10-Q 1 r10q3q02s.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, 2002 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, 2002 ______________________________ ____________________________________ Common stock, without par value 6,728,898,090 EXXON MOBIL CORPORATION FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002 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, 2002 and 2001 Condensed Consolidated Balance Sheet 4 As of September 30, 2002 and December 31, 2001 Condensed Consolidated Statement of Cash Flows 5 Nine months ended September 30, 2002 and 2001 Notes to Condensed Consolidated Financial Statements 6-16 Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 17-24 Item 3. Quantitative and Qualitative Disclosures About Market Risk 25 Item 4. Controls and Procedures 25 PART II. OTHER INFORMATION Item 1. Legal Proceedings 25-26 Item 2. Changes in Securities 27 Item 6. Exhibits and Reports on Form 8-K 27 Signature 28 Certifications 29-34 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 2002 2001
2002 2001 ____ ____
____ ____ ~~Sales and other operating revenue, including excise taxes $ 53,278 $ 51,132 $146,073 $162,309 Earnings from equity interests and other revenue 904 981 2,549 3,288~~
________ ________
________ ________
~~Total revenue 54,182 52,113 148,622 165,597~~ ________
________ ________
~~________ COSTS AND OTHER DEDUCTIONS Crude oil and product purchases 25,243 22,839 65,888 73,448 Operating expenses 4,830 4,481 12,962 14,096 Selling, general and administrative expenses 2,730 3,196 9,178 9,471 Depreciation and depletion 2,195 1,957 6,235 5,804 Exploration expenses,~~

~~including dry holes 162 318 609 864 Merger related expenses 129 145 253 433 Interest expense 51 76 190 223 Excise taxes 5,783 5,316 16,224 15,836 Other taxes and duties 8,485 8,420 24,821 24,670 Income applicable to minority and preferred interests 76 125 108 420 ________ ________ ________ ________ Total costs and other deductions 49,684 46,873 136,468 145,265 ________ ________ ________ ________ INCOME BEFORE INCOME TAXES 4,498 5,240 12,154 20,332 Income taxes 1,858 2,060 4,784 7,907 ________ ________ ________ ________ INCOME BEFORE EXTRAORDINARY ITEM 2,640 3,180 7,370 12,425 Extraordinary gain, net of income tax 0 0 0 215 ________ ________ ________ ________ NET INCOME $ 2,640 $ 3,180 $ 7,370 $ 12,640 ======== ======== ======== ======== NET INCOME PER COMMON SHARE (DOLLARS) Before extraordinary gain $ 0.39 $ 0.46 $ 1.09 $ 1.81 Extraordinary gain, net of income tax 0.00 0.00 0.00 0.03 ________ ________ ________ ________ Net income $ 0.39 $ 0.46 $ 1.09 $ 1.84 ======== ======== ======== ======== NET INCOME PER COMMON SHARE -~~

~~ASSUMING DILUTION (DOLLARS) Before extraordinary gain $ 0.39 $ 0.46 $ 1.08 $ 1.79 Extraordinary gain, net of income tax 0.00 0.00 0.00 0.03~~

~~Net income $ 0.39 $ 0.46 $ 1.08 $ 1.82~~

~~DIVIDENDS PER COMMON SHARE $ 0.23 $ 0.23 $ 0.69 $ 0.68~~

-3- EXXON MOBIL CORPORATION CONDENSED CONSOLIDATED BALANCE SHEET (millions of dollars)

Sept. 30, Dec. 31, 2002 2001

~~ASSETS Current assets Cash and cash equivalents $ 6,937 $ 6,547 Notes and accounts receivable - net 18,699 19,549 Inventories Crude oil, products and merchandise 7,472 6,743 Materials and supplies 1,284 1,161 Prepaid taxes and expenses 2,151 1,681~~

~~Total current assets 36,543 35,681 Property, plant and equipment - net 93,459 89,602 Investments and other assets 19,471 17,891~~

~~TOTAL ASSETS $149,473 $143,174~~

~~LIABILITIES Current liabilities Notes and loans payable $ 3,773 $ 3,703 Accounts payable and accrued liabilities 24,394 22,862~~

~~Income taxes payable 4,892 3,549~~

~~Total current liabilities 33,059 30,114~~

~~Long-term debt 7,110 7,099~~

~~Deferred income tax liability 16,572 16,359~~

~~Other long-term liabilities 18,042 16,441~~

~~TOTAL LIABILITIES 74,783 70,013~~

~~SHAREHOLDERS' EQUITY~~

~~Benefit plan related balances (92) (159)~~

~~Common stock, without par value: Authorized: 9,000 million shares Issued: 8,019 million shares 3,851 3,789~~

~~Earnings reinvested 98,416 95,718~~

~~Accumulated other nonowner changes in equity~~

~~Cumulative foreign exchange translation adjustment (3,905) (5,947)~~

~~Minimum pension liability adjustment (535) (535)~~

~~Unrealized losses on stock investments (55) (108)~~

~~Common stock held in treasury: 1,290 million shares at September 30, 2002 (22,990) 1,210 million shares at December 31, 2001 (19,597)~~

~~TOTAL SHAREHOLDERS' EQUITY 74,690 73,161~~

~~TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY $149,473~~

~~$143,174~~

The number of shares of common stock issued and outstanding at September 30, 2002 and December 31, 2001 were 6,728,898,090 and 6,808,565,611, respectively. -4- EXXON MOBIL CORPORATION CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (millions of dollars)

Nine Months Ended
September 30,

2002 2001

~~CASH FLOWS FROM OPERATING ACTIVITIES Net income $ 7,370 $ 12,640 Depreciation and depletion 6,235 5,804 Changes in operational working capital, excluding cash and debt 2,510 832 All other items - net 74 223~~

