

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

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

(State or other jurisdiction of  
incorporation or organization)

13-5409005

(I.R.S. Employer  
Identification Number)

5959 Las Colinas Boulevard, Irving, Texas

(Address of principal executive offices)

75039-2298

(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  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Common stock, without par value

Outstanding as of March 31, 2005

6,365,734,547

**EXXON MOBIL CORPORATION**  
**FORM 10-Q**  
**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005**

**TABLE OF CONTENTS**

	<u>Page Number</u>
<b>PART I. FINANCIAL INFORMATION</b>	
<b>Item 1. Financial Statements</b>	
Condensed Consolidated Statement of Income Three months ended March 31, 2005 and 2004	3
Condensed Consolidated Balance Sheet As of March 31, 2005 and December 31, 2004	4
Condensed Consolidated Statement of Cash Flows Three months ended March 31, 2005 and 2004	5
Notes to Condensed Consolidated Financial Statements	6-16
<b>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</b>	17-21
<b>Item 3. Quantitative and Qualitative Disclosures About Market Risk</b>	22
<b>Item 4. Controls and Procedures</b>	22
<b>PART II. OTHER INFORMATION</b>	
<b>Item 1. Legal Proceedings</b>	22-23
<b>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</b>	23
<b>Item 6. Exhibits</b>	24
<b>Signature</b>	25
<b>Index to Exhibits</b>	26

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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

	<b>Three Months Ended March 31,</b>	
	<b>2005</b>	<b>2004</b>
<b>REVENUES AND OTHER INCOME</b>		
Sales and other operating revenue (1) (2)	\$ 79,475	\$ 66,060
Income from equity affiliates	1,556	1,256
Other income	1,020	286
Total revenues and other income	82,051	67,602
<b>COSTS AND OTHER DEDUCTIONS</b>		
Crude oil and product purchases (2)	39,289	30,545
Production and manufacturing expenses	6,108	5,523
Selling, general and administrative expenses	3,451	3,242
Depreciation and depletion	2,553	2,373
Exploration expenses, including dry holes	173	175
Interest expense	56	48
Excise taxes (1)	7,238	6,416
Other taxes and duties	10,185	10,164
Income applicable to minority and preferred interests	95	154
Total costs and other deductions	69,148	58,640
<b>INCOME BEFORE INCOME TAXES</b>	12,903	8,962
Income taxes	5,043	3,522
<b>NET INCOME</b>	<b>\$ 7,860</b>	<b>\$ 5,440</b>
 <b>NET INCOME PER COMMON SHARE</b> (dollars)	 \$ 1.23	 \$ 0.83
 <b>NET INCOME PER COMMON SHARE</b> - ASSUMING DILUTION (dollars)	 \$ 1.22	 \$ 0.83
 <b>DIVIDENDS PER COMMON SHARE</b> (dollars)	 \$ 0.27	 \$ 0.25
 <i>(1) Excise taxes included in sales and other operating revenue</i>	 \$ 7,238	 \$ 6,416
 <i>(2) Amounts included in sales and other operating revenue for purchases/sales contracts with the same counterparty (associated costs are included in crude oil and product purchases). See note 2 on page 6.</i>	 \$ 7,160	 \$ 6,064

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

	<b>March 31, <u>2005</u></b>	<b>Dec. 31, <u>2004</u></b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 25,165	\$ 18,531
Cash and cash equivalents - restricted (note 3)	4,604	4,604
Notes and accounts receivable - net	25,489	25,359
Inventories		
Crude oil, products and merchandise	9,124	8,136
Materials and supplies	1,338	1,351
Prepaid taxes and expenses	<u>2,870</u>	<u>2,396</u>
Total current assets	68,590	60,377
Property, plant and equipment - net	107,415	108,639
Investments and other assets	<u>25,247</u>	<u>26,240</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 201,252</u></b>	<b><u>\$ 195,256</u></b>
<b>LIABILITIES</b>		
Current liabilities		
Notes and loans payable	\$ 3,309	\$ 3,280
Accounts payable and accrued liabilities	35,489	31,763
Income taxes payable	<u>8,959</u>	<u>7,938</u>
Total current liabilities	47,757	42,981
Long-term debt	5,015	5,013
Deferred income tax liability	20,731	21,092
Other long-term liabilities	<u>24,051</u>	<u>24,414</u>
<b>TOTAL LIABILITIES</b>	<b><u>97,554</u></b>	<b><u>93,500</u></b>
Commitments and contingencies (note 3)		
<b>SHAREHOLDERS' EQUITY</b>		
Benefit plan related balances	(942)	(1,014)
Common stock, without par value:		
Authorized: 9,000 million shares		
Issued: 8,019 million shares	5,070	5,067
Earnings reinvested	140,522	134,390
Accumulated other nonowner changes in equity		
Cumulative foreign exchange translation adjustment	2,699	3,598
Minimum pension liability adjustment	(2,499)	(2,499)
Unrealized gains on stock investments	0	428
Common stock held in treasury:		
1,654 million shares at March 31, 2005	(41,152)	
1,618 million shares at December 31, 2004		<u>(38,214)</u>
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b><u>103,698</u></b>	<b><u>101,756</u></b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b><u>\$ 201,252</u></b>	<b><u>\$ 195,256</u></b>

The number of shares of common stock issued and outstanding at March 31, 2005 and December 31, 2004 were 6,365,734,547 and 6,401,244,728, respectively.

