10-Q 1 thirdq01s.txt UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D. C. 20549 FORM 10-Q (X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2001 OR ( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from __________to________ Commission File Number 1-2256 EXXON MOBIL CORPORATION ____ (Exact name of registrant as specified in its charter) NEW JERSEY 13-5409005 ________________________________ ______________________ (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification Number) 5959 Las Colinas Boulevard, Irving, Texas 75039-2298 ____ (Address of principal executive offices) (Zip Code) (972) 444-1000 ____ (Registrant's telephone number, including area code) Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No . ___ ___ Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Class Outstanding as of September 30, 2001 _________________________________ _______________________________________ Common stock, without par value 6,840,529,514 EXXON MOBIL CORPORATION FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2001 TABLE OF CONTENTS Page Number ______ PART I. FINANCIAL INFORMATION Item 1. Financial Statements Condensed Consolidated Statement of Income 3 Three and nine months ended September 30, 2001 and 2000 Condensed Consolidated Balance Sheet 4 As of September 30, 2001 and December 31, 2000 Condensed Consolidated Statement of Cash Flows 5 Nine months ended September 30, 2001 and 2000 Notes to Condensed Consolidated Financial Statements 6-17 Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 18-24 Item 3. Quantitative and Qualitative Disclosures About Market Risk 25 PART II. OTHER INFORMATION Item 1. Legal Proceedings 25 Item 6. Exhibits and Reports on Form 8-K 25 Signature 26 -2- PART I. FINANCIAL INFORMATION Item 1. Financial Statements EXXON MOBIL CORPORATION CONDENSED CONSOLIDATED STATEMENT OF INCOME (millions of dollars)

Three Months Ended
Nine Months Ended
September 30,
September 30,

____

____

REVENUE 2001 2000
2001 2000 ________
________ ________
________ ~~Sales and other operating revenue, including excise taxes $ 51,132 $ 57,497 $162,309 $165,706 Earnings from equity interests and other revenue 981 1,071 3,288 2,899~~

________ ________
________ ________

~~Total revenue 52,113 58,568 165,597 168,605~~ ________
________ ________
________ ~~COSTS AND OTHER DEDUCTIONS Crude oil and product purchases 22,839 27,927 73,448 79,231 Operating expenses 4,481 4,049 14,096 12,790 Selling, general and administrative expenses 3,196 3,358 9,471 9,065 Depreciation and depletion 1,957 1,901 5,804 5,968~~

~~Exploration expenses, including dry holes 318 235 864 611 Merger related expenses 145 372 433 1,104 Interest expense 76 108 223 408 Excise taxes 5,316 5,319 15,836 16,269 Other taxes and duties 8,420 8,529 24,670 24,235 Income applicable to minority and preferred interests 125 73 420 255~~

________ ________ ________ ________

~~Total costs and other deductions 46,873 51,871 145,265 149,936~~

________ ________ ________ ________

~~INCOME BEFORE INCOME TAXES 5,240 6,697 20,332 18,669 Income taxes 2,060 2,637 7,907 7,584~~

________ ________ ________ ________

~~INCOME BEFORE EXTRAORDINARY ITEM 3,180 4,060 12,425 11,085 Extraordinary gain, net of income tax 0 430 215 1,415~~

________ ________ ________ ________

~~NET INCOME $ 3,180 $ 4,490 $ 12,640 $ 12,500~~

======== ======== ======== ========

~~NET INCOME PER COMMON SHARE (DOLLARS)* Before extraordinary gain $ 0.46 $ 0.57 $ 1.81 $ 1.59 Extraordinary gain, net of income tax 0.00 0.06 0.03 0.20~~

________ ________ ________ ________

~~Net income $ 0.46 $ 0.63 $ 1.84 $ 1.79~~

======== ======== ======== ========

~~NET INCOME PER~~

~~COMMON SHARE - ASSUMING DILUTION (DOLLARS)* Before extraordinary gain $ 0.46 $ 0.57 $ 1.79 $ 1.57 Extraordinary gain, net of income tax 0.00 0.06 0.03 0.20~~

~~Net income $ 0.46 $ 0.63 $ 1.82 $ 1.77~~

~~DIVIDENDS PER COMMON SHARE* $ 0.23 $ 0.22 $ 0.68 $ 0.66~~

* Prior year amounts restated to reflect two-for-one stock split implemented in June 2001. -3- EXXON MOBIL CORPORATION CONDENSED CONSOLIDATED BALANCE SHEET (millions of dollars)

Sept. 30, Dec. 31, 2001 2000

~~ASSETS Current assets Cash and cash equivalents $ 9,026 $ 7,080 Notes and accounts receivable - net 20,512 22,996 Inventories Crude oil, products and merchandise 7,470 7,244 Materials and supplies 1,145 1,060 Prepaid taxes and expenses 2,174 2,019~~ ~~Total current assets 40,327 40,399 Property, plant and equipment - net 89,533 89,829 Investments and other assets 18,044 18,772~~ ~~TOTAL ASSETS $147,904 $149,000~~

~~LIABILITIES Current liabilities Notes and loans payable $ 3,893 $ 6,161 Accounts payable and~~

~~accrued liabilities 24,632 26,755 Income taxes payable 6,040 5,275~~ ________ ________ ~~Total current liabilities 34,565 38,191 Long-term debt 7,240 7,280 Deferred income tax liability 16,138 16,442 Other long-term liabilities 16,136 16,330~~ ________ ________ ~~TOTAL LIABILITIES 74,079 78,243~~ ________ ________ ________ ________ ~~SHAREHOLDERS' EQUITY Benefit plan related balances (182) (235) Common stock, without par value: Authorized: 9,000 million shares Issued: 8,019 million shares 3,752 3,661 Earnings reinvested 94,609 86,652 Accumulated other nonowner changes in equity Cumulative foreign exchange translation adjustment (5,724) (4,862) Minimum pension liability adjustment (310) (310) Unrealized gains/(losses) on stock investments (90) (17) Common stock held in treasury: 1,179 million shares at September 30, 2001 (18,230) 1,089 million shares at December 31, 2000 (14,132)~~ ________ ________ ~~TOTAL SHAREHOLDERS' EQUITY 73,825 70,757~~ ________ ________ ~~TOTAL LIABILITIES AND~~