~~Net cash provided by operating activities 16,189 19,499~~

~~CASH FLOWS FROM INVESTING ACTIVITIES Additions to property, plant and equipment (8,147) (6,863) Sales of subsidiaries, investments, and property, plant and equipment 1,059 888 Other investing activities - net (437) 30~~

~~Net cash used in investing activities (7,525) (5,945)~~

~~NET CASH GENERATION BEFORE FINANCING ACTIVITIES 8,664 13,554~~

~~CASH FLOWS FROM FINANCING ACTIVITIES Additions to long-term debt 382 338 Reductions in long-term debt (208) (403) Additions/(reductions) in short-term debt - net (463) (2,307) Cash dividends to ExxonMobil shareholders (4,672) (4,683) Cash dividends~~

~~to minority interests (152) (158) Changes in minority interests and sales/(purchases) of affiliate stock (167) (338) Net ExxonMobil shares acquired (3,402) (4,065) ________ ________ Net cash used in financing activities (8,682) (11,616) ________ ________ Effects of exchange rate changes on cash 408 8 ________ ________ Increase/(decrease) in cash and cash equivalents 390 1,946 Cash and cash equivalents at beginning of period 6,547 7,080 ________ ________ CASH AND CASH EQUIVALENTS AT END OF PERIOD $ 6,937 $ 9,026 ======== ======== SUPPLEMENTAL DISCLOSURES Income taxes paid $ 4,360 $ 6,539 Cash interest paid $ 328 $ 403~~

-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 2001 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. Recently Issued Statements of Financial Accounting Standards 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 in accordance with Statement of Financial Accounting Standards No. 19 (FAS 19), "Financial Accounting and Reporting by Oil and Gas Producing Companies". 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 accreted for the change in their present value and the initial capitalized costs will be depreciated over the useful lives of the related assets. While the corporation continues to evaluate the impact of adopting FAS 143, preliminary estimates indicate that the cumulative adjustment for the change in accounting principle will result in after-tax income in the range of $500 million to $700 million as of January 1, 2003. This adjustment is due to the difference in the method of accruing site restoration costs under FAS 143 compared with the method required by FAS 19, the accounting standard that the corporation has been required to follow since 1978. Under FAS 19, site restoration costs are accrued on a unit-of-production basis of accounting as the oil and gas is produced. The FAS 19 method matches the accruals with the revenues generated from production and results in most of the costs being accrued in early field life, when production is at the highest level. Because FAS 143 requires accretion of the liability as a result of the passage of time using an interest method of allocation, the majority of the costs will be accrued towards the end of field life, when production is at the lowest level. The cumulative income adjustment described above results from reversing the higher liability accumulated under FAS 19 in order to adjust it to the lower amount resulting from transition to FAS 143. This amount being reversed in transition, which was previously charged to operating earnings under FAS 19, will again be charged to those earnings under FAS 143 in future years. Because of the long periods over which these costs will be charged, the impact on future annual net income of these increased charges will be immaterial. -6- 3. 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 2002, in association with the Merger,

$129 million of before tax costs ($85 million after tax) were recorded as merger related expenses, including costs for rationalization of facilities and systems. In the third quarter of 2001, merger related costs were $145 million before tax ($140 million after tax). For the nine months ended September 30, 2002, merger related expenses totaled $253 million before tax ($175 million after tax). For the nine months ended September 30, 2001, merger related expenses totaled $433 million before tax ($325 million after tax). The severance reserve balance at the end of the third quarter of 2002 is expected to be expended in 2002 and 2003. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2002: Opening Balance at Balance Additions Deductions Period End _______ _________ __________ __________ (millions of dollars) 197 32 134 95 4. Extraordinary Gain Third quarter 2002 and 2001 results included no extraordinary gains. Results for the nine months ended September 30, 2002, included no extraordinary gains. For the nine months ended September 30, 2001, the net after tax gain from asset management activities and required asset divestitures totaled $215 million (including an income tax credit of $21 million), or $0.03 per common share. These net gains from asset management activities in the chemicals segment and 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. 5. 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 -7- 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. 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 it should be set aside or substantially reduced on factual and constitutional grounds. The Alabama Supreme Court heard oral arguments on the appeal on April 25, 2002. 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 has appealed 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. -8- 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 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 corporation's outstanding unconditional purchase obligations at September 30, 2002 were similar to those at the prior year-end period. 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. 6. Nonowner Changes in Shareholders' Equity

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

2002 2001 2002 2001

~~(millions of dollars) Net income $ 2,640 $ 3,180 $ 7,370 $12,640 Changes in other nonowner changes in equity Foreign exchange translation adjustment (481) 657 2,042 (862) Minimum pension liability adjustment 0 0 0 0 Unrealized gains/(losses) on stock investments (38) (146) 53 (73) Total nonowner changes in shareholders' equity $ 2,121 $ 3,691 $ 9,465 $11,705~~

-9- 7. Earnings Per Share

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

2002 2001 2002 2001

~~NET INCOME PER COMMON SHARE Income before extraordinary item (millions of dollars) $ 2,640 $ 3,180 $ 7,370 $12,425 Weighted average number of common shares outstanding (millions of shares) 6,740 6,852 6,767 6,883 Net income per common share (dollars) Before extraordinary gain $ 0.39 $ 0.46 $ 1.09 $ 1.81 Extraordinary gain, net of income tax 0.00 0.00 0.00 0.03 Net~~

~~income $ 0.39 $ 0.46 $ 1.09 $ 1.84~~

~~NET INCOME PER COMMON SHARE - ASSUMING DILUTION Income before extraordinary item (millions of dollars) $ 2,640 $ 3,180 $ 7,370 $12,425 Adjustment for assumed dilution 0 (1) 0 (3)~~

