2013

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

FORM 10-K

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

For the fiscal year ended December 31, 2013

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, without par value (4,321,238,544 shares outstanding at January 31, 2014)	**New York Stock Exchange**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No x

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 mo 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 by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted anc pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowl definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions o accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes ☐ No x

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 28, 2013, the last business day of the registrant's most recently completed secon quarter, based on the closing price on that date of $90.35 on the New York Stock Exchange composite tape, was in excess of $397 billion.

Documents Incorporated by Reference: Proxy Statement for the 2014 Annual Meeting of Shareholders (Part III)

EXXON MOBIL CORPORATION
FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

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PART I

ITEM 1. BUSINESS

Exxon Mobil Corporation was incorporated in the State of New Jersey in 1882. Divisions and affiliated companies of ExxonMobil operate or market products in the
States and most other countries of the world. Their principal business is energy, involving exploration for, and production of, crude oil and natural gas, manufac
petroleum products and transportation and sale of crude oil, natural gas and petroleum products. ExxonMobil is a major manufacturer and marketer of com
petrochemicals, including olefins, aromatics, polyethylene and polypropylene plastics and a wide variety of specialty products. ExxonMobil also has interests in
power generation facilities. Affiliates of ExxonMobil conduct extensive research programs in support of these businesses.

Exxon Mobil Corporation has several divisions and hundreds of affiliates, many with names that include *ExxonMobil*, *Exxon*, *Esso*, *Mobil* or *XTO*. For convenier
simplicity, in this report the terms *ExxonMobil*, *Exxon*, *Esso*, *Mobil* and *XTO*, as well as terms like *Corporation*, *Company*, *our*, *we* and *its*, are sometimes u
abbreviated references to specific affiliates or groups of affiliates. The precise meaning depends on the context in question.

Throughout ExxonMobil's businesses, new and ongoing measures are taken to prevent and minimize the impact of our operations on air, water and ground.
include a significant investment in refining infrastructure and technology to manufacture clean fuels as well as projects to monitor and reduce nitrogen oxide, sulfur
and greenhouse gas emissions and expenditures for asset retirement obligations. Using definitions and guidelines established by the American Petroleum In
ExxonMobil's 2013 worldwide environmental expenditures for all such preventative and remediation steps, including ExxonMobil's share of equity company expen
were $6.0 billion, of which $3.5 billion were included in expenses with the remainder in capital expenditures. The total cost for such activities is expected to remain
range in 2014 and 2015 (with capital expenditures approximately 45 percent of the total).

The energy and petrochemical industries are highly competitive. There is competition within the industries and also with other industries in supplying the energ
and chemical needs of both industrial and individual consumers. The Corporation competes with other firms in the sale or purchase of needed goods and services in
national and international markets and employs all methods of competition which are lawful and appropriate for such purposes.

Operating data and industry segment information for the Corporation are contained in the Financial Section of this report under the following: "Quarterly Inform
"Note 18: Disclosures about Segments and Related Information" and "Operating Summary". Information on oil and gas reserves is contained in the "Oil and Gas Res
part of the "Supplemental Information on Oil and Gas Exploration and Production Activities" portion of the Financial Section of this report.

ExxonMobil has a long-standing commitment to the development of proprietary technology. We have a wide array of research programs designed to meet the
identified in each of our business segments. Information on Company-sponsored research and development spending is contained in "Note 3: Miscellaneous Fi
Information" of the Financial Section of this report. ExxonMobil held approximately 11 thousand active patents worldwide at the end of 2013. For technology lice
third parties, revenues totaled approximately $195 million in 2013. Although technology is an important contributor to the overall operations and results of our Co
the profitability of each business segment is not dependent on any individual patent, trade secret, trademark, license, franchise or concession.

The number of regular employees was 75.0 thousand, 76.9 thousand and 82.1 thousand at years ended 2013, 2012 and 2011, respectively. Regular employees are
as active executive, management, professional, technical and wage employees who work full time or part time for the Corporation and are covered by the Corpor
benefit plans and programs. Regular employees do not include employees of the company-operated retail sites (CORS). The number of CORS employees was 9.8 tho
11.1 thousand and 17.0 thousand at years ended 2013, 2012 and 2011, respectively.