~~SHAREHOLDERS'~~
~~EQUITY $147,904~~
~~$149,000~~
~~=========~~
~~=========~~

The number of shares of common stock issued and outstanding at September 30, 2001 and December 31, 2000 (restated to reflect two-for-one stock split implemented in June 2001) were 6,840,529,514 and 6,930,006,228, respectively. -4- EXXON MOBIL CORPORATION CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (millions of dollars)

Nine Months Ended
September 30,
____
2001 2000 ________
________ ~~CASH FLOWS FROM OPERATING ACTIVITIES Net income $ 12,640 $ 12,500 Depreciation and depletion 5,804 5,968 Changes in operational working capital, excluding cash and debt 832 1,732 All other items - net 223 (3,338)~~
~~________ ________~~
~~Net cash provided by operating activities 19,499 16,862~~
~~________ ________~~
~~CASH FLOWS FROM INVESTING ACTIVITIES Additions to property, plant and equipment (6,863) (5,836) Sales of subsidiaries, investments, and property, plant and equipment 888 3,714 Other investing activities - net 30 419 ________ ________ Net cash provided by/(used in) investing activities (5,945) (1,703)~~
~~________ ________~~
~~NET CASH GENERATION BEFORE FINANCING ACTIVITIES 13,554 15,159 ________ ________ CASH FLOWS FROM FINANCING ACTIVITIES Additions to long-term debt 338 159 Reductions in long-term debt (403) (383) Additions/(reductions) in short-term debt - net (2,307) (4,093) Cash dividends to ExxonMobil~~

~~shareholders (4,683) (4,596) Cash dividends to minority interests (158) (178) Changes in minority interests and sales/(purchases) of affiliate stock (338) (119) Net ExxonMobil shares sold/(acquired) (4,065) (661) ________ ________ Net cash provided by/(used in) financing activities (11,616) (9,871) ________ ________ Effects of exchange rate changes on cash 8 (332) ________ ________ Increase/(decrease) in cash and cash equivalents 1,946 4,956 Cash and cash equivalents at beginning of period 7,080 1,688 ________ ________ CASH AND CASH EQUIVALENTS AT END OF PERIOD $ 9,026 $ 6,644 ========= ========= SUPPLEMENTAL DISCLOSURES Income taxes paid $ 6,539 $ 4,211 Cash interest paid $ 403 $ 590~~

-5- EXXON MOBIL CORPORATION NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 1. Basis Of Financial Statement Preparation These unaudited condensed consolidated financial statements should be read in the context of the consolidated financial statements and notes thereto filed with the Securities and Exchange Commission in the corporation's 2000 Annual Report on Form 10-K. In the opinion of the corporation, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. The corporation's exploration and production activities are accounted for under the "successful efforts" method. 2. Accounting Change As of January 1, 2001, ExxonMobil 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. 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. 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 accreted 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. -6- 4. Capital On May 30, 2001, the company's Board of Directors approved a two-for-one stock split to common stock shareholders of record on June 20, 2001. The authorized common stock was increased from four billion five hundred million (4,500,000,000) shares without par value to nine billion (9,000,000,000) shares without par value and the issued shares were split on a two-for-one basis on June 20, 2001. The number of shares of common stock issued and outstanding as of March 31, 2001 and as of December 31, 2000 and 1999, restated to reflect the two-for-one stock split, were 6,899,752,948, 6,930,006,228 and

6,954,846,646, respectively. Net income per common share -- assuming dilution, restated to reflect the two-for-one stock split, for the quarters ended March 31, 2001 and 2000 were $0.71 and $0.49, respectively, and for the years ended December 31, 2000, 1999 and 1998, were $2.52, $1.12, and $1.14, respectively. 5. Merger of Exxon Corporation and Mobil Corporation On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation. The Merger was accounted for as a pooling of interests. In the third quarter of 2001, in association with the Merger, $145 million of before tax costs ($140 million after tax) were recorded as merger related expenses. In the third quarter of 2000, merger related expenses were $372 million before tax ($230 million after tax). For the nine months ended September 30, 2001 merger related expenses totaled $433 million before tax ($325 million after tax). For the nine months ended September 30, 2000, merger related expenses totaled $1,104 million ($705 million after tax). The severance reserve balance at the end of the third quarter of 2001 is expected to be expended in 2001 and 2002. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2001: Opening Balance at Balance Additions Deductions Period End _______ _________ __________ __________ (millions of dollars) 317 111 231 197 6. Extraordinary Gain Third quarter 2001 results included no extraordinary gains. Third quarter 2000 included a net after tax gain of $430 million (including an income tax credit of $41 million), or $0.06 per common share, from asset divestments that were required as a condition of the regulatory approval of the Merger. -7- For the nine months ended September 30, 2001, the net after tax gain from asset management activities in the chemicals segment and required asset divestitures totaled $215 million (including an income tax credit of $21 million), or $0.03 per common share. For the nine months ended September 30, 2000, the net after tax gain from required asset divestitures totaled $1,415 million (net of $583 million of income taxes), or $0.20 per common share. These net gains from asset management activities in the chemicals segment and required asset divestitures have been reported as extraordinary items in accordance with accounting requirements for business combinations accounted for as a pooling of interests. 7. 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. Essentially all of these lawsuits have now been resolved or are subject to appeal. On September 24, 1996, the United States District Court for the District of Alaska entered a judgment in the amount of $5.058 billion in the Exxon Valdez civil trial that began in May 1994. 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 federal 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 award. 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. -8- German and Dutch affiliated companies are the concessionaires of a natural gas field subject to a treaty between the governments of Germany and the Netherlands under which the gas reserves in an undefined border or common area are to be shared equally. Entitlement to the reserves is determined by calculating the amount of gas which can be recovered from this area. Based on the final reserve determination, the German affiliate has received more gas than its entitlement. Arbitration proceedings, as provided in the agreements, were conducted to resolve issues concerning the compensation for the overlifted gas. By final award dated July 2, 1999, preceded by an interim award in 1996, an arbitral tribunal established the full amount of the compensation for the excess gas. This amount has now been paid and a petition to set the award aside has now been dismissed, rendering the award final in all respects. Other substantive matters remain outstanding, including recovery of royalties paid on such excess gas and the taxes payable on the final compensation amount. The net financial impact on the corporation is not possible to predict at this time. However, the ultimate outcome is not expected to 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 verdict and believes that the verdict is unwarranted and that the judgement should be set aside or substantially reduced. 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 affirmed by the trial court, and the corporation is in the process of taking an appeal to the Louisiana Fourth Circuit Court of Appeals. 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. -9- The corporation and certain of its consolidated subsidiaries are directly and indirectly contingently liable for amounts similar to those at the prior year-end relating to guarantees for notes, loans and performance under contracts, including guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements. 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 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. 8. Nonowner Changes in Shareholders' Equity