~~Income available to common shares $ 2,640 $ 3,179 $ 7,730 $12,422~~

~~Weighted average number of common shares outstanding (millions of shares) 6,740 6,852 6,767 6,883 Plus: Issued on assumed exercise of stock options 47 72 57 74~~

~~Weighted average number of common shares 6,787 6,924 6,824 6,957 outstanding~~

~~Net income per common share - assuming dilution (dollars) Before extraordinary gain $ 0.39 $ 0.46 $ 1.08 $ 1.79 Extraordinary gain, net of income tax 0.00 0.00 0.00 0.03~~

~~Net income $ 0.39 $ 0.46 $ 1.08 $ 1.82~~

8. Disclosures about Segments and Related Information

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001

~~(millions of dollars) EARNINGS AFTER INCOME TAX Upstream United States $ 641 $ 767 $ 1,759 $ 3,506 Non-U.S. 1,561 1,364 4,605 5,253 Downstream United States 42 390 290 1,643 Non-U.S. 83 552 189 1,565 Chemicals United States 156 76 313 270 Non-U.S. 197 80 441 403 All other (40) (49) (227) 0~~

~~Corporate total $ 2,640 $ 3,180 $ 7,370 $ 12,640~~

~~Extraordinary gains included above: Chemicals United States $ 0 $ 0 $ 0 $ 100 Non-U.S. 0 0 0 75 All other 0 0 0 40~~

~~Corporate total $ 0 $ 0 $ 0 $ 215~~

~~SALES AND OTHER OPERATING REVENUE Upstream United States $ 938 $ 971 $ 2,717 $ 4,672 Non-U.S. 2,775 2,991 8,501 10,892 Downstream United States 13,468 13,075 35,678 40,179 Non-U.S. 31,644 30,031 86,683 93,473 Chemicals United States 1,773 1,606 5,144 5,412 Non-U.S. 2,565 2,247 6,947 7,046 All other 115 211 403 635~~

~~Corporate total $ 53,278 $ 51,132 $146,073 $162,309~~

~~INTERSEGMENT REVENUE Upstream United States $ 1,277 $ 1,145 $ 3,696 $ 4,219 Non-U.S. 2,584 2,820 8,630 9,597 Downstream United States 636 888 3,398 3,272 Non-U.S. 4,448 4,744 12,664 13,589 Chemicals United States 727 390 1,944 1,734 Non-U.S. 626 540 1,810 1,642 All other 88 48 230 142~~

-11- 9. 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 September 30, 2002) and the 6.125% notes due 2008 ($160 million) of Exxon Capital Corporation and the deferred interest debentures due 2012 ($980 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.

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, 2002~~

~~Revenue Sales and other operating revenue, including excise taxes $ 2,205 $ - $ - $ 51,073 $ - $ 53,278 Earnings from equity interests and other revenue 2,703 - (11) 779 (2,567) 904 Intercompany revenue 4,843 11 7 31,448 (36,309) - Total revenue 9,751 11 (4) 83,300 (38,876) 54,182 Costs and other deductions Crude oil and product purchases 4,746 - - 54,712 (34,215) 25,243 Operating expenses 1,187 1 - 4,373 (731) 4,830 Selling, general and administrative expenses 452 1 - 2,277 - 2,730 Depreciation and depletion 388 1 1 1,805 - 2,195 Exploration expenses, including dry holes 46 - - 116 - 162 Merger related expenses 27 - - 105 (3) 129 Interest expense 184 5 28 1,194 (1,360) 51 Excise taxes - - - 5,783 - 5,783 Other taxes and duties 1 - - 8,484 - 8,485 Income applicable to minority and preferred interests - - - 76 - 76 Total costs and other deductions 7,031 8 29 78,925 (36,309) 49,684 Income before income taxes 2,720 3 (33) 4,375 (2,567) 4,498 Income taxes 80 1 (8) 1,785 - 1,858 Income before extraordinary item 2,640 2 (25) 2,590 (2,567) 2,640 Extraordinary gain, net of income tax - - - - - - Net income $ 2,640 $ 2 $ (25) $ 2,590 $ (2,567) $ 2,640~~

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 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 ________ ________ ________ ________ ________ ________ Condensed consolidated statement of income for nine months ended September 30, 2002

Revenue Sales and other operating revenue, including excise taxes $ 6,398 $ - $ - $139,675 $ - $146,073 Earnings from equity interests and other revenue 7,594 5 (10) 2,122 (7,162) 2,549 Intercompany revenue 11,311 32 21 84,559 (95,923) - ________ ________ ________ ________ ________ ________ Total revenue 25,303 37 11 226,356 (103,085) 148,622 ________ ________ ________ ________ ________ ________ Costs and other deductions Crude oil and product purchases 10,844 - - 144,113 (89,069) 65,888 Operating expenses 3,631 2 1 12,445 (3,117) 12,962 Selling, general and administrative expenses 1,386 2 - 7,790 - 9,178 Depreciation and depletion 1,164 4 2 5,065 - 6,235 Exploration expenses, including dry holes 127 - - 482 - 609 Merger related expenses 63 - - 203 (13) 253 Interest expense 439 16 84 3,375 (3,724) 190 Excise taxes - - - 16,224 - 16,224 Other taxes and duties 10 - - 24,811 - 24,821 Income applicable to minority and preferred interests - - - 108 - 108 ________ ________ ________ ________ ________ ________ Total costs and other deductions 17,664 24 87 214,616 (95,923) 136,468 ________ ________ ________ ________ ________ ________ Income before income taxes 7,639 13 (76) 11,740 (7,162) 12,154 Income taxes 269 5 (23) 4,533 - 4,784 ________ ________ ________ ________ ________ ________ Income before extraordinary item 7,370 8 (53) 7,207 (7,162) 7,370 Extraordinary gain, net of income tax - - - - - - ________ ________ ________ ________ ________ ________ Net income $ 7,370 $ 8 $ (53) $ 7,207 $ (7,162) $ 7,370 ________ ________ ________ ________ ________ ________

