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 incorporation or organization)	(I.R.S. Employer 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

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF INCOME
(millions of dollars)

	Three Months Ended September 30,		Nine Months Ended 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.

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

	Sept. 30, 2001	Dec. 31, 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.

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

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.~~

~~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	Additions	Deductions	Balance at 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.

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.~~

~~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.~~

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 September 30,		Nine Months Ended 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

9. Earnings Per Share*

	Three Months Ended September 30,		Nine Months Ended 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.

10. Disclosures about Segments and Related Information

	Three Months Ended September 30,		Nine Months Ended 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.

	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 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

	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 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

	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, 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

	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 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

	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 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

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.

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.

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	Additions	Deductions	Balance at 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.

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.

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.

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.

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