Three Months Ended
Nine Months Ended
September 30,
September 30,
____
____
2001 2000 2001
2000 _______
_______ _______
________ ~~Net income $ 3,180 $ 4,490 $12,640 $12,500 Changes in other nonowner changes in equity Foreign exchange translation adjustment 657 (994) (862) (2,748) Minimum pension liability adjustment 0 0 0 0 Unrealized gains/(losses) on stock investments (146) 8 (73) 17~~ _______
_______ _______
_______ ~~Total nonowner changes in shareholders' equity $ 3,691 $ 3,504 $11,705 $ 9,769~~
======== ========
======== ========

-10- 9. Earnings Per Share*

Three Months Ended
Nine Months Ended
September 30,
September 30,
____
____
2001 2000 2001 2000
_______ _______
_______ _______
~~NET INCOME PER COMMON SHARE Income before extraordinary item (millions of dollars) $ 3,180 $ 4,060 $12,425 $11,085 Weighted average number of common shares outstanding (million of shares) 6,852 6,960 6,883 6,958 Net~~

~~income per common share (dollars) Before extraordinary gain $ 0.46 $ 0.57 $ 1.81 $ 1.59 Extraordinary gain, net of income tax 0.00 0.06 0.03 0.20 Net income $ 0.46 $ 0.63 $ 1.84 $ 1.79 NET INCOME PER COMMON SHARE - ASSUMING DILUTION Income before extraordinary item (millions of dollars) $ 3,180 $ 4,060 $12,425 $11,085 Adjustment for assumed dilution (1) 2 (3) (8) Income available to common shares $ 3,179 $ 4,062 $12,422 $11,077 Weighted average number of common shares outstanding (millions of shares) 6,852 6,960 6,883 6,958 Plus: Issued on assumed exercise of stock options 72 83 74 82 Weighted average number of common shares outstanding 6,924 7,043 6,957 7,040 Net income per common share - assuming dilution (dollars) Before extraordinary gain $ 0.46 $ 0.57 $ 1.79 $ 1.57 Extraordinary gain, net of income tax 0.00 0.06 0.03 0.20 Net income $ 0.46 $ 0.63 $ 1.82 $ 1.77~~

* Prior year amounts restated to reflect two-for-one stock split implemented in June 2001. -11- 10. Disclosures about Segments and Related Information

Three Months Ended
Nine Months Ended
September 30,
September 30,

2001 2000 2001 2000

(millions of dollars)
EARNINGS AFTER
INCOME TAX
Upstream United States
$ 767 $ 1,215 $ 3,506
$ 3,181 Non-U.S.
1,364 1,885 5,253
5,438 Downstream
United States 390 392
1,643 1,168 Non-U.S.
552 501 1,565 1,092
Chemicals United
States 76 132 270 551
Non-U.S. 80 132 403
395 All Other (49) 233
0 675
Corporate
Total $ 3,180 $ 4,490
$ 12,640 $ 12,500

Extraordinary gains
included above:
Chemicals United
States $ 0 $ 0 $ 100 $
0 Non-U.S. 0 0 75 0
All Other 0 430 40
1,415
Corporate
Total $ 0 $ 430 $ 215
$ 1,415

SALES
AND OTHER
OPERATING
REVENUE Upstream
United States $ 971 $
1,341 $ 4,672 $ 3,532
Non-U.S. 2,991 3,405
10,892 10,520
Downstream United
States 13,075 14,045
40,179 41,162 Non-
U.S. 30,031 33,940

~~93,473 96,728 Chemicals United States 1,606 2,081 5,412 6,163 Non-U.S. 2,247 2,423 7,046 6,895 All Other 211 262 635 706~~

~~Corporate Total $ 51,132 $ 57,497 $162,309 $165,706~~

~~INTERSEGMENT REVENUE Upstream United States $ 1,416 $ 2,062 $ 5,213 $ 5,010 Non-U.S. 2,820 4,507 9,597 11,425 Downstream United States 888 1,118 3,272 3,790 Non-U.S. 4,744 3,380 13,589 8,257 Chemicals United States 390 851 1,734 2,219 Non-U.S. 540 554 1,642 1,458 All Other 48 53 142 120~~

 11. 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 and the 6.125% notes due 2008 of Exxon Capital Corporation and the deferred interest debentures due 2012 and the debt securities due 2001-2011 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.

SeaRiver Exxon Mobil Maritime Consolidating Corporation Exxon Financial and Parent Capital Holdings, All Other Eliminating Guarantor Corporation Inc. Subsidiaries Adjustments Consolidated

~~(millions of dollars) Condensed consolidated statement of income for three months ended September 30, 2001~~

~~Revenue Sales and other operating revenue, including excise taxes $ 8,112 $ - $ - $ 43,020 $ - $ 51,132 Earnings from equity interests and other revenue 3,221 - 1 630 (2,871) 981 Intercompany revenue 462 23 15 27,254 (27,754) - Total revenue 11,795 23 16 70,904 (30,625) 52,113 Costs and other deductions Crude oil and product purchases 4,729 - - 42,923 (24,813) 22,839 Operating expenses 1,464 1 - 4,427 (1,411) 4,481 Selling, general and administrative expenses 602 - - 2,594 - 3,196 Depreciation and depletion 415 2 1 1,539 - 1,957 Exploration expenses, including dry holes 20 - - 298 - 318 Merger related expenses 118 - - 91 (64) 145 Interest expense 228 12 29 1,280 (1,473) 76 Excise taxes 699 - - 4,617 - 5,316 Other taxes and duties 4 - - 8,416 - 8,420 Income applicable to minority and preferred interests - - - 125 - 125 Total costs and other deductions 8,279 15 30 66,310 (27,761) 46,873 Income before income taxes 3,516 8 (14) 4,594 (2,864) 5,240 Income taxes 336 3 (5) 1,726 - 2,060 Income before extraordinary item 3,180 5 (9) 2,868 (2,864) 3,180 Extraordinary gain, net of income tax - - - - - - Net income $ 3,180 $ 5 $ (9) $ 2,868 $ (2,864) $ 3,180~~