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	(millions of dollars)					
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 balance sheet as of September 30, 2002

Cash and cash equivalents $ 470 $ - $ - $ 6,467 $ - $ 6,937 Notes and accounts receivable - net 3,488 - - 15,211 - 18,699 Inventories 1,043 - - 7,713 - 8,756 Prepaid taxes and expenses 167 - 27 1,957 - 2,151 Total current assets 5,168 - 27 31,348 - 36,543 Property, plant and equipment - net 16,895 105 4 76,455 - 93,459 Investments and other assets 101,056 - 542 330,514 (412,641) 19,471 Intercompany receivables 18,090 1,462 1,444 302,400 (323,396) - Total assets $141,209 $ 1,567 $ 2,017 $740,717 $(736,037) $149,473

Notes and loan payables $ - $ 23 $ 10 $ 3,740 $ - $ 3,773 Accounts payable and accrued liabilities 2,640 2 - 21,752 - 24,394 Income taxes payable 923 1 - 3,968 - 4,892 Total current liabilities 3,563 26 10 29,460 - 33,059 Long-term debt 1,298 266 1,085 4,461 - 7,110 Deferred income tax liabilities 2,868 32 299 13,373 - 16,572 Other long-term liabilities 4,101 - - 13,941 - 18,042 Intercompany payables 54,689 345 382 267,980 (323,396) - Total liabilities 66,519 669 1,776 329,215 (323,396) 74,783 Earnings reinvested 98,416 92 (153) 55,985 (55,924) 98,416 Other shareholders' equity (23,726) 806 394 355,517 (356,717) (23,726) Total shareholders' equity 74,690 898 241 411,502 (412,641) 74,690 Total liabilities and shareholders' equity $141,209 $ 1,567 $ 2,017 $740,717 $(736,037) $149,473

Condensed consolidated balance sheet as of December 31, 2001

Cash and cash equivalents $ 1,375 $ - $ - $ 5,172 $ - $ 6,547 Notes and accounts receivable - net 2,458 - - 17,091 - 19,549 Inventories 996 - - 6,908 - 7,904 Prepaid taxes and expenses 155 5 8 1,513 - 1,681 Total current assets 4,984 5 8 30,684 - 35,681 Property, plant and equipment - net 16,843 108 6 72,645 - 89,602 Investments and other assets 92,844 - 552 323,689 (399,194) 17,891 Intercompany receivables 8,466 1,365 1,431 266,527 (277,789) - Total assets $123,137 $ 1,478 $ 1,997 $693,545 $(676,983) $143,174 Notes and loan payables $ - $ 35 $ 10 $ 3,658 $ - $ 3,703 Accounts payable and accrued liabilities 2,735 6 1 20,120 - 22,862 Income taxes payable 767 - - 2,782 - 3,549 Total current liabilities 3,502 41 11 26,560 - 30,114 Long-term debt 1,258 266 1,008 4,567 - 7,099 Deferred income tax liabilities 2,989 33 302 13,035 - 16,359 Other long-term liabilities 4,373 - - 12,068 - 16,441 Intercompany payables 37,854 248 382 239,305 (277,789) - Total liabilities 49,976 588 1,703 295,535 (277,789) 70,013 Earnings reinvested 95,718 84 (100) 48,907 (48,891) 95,718 Other shareholders' equity (22,557) 806 394 349,103 (350,303) (22,557) Total shareholders' equity 73,161 890 294 398,010 (399,194) 73,161 Total liabilities and shareholders' equity $123,137 $ 1,478 $ 1,997 $693,545 $(676,983) $143,174

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, 2002

Cash provided by/(used in) operating activities $ 260 $ 12 $ 13 $ 16,324 $ (420) $ 16,189

Cash flows from investing activities Additions to property, plant and equipment (1,274) - - (6,873) - (8,147) Sales of long-term assets 120 - - 939 - 1,059 Net intercompany investing 8,063 (97) (13) (8,075) 122 - All other investing, net - - - (437) - (437)

Net cash provided by/(used in)investing activities 6,909 (97) (13) (14,446) 122 (7,525)

Cash flows from financing activities Additions to long-term debt - - - 382 - 382 Reductions in long-term debt - - - (208) - (208) Additions/(reductions) in short-term debt - net - (12) - (451) - (463) Cash dividends (4,672) - - (420) 420 (4,672) Net ExxonMobil shares sold/(acquired) (3,402) - - - - (3,402) Net intercompany financing activity - 97 - 25 (122) - All other financing, net - - - (319) - (319)

Net cash provided by/(used in)financing activities (8,074) 85 - (991) 298 (8,682)

Effects of exchange rate changes on cash - - - 408 - 408

Increase/(decrease) in cash and cash equivalents $ (905) $ - $ - $ 1,295 $ - $ 390

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

 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 _____________
_________________ 2002 2001 2002 2001 ____ ____ ____
____ ~~(millions of dollars) Earnings including merger effects and special items~~

