the authority to retain outside counsel, auditors or other experts for this purpose.

II. MEMBERSHIP

The committee's composition shall meet the requirements of the Audit Committee Policy of the New York Stock Exchange.

Accordingly, each member of the committee shall:

have no relationship to the corporation that may interfere with the exercise of his or her independence from management and the corporation; and

be financially literate or become financially literate within a reasonable period of time after appointment to the committee.

In addition, at least one member of the committee shall have accounting or related financial management expertise.

III. ACTIVITIES

The following shall be the common recurring activities of the committee in carrying out its oversight function. These activities are set forth as a guide with the understanding that the committee may diverge from this guide as appropriate given the circumstances.

1. The committee shall make a recommendation to the board prior to the end of each year with respect to the appointment of independent auditors to audit the consolidated financial statements of the corporation and its subsidiaries for the coming year.

2. The committee shall review from time to time, at least annually, (a) the results of the audits by the corporation's independent auditors of the corporation's consolidated financial statements, (b) the costs of such audits including the fees paid to the independent auditors, (c) any significant deficiency in the design or the operation of internal accounting controls identified by the independent auditors and any resulting recommendations, and (d) the arrangements for and the scope of the independent auditors' audits of the corporation's consolidated financial statements. The committee shall report the foregoing to the board with such recommendations as it may deem appropriate.

3. The committee shall confer with the Controller, the General Auditor, management and the independent auditors as requested by any of them or by the committee, at least annually, and review their reports with respect to the functioning, quality and adequacy of programs for compliance with the corporation's policies and procedures regarding business ethics, financial controls and internal auditing, including information regarding violations or probable violations of such policies. The committee shall report the foregoing to the board with such recommendations as it may deem appropriate.

4. The committee shall review with the Controller and the General Auditor, at least annually, the activities, budget, staffing and structure of the internal auditing function of the corporation and its subsidiaries, including their evaluations of the performance of that function and any recommendations with respect to improving the performance of or strengthening that function. As appropriate, the committee shall review the reports of any internal auditor on a financial safeguard problem which has not resulted in corrective action or has not otherwise been resolved to the auditor's satisfaction at any intermediate level of audit management.

5. The committee, along with the other members of the board, shall review with management and the independent auditors the audited financial statements to be included in the corporation's annual report on Form 10-K. The committee shall review and consider with the independent auditors the matters required to be discussed by Statement of Auditing Standards No. 61 ("SAS No. 61"), including deficiencies in internal controls, fraud, illegal acts, management judgments and estimates, audit adjustments, audit difficulties, and the independent auditors' judgments about the quality of the corporation's accounting practices.

6. As a whole, or through the committee chairman, the committee shall review with the independent auditors and management the corporation's interim financial results to be included in each quarterly report on Form 10-Q. Each such review shall include any matters required to be discussed by SAS No. 61 and shall occur prior to the corporation's filing of the related Form 10-Q, with the Securities and Exchange Commission.

7. The committee shall: (a) request annually from the independent auditors a formal written statement delineating all relationships between the independent auditors and the corporation consistent with Independence Standards Board Standard Number 1; (b) consider, with a view to auditor independence, the fees payable to the independent auditor for audit services, information technology services, and all other services, for such periods, in such categories and on such bases as the committee may request; (c) discuss with the independent auditors any such disclosed relationships and their impact on the independent auditors' independence; and (d) recommend that the board take appropriate action in response to the independent auditors' report to satisfy itself of the auditors' independence.

8. The committee shall deliver any report or other disclosure by the committee required to be included in any proxy statement for the election of the corporation's directors under the rules of the Securities and Exchange Commission.

9. The committee shall review the adequacy of this charter on an annual basis.

10. The committee shall review major changes to the corporation's auditing and accounting principles and practices based on advice of the independent auditor, the Controller, the General Auditor or management.

11. The committee shall evaluate, along with the other members of the board, the performance of the independent auditor.

12. The committee shall review the expenses of officers of the corporation who are also members of the board and such other officers as it may deem appropriate.

13. The committee shall take such other actions and do such other things as may be referred to it from time to time by the board.

EXXONMOBIL

2002 ANNUAL MEETING
ADMISSION TICKET
This ticket will admit shareholder and one guest.

c/o EquiServe
P.O. Box 43068
Providence, RI 02940-3068

ANNUAL MEETING OF SHAREHOLDERS

TIME: Wednesday, May 29, 2002, 9:30 a.m.
PLACE: Morton H. Meyerson Symphony Center
Dallas, Texas (MAP ON BACK)
AUDIOCAST: Live on the Internet at WWW.EXXONMOBIL.COM.
Instructions on the Web site one week prior to the event.

VOTE BY INTERNET OR TELEPHONE
QUICK EASY

IF YOU VOTE BY INTERNET OR TELEPHONE, YOU WILL BE ASKED TO ENTER YOUR CONTROL NUMBER LOCATED ABOVE YOUR NAME ON THE PROXY/VOTING INSTRUCTION CARD.