SeaRiver Exxon Mobil Maritime Consolidating Corporation Exxon Financial and Parent Capital Holdings, All Other Eliminating Guarantor Corporation Inc. Subsidiaries Adjustments Consolidated ___________ ___________ _________ ____________ ____________ ___________ (millions of dollars) Condensed consolidated statement of income for three months ended September 30, 2000

Revenue Sales and other operating revenue, including excise taxes $ 9,563 $ - $ - $ 47,934 $ - $ 57,497 Earnings from equity interests and other revenue 3,865 - 18 808 (3,620) 1,071 Intercompany revenue 5,158 289 21 23,856 (29,324) - ________ ________ ________ ________ ________ ________ Total revenue 18,586 289 39 72,598 (32,944) 58,568 ________ ________ ________ ________ ________ ________ Costs and other deductions Crude oil and product purchases 10,204 - - 43,870 (26,147) 27,927 Operating expenses 1,464 2 1 3,441 (859) 4,049 Selling, general and administrative expenses 548 (1) 3 2,842 (34) 3,358 Depreciation and depletion 388 2 1 1,510 - 1,901 Exploration expenses, including dry holes 49 - - 186 - 235 Merger related expenses 124 - - 312 (64) 372 Interest expense 360 266 30 1,672 (2,220) 108 Excise taxes 635 - - 4,684 - 5,319 Other taxes and duties 5 - - 8,524 - 8,529 Income applicable to minority and preferred interests - - - 73 - 73 ________ ________ ________ ________ ________ ________ Total costs and other deductions 13,777 269 35 67,114 (29,324) 51,871 ________ ________ ________ ________ ________ ________ Income before income taxes 4,809 20 4 5,484 (3,620) 6,697 Income taxes 749 5 (3) 1,886 - 2,637 ________ ________ ________ ________ ________ ________ Income before extraordinary item 4,060 15 7 3,598 (3,620) 4,060 Extraordinary gain, net of income tax 430 - - (31) 31 430 ________ ________ ________ ________ ________ ________ Net income $ 4,490 $ 15 $ 7 $ 3,567 $ (3,589) $ 4,490 ======== ======== ======== ======== ======== ======== Condensed consolidated statement of income for nine months ended September 30, 2001

Revenue Sales and other operating revenue, including excise taxes $ 26,845 $ - $ - $135,464 $ - $162,309 Earnings from equity interests and other revenue 11,260 - 28 2,653 (10,653) 3,288 Intercompany revenue 2,824 571 53 82,137 (85,585) - ________ ________ ________ ________ ________ ________ Total revenue 40,929 571 81 220,254 (96,238) 165,597 ________ ________ ________ ________ ________ ________ Costs and other deductions Crude oil and product purchases 16,279 - - 134,016 (76,847) 73,448 Operating expenses 4,642 2 1 13,028 (3,577) 14,096 Selling, general and administrative expenses 1,658 1 - 7,812 - 9,471 Depreciation and depletion 1,179 4 2 4,619 - 5,804 Exploration expenses, including dry holes 103 - - 761 - 864 Merger related expenses 189 - - 308 (64) 433 Interest expense 931 525 88 3,783 (5,104) 223 Excise taxes 1,957 - - 13,879 - 15,836 Other taxes and duties 11 - - 24,659 - 24,670 Income applicable to minority and preferred interests - - - 420 - 420 ________ ________ ________ ________ ________ ________ Total costs and other deductions 26,949 532 91 203,285 (85,592) 145,265 ________ ________ ________ ________ ________ ________ Income before income taxes 13,980 39 (10) 16,969 (10,646) 20,332 Income taxes 1,555 15 (13) 6,350 - 7,907 ________ ________ ________ ________ ________ ________ Income before extraordinary item 12,425 24 3 10,619 (10,646) 12,425 Extraordinary gain, net of income tax 215 - - - - 215 ________ ________ ________ ________ ________ ________ Net income $ 12,640 $ 24 $ 3 $ 10,619 $(10,646) $ 12,640 ======== ======== ======== ======== ======== ========

SeaRiver Exxon Mobil Maritime Consolidating Corporation Exxon Financial and Parent Capital Holdings, All Other Eliminating Guarantor Corporation Inc. Subsidiaries Adjustments Consolidated

(millions of dollars) Condensed consolidated statement of income for nine months ended September 30, 2000

Revenue Sales and other operating revenue, including excise taxes $ 26,655 $ - $ - $139,051 $ - $165,706 Earnings from equity interests and other revenue 9,956 - 31 2,427 (9,515) 2,899 Intercompany revenue 6,297 696 59 63,742 (70,794) - Total revenue 42,908 696 90 205,220 (80,309) 168,605 Costs and other deductions Crude oil and product purchases 20,107 - - 122,088 (62,964) 79,231 Operating expenses 4,229 2 1 11,771 (3,213) 12,790 Selling, general and administrative expenses 1,348 - - 7,820 (103) 9,065 Depreciation and depletion 1,077 4 2 4,885 - 5,968 Exploration expenses, including dry holes 90 - - 521 - 611 Merger related expenses 438 - - 730 (64) 1,104 Interest expense 1,048 636 87 3,087 (4,450) 408 Excise taxes 2,040 - - 14,229 - 16,269 Other taxes and duties 10 - - 24,225 - 24,235 Income applicable to minority and preferred interests - - - 255 - 255 Total costs and other deductions 30,387 642 90 189,611 (70,794) 149,936 Income before income taxes 12,521 54 - 15,609 (9,515) 18,669 Income taxes 1,436 14 (9) 6,143 - 7,584 Income before extraordinary item 11,085 40 9 9,466 (9,515) 11,085 Extraordinary gain, net of income tax 1,415 - - 690 (690) 1,415 Net income $ 12,500 $ 40 $ 9 $ 10,156 $(10,205) $ 12,500