~~Upstream United States $ 641 $ 767 $ 1,759 $ 3,506 Non-U.S. 1,561 1,364 4,605 5,253 Downstream United States 42 390 290 1,643 Non-U.S. 83 552 189 1,565 Chemicals United States 156 76 313 270 Non-U.S. 197 80 441 403 Other operations 121 120 360 389 Corporate and financing (76) (29) (412) (104) Merger expenses (85) (140) (175) (325) Gain from required asset divestitures 0 0 0 40~~ _______ _______ _______ _______ ~~NET INCOME $ 2,640 $ 3,180 $ 7,370 $12,640~~ ======= ======= ======= ======= ~~Net income per common share $ 0.39 $ 0.46 $ 1.09 $ 1.84 Net income per common share - assuming dilution $ 0.39 $ 0.46 $ 1.08 $ 1.82 Merger effects and special items~~ _______________________________ ~~Upstream Non-U.S. $ (215) $ 0 $ (215) $ 0 Chemicals United States (extraordinary item) 0 0 0 100 Non-U.S. (extraordinary item) 0 0 0 75 Merger expenses (85) (140) (175) (325) Gain from required asset divestitures (extraordinary item) 0 0 0 40~~ _______ _______ _______ _______ ~~TOTAL $ (300) $ (140) $ (390) $ (110)~~ ======= ======= ======= ======= ~~Earnings excluding merger effects and special items~~

~~Upstream United States $ 641 $ 767 $ 1,759 $ 3,506 Non-U.S. 1,776 1,364 4,820 5,253 Downstream United States 42 390 290 1,643 Non-U.S. 83 552 189 1,565 Chemicals United States 156 76 313 170 Non-U.S. 197 80 441 328 Other operations 121 120 360 389 Corporate and financing (76) (29) (412) (104)~~ _______ _______ _______ _______ ~~TOTAL $ 2,940 $ 3,320 $ 7,760 $12,750~~ ======= ======= ======= ======= ~~Earnings per common share $ 0.44 $ 0.48 $ 1.15 $ 1.86 Earnings per common share - assuming dilution $ 0.44 $ 0.48 $ 1.14 $ 1.84~~

-17- REVIEW OF THIRD QUARTER 2002 RESULTS Excluding merger effects and special items, estimated third quarter 2002 earnings were $2,940 million ($0.44 per share), a decrease of $380 million from the third quarter of 2001, but an increase of $270 million from the second quarter of 2002. Including merger effects and special items, estimated net income of $2,640 million ($0.39 per share) decreased $540 million. Revenue for the third quarter of 2002 totaled $54,182 million compared with $52,113 million in 2001. Capital and exploration expenditures of $3,563 million in the third quarter of 2002 were up $465 million, or 15 percent, compared with $3,098 million last year and were 5 percent higher than in this year's second quarter. Excluding merger effects and special items, ExxonMobil's third quarter 2002 earnings of $2,940 million were up $270 million from second quarter 2002 earnings of $2,670 million. This improvement followed an increase of $520 million from first to second quarter 2002. Upstream earnings improved $264 million from the second quarter, primarily reflecting the continued upward trend in crude oil prices. Downstream earnings decreased $257 million from the second quarter primarily due to weak U.S. refining conditions and unfavorable foreign exchange effects. Marketing margins declined and remained weak overall. Chemicals earnings rose $84 million compared with the second quarter. Improved margins in the U.S. more than offset lower volumes, which were down slightly from the prior quarter's record level. Corporate and financing expenses of $76 million decreased $144 million mainly due to favorable foreign exchange impacts. Operating costs for the first nine months of 2002 declined $1.5 billion versus the same period last year. The decline was related to lower energy prices and additional efficiencies captured in all business lines.

	Nine Months Ended September 30,	
	2002	2001
	(millions of dollars)	
OPERATING COSTS EXCLUDING MERGER EXPENSES		
From ExxonMobil's Condensed Consolidated Statement of Income		
Operating expenses	$ 12,962	$ 14,096
Selling, general and administrative expenses	9,178	9,471
Depreciation and depletion	6,235	5,804
Exploration expenses, including dry holes	609	864
Subtotal	28,984	30,235
ExxonMobil's share of equity company expenses	2,736	3,004
Total operating costs	$ 31,720	$ 33,239

Compared with last year's third quarter, ExxonMobil's third quarter 2002 earnings, excluding merger effects and special items, were $2,940 million, down $380 million. The reduction in earnings reflected significantly weaker conditions in the downstream segments, partly offset by improvements in crude oil prices and production levels in the upstream. Upstream earnings were $2,417 million, an increase of $286 million from the third quarter 2001 results. These upstream results reflected higher realizations on sales of crude oil. Liquids production, excluding the impact of OPEC quota restrictions, was flat as new production from fields in Malaysia, Angola and Canada was offset by natural field decline. Natural gas volumes were up 8 percent, reflecting resumed operations at the Arun field in Indonesia and higher production elsewhere in Asia-Pacific. On an oil-equivalent basis, excluding the effect of OPEC quota restrictions, production increased 3 percent. Project schedules for long-term volume increases remain on track as reflected by higher capital spending. Downstream earnings were $125 million, down $817 million from last year's third quarter, reflecting weak industry-wide conditions. Refining margins dropped in most areas worldwide, with the sharpest declines in the U.S., Europe and Japan. Improved refining operations have continued to provide a partial offset to the margin decline. Marketing margins remained weak in most areas worldwide, with further declines in the quarter outside of the U.S. Chemicals earnings of $353 million were more than double last year's third quarter due mainly to record third quarter sales volumes and a net improvement in margins. Earnings from other operations, including coal, minerals and power, totaled $121 million, similar to last year. Third quarter 2002 net income of $2,640 million included after-tax merger expenses of $85 million and a special charge of $215 million, reflecting the impact on deferred income taxes from the 10 percent supplementary upstream tax enacted in the U.K. in July. In the third quarter, ExxonMobil continued its active investment program, spending $3,563 million on capital and exploration projects, compared with $3,098 million last year, reflecting continued growth in upstream spending. Capital and exploration expenditures of $9,930 million for the first nine months of 2002 were up $1,482 million, or 18 percent, compared with $8,448 million last year. Upstream capital spending was up 22 percent, consistent with long term investment plans which will result in expanding profitable production. Cash flow from operations and asset sales for the first nine months of 2002 was $17.2 billion, below last year's $20.4 billion level due to lower earnings, but sufficiently large to exceed cash requirements to fund the corporation's growing capital expenditure program, shareholder dividends and continuing share purchases.