**EXXON MOBIL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
(millions of dollars)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 7,860	\$ 5,440
Depreciation and depletion	2,553	2,373
Changes in operational working capital, excluding cash and debt	3,549	2,373
All other items - net	<u>(994)</u>	<u>(48)</u>
Net cash provided by operating activities	<u>12,968</u>	<u>10,138</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment	(2,713)	(2,810)
Sales of subsidiaries, investments, and property, plant and equipment	1,797	454
Other investing activities - net	<u>(170)</u>	<u>775</u>
Net cash used in investing activities	<u>(1,086)</u>	<u>(1,581)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Additions to long-term debt	0	367
Reductions in long-term debt	(6)	(7)
Additions/(reductions) in short-term debt - net	15	(40)
Cash dividends to ExxonMobil shareholders	(1,728)	(1,642)
Cash dividends to minority interests	(94)	(72)
Changes in minority interests and sales/(purchases) of affiliate stock	(103)	(31)
Net ExxonMobil shares acquired	<u>(3,087)</u>	<u>(1,745)</u>
Net cash used in financing activities	<u>(5,003)</u>	<u>(3,170)</u>
Effects of exchange rate changes on cash	<u>(245)</u>	<u>(119)</u>
Increase/(decrease) in cash and cash equivalents	6,634	5,268
Cash and cash equivalents at beginning of period	<u>18,531</u>	<u>10,626</u>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b><u>\$ 25,165</u></b>	<b><u>\$ 15,894</u></b>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Income taxes paid	\$ 3,820	\$ 1,502
Cash interest paid	\$ 66	\$ 73

## 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 2004 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 for Purchases and Sales of Inventory with the Same Counterparty**

At its November 2004 meeting, the Emerging Issues Task Force (EITF) began discussion of Issue No. 04-13, "Accounting for Purchases and Sales of Inventory with the Same Counterparty". This issue addresses the question of when it is appropriate to measure purchases and sales of inventory at fair value and record them in cost of sales and revenues and when they should be recorded as exchanges measured at the book value of the item sold. The EITF did not reach consensus on this issue, but requested the FASB staff to further explore the alternative views. The issue is expected to be addressed at a future EITF meeting.

ExxonMobil records certain crude oil, natural gas, petroleum product and chemical purchases and sales of inventory entered into contemporaneously with the same counterparty as cost of sales and revenues, measured at fair value as agreed upon by a willing buyer and a willing seller. These transactions occur under contractual arrangements that establish the agreement terms either jointly, in a single contract, or separately, in individual contracts. This accounting treatment is consistent with long-term, predominant industry practice based on the Corporation's knowledge of the industry (although the Corporation understands that some companies in the oil and gas industry may be accounting for these transactions differently as nonmonetary exchanges). Should the EITF reach a consensus on the issue requiring these transactions to be recorded as exchanges measured at book value, the Corporation's accounts "Sales and other operating revenue" and "Crude oil and product purchases" on the Consolidated Statement of Income would be lower by associated amounts with no impact on net income. All operating segments would be impacted by this change, but the largest effects are in the Downstream.

In its 2004 Form 10-K, the Corporation disclosed that it would provide estimates of these amounts in the second quarter of 2005 at the completion of a special effort to accumulate the information. This special effort was needed because heretofore it has never been necessary to identify these monetary transactions separately from other monetary purchases and monetary sales. This effort has been completed and the purchase/sale amounts included in revenue for 2004, 2003 and 2002 are shown below along with total "Sales and other operating revenue" to provide context.

	<u>2004</u>	<u>2003</u>	<u>2002</u>
	(millions of dollars)		
Sales and other operating revenue	\$ 291,252	\$ 237,054	\$ 200,949
Amounts included in sales and other operating revenue for purchases/sales contracts with the same counterparty (1)	25,289	20,936	18,150
Percent of sales and other operating revenue	9%	9%	9%

(1) Associated costs are in "Crude oil and product purchases"

The Corporation's net income would not be impacted if the EITF reached a consensus on use of an alternative accounting approach and the Corporation was required to reduce "Sales and other operating revenues" and "Crude oil and product purchases" by the above amounts.

### 3. Litigation and Other Contingencies

#### Litigation

A variety of claims have been made against ExxonMobil and certain of its consolidated subsidiaries in a number of pending lawsuits and tax disputes. The Corporation accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. The Corporation does not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote. ExxonMobil will continue to defend itself vigorously in these matters. Based on a consideration of all relevant facts and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil will have a materially adverse effect upon the Corporation's operations or financial condition.

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 compensatory claims have been resolved. 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 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. 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. On December 6, 2002, the District Court reduced the punitive damage award from \$5 billion to \$4 billion. Both the plaintiffs and ExxonMobil appealed that decision to the Ninth Circuit. The Ninth Circuit panel vacated the District Court's \$4 billion punitive damage award without argument and sent the case back for the District Court to reconsider in light of the recent U.S. Supreme Court decision in *Campbell v. State Farm*. On January 28, 2004, the District Court reinstated the punitive damage award at \$4.5 billion plus interest. ExxonMobil and the plaintiffs have appealed the decision to the Ninth Circuit. The Corporation has posted a \$5.4 billion letter of credit.

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. Management believes that the likelihood of the judgment being upheld is remote. While it is reasonably possible that a liability may have been incurred arising from the Exxon Valdez grounding, it is not possible to predict the ultimate outcome or to reasonably estimate any such potential liability.

On December 19, 2000, a jury in the 15th Judicial Circuit Court of Montgomery County, Alabama, returned a verdict against the Corporation in a dispute over royalties in the amount of \$88 million in compensatory damages and \$3.4 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. On December 20, 2002, the Alabama Supreme Court vacated the \$3.5 billion jury verdict. The case was retried and on November 14, 2003, a state district court jury in Montgomery, Alabama, returned a verdict against Exxon Mobil Corporation. The verdict included \$63.5 million in compensatory damages and \$11.8 billion in punitive damages. On March 29, 2004, the district court judge reduced the amount of punitive damages to \$3.5 billion. ExxonMobil believes the judgment is not justified by the evidence, that any punitive damage award is not justified by either the facts or the law, and that the amount of the award is grossly excessive and unconstitutional. ExxonMobil has appealed the decision. Management believes that the likelihood of the judgment being upheld is remote. While it is reasonably possible that a liability may have been incurred by ExxonMobil from this dispute over royalties, it is not possible to predict the ultimate outcome or to reasonably estimate any such potential liability. On May 4, 2004, the Corporation posted a \$4.5 billion supersedeas bond as required by Alabama law to stay execution of the judgment pending appeal. The Corporation has pledged to the issuer of the bond collateral consisting of cash and short-term, high-quality securities with an aggregate value of approximately \$4.6 billion. This collateral is reported as restricted cash and cash equivalents on the Condensed Consolidated Balance Sheet. Under the terms of the pledge agreement, the Corporation is entitled to receive the income generated from the cash and securities and to make investment decisions, but is restricted from using the pledged cash and securities for any other purpose until such time the bond is canceled.