SeaRiver Exxon Mobil Maritime Consolidating Corporation Exxon Financial and Parent Capital Holdings, All Other Eliminating Guarantor Corporation Inc. Subsidiaries Adjustments Consolidated

(millions of dollars)

Condensed consolidated balance sheet as of September 30, 2001

Cash and cash equivalents	$ 2,162	$ -	$ -	$ 6,864	$ -	$ 9,026
Notes and accounts receivable - net	3,838	-	-	16,674	-	20,512
Inventories	1,141	-	-	7,474	-	8,615
Other current assets	189	-	14	1,971	-	2,174
Total current assets	7,330	-	14	32,983	-	40,327
Property, plant and equipment - net	18,877	110	7	70,539	-	89,533
Investments and other assets	88,907	-	561	318,071	(389,495)	18,044
Intercompany receivables	6,092	1,525	1,397	224,132	(233,146)	-
Total assets	$ 121,206	$ 1,635	$ 1,979	$ 645,725	$(622,641)	$ 147,904
Notes and loans payables	$ -	$ 44	$ 7	$ 3,842	$ -	$ 3,893
Accounts payable and accrued liabilities	3,418	2	1	21,211	-	24,632
Income taxes payable	641	24	-	5,375	-	6,040
Total current liabilities	4,059	70	8	30,428	-	34,565
Long-term debt	1,246	266	995	4,733	-	7,240
Deferred income tax liabilities	3,412	33	292	12,401	-	16,138
Other long-term liabilities	4,488	-	-	11,648	-	16,136
Intercompany payables	34,176	379	383	198,208	(233,146)	-
Total liabilities	47,381	748	1,678	257,418	(233,146)	74,079
Earnings reinvested	94,609	81	(93)	46,664	(46,652)	94,609
Other shareholders' equity	(20,784)	806	394	341,643	(342,843)	(20,784)
Total shareholders' equity	73,825	887	301	388,307	(389,495)	73,825
Total liabilities and shareholders' equity	$ 121,206	$ 1,635	$ 1,979	$ 645,725	$(622,641)	$ 147,904

Condensed consolidated balance sheet as of December 31, 2000

Cash and cash equivalents	$ 4,235	$ -	$ -	$ 2,845	$ -	$ 7,080
Notes and accounts receivable - net	4,427	-	-	18,569	-	22,996
Inventories	1,102	-	-	7,202	-	8,304
Other current assets	262	-	14	1,743	-	2,019
Total current assets	10,026	-	14	30,359	-	40,399
Property, plant and equipment - net	18,559	113	9	71,148	-	89,829
Investments and other assets	80,097	2	558	308,584	(370,469)	18,772
Intercompany receivables	9,339	19,124	1,355	212,790	(242,608)	-
Total assets	$ 118,021	$ 19,239	$ 1,936	$ 622,881	$(613,077)	$ 149,000
Notes and loans payables	$ 60	$ 74	$ 7	$ 6,020	$ -	$ 6,161
Accounts payable and accrued liabilities	3,918	8	2	22,827	-	26,755
Income taxes payable	902	9	-	4,364	-	5,275
Total current liabilities	4,880	91	9	33,211	-	38,191
Long-term debt	1,209	281	925	4,865	-	7,280
Deferred income tax liabilities	3,334	31	292	12,785	-	16,442
Other long-term liabilities	4,428	9	-	11,893	-	16,330
Intercompany payables	33,413	17,965	412	190,818	(242,608)	-
Total liabilities	47,264	18,377	1,638	253,572	(242,608)	78,243
Earnings reinvested	86,652	56	(96)	36,946	(36,906)	86,652
Other shareholders' equity	(15,895)	806	394	332,363	(333,563)	(15,895)
Total shareholders' equity	70,757	862	298	369,309	(370,469)	70,757
Total liabilities and shareholders' equity	$ 118,021	$ 19,239	$ 1,936	$ 622,881	$(613,077)	$ 149,000

SeaRiver Exxon Mobil Maritime Consolidating Corporation Exxon Financial and Parent Capital Holdings, All Other Eliminating Guarantor Corporation Inc. Subsidiaries Adjustments Consolidated ___________ ___________ _________ ____________ ____________ ___________ ~~(millions of dollars) Condensed consolidated statement of cash flows for nine months ended September 30, 2001~~

~~Cash provided by/(used in) operating activities $ 3,751 $ 32 $ 71 $ 16,326 $ (681) $ 19,499~~ ________ ________ ________ ________ ________ ________ ~~Cash flows from investing activities Additions to property, plant and equipment (1,549) - - (5,314) - (6,863) Sales of long-term assets 531 - - 357 - 888 Net intercompany investing 4,033 17,599 (42) (20,205) (1,385) - All other investing, net (31) - - 61 - 30~~ ________ ________ ________ ________ ________ ________ ~~Net cash provided by/(used in)investing activities 2,984 17,599 (42) (25,101) (1,385) (5,945)~~ ________ ________ ________ ________ ________ ________ ~~Cash flows from financing activities Additions to long-term debt - - - 338 - 338 Reductions in long-term debt (1) (15) - (387) - (403) Additions/(reductions) in short-term debt - net (59) (30) - (2,218) - (2,307) Cash dividends (4,683) - - (681) 681 (4,683) Net ExxonMobil shares sold/(acquired) (4,065) - - - - (4,065) Net intercompany financing activity - (17,586) (29) 16,230 1,385 - All other financing, net - - - (496) - (496)~~ ________ ________ ________ ________ ________ ________ ~~Net cash provided by/(used in) financing activities (8,808) (17,631) (29) 12,786 2,066 (11,616)~~ ________ ________ ________ ________ ________ ________ ~~Effects of exchange rate changes on cash - - - 8 - 8~~ ________ ________ ________ ________ ________ ________ ~~Increase/(decrease) in cash and cash equivalents $ (2,073) $ - $ - $ 4,019 $ - $ 1,946~~ ======== ======== ======== ======== ======== ======== ~~Condensed consolidated statement of cash flows for nine months ended September 30, 2000~~