Nine Months Ended September 30,

2002 2001 ~~(millions of dollars) CASH FLOWS FROM OPERATIONS AND ASSET SALES Net cash provided by operating activities $ 16,189 $ 19,499 Sales of subsidiaries, investments, and property, plant and equipment 1,059 888~~

~~Cash flows from operations and asset sales $ 17,248 $ 20,387~~

-19- OTHER COMMENTS ON THIRD QUARTER 2002 COMPARED TO THIRD QUARTER 2001 Excluding a special charge recorded in 2002, upstream earnings were $2,417 million, up $286 million from the third quarter 2001 reflecting higher crude oil realizations. Liquids production of 2,448 kbd (thousands of barrels per day) decreased from 2,484 kbd in the third quarter of 2001. Higher production in Angola, Malaysia, Canada and Venezuela was offset by OPEC quota restrictions and natural field declines in mature areas. Absent OPEC quota restrictions, liquids production was flat with last year. Third quarter natural gas production increased to 9,214 mcfd (millions of cubic feet per day), compared with 8,561 mcfd last year. Improvements in Asia-Pacific natural gas volumes, mainly from the return to full production levels at the Arun field in Indonesia following last year's curtailments due to security concerns, were partly offset by natural field decline in the U.S. and North Sea. Total actual oil and natural gas production increased 2 percent versus the third quarter of last year, as resumption of full operations at Arun and contributions from new projects and work programs more than offset natural field declines. Excluding the impact of OPEC quota restrictions, oil-equivalent production was up 3 percent. Earnings from U.S. upstream operations were $641 million, down $126 million. Excluding the special U.K. tax charge in 2002, non-U.S. upstream earnings of $1,776 million were $412 million higher than last year's third quarter. Downstream earnings of $125 million decreased substantially from the third quarter of last year, reflecting significantly lower refining margins in the U.S. and Europe with continued weakness in Asia-Pacific. Marketing margins remained depressed. Petroleum product sales were 7,763 kbd, 188 kbd lower than last year's third quarter in large part due to reduced demand for aviation fuel and lower distillate and fuel oil sales in Europe. U.S. downstream earnings were $42 million, down $348 million. Non-U.S. downstream earnings of $83 million were $469 million lower than last year's third quarter. Chemicals earnings of $353 million were up $197 million from the same quarter a year ago reflecting higher volumes and improved margins. Prime product sales of 6,711 kt (thousands of metric tons) were up 254 kt, reflecting higher demand in key commodity businesses across most regions and supported by capacity additions in Singapore. Earnings from other operations, including coal, minerals and power, totaled $121 million, similar to last year. Corporate and financing expenses of $76 million increased $47 million, primarily due to higher pension costs. The corporation's effective tax rate increased to 43.2 percent in the third quarter, and reflected the impact of higher U.K. taxes, including a special charge of $215 million related to the deferred income tax effect of the 10 percent supplementary U.K. tax on North Sea operations that was enacted during the quarter. During the period, the Company continued to benefit from the favorable resolution of other tax related issues. Third quarter net income also included $85 million of after-tax merger expenses, including costs for rationalization of facilities and systems. -20- During the third quarter of 2002, Exxon Mobil Corporation purchased 30 million shares of its common stock for the treasury at a gross cost of $1,062 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 6,757 million at the end of the second quarter of 2002 to 6,729 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. FIRST NINE MONTHS 2002 COMPARED WITH FIRST NINE MONTHS 2001 Excluding merger effects and special items, earnings of $7,760 million ($1.14 per share) for the first nine months of 2002 decreased $4,990 million from the record first nine months of last year. Including merger effects and special items, net income of $7,370 million ($1.08 per share) for the first nine months of 2002 decreased $5,270 million. Included in this year's first nine months net income was $390 million in after-tax merger expenses and unfavorable special items, while last year's first nine months included net unfavorable merger effects and special items of $110 million. Upstream earnings decreased primarily due to lower natural gas realizations, particularly in North America, where prices reached historical highs at the beginning of 2001. Crude oil realizations were also lower. Liquids production of 2,494 kbd decreased 53 kbd from the first nine months of 2001. Higher production in Angola, Malaysia, Venezuela and Canada was offset by OPEC quota restrictions and natural field declines in mature areas. Excluding the effect of OPEC quota restrictions, liquids production in 2002 was flat with the first nine months of 2001. Worldwide natural gas production of 10,039 mcfd in the first nine months of 2002 compared with 9,910 mcfd in 2001. Improvements in Asia-Pacific volumes, mainly from the return to full production levels at the Arun field in Indonesia following last year's curtailments due to security concerns, more than offset reduced weather-related demand in Europe and natural field decline in the U.S. Weather-related demand in Europe reduced total gas volumes by about 3 percent. Total oil and natural gas producible volumes increased 2 percent versus the first nine months of last year, as resumption of production at Arun and contributions from new projects and work programs more than offset natural field declines. Earnings from U.S. upstream operations for the first nine months of 2002 were $1,759 million, a decrease of $1,747 million. Excluding a special item reported in 2002, earnings outside the U.S. were $4,820 million, $433 million lower than last year. Downstream earnings decreased substantially from the first nine months of 2001, reflecting significantly lower refining margins in the U.S. and Europe, and further weakness in marketing margins. Improved refining operations provided a partial offset to the margin decline. Petroleum product sales of 7,670 kbd decreased 286 kbd from the first nine months of 2001, largely related to reduced refinery runs due to weak margins, and lower demand for aviation fuels and distillates. U.S. downstream earnings were $290 million, down $1,353 million. Earnings outside the U.S. of $189 million were $1,376 million lower than last year. Excluding special items of $175 million recorded in 2001, Chemicals earnings of $754 million for the first nine months of 2002 were $256 million higher than last year reflecting increased prime product sales volumes across all regions and higher margins. Sales volumes of 20,216 kt were 4 percent above last year's level. -21- Earnings from other operations totaled $360 million, a decrease of $29 million due primarily to the absence of Colombian coal operations which were sold in the first quarter of 2002. Corporate and financing expenses increased $308 million to $412 million, mainly reflecting higher pension expenses and lower interest income. 