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 was upheld at the trial court. ExxonMobil appealed the judgment to the Louisiana Fourth Circuit Court of Appeals, which reduced the punitive damage award to \$112 million. The Corporation plans to appeal this decision as it continues to believe that the judgment should be substantially reduced on legal and constitutional grounds. While it is reasonably possible that a liability may have been incurred by ExxonMobil from this dispute over property damages, it is not possible to predict the ultimate outcome or to reasonably estimate any such potential liability.

In *Allapattah v. Exxon*, a jury in the United States District Court for the Southern District of Florida determined in January 2001 that a class of all Exxon dealers between March 1983 and August 1994 had been overcharged between 1.03 and 1.4 cents per gallon for gasoline. Exxon sold a total of 39.8 billion gallons of gasoline to its dealers during this period. The estimated value of the potential claims associated with the 39.8 billion gallons of gasoline is \$494 million. Including related interest, the total is approximately \$1.3 billion. On June 11, 2003, the Eleventh Circuit Court of Appeals affirmed the judgment and on March 15, 2004, denied a petition for Rehearing En Banc. On October 12, 2004, the U.S. Supreme Court granted review of an issue raised by ExxonMobil as to whether the class in the District Court judgment should include members that individually do not satisfy the \$50,000 minimum amount-in-controversy requirement in federal court. Members of the class had until December 1, 2004 to file claims. Claims representing over 90 percent of the gallons have been filed. In light of the Supreme Court's decision to grant review of only part of ExxonMobil's appeal, ExxonMobil took an after-tax charge of \$550 million in the third quarter of 2004 reflecting the estimated liability, including interest and after considering potential set-offs and defenses, for the claims in excess of \$50,000.



Exxon Mobil Corporation and Saudi Basic Industries Corporation (SABIC) have been involved in litigation related to charges by SABIC for license agreements to a joint venture between the companies. On February 22, 2005, the Delaware Supreme Court affirmed a trial court's judgment in the Corporation's favor and denied SABIC's motion for reconsideration. SABIC paid \$475 million to the Corporation per the Delaware Supreme Court ruling. The litigation can be appealed by SABIC to the United States Supreme Court. Final income statement recognition of this payment continues to be deferred in view of the uncertainty related to the outcome of the possible additional appeals available to SABIC.

Tax issues for 1983 to 1993 remain pending before the U.S. 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.

#### Other Contingencies

	As of March 31, 2005		
	Equity Company Obligations	Other Third Party Obligations	Total
	(millions of dollars)		
Guarantees of excise taxes and custom duties			
under reciprocal arrangements	\$ 0	\$ 1,076	\$ 1,076
Other guarantees	<u>2,964</u>	<u>327</u>	<u>3,291</u>
Total	<u>\$ 2,964</u>	<u>\$ 1,403</u>	<u>\$ 4,367</u>

The Corporation and certain of its consolidated subsidiaries were contingently liable at March 31, 2005 for \$4,367 million, primarily relating to guarantees for notes, loans and performance under contracts. This included \$1,076 million representing guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements. Also included in this amount were guarantees by consolidated affiliates of \$2,964 million, representing ExxonMobil's share of obligations of certain equity companies.

Additionally, the Corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected to be fulfilled with no adverse consequences material to the Corporation's operations or financial condition. The Corporation's outstanding unconditional purchase obligations at March 31, 2005 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.

#### 4. Nonowner Changes in Shareholders' Equity

	<b>Three Months Ended March 31,</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
Net income	\$ 7,860	\$ 5,440
Changes in other nonowner changes in equity		
Foreign exchange translation adjustment	(899)	(252)
Minimum pension liability adjustment	0	0
Unrealized gains/(losses) on stock investments	0	(130)
Reclassification adjustment for gain on sale of stock investment included in net income	<u>(428)</u>	<u>0</u>
Total nonowner changes in shareholders' equity	<b><u>\$ 6,533</u></b>	<b><u>\$ 5,058</u></b>

#### 5. Earnings Per Share

	<b>Three Months Ended March 31,</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
<b>NET INCOME PER COMMON SHARE</b>		
Net Income (millions of dollars)	\$ 7,860	\$ 5,440
Weighted average number of common shares outstanding (millions of shares)	6,365	6,544
Net income per common share (dollars)	\$ 1.23	\$ 0.83
<b>NET INCOME PER COMMON SHARE - ASSUMING DILUTION</b>		
Net Income (millions of dollars)	\$ 7,860	\$ 5,440
Weighted average number of common shares outstanding (millions of shares)	6,365	6,544
Effect of employee stock-based awards	56	38
Weighted average number of common shares outstanding - assuming dilution	<b><u>6,421</u></b>	<b><u>6,582</u></b>
Net income per common share - assuming dilution (dollars)	\$ 1.22	\$ 0.83

## 6. Annuity Benefits and Other Postretirement Benefits

	Three Months Ended	
	March 31,	
	<u>2005</u>	<u>2004</u>
	(millions of dollars)	
<b>Annuity Benefits - U.S.</b>		
Components of net benefit cost		
Service cost	\$ 82	\$ 76
Interest cost	151	151
Expected return on plan assets	(155)	(152)
Amortization of actuarial loss/(gain) and prior service cost	68	71
Net pension enhancement and curtailment/settlement expense	30	44
Net benefit cost	<u>\$ 176</u>	<u>\$ 190</u>
<b>Annuity Benefits - Non-U.S.</b>		
Components of net benefit cost		
Service cost	\$ 93	\$ 86
Interest cost	213	199
Expected return on plan assets	(202)	(169)
Amortization of actuarial loss/(gain) and prior service cost	106	93
Net pension enhancement and curtailment/settlement expense	0	4
Net benefit cost	<u>\$ 210</u>	<u>\$ 213</u>
<b>Other Postretirement Benefits</b>		
Components of net benefit cost		
Service cost	\$ 16	\$ 9
Interest cost	74	57
Expected return on plan assets	(9)	(7)
Amortization of actuarial loss/(gain) and prior service cost	49	24
Net benefit cost	<u>\$ 130</u>	<u>\$ 83</u>

The Company does not expect to make a contribution to its U.S. pension plans in 2005. Contributions to the non-U.S. plans are expected to be \$1.3 billion in 2005.