~~Cash provided by/(used in) operating activities $ 6,789 $ 36 $ 61 $ 10,489 $ (513) $ 16,862~~ ________ ________ ________ ________ ________ ________ ~~Cash flows from investing activities Additions to property, plant and equipment (1,277) - - (4,559) - (5,836) Sales of long-term assets 1,093 - - 2,621 - 3,714 Net intercompany investing 617 (5,640) (59) 4,024 1,058 - All other investing, net 21 - - 398 - 419~~ ________ ________ ________ ________ ________ ________ ~~Net cash provided by/(used in) investing activities 454 (5,640) (59) 2,484 1,058 (1,703)~~ ________ ________ ________ ________ ________ ________ ~~Cash flows from financing activities Additions to long-term debt - - - 159 - 159 Reductions in long-term debt (51) (179) - (153) - (383) Additions/(reductions) in short-term debt - net (973) 41 - (3,161) - (4,093) Cash dividends (4,596) - - (513) 513 (4,596) Net ExxonMobil shares sold/(acquired) (661) - - - - (661) Net intercompany financing activity - 5,742 (2) (4,682) (1,058) - All other financing, net - - - (297) - (297)~~ ________ ________ ________ ________ ________ ________ ~~Net cash provided by/(used in) financing activities (6,281) 5,604 (2) (8,647) (545) (9,871)~~ ________ ________ ________ ________ ________ ________ ~~Effects of exchange rate changes on cash - - - (332) - (332)~~ ________ ________ ________ ________ ________ ________ ~~Increase/(decrease) in cash and cash equivalents $ 962 $ - $ - $ 3,994 $ - $ 4,956~~ ======== ======== ======== ======== ======== ========

-17- EXXON MOBIL CORPORATION Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations FUNCTIONAL EARNINGS SUMMARY

	Third Quarter		First Nine Months	
	2001	2000	2001	2000
(millions of dollars)				
Earnings including merger effects and special items				
Upstream United States	$ 767	$ 1,215	$ 3,506	$ 3,181
Non-U.S.	1,364	1,885	5,253	5,438
Downstream United States	390	392	1,643	1,168
Non-U.S.	552	501	1,565	1,092
Chemicals United States	76	132	270	551
Non-U.S.	80	132	403	395
Other operations	120	148	389	394
Corporate and financing	(29)	(115)	(104)	(429)
Merger expenses	(140)	(230)	(325)	(705)
Gain from required asset divestitures	0	430	40	1,415
NET INCOME	$ 3,180	$ 4,490	$12,640	$12,500
Net income per common share*	$ 0.46	$ 0.63	$ 1.84	$ 1.79
Net income per common share - assuming dilution*	$ 0.46	$ 0.63	$ 1.82	$ 1.77
Merger effects and special items				
Chemicals United States	$ 0	$ 0	$ 100	$ 0
Non-U.S.	0	0	75	0
Merger expenses	(140)	(230)	(325)	(705)
Gain from required asset divestitures	0	430	40	1,415
TOTAL	$ (140)	$ 200	$ (110)	$ 710
Earnings excluding merger effects and special items				
Upstream United States	$ 767	$ 1,215	$ 3,506	$ 3,181
Non-U.S.	1,364	1,885	5,253	5,438
Downstream United States	390	392	1,643	1,168
Non-U.S.	552	501	1,565	1,092
Chemicals United States	76	132	170	551
Non-U.S.	80	132	328	395
Other operations	120	148	389	394
Corporate and financing	(29)	(115)	(104)	(429)
TOTAL	$ 3,320	$ 4,290	$12,750	$11,790
Earnings per common share*	$ 0.48	$ 0.60	$ 1.86	$ 1.69
Earnings per common share - assuming dilution*	$ 0.48	$ 0.60	$ 1.84	$ 1.67

* Prior year amounts restated to reflect two-for-one stock split implemented in June 2001. THIRD QUARTER 2001 COMPARED WITH THIRD QUARTER 2000 Excluding merger effects, estimated third quarter 2001 earnings of $3,320 million ($0.48 per share) decreased $970 million from the record third quarter of 2000. Earnings per share declined by 20 percent reflecting the weakening economic and commodity price environment. Including merger effects, third quarter net income was $3,180 million ($0.46 per share). These per share amounts reflect the two-for-one stock split implemented in June 2001. Included in this year's third quarter net income were merger expenses of $140 million, while last year's third quarter included net favorable merger effects of $200 million. Revenue for the third quarter of 2001 totaled $52,113 million compared with $58,568 million in 2000. Capital and exploration expenditures of $3,098 million in the third quarter of 2001 were up $452 million, or 17 percent, compared with $2,646 million last year and were 9 percent higher than in the second quarter. ExxonMobil produced solid results in an adverse economic and commodity price environment. Excluding merger effects, third quarter 2001 earnings of $3,320 million were down $970 million. Per share earnings were down 20 percent. Net income of $3,180 million was $1,310 million lower. The reduction in earnings reflected lower crude oil and natural gas realizations, both of which declined significantly and tracked widely quoted price markers. The drop in crude oil prices was especially steep in the latter half of September. Upstream volumes, on an oil-equivalent basis, were up 1 percent excluding the effect of reduced natural gas production operations in Indonesia due to security concerns. This performance is consistent with the increase in capacity from new projects which result in an annual average of 3 percent growth over the next several years. Actual production, however, is also affected by political and project start-up issues, as has been experienced this year. Capital expenditures were 17 percent higher than last year in line with full-year spending plans, and additional operating cost efficiencies were captured in all business lines. Upstream earnings were $2,131 million, a decrease of $969 million from last year's record third quarter, reflecting lower average crude oil and natural gas realizations, in line with declines in industry markers. In the final weeks of the quarter, crude prices fell to their lowest levels in 20 months. Liquids production decreased 1 percent as growth from new capacity additions in Canada, Equatorial Guinea, Venezuela and Kazakhstan was offset by natural field decline in mature areas and the impacts of civil unrest on our operations. Natural gas volumes increased by about 3 percent absent the impact of reduced operations in the Aceh province of Indonesia due to security concerns. Downstream earnings of $942 million were $49 million higher than the same period a year ago, as the impact of lower refining margins was more than offset by stronger marketing margins, particularly outside the U.S. Sales volumes were down 1 percent reflecting weakness late in the quarter, especially in transportation fuels. Chemicals earnings of $156 million declined $108 million due to weaker commodity margins. U.S. volumes decreased 2 percent reflecting continued weakness in the manufacturing sector. Outside the U.S., volumes were higher reflecting capacity additions in Singapore and Saudi Arabia. Earnings from other operations of $120 million declined $28 million due primarily to lower copper prices. Third quarter net income included merger expenses of $140 million. In the third quarter, ExxonMobil continued its active investment program, spending $3,098 million on capital and exploration projects, compared with $2,646 million last year, with higher spending focused in the upstream. During the quarter, the Corporation acquired 32.1 million shares