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 2002, in association with the Merger, $129 million of before tax costs ($85 million after tax) were recorded as merger related expenses, including costs for rationalization of facilities and systems. In the third quarter of 2001, merger related expenses were $145 million before tax ($140 million after tax). For the nine months ended September 30, 2002, merger related expenses totaled $253 million before tax ($175 million after tax). For the nine months ended September 30, 2001, merger related expenses totaled $433 million before tax ($325 million after tax). The severance reserve balance at the end of the third quarter of 2002 is expected to be expended in 2002 and 2003. The following table summarizes the activity in the severance reserve for the nine months ended September 30, 2002: Opening Balance at Balance Additions Deductions Period End _______ _________ __________ __________ (millions of dollars) 197 32 134 95 Merger related expenses are expected to total approximately $3.2 billion before tax on a cumulative basis by the end of 2002. Additional expense for facilities rationalization and systems are anticipated in the fourth quarter of 2002, after which the corporation does not expect to use the merger expense segment in future reporting. Merger synergy initiatives are on track. Results for the nine months ended September 30, 2002, included no extraordinary gains. For the nine months ended September 30, 2001, the net after tax gain from required asset divestments, all in the first quarter, totaled $40 million (including an income tax credit of $15 million), or $0.01 per common share. These net gains from required asset divestments 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 $8,664 million in the first nine months of 2002 versus $13,554 million in the same period last year. Operating activities provided net cash of $16,189 million, a decrease of $3,310 million from the prior year, influenced by lower net income partly offset by the positive impact of lower working capital. Cash flow from operations also included $1.5 billion in funds received from BEB Erdgas und Erdoel GmbH ("BEB"), a German exploration and production company indirectly owned 50 percent and accounted for under the equity method of -22- accounting. The funds were loaned in connection with a restructuring that will enable BEB, pending German regulatory approvals, to transfer its holdings in Ruhrgas AG, a German gas transmission company. Net income will not reflect the transfer of the Ruhrgas shares until final approvals are obtained. Investing activities used net cash of $7,525 million, compared to cash used of $5,945 million in the prior year, reflecting higher additions to property, plant and equipment. Net cash used in financing activities was $8,682 million in the first nine months of 2002 versus $11,616 million in the same period last year reflecting a lower level of debt reductions in the current year. During the first nine months of 2002, Exxon Mobil Corporation purchased 93 million shares of its common stock for the treasury at a gross cost of $3,617 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 2002 totaled $148,622 million compared to $165,597 million in the first nine months of 2001 reflecting lower prices. Capital and exploration expenditures were $9,930 million in the first nine months 2002 compared to $8,448 million in last year's first nine months. In 2002, capital and exploration investments are expected to increase by more than 10 percent over 2001 primarily driven by ExxonMobil's large portfolio of upstream projects. Total debt of $10.9 billion at September 30, 2002 increased $0.1 billion from year-end 2001. The corporation's debt to total capital ratio was 12.3 percent at the end of the first nine months of 2002, compared to 12.4 percent at year-end 2001. 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. Litigation and other contingencies are discussed in note 5 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 which will result in either gains or losses. Asset management activities in the first nine months of 2002 included the sale of coal operations in Colombia in the first quarter. On May 2, 2002, the corporation announced that it had reached agreement to sell its interests in Compania Minera Disputada de las Condes Limitada (a Chile copper mining business) for $1.3 billion, plus future contingent payments in the event of higher future copper prices. The sale is subject to the completion of outstanding due diligence, the completion of a definitive sale and purchase agreement and required regulatory approvals, with such work continuing into the fourth quarter 2002. -23- 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 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 petrochemical products; and other factors discussed above and discussed under the caption "Factors Affecting Future Results" in Item 1 of ExxonMobil's 2001 Form 10-K. We assume no duty to update these statements as of any future date. -24- EXXON MOBIL CORPORATION Item 3. Quantitative and Qualitative Disclosures About Market Risk Information about market risks for the nine months ended September 30, 2002 does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2001. Item 4. Controls and Procedures As indicated in the certifications on pages 29 through 34 of this report, the corporation's principal executive officer, principal financial officer and principal accounting officer have evaluated the corporation's disclosure controls and procedures as of September 30, 2002. Based on that evaluation, these officers have concluded that the corporation's disclosure controls and procedures are effective for the purpose of ensuring that material information required to be in this quarterly report is made known to them by others on a timely basis. There have not been changes in the corporation's internal controls or in other factors that could significantly affect these controls subsequent to the date of this evaluation. PART II. OTHER INFORMATION Item 1. Legal Proceedings The New York State Department of Environmental Conservation ("NYSDEC") issued a Notice of Violation with respect to the Port Mobil Terminal in Staten Island, New York on August 1, 2002. The NYSDEC alleges violations of regulations under New York's Petroleum Bulk Storage and Chemical Bulk Storage programs, including that certain above-ground storage tanks holding petroleum products (or chemicals) are not being managed in