## 7. Disclosures about Segments and Related Information

**Three Months  
Ended  
March 31,**  
2005      2004  
(millions of dollars)

### EARNINGS AFTER INCOME TAX

Upstream		
United States	\$ 1,353	\$ 1,154
Non-U.S.	3,701	2,859
Downstream		
United States	645	392
Non-U.S.	808	612
Chemical		
United States	492	118
Non-U.S.	940	446
All other	(79)	(141)
Corporate total	<u>\$ 7,860</u>	<u>\$ 5,440</u>

### SALES AND OTHER OPERATING REVENUE (1) (2)

Upstream		
United States	\$ 1,536	\$ 1,486
Non-U.S.	4,972	4,695
Downstream		
United States	19,313	15,832
Non-U.S.	45,489	38,185
Chemical		
United States	3,155	2,237
Non-U.S.	5,006	3,616
All other	4	9
Corporate total	<u>\$ 79,475</u>	<u>\$ 66,060</u>

(1) Includes excise taxes

(2) Includes amounts in sales and other operating revenue for purchases/sales contracts with the same counterparty

### INTERSEGMENT REVENUE

Upstream		
United States	\$ 1,807	\$ 1,500
Non-U.S.	6,340	4,482
Downstream		
United States	2,080	1,598
Non-U.S.	8,727	6,578
Chemical		
United States	1,405	1,016
Non-U.S.	1,289	964
All other	72	88

## 8. Condensed Consolidating Financial Information Related to Guaranteed Securities Issued by Subsidiaries

Exxon Mobil Corporation has fully and unconditionally guaranteed the 6.125% notes due 2008 (\$160 million of long-term debt at March 31, 2005) of Exxon Capital Corporation and the deferred interest debentures due 2012 (\$1,285 million long-term) and the debt securities due 2006-2011 (\$75 million long-term and \$10 million short-term) of SeaRiver Maritime Financial Holdings, Inc. Exxon Capital Corporation and SeaRiver Maritime Financial Holdings, Inc. are 100 percent owned subsidiaries of Exxon Mobil Corporation.

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

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	<i>(millions of dollars)</i>					
<u>Condensed consolidated statement of income for three months ended March 31, 2005</u>						
Revenues and other income						
Sales and other operating revenue, including excise taxes	\$ 3,980	\$ -	\$ -	\$ 75,495	\$ -	\$ 79,475
Income from equity affiliates	7,050	-	3	1,556	(7,053)	1,556
Other income	130	-	-	890	-	1,020
Intercompany revenue	6,857	11	10	59,340	(66,218)	-
Total revenues and other income	<u>18,017</u>	<u>11</u>	<u>13</u>	<u>137,281</u>	<u>(73,271)</u>	<u>82,051</u>
Costs and other deductions						
Crude oil and product purchases	6,578	-	-	95,621	(62,910)	39,289
Production and manufacturing expenses	1,633	-	-	5,762	(1,287)	6,108
Selling, general and administrative expenses	557	-	-	3,000	(106)	3,451
Depreciation and depletion	331	1	-	2,221	-	2,553
Exploration expenses, including dry holes	28	-	-	145	-	173
Interest expense	407	4	39	1,553	(1,947)	56
Excise taxes	-	-	-	7,238	-	7,238
Other taxes and duties	5	-	-	10,180	-	10,185
Income applicable to minority and preferred interests	-	-	-	95	-	95
Total costs and other deductions	<u>9,539</u>	<u>5</u>	<u>39</u>	<u>125,815</u>	<u>(66,250)</u>	<u>69,148</u>
Income before income taxes	8,478	6	(26)	11,466	(7,021)	12,903
Income taxes	618	2	(10)	4,433	-	5,043
Net income	<u>\$ 7,860</u>	<u>\$ 4</u>	<u>\$ (16)</u>	<u>\$ 7,033</u>	<u>\$ (7,021)</u>	<u>\$ 7,860</u>

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

Condensed consolidated statement of income for three months ended March 31, 2004

Revenues and other income

Sales and other operating revenue, including excise taxes	\$ 3,023	\$ -	\$ -	\$ 63,037	\$ -	\$ 66,060
Income from equity affiliates	5,057	-	7	1,258	(5,066)	1,256
Other income	63	-	-	223	-	286
Intercompany revenue	4,995	7	4	42,539	(47,545)	-
Total revenues and other income	<u>13,138</u>	<u>7</u>	<u>11</u>	<u>107,057</u>	<u>(52,611)</u>	<u>67,602</u>

Costs and other deductions

Crude oil and product purchases	4,861	-	-	70,633	(44,949)	30,545
Production and manufacturing expenses	1,591	-	-	5,102	(1,170)	5,523
Selling, general and administrative expenses	472	-	-	2,822	(52)	3,242
Depreciation and depletion	353	1	-	2,019	-	2,373
Exploration expenses, including dry holes	46	-	-	129	-	175
Interest expense	161	5	34	1,226	(1,378)	48
Excise taxes	-	-	-	6,416	-	6,416
Other taxes and duties	3	-	-	10,161	-	10,164
Income applicable to minority and preferred interests	-	-	-	154	-	154
Total costs and other deductions	<u>7,487</u>	<u>6</u>	<u>34</u>	<u>98,662</u>	<u>(47,549)</u>	<u>58,640</u>

Income before income taxes	5,651	1	(23)	8,395	(5,062)	8,962
Income taxes	211	-	(10)	3,321	-	3,522
Net income	<u>\$ 5,440</u>	<u>\$ 1</u>	<u>\$ (13)</u>	<u>\$ 5,074</u>	<u>\$ (5,062)</u>	<u>\$ 5,440</u>