at a gross cost of $1,315 million to offset the dilution associated with benefit plans and to reduce common stock outstanding. OTHER COMMENTS ON THIRD QUARTER COMPARISON Upstream earnings decreased $969 million to $2,131 million due to lower crude oil and natural gas realizations, down about 20 percent from last year. The lower natural gas realizations were driven by sharply lower North American prices. Liquids production of 2,481 kbd (thousands of barrels per day) decreased from 2,497 kbd in the third quarter of 2000. Higher production in Canada, Equatorial Guinea, Venezuela and Kazakhstan was offset by natural field declines in mature areas and the impacts of civil unrest on operations. Worldwide gas production was up about 3 percent, excluding the effect of reduced operations at the Arun facility in Indonesia due to security concerns. Gas production was higher in Europe reflecting North Sea capacity additions. Including the effects of Arun, third quarter natural gas production was 8,597 mcfd (millions of cubic feet per day) in 2001, compared with 8,735 mcfd last year. Earnings from U.S. upstream operations were $767 million, a decrease of $448 million from the prior year. Upstream earnings outside the U.S. were $1,364 million, a decrease of $521 million. Downstream results improved by 5 percent from the third quarter of 2000 primarily reflecting higher marketing margins, particularly outside the U.S. Refining margins outside the U.S. declined and Asia-Pacific margins remained depressed. Petroleum product sales of 7,951 kbd decreased from 8,069 kbd in the third quarter of 2000 reflecting weakness late in the quarter, especially in transportation fuels. U.S. downstream earnings were $390 million, down $2 million. Non-U.S. downstream earnings of $552 million were $51 million higher than last year. Chemicals earnings were $156 million, down $108 million from the same quarter a year ago on softer commodity margins reflecting depressed economic conditions in the U.S. manufacturing sector as well as market weakness outside the U.S. Prime product sales volumes of 6,457 kt (thousands of metric tons) were above last year's level as higher sales outside of the U.S., helped by recent capacity additions, were partly offset by lower volumes in a difficult U.S. market. Earnings from other operations, including coal, minerals and power, totaled $120 million, compared with $148 million in the third quarter of 2000. Higher coal production rates and realizations were offset by lower copper prices. Corporate and financing expenses of $29 million compared with $115 million last year, reflecting lower net interest costs due to lower debt levels and higher cash balances, and favorable tax effects. -20- During the period, the company's operating segments continued to benefit from favorable resolution of tax-related issues. Third quarter net income included $140 million of after tax merger expenses. During the third quarter of 2001, Exxon Mobil Corporation purchased 32.1 million shares of its common stock for the treasury at a gross cost of $1,315 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 6,871 million at the end of the second quarter of 2001 to 6,841 million at the end of the third quarter. Purchases may be made in both the open market and through negotiated transactions, and may be discontinued at any time. The number of common shares reflect the two-for-one stock split which had a record date of June 20, 2001. FIRST NINE MONTHS 2001 COMPARED WITH FIRST NINE MONTHS 2000 Excluding merger effects and special items, record earnings of $12,750 million ($1.84 per share) for the first nine months of 2001 increased $960 million (8 percent) from the first nine months of last year. Per share earnings increased 10 percent reflecting higher earnings and the results of the company's share buy back activity. Including merger effects and special items, net income of $12,640 million ($1.82 per share) for the first nine months of 2001 increased $140 million. This year's first nine months' net income included net unfavorable $110 million in merger effects and special items, while last year's first nine months' benefited from $710 million in net favorable merger effects. Upstream earnings of $8,759 million increased $140 million or 2 percent primarily due to higher natural gas realizations, particularly in the U.S., which reached historical highs in January 2001 but have steadily dropped since then, ending the period below prior year levels. The impact of higher average gas realizations was largely offset by lower crude oil realizations, curtailed gas production and higher exploration expenses in future growth areas. Liquids production of 2,543 kbd increased 6 kbd over the first nine months of 2000, reflecting higher production in West Africa, Kazakhstan and Canada, partly offset by natural field declines in mature areas and the impact of civil unrest on operations. Absent the effect of reduced operations in the Aceh province of Indonesia due to security concerns, worldwide gas production was up about 3 percent, with increases in Europe, Australia, Canada and Qatar. Including the impact of lower Indonesia volumes, worldwide natural gas production of 9,918 mcfd for the first nine months of 2001 compared with 10,038 mcfd in 2000. Earnings from U.S. upstream operations for the first nine months of 2001 were $3,506 million, an increase of $325 million. Earnings outside the U.S. were $5,253 million, $185 million lower than last year. Downstream earnings improved by 42 percent versus the first nine months of 2000, reflecting higher refining margins in the U.S., higher marketing margins, particularly outside the U.S., and improved refinery operations. Petroleum product sales of 7,956 kbd compared with 7,967 kbd in the first nine months of 2000. Excluding the effect of the required merger related divestments in 2000, volumes were up 1 percent. U.S. downstream earnings were $1,643 million, up $475 million. Earnings outside the U.S. of $1,565 million were $473 million higher than last year. -21- Chemicals earnings for the first nine months of 2001 were $673 million, including $175 million of net gains on asset management activities. Absent this special item, chemicals earnings were $498 million, $448 million lower than last year. Most of the reduction occurred in the U.S. as higher feedstock and energy costs and weakening demand conditions put significant pressure on commodity margins. Prime product sales volumes of 19,408 kt were 1 percent above last year's 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. Earnings from other operations totaled $389 million, a decrease of $5 million reflecting lower copper prices, partly offset by higher coal production rates and realizations. Corporate and financing expenses decreased $325 million to $104 million, reflecting lower net interest costs due to lower debt levels and higher cash balances, along with favorable foreign exchange and tax effects. MERGER OF EXXON CORPORATION AND MOBIL CORPORATION On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation. The Merger was accounted for as a pooling of interests. In the third quarter of 2001, in association with the Merger, $145 million of before tax costs ($140 million after tax) were recorded as merger related expenses. In the third quarter of 2000, merger related expenses were $372 million before tax ($230 million after tax). For the nine months ended September 30, 2001 merger related expenses totaled $433 million before tax ($325 million after tax). For the nine months ended September 30, 2000, merger related expenses totaled $1,104 million ($705 million after tax). The severance reserve balance at the end of the third quarter of 2001 is expected to be expended in 2001 and 2002. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2001: Opening Balance at Balance Additions Deductions Period End _______ _________ __________ __________ (millions of dollars) 317 111 231 197 Merger related expenses are expected to be approximately $2.7 billion before tax on a cumulative basis by 2002. Merger synergy initiatives, including cost savings, efficiency gains, and revenue enhancements, are on track. -22- Certain property -- primarily refining, marketing, pipeline and natural gas distribution assets -- were divested as a condition of the regulatory approval of the Merger by the U.S. Federal Trade Commission and the European Commission. For the nine months ended September 30, 2001, the net after tax gain from required asset divestitures, all in the first quarter, totaled $40 million (including an income tax credit of $15 million), or $0.01 per common share. Third quarter 2000 included a net after tax gain of $430 million (including an income tax credit of $41 million), or $0.06 per common share, from required asset divestments. For the nine months ended September 30, 2000, the net after tax gain from required asset divestitures totaled $1,415 million (net of $583 million of income taxes), or $0.20 per common share. These merger related net gains from required asset divestitures have been reported as extraordinary items in accordance with accounting requirements for business combinations accounted for as a pooling of interests. LIQUIDITY AND CAPITAL RESOURCES Net cash generation before financing activities was $13,554 million in the first nine months of 2001 versus $15,159 million in the same period last year. Operating activities provided net cash of $19,499 million, an increase of $2,637 million from the prior year. Investing activities used net cash of $5,945 million, compared to cash provided of $1,703 million in the prior year, reflecting higher additions to property, plant, and equipment and the absence of proceeds from the asset divestments that were required as a condition of regulatory approval of the merger. Net cash used in financing activities was $11,616 million in the first nine months of 2001 versus $9,871 million in the same period last year. The increase was driven by higher purchases of shares of ExxonMobil common stock, partially offset by lower debt reductions in the current year period versus last year. During the first nine months of 2001, Exxon Mobil Corporation purchased 101.8 million shares of its common stock for the treasury at a gross cost of $4,273 million. These purchases were to offset shares issued in conjunction with company benefit plans and programs and to reduce the number of shares outstanding. Purchases may be made in both the open market and through negotiated transactions, and may be discontinued at any time. Revenue for the first nine months of 2001 totaled $165,597 million compared to $168,605 million in the first nine months of 2000. Capital and exploration expenditures were $8,448 million in the first nine months 2001 compared to $7,294 million in last year's first nine months. Capital and exploration investments are expected to increase by approximately 15 percent in 2001 versus 2000. Total debt of $11.1 billion at September 30, 2001 decreased $2.3 billion from year-end 2000. The corporation's debt to total capital ratio was 12.7 percent at the end of the first nine months of 2001, compared to 15.4 percent at year-end 2000. 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. -23- Litigation and other contingencies are discussed in note 7 to the unaudited condensed consolidated financial statements. 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 future financial condition. The corporation, as part of its ongoing asset management program, continues to evaluate its mix of assets for potential upgrade. Because of the ongoing nature of this program, dispositions will continue to be made from time to time, within the constraints of pooling of interests accounting, which will result in either gains or losses. FORWARD-LOOKING STATEMENTS Statements in this discussion regarding expectations, plans and future events or conditions are forward-looking statements. Actual future results, including merger related expenses; synergy benefits from the merger (including cost savings, efficiency gains, and revenue enhancements); 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. These factors include management's ability to implement merger plans successfully and on schedule; the outcome of commercial negotiations; changes in the supply of and demand for crude oil, natural gas and petroleum and petrochemical products; and other factors discussed above and discussed under the caption "Factors Affecting Future Results" in Item 1 of ExxonMobil's 2000 Form 10-K. -24- EXXON MOBIL CORPORATION Item 3. Quantitative and Qualitative Disclosures About Market Risk Information about market risks for the nine months ended September 30, 2001 does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2000. PART II. OTHER INFORMATION Item 1. Legal Proceedings On September 27, 2001, the Louisiana Department of Environmental Quality ("LDEQ") issued a Notice of Potential Penalty ("NPP") in a proceeding captioned "In re: Chalmette Refining, LLC." The facility involved is a refinery in Chalmette, Louisiana that is operated and 50 percent-owned by a wholly owned subsidiary of the corporation. The primary issue in the proceeding is whether the refinery complied with the release reporting requirements under Louisiana's environmental laws and the refinery's water discharge permit with respect to discharges of pollutants into navigable waters of the state resulting from a leaking heat exchanger at the refinery. The other issues under the NPP include reporting of emergency conditions associated with a fire and complying with various water discharge permitting conditions to prevent an unauthorized discharge of pollutants into navigable waters. The LDEQ has not made a demand for specific penalties, although it is possible that the LDEQ could seek penalties in excess of $100,000. Refer to the relevant portions of Note 7 on pages 8 through 10 of this Quarterly Report on Form 10-Q for information on legal proceedings. Item 6. Exhibits and Reports on Form 8-K a) Exhibits The registrant has no exhibits for the three month period ended September 30, 2001. b) Reports on Form 8-K The registrant has not filed any reports on Form 8-K during the quarter. -25- EXXON MOBIL CORPORATION SIGNATURE Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. EXXON MOBIL CORPORATION Date: November 13, 2001 /s/ DONALD D. HUMPHREYS

____ Donald D. Humphreys, Vice President, Controller and Principal Accounting Officer -26-