accordance with regulatory requirements or are in violation of permit requirements. The NYSDEC served a Notice of Hearing and Complaint on ExxonMobil Oil Corporation ("EMOC") on October 7, 2002, specifically demanding, among other things, a penalty of $750,000. EMOC filed a motion for a More Definite Statement on October 17, 2002. The NYSDEC served multiple Notices of Hearing and Complaint ("Notices") on EMOC on September 5, 2002 relating to three service stations. The Notice relating to a service station on Fort Hamilton Parkway in Brooklyn, New York alleges the discharge of petroleum into the waters of the state and failure to report spills in violation of the Navigation Law and the Environmental Conservation Law. The NYSDEC is seeking payment of a civil penalty in the amount of $125,000. In Notices relating to service stations on West Street in Manhattan and on Pike Street in New York City, the NYSDEC alleges the discharge of petroleum into the waters of the state in violation of the Navigation Law and the Environmental Conservation Law. For each of these two service stations, the NYSDEC is seeking a civil penalty in the amount of $200,000. EMOC filed an answer and affirmative defenses on October 29, 2002. In a previously reported matter, the NYSDEC has amended its complaint originally served on EMOC on June 14, 2002 with respect to a service station in Smithtown, New York. In the amendment, the NYSDEC has added alleged violations at a service station across the highway from the first location, and has increased the penalty it is seeking from -25- $1.5 million to $2.0 million. Allegations regarding the second site are that petroleum was discharged from the station into waters of the state and that EMOC has violated the Stipulation Agreement regulating remedial activities at the site. The NYSDEC has filed a motion for order without hearing, and EMOC's opposition to this motion is due by November 8, 2002. The NYSDEC has indicated that it is continuing its inspections and investigations at certain other sites in New York and that additional Notices may be issued to the corporation in the future. Settlement discussions with the NYSDEC to resolve all outstanding matters are ongoing. The amounts of the penalties for which the corporation might ultimately be liable are unknown. The Texas Commission on Environmental Quality issued Notices of Enforcement to EMOC with respect to its Beaumont, Texas refinery on May 21, 2002, and on August 22, 2002. Each Notice alleged violations of Texas Air Quality regulations. The primary focus is on leak detection and repair issues, including allegations that certain equipment valves were not monitored as required or were not repaired in a timely manner. No specific demand for penalties has been made. On August 20, 2002, the Environmental Protection Agency ("EPA") issued a Notice of Violation and Finding of Violation ("NOV") in connection with the EPA's New Source Review Enforcement Initiative. In the NOV, the EPA alleged that the corporation undertook certain projects at its refinery in Baton Rouge, Louisiana without obtaining appropriate New Source Review permits under the Clean Air Act. The NOV also included new allegations of violations at refineries in Baytown and Beaumont, Texas; Chalmette, Louisiana; and Joliet, Illinois, in addition to reciting prior claims relating to these four refineries that have been the subject of prior disclosure by the corporation. The NOV did not include a demand for specific fines or penalties. The corporation and the EPA continue to have discussions regarding these matters. Regarding a previously reported matter, EMOC and the Department of Environmental Protection of the Commonwealth of Massachusetts have agreed to settle a matter set forth in the agency's draft Consent Order and Notice of Non-Compliance issued on August 27, 1998 relating to alleged violations of air and waste regulations at multiple service stations in Massachusetts. Pursuant to the agreement between the parties, EMOC has agreed to pay a civil penalty in the amount of $175,000. The settlement is subject to finalization and court approval of a formal settlement agreement. The corporation and the Bay Area Air Quality Management District ("BAAQMD") have agreed to settle matters relating to 16 Notices of Violation issued by the BAAQMD on different occasions in 1998 and 1999 for alleged violations of various local, state and federal laws relating to control of air contaminants at the corporation's former Benicia, California refinery. Pursuant to a stipulated judgment, which was approved by the Superior Court of the State of California, County of Solano, on October 29, 2002, the corporation has agreed to pay a civil penalty of $221,000. Refer to the relevant portions of Note 5 on pages 7 through 9 of this Quarterly Report on Form 10-Q for additional information on legal proceedings. -26- Item 2. Changes in Securities In accordance with the registrant's 1997 Nonemployee Director Restricted Stock Plan, a newly elected nonemployee director was granted 8,000 shares of restricted Common Stock on October 29, 2002. This grant is exempt from registration under bonus stock interpretations such as the "no action" letter to Pacific Telesis Group (June 30, 1992). Item 6. Exhibits and Reports on Form 8-K a) Exhibits The registrant has no exhibits for the three month period ended September 30, 2002. b) Reports on Form 8-K On August 13, 2002, the registrant filed a Current Report on Form 8-K about the certifications filed with the Securities and Exchange Commission by the principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. -27- 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 12, 2002 /s/ DONALD D. HUMPHREYS ____ Donald D. Humphreys, Vice President, Controller and Principal Accounting Officer -28- CERTIFICATIONS Certification by L. R. Raymond Pursuant to Securities Exchange Act Rule 13a-14 I, L. R. Raymond, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5.

The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and -29- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: November 12, 2002 /s/ L. R. Raymond _______________________ L. R. Raymond Chief Executive Officer -30- Certification by F. A. Risch Pursuant to Securities Exchange Act Rule 13a-14 I, F. A. Risch, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and -31- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: November 12, 2002 /s/ F. A. Risch ___________________________ F. A. Risch Vice President and Treasurer (Principal Financial Officer) -32- Certification by D. D. Humphreys Pursuant to Securities Exchange Act Rule 13a-14 I, D. D. Humphreys, certify that: 1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and -33- 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: November 12, 2002 /s/ D. D. Humphreys _____________________________ D. D. Humphreys Vice President and Controller (Principal Accounting Officer) -34-