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	<i>(millions of dollars)</i>					
<u>Condensed consolidated balance sheet as of March 31, 2005</u>						
Cash and cash equivalents	\$ 11,033	\$ -	\$ -	\$ 14,132	\$ -	\$ 25,165
Cash and cash equivalents - restricted	4,604	-	-	-	-	4,604
Notes and accounts receivable - net	3,439	-	-	22,050	-	25,489
Inventories	1,346	-	-	9,116	-	10,462
Prepaid taxes and expenses	168	-	7	2,695	-	2,870
Total current assets	<u>20,590</u>	<u>-</u>	<u>7</u>	<u>47,993</u>	<u>-</u>	<u>68,590</u>
Property, plant and equipment - net	15,525	94	-	91,796	-	107,415
Investments and other assets	145,201	-	508	382,855	(503,317)	25,247
Intercompany receivables	8,630	1,022	1,582	336,932	(348,166)	-
Total assets	<u>\$ 189,946</u>	<u>\$ 1,116</u>	<u>\$ 2,097</u>	<u>\$ 859,576</u>	<u>\$ (851,483)</u>	<u>\$ 201,252</u>
Notes and loan payables	\$ -	\$ -	\$ 10	\$ 3,299	\$ -	\$ 3,309
Accounts payable and accrued liabilities	3,161	6	-	32,322	-	35,489
Income taxes payable	1,274	3	-	7,682	-	8,959
Total current liabilities	<u>4,435</u>	<u>9</u>	<u>10</u>	<u>43,303</u>	<u>-</u>	<u>47,757</u>
Long-term debt	261	160	1,360	3,234	-	5,015
Deferred income tax liabilities	2,954	28	267	17,482	-	20,731
Other long-term liabilities	5,589	16	-	18,446	-	24,051
Intercompany payables	73,009	108	382	274,667	(348,166)	-
Total liabilities	<u>86,248</u>	<u>321</u>	<u>2,019</u>	<u>357,132</u>	<u>(348,166)</u>	<u>97,554</u>
Earnings reinvested	140,522	10	(316)	88,115	(87,809)	140,522
Other shareholders' equity	(36,824)	785	394	414,329	(415,508)	(36,824)
Total shareholders' equity	<u>103,698</u>	<u>795</u>	<u>78</u>	<u>502,444</u>	<u>(503,317)</u>	<u>103,698</u>
Total liabilities and shareholders' equity	<u>\$ 189,946</u>	<u>\$ 1,116</u>	<u>\$ 2,097</u>	<u>\$ 859,576</u>	<u>\$ (851,483)</u>	<u>\$ 201,252</u>

<u>Condensed consolidated balance sheet as of December 31, 2004</u>						
Cash and cash equivalents	\$ 10,055	\$ 4	\$ -	\$ 8,472	\$ -	\$ 18,531
Cash and cash equivalents - restricted	4,604	-	-	-	-	4,604
Notes and accounts receivable - net	3,262	-	-	22,097	-	25,359
Inventories	1,117	-	-	8,370	-	9,487
Prepaid taxes and expenses	79	-	-	2,317	-	2,396
Total current assets	<u>19,117</u>	<u>4</u>	<u>-</u>	<u>41,256</u>	<u>-</u>	<u>60,377</u>
Property, plant and equipment - net	15,601	95	-	92,943	-	108,639
Investments and other assets	139,907	-	506	375,689	(489,862)	26,240
Intercompany receivables	9,728	1,090	1,594	322,469	(334,881)	-
Total assets	<u>\$ 184,353</u>	<u>\$ 1,189</u>	<u>\$ 2,100</u>	<u>\$ 832,357</u>	<u>\$ (824,743)</u>	<u>\$ 195,256</u>
Notes and loan payables	\$ -	\$ -	\$ 10	\$ 3,270	\$ -	\$ 3,280
Accounts payable and accrued liabilities	2,934	3	-	28,826	-	31,763
Income taxes payable	1,348	-	1	6,589	-	7,938
Total current liabilities	<u>4,282</u>	<u>3</u>	<u>11</u>	<u>38,685</u>	<u>-</u>	<u>42,981</u>
Long-term debt	261	160	1,324	3,268	-	5,013
Deferred income tax liabilities	3,152	28	268	17,644	-	21,092
Other long-term liabilities	5,461	22	-	18,931	-	24,414
Intercompany payables	69,441	185	403	264,852	(334,881)	-
Total liabilities	<u>82,597</u>	<u>398</u>	<u>2,006</u>	<u>343,380</u>	<u>(334,881)</u>	<u>93,500</u>
Earnings reinvested	134,390	6	(300)	81,380	(81,086)	134,390
Other shareholders' equity	(32,634)	785	394	407,597	(408,776)	(32,634)
Total shareholders' equity	<u>101,756</u>	<u>791</u>	<u>94</u>	<u>488,977</u>	<u>(489,862)</u>	<u>101,756</u>
Total liabilities and shareholders' equity	<u>\$ 184,353</u>	<u>\$ 1,189</u>	<u>\$ 2,100</u>	<u>\$ 832,357</u>	<u>\$ (824,743)</u>	<u>\$ 195,256</u>





	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	<i>(millions of dollars)</i>					
<u>Condensed consolidated statement of cash flows for three months ended March 31, 2005</u>						
Cash provided by/(used in) operating activities	\$ 1,342	\$ 4	\$ 7	\$ 11,913	\$ (298)	\$ 12,968
Cash flows from investing activities						
Additions to property, plant and equipment	(278)	-	-	(2,435)	-	(2,713)
Sales of long-term assets	24	-	-	1,773	-	1,797
Net intercompany investing	4,705	68	13	(4,719)	(67)	-
All other investing, net	-	-	-	(170)	-	(170)
Net cash provided by/(used in) investing activities	4,451	68	13	(5,551)	(67)	(1,086)
Cash flows from financing activities						
Additions to long-term debt	-	-	-	-	-	-
Reductions in long-term debt	-	-	-	(6)	-	(6)
Additions/(reductions) in short-term debt - net	-	-	-	15	-	15
Cash dividends	(1,728)	-	-	(298)	298	(1,728)
Net ExxonMobil shares sold/(acquired)	(3,087)	-	-	-	-	(3,087)
Net intercompany financing activity	-	(76)	(20)	29	67	-
All other financing, net	-	-	-	(197)	-	(197)
Net cash provided by/(used in) financing activities	(4,815)	(76)	(20)	(457)	365	(5,003)
Effects of exchange rate changes on cash	-	-	-	(245)	-	(245)
Increase/(decrease) in cash and cash equivalents	\$ 978	\$ (4)	\$ -	\$ 5,660	\$ -	\$ 6,634

Condensed consolidated statement of cash flows for three months ended March 31, 2004