VOTE BY INTERNET:	The Web address is WWW.EPROXYVOTE.COM/XOM
VOTE BY PHONE:	Call toll-free on a touch-tone phone 1-877-779-8683 anytime.
VOTE BY CARD:	Complete, sign, date, and return your proxy/voting instruction card in the enclosed envelope. Check the appropriate box below to discontinue duplicate annual report mailings.

To access the Summary Annual Report and Proxy Statement on the Internet, visit our Web site at WWW.EXXONMOBIL.COM

IF YOU VOTE BY INTERNET OR PHONE --
DO NOT MAIL THE PROXY/VOTING INSTRUCTION CARD
DETACH HERE

- -

|X| PLEASE MARK VOTES AS IN THIS EXAMPLE.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEMS 1 AND 2.

	FOR ALL	WITHHELD FROM ALL
1. ELECTION OF DIRECTORS (PAGE 3).	| |	| |

For all nominees except as noted above.

	FOR	AGAINST	ABSTAIN
2. RATIFICATION OF INDEPENDENT AUDITORS (PAGE 24).	| |	| |	| |

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEMS 3 THROUGH 10.

	FOR	AGAINST	ABSTAIN
3. GOVERNMENT SERVICE (PAGE 25).	| |	| |	| |
4. POLICY ON BOARD DIVERSITY (PAGE 26).	| |	| |	| |
5. HUMAN RIGHTS POLICY (PAGE 28).	| |	| |	| |
6. EXECUTIVE COMPENSATION FACTORS (PAGE 30).	| |	| |	| |
7. ADDITIONAL REPORT ON ANWR DRILLING (PAGE 32).	| |	| |	| |
8. RENEWABLE ENERGY SOURCES (PAGE 35).	| |	| |	| |
9. AMENDMENT OF EEO POLICY (PAGE 39).	| |	| |	| |
10. SHAREHOLDER VOTE ON POISON PILLS (PAGE 42).	| |	| |	| |

MARK BOX IF COMMENTS APPEAR ON THIS CARD OR AN ATTACHMENT.	| |
MARK BOX TO DISCONTINUE ANNUAL REPORT	| |

MAILING FOR THIS ACCOUNT.

Signature:__________________________________ Date:_______________________, 2002

Signature:__________________________________ Date:_______________________, 2002

NOTE: Please sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee, or guardian, please give full name as such.

EXXONMOBIL 2002 ANNUAL MEETING
MORTON H. MEYERSON SYMPHONY CENTER
2301 FLORA STREET
DALLAS, TEXAS 75201

[MAP]

Free parking is available in the Arts District Garage. Have your parking ticket validated at the annual meeting. Traffic in the area may cause a delay; please allow extra time for parking.

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EXXONMOBIL

c/o Proxy Services
P.O. Box 43054
Providence, RI 02940-3054

PROXY/VOTING INSTRUCTION
SOLICITED BY BOARD OF DIRECTORS

ANNUAL MEETING, MAY 29, 2002
DALLAS, TEXAS

The undersigned hereby appoints, and instructs the appropriate account trustee(s), if any, to appoint, J.R. Houghton, W.R. Howell, P.E. Lippincott, M.C. Nelson, and L.R. Raymond, or each or any of them, with power of substitution, proxies to act and vote shares of common stock of the undersigned at the 2002 annual meeting of shareholders of Exxon Mobil Corporation and at any adjournments thereof, as indicated, upon all matters referred to on the reverse side and described in the proxy statement for the meeting and, at their discretion, upon any other matters that may properly come before the meeting.

Election of Directors(1)
NOMINEES:

(01) M.J. Boskin	(05) W.R. Howell	(09) H.J. Longwell
(02) W.T. Esrey	(06) H.L. Kaplan	(10) M.C. Nelson
(03) D.V. Fites	(07) R.C. King	(11) L.R. Raymond
(04) J.R. Houghton	(08) P.E. Lippincott	(12) W.V. Shipley

This proxy covers shares of common stock registered in the name of the undersigned and held in the name of the undersigned in the ExxonMobil

Shareholder Investment Program. This proxy also provides voting instructions for any shares held in the name of the undersigned in the ExxonMobil Savings Plan and/or ExxonMobil Shareholder Investment Program IRA (SIP IRA).

IF NO OTHER INDICATION IS MADE, THE PROXIES/TRUSTEES SHALL VOTE (a) FOR THE ELECTION OF THE DIRECTOR NOMINEES AND (b) IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS ON THE OTHER MATTERS REFERRED TO ON THE REVERSE SIDE.

(1)See item 1 on reverse side. The numbers in front of the nominees' names are provided to assist in Internet and telephone voting

(OVER)