Cash provided by/(used in) operating activities	\$ 655	\$ (9)	\$ 3	\$ 9,693	\$ (204)	\$ 10,138
Cash flows from investing activities						
Additions to property, plant and equipment	(302)	-	-	(2,508)	-	(2,810)
Sales of long-term assets	172	-	-	282	-	454
Net intercompany investing	3,215	(80)	(3)	(3,251)	119	-
All other investing, net	-	-	-	775	-	775
Net cash provided by/(used in) investing activities	3,085	(80)	(3)	(4,702)	119	(1,581)
Cash flows from financing activities						
Additions to long-term debt	-	-	-	367	-	367
Reductions in long-term debt	-	-	-	(7)	-	(7)
Additions/(reductions) in short-term debt - net	-	-	-	(40)	-	(40)
Cash dividends	(1,642)	-	-	(204)	204	(1,642)
Net ExxonMobil shares sold/(acquired)	(1,745)	-	-	-	-	(1,745)
Net intercompany financing activity	-	89	-	30	(119)	-
All other financing, net	-	-	-	(103)	-	(103)
Net cash provided by/(used in) financing activities	(3,387)	89	-	43	85	(3,170)
Effects of exchange rate changes on cash	-	-	-	(119)	-	(119)
Increase/(decrease) in cash and cash equivalents	\$ 353	\$ -	\$ -	\$ 4,915	\$ -	\$ 5,268

**EXXON MOBIL CORPORATION**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**FUNCTIONAL EARNINGS SUMMARY**

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
<b><u>Net Income (U.S. GAAP)</u></b>		
Upstream		
United States	\$ 1,353	\$ 1,154
Non-U.S.	3,701	2,859
Downstream		
United States	645	392
Non-U.S.	808	612
Chemical		
United States	492	118
Non-U.S.	940	446
Corporate and financing	(79)	(141)
<b>Net Income (U.S. GAAP)</b>	<b><u>\$ 7,860</u></b>	<b><u>\$ 5,440</u></b>
Net income per common share	\$ 1.23	\$ 0.83
Net income per common share - assuming dilution	\$ 1.22	\$ 0.83
Special items included in net income		
Non-U.S. Downstream		
Gain on sale of Sinopec investment	\$ 310	\$ 0
Non-U.S. Chemical		
Gain on sale of Sinopec investment	\$ 150	\$ 0

**REVIEW OF FIRST QUARTER 2005 RESULTS**

Exxon Mobil Corporation estimated first quarter 2005 net income of \$7,860 million (\$1.22 per share) increased \$2,420 million from the first quarter of 2004. First quarter 2005 net income included a \$460 million positive impact (Downstream - \$310 million; Chemical - \$150 million) from sale of the Corporation's stake in China Petroleum and Chemical Corporation ("Sinopec").

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
<b><u>Upstream earnings</u></b>		
United States	\$ 1,353	\$ 1,154
Non-U.S.	3,701	2,859
Total	<b><u>\$ 5,054</u></b>	<b><u>\$ 4,013</u></b>

Upstream earnings were a record \$5,054 million, an increase of \$1,041 million from first quarter 2004 results reflecting continued strength in crude and natural gas prices.

Liquids production of 2,543 kbd (thousands of barrels per day) was 92 kbd lower than the first quarter of 2004. Higher production from new fields in West Africa and Norway was more than offset by natural field declines in mature areas, planned and unplanned maintenance, entitlement and divestment impacts.

First quarter natural gas production decreased to 10,753 mcf (millions of cubic feet per day), compared with 11,488 mcf last year reflecting natural field decline in mature areas, lower demand in Europe and divestment impacts partly offset by higher volumes in Qatar.

On an oil-equivalent basis, production decreased by 5 percent from the first quarter of 2004. Excluding divestment and entitlement effects, production decreased by 2 percent.

Earnings from U.S. Upstream operations were \$1,353 million, \$199 million higher than last year's first quarter. Non-U.S. Upstream earnings of \$3,701 million were up \$842 million from 2004.

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
<b><u>Downstream earnings</u></b>		
United States	\$ 645	\$ 392
Non-U.S.	808	612
Total	<b><u>\$ 1,453</u></b>	<b><u>\$ 1,004</u></b>
Special items included in net income		
Non-U.S. Downstream		
Gain on sale of Sinopec investment	\$ 310	\$ 0

Downstream earnings were \$1,453 million, up \$449 million from the first quarter of 2004, reflecting improved U.S. refining margins and higher refinery throughput and the \$310 million Sinopec gain partly offset by weaker marketing conditions. Petroleum product sales were 8,229 kbd, 103 kbd higher than last year's first quarter.

U.S. Downstream earnings were \$645 million, up \$253 million mainly due to higher refining margins. Non-U.S. Downstream earnings of \$808 million decreased \$114 million before the Sinopec gain, due to lower marketing earnings.

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
<b><u>Chemical earnings</u></b>		
United States	\$ 492	\$ 118
Non-U.S.	940	446
Total	<b><u>\$ 1,432</u></b>	<b><u>\$ 564</u></b>
Special items included in net income		
Non-U.S. Chemical		
Gain on sale of Sinopec investment	\$ 150	\$ 0

Chemical earnings were a record \$1,432 million, up from the same quarter a year ago due to improved market conditions and the \$150 million Sinopec gain. Prime product sales of 6,938 kt (thousands of metric tons) were up 146 kt from last year's first quarter.

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
<b><u>All other segments earnings</u></b>		
Corporate and financing	\$ (79)	\$ (141)

Corporate and financing expenses of \$79 million were lower by \$62 million mainly due to higher interest income.

## LIQUIDITY AND CAPITAL RESOURCES

	<b>First Three Months</b>	
	<b>2005</b>	<b>2004</b>
	(millions of dollars)	
Net cash provided by/(used in)		
Operating activities	\$ 12,968	\$ 10,138
Investing activities	(1,086)	(1,581)
Financing activities	(5,003)	(3,170)
Effect of exchange rate changes	(245)	(119)
Increase/(decrease) in cash and cash equivalents	<u>\$ 6,634</u>	<u>\$ 5,268</u>
Cash and cash equivalents	\$ 25,165	\$ 15,894
Cash and cash equivalents - restricted (note 3)	4,604	0
Total cash and cash equivalents (at end of period)	<u>\$ 29,769</u>	<u>\$ 15,894</u>

Cash provided by operating activities totaled \$12,968 million for the first three months of 2005 versus \$10,138 million in the same period last year. Major sources of funds were net income of \$7,860 million and non-cash provisions of \$2,553 million for depreciation and depletion. For additional details, see the Condensed Consolidated Statement of Cash Flows on page 5.

Investing activities for the first three months of 2005 used net cash of \$1,086 million compared to \$1,581 million in the prior year. Spending for additions to property, plant and equipment of \$2,713 million was comparable to the prior year. Proceeds from asset divestments of \$1,797 million in 2005 included almost \$1.4 billion from the sale of the Corporation's interest in Sinopec.

Net cash used in financing activities of \$5,003 million in the first three months of 2005 compared to \$3,170 million in the 2004 period reflecting a higher level of purchases of ExxonMobil shares in the current year.

Total cash and cash equivalents, including the \$4.6 billion of restricted cash, was \$29.8 billion at the end of the first quarter of 2005.

During the first quarter of 2005, the Corporation purchased 64 million shares of its common stock for the treasury at a gross cost of \$3,624 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 6,401 million at the end of the fourth quarter of 2004 to 6,366 million at the end of the first quarter. In April, the Corporation increased its rate of share purchases. Purchases to reduce shares outstanding are anticipated to increase from \$2.5 billion in the first quarter to approximately \$3.5 billion in the second quarter. Purchases may be made in both the open market and through negotiated transactions and may be increased, decreased or discontinued at any time without prior notice.

Total debt of \$8.3 billion at March 31, 2005 was comparable to year-end 2004. The Corporation's debt to total capital ratio was 7.2 percent at the end of the first quarter of 2005, also comparable to year-end 2004.

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 3 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. On November 1, 2004, the Corporation announced that its subsidiary, Esso Nederland B.V., had signed a Heads of Agreement (HOA) with the State of the Netherlands and Shell Nederland B.V. to restructure its interest in the Dutch gas transportation business. The HOA contains the principal terms and conditions under which Esso Nederland B.V. and Shell Nederland B.V. will agree to transfer their ownership share of 25 percent each in Gasunie's gas transportation business to the State of the Netherlands. The Corporation's net compensation is expected to be 1.4 billion Euros. The final transaction remains subject to regulatory reviews. The parties intend to finalize the restructuring by mid-2005. It is anticipated that this restructuring will have a positive impact on the Corporation's results.

## TAXES

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
Taxes		
Income taxes	\$ 5,043	\$ 3,522
Excise taxes	7,238	6,416
All other taxes and duties	10,944	10,853
Total	<b><u>\$ 23,225</u></b>	<b><u>\$ 20,791</u></b>
Effective income tax rate	41.3%	41.8%

Income, excise and all other taxes for the first quarter of 2005 of \$23,225 million were up \$2,434 million compared to last year. In the first quarter of 2005 income tax expense was \$5,043 million and the effective income tax rate was 41.3 percent, compared to \$3,522 million and 41.8 percent, respectively, in the prior year period. During both years, the Corporation continued to benefit from the favorable resolution of tax related issues. Excise and all other taxes and duties were higher reflecting higher prices and foreign exchange effects.

## CAPITAL AND EXPLORATION EXPENDITURES

	<b>First Three Months</b>	
	<b><u>2005</u></b>	<b><u>2004</u></b>
	(millions of dollars)	
Capital and exploration expenditures		
Upstream (including exploration expenses)	\$ 2,812	\$ 2,704
Downstream	452	510
Chemical	148	132
Other	5	55
Total	<b><u>\$ 3,417</u></b>	<b><u>\$ 3,401</u></b>

ExxonMobil continued its active investment program, spending \$3,417 million in the first quarter on capital and exploration projects, compared with \$3,401 million last year, reflecting continued strong levels of upstream spending.

The Corporation expects the level of capital and exploration spending to be about \$16 billion in 2005.

## RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2004, the Financial Accounting Standards Board (FASB) issued a revised Statement of Financial Accounting Standards No. 123 (FAS 123R), "Share-based Payment." FAS 123R requires compensation costs related to share-based payments to be recognized in the income statement over the vesting period. The amount of the compensation cost will be measured based on the grant-date fair value of the instrument issued. FAS 123R is effective for the Corporation as of January 1, 2006, for all awards granted or modified after that date and for those awards granted prior to that date that have not vested. The Corporation does not believe that FAS 123R will have an earnings impact because in 2003 the Corporation adopted a policy of expensing all share-based payments that is consistent with the provisions of FAS 123R, and all prior year outstanding awards have vested.

On April 4, 2005, the FASB adopted FASB Staff Position FSP FAS 19-1 that amends Statement of Financial Accounting Standards No. 19 (FAS 19), "Financial Accounting and Reporting by Oil and Gas Producing Companies," to permit the continued capitalization of exploratory well costs beyond one year if (a) the well found a sufficient quantity of reserves to justify its completion as a producing well and (b) the entity is making sufficient progress assessing the reserves and the economic and operating viability of the project. The guidance in the FSP is required to be applied prospectively in the third quarter of 2005.

ExxonMobil continues to carry as an asset the cost of drilling exploratory wells that find sufficient quantities of reserves to justify their completion as producing wells if the required capital expenditure is made and drilling of additional exploratory wells is under way or firmly planned for the near future. Once exploration activities demonstrate that sufficient quantities of commercially producible reserves have been discovered, continued capitalization is dependent on project reviews, which take place at least annually, to ensure that satisfactory progress toward ultimate development of the reserves is being achieved. Exploratory well costs not meeting these criteria are charged to expense. ExxonMobil does not believe that this issue will have a material impact on its financial statements.

## FORWARD-LOOKING STATEMENTS

Statements in this discussion relating to future plans, projections, events, or conditions are forward-looking statements. Actual results, including production growth and capital spending, could differ materially due to changes in long-term oil or gas prices or other changes in market conditions affecting the oil and gas industry; political events or disturbances; reservoir performance; changes in OPEC quotas; timely completion of development projects; changes in technical or operating conditions; and other factors including those discussed herein and under the heading "Factors Affecting Future Results" in Item 1 of ExxonMobil's 2004 Form 10-K.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Information about market risks for the three months ended March 31, 2005, does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2004.

**Item 4. Controls and Procedures**

As indicated in the certifications in Exhibit 31 of this report, the Corporation's chief executive officer, principal accounting officer and principal financial officer have evaluated the Corporation's disclosure controls and procedures as of March 31, 2005. Based on that evaluation, these officers have concluded that the Corporation's disclosure controls and procedures are effective in ensuring that material information required to be in this quarterly report is made known to them on a timely basis. There were no changes during the Corporation's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

Regarding a previously reported matter, on April 8, 2005, the Department of Justice, on behalf of the Environmental Protection Agency, filed a complaint and a proposed consent decree for the matter of United States of America v. Mobil Exploration and Producing U.S., Inc. ("MEPUS") in the Federal District Court in Salt Lake City, Utah. This was a consolidation of a 1997 and a 1999 notice and finding of violation. The complaint related to allegations that MEPUS's operations of the Aneth Field in Utah had violated the federal Clean Air Act, including violations of a Prevention of Significant Deterioration permit, New Source Performance Standards for Equipment Leaks of VOC from Onshore Natural Gas Processing Plants and the National Emission Standards for Hazardous Air Pollution for asbestos. Under the Consent Decree, MEPUS must pay a civil penalty in the amount of \$350,000, plus interest at a rate of 1.29% from August 21, 2003, until date of payment, and undertake a supplemental environmental project in the amount of \$99,849. The Consent Decree is subject to a 30-day public comment period following publication in the Federal Register on April 28, 2005.

In another previously reported matter, the Corporation and the State of New York have settled a case captioned "State of New York v. Exxon Corporation, Arrow Petroleum, and Tartan Oil Corp, and 3rd party action Exxon Corporation v. 150 Fulton Realty Corp., Oil City Gas Company, and Martin Meyer". The case related to allegations that petroleum discharged at an Exxon-branded service station in Farmingdale, New York impacted soil and groundwater in the vicinity of a Dart service station located across the street, in violation of New York State Navigation Law. The New York State Department of Environmental Conservation began remediation at the Dart service station in 1988. Prior to commencement of trial, the State amended its complaint to demand penalties in excess of \$100 million. In the settlement, ExxonMobil agreed to pay \$3.2 million in past and future costs, plus interest, and no penalty.

Also in a previously reported matter, a settlement has been reached in the case captioned "Illinois v. Wolverine Pipeline Company", relating to alleged violations of Illinois water pollution laws by Wolverine Pipeline Company ("Wolverine"). ExxonMobil Oil Corporation

("EMOC") owns 36.1% of the common stock of Wolverine, and provides certain services on behalf of Wolverine. The incident in question involves a September 1, 2001, alleged product release at Lockport, Illinois. After the incident, Wolverine commenced a voluntary, remedial clean-up of the affected area. On February 17, 2005, the Circuit Court of Will County, Illinois entered into a Consent Order, which reflects the terms of the settlement. Wolverine agreed to the payment of a civil penalty in the amount of \$85,000, which has been paid. Wolverine is also obligated to continue certain monitoring and remediation activities.

On March 8, 2005, the Corporation received an Administrative Consent Agreement and Enforcement Order captioned "In the Matter of Exxon Mobil Corporation; Ashburn, Virginia; Underground Oil Storage Tank and Air Activities" from the Maine Department of Environmental Protection ("MDEP"). The MDEP alleges violations at 12 service stations of regulations under the state's Stage II vapor recovery program and underground storage tank program, including those relating to record-keeping, monitoring, equipment, clean-up and testing. The MDEP is seeking a civil penalty in the amount of \$292,400 for all violations. Settlement discussions are underway.

On March 31, 2005, the Montana Department of Environmental Quality ("MDEQ") issued an Enforcement Action for Air Quality Violation, alleging that the Corporation's Billings, Montana refinery violated particulate matter emission limits on two days in October 2003 during stack testing (as self-reported) and that the refinery had 198 opacity exceedances between February 2003 and April 2004 related to startups and shutdowns to address malfunctioning cyclones. The initial penalty demand is \$266,484. The Corporation has requested a meeting with the MDEQ to discuss the allegations.

Refer to the relevant portions of note 3 on pages 7 through 9 of this Quarterly Report on Form 10-Q for further information on legal proceedings.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### ISSUER PURCHASE OF EQUITY SECURITIES FOR QUARTER ENDED MARCH 31, 2005

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</u>
January, 2005	19,453,368	\$50.76	19,453,368	
February, 2005	18,969,895	\$57.37	18,969,895	
March, 2005	<u>25,281,531</u>	\$61.25	<u>25,281,531</u>	
Total	<u>63,704,794</u>	<u>\$56.89</u>	<u>63,704,794</u>	(See Note 1)

Note 1 -- On August 1, 2000, the Corporation announced its intention to resume purchases of shares of its common stock for the treasury both to offset shares issued in conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an amount or expiration date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice.



**Item 6. Exhibits**

<u>Exhibit</u>	<u>Description</u>
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.

**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: May 5, 2005

By: /s/ Patrick T. Mulva  
Name: Patrick T. Mulva  
Title: Vice President, Controller and  
Principal Accounting Officer

## INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
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32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.

**Certification by Lee R. Raymond  
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Lee 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 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2005

/s/ Lee R. Raymond \_\_\_\_\_  
Lee R. Raymond  
Chief Executive Officer

**Certification by Patrick T. Mulva  
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Patrick T. Mulva, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Exxon Mobil Corporation;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2005

/s/ Patrick T. Mulva \_\_\_\_\_  
Patrick T. Mulva  
Vice President and Controller  
(Principal Accounting Officer)

**Certification by Donald D. Humphreys  
Pursuant to Securities Exchange Act Rule 13a-14(a)**

I, Donald 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 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2005

/s/ Donald D. Humphreys  
Donald D. Humphreys  
Vice President and Treasurer  
(Principal Financial Officer)

**Certification of Periodic Financial Report  
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Lee R. Raymond, the chief executive officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2005

/s/ Lee R. Raymond  
Lee R. Raymond  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Periodic Financial Report  
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Patrick T. Mulva, the principal accounting officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2005

/s/ Patrick T. Mulva  
Patrick T. Mulva  
Vice President and Controller  
(Principal Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.



**Certification of Periodic Financial Report  
Pursuant to 18 U.S.C. Section 1350**

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Donald D. Humphreys, the principal financial officer of Exxon Mobil Corporation (the "Company"), hereby certifies that, to his knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2005

/s/ Donald D. Humphreys  
Donald D. Humphreys  
Vice President and Treasurer  
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Exxon Mobil Corporation and will be retained by Exxon Mobil Corporation and furnished to the Securities and Exchange Commission or its staff upon request.