Information concerning the source and availability of raw materials used in the Corporation's business, the extent of seasonality in the business, the possib
renegotiation of profits or termination of contracts at the election of governments and risks attendant to foreign operations may be found in "Item 1A–Risk Factor
"Item 2–Properties" in this report.

ExxonMobil maintains a website at exxonmobil.com. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K a
amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 are made available through our website as s
reasonably practical after we electronically file or furnish the reports to the Securities and Exchange Commission. Also available on the Corporation's website
Company's Corporate Governance Guidelines and Code of Ethics and Business Conduct, as well as the charters of the audit, compensation and nominating commit
the Board of Directors. Information on our website is not incorporated into this report.

ITEM 1A. RISK FACTORS

ExxonMobil's financial and operating results are subject to a variety of risks inherent in the global oil, gas, and petrochemical businesses. Many of these risk factors within the Company's control and could adversely affect our business, our financial and operating results or our financial condition. These risk factors include:

Supply and Demand

The oil, gas, and petrochemical businesses are fundamentally commodity businesses. This means ExxonMobil's operations and earnings may be significantly affe changes in oil, gas and petrochemical prices and by changes in margins on refined products. Oil, gas, petrochemical and product prices and margins in turn depend o regional and global events or conditions that affect supply and demand for the relevant commodity.

Economic conditions. The demand for energy and petrochemicals correlates closely with general economic growth rates. The occurrence of recessions or other per low or negative economic growth will typically have a direct adverse impact on our results. Other factors that affect general economic conditions in the world or in a region, such as changes in population growth rates, periods of civil unrest, government austerity programs, or currency exchange rate fluctuations, can also imp demand for energy and petrochemicals. Sovereign debt downgrades, defaults, inability to access debt markets due to credit or legal constraints, liquidity crises, the b or restructuring of fiscal, monetary, or political systems such as the European Union, and other events or conditions that impair the functioning of financial mark institutions also pose risks to ExxonMobil, including risks to the safety of our financial assets and to the ability of our partners and customers to fulfill their commitm ExxonMobil.

Other demand-related factors. Other factors that may affect the demand for oil, gas and petrochemicals, and therefore impact our results, include techno improvements in energy efficiency; seasonal weather patterns, which affect the demand for energy associated with heating and cooling; increased competitiven alternative energy sources that have so far generally not been competitive with oil and gas without the benefit of government subsidies or mandates; and chan technology or consumer preferences that alter fuel choices, such as toward alternative fueled vehicles.

Other supply-related factors. Commodity prices and margins also vary depending on a number of factors affecting supply. For example, increased supply fr development of new oil and gas supply sources and technologies to enhance recovery from existing sources tend to reduce commodity prices to the extent such increases are not offset by commensurate growth in demand. Similarly, increases in industry refining or petrochemical manufacturing capacity tend to reduce margins affected products. World oil, gas, and petrochemical supply levels can also be affected by factors that reduce available supplies, such as adherence by member coun OPEC production quotas and the occurrence of wars, hostile actions, natural disasters, disruptions in competitors' operations, or unexpected unavailability of distr channels that may disrupt supplies. Technological change can also alter the relative costs for competitors to find, produce, and refine oil and gas and to manu petrochemicals.

Other market factors. ExxonMobil's business results are also exposed to potential negative impacts due to changes in interest rates, inflation, currency exchange rat other local or regional market conditions. We generally do not use financial instruments to hedge market exposures.

Government and Political Factors

ExxonMobil's results can be adversely affected by political or regulatory developments affecting our operations.

Access limitations. A number of countries limit access to their oil and gas resources, or may place resources off-limits from development altogether. Restrictions on investment in the oil and gas sector tend to increase in times of high commodity prices, when national governments may have less need of outside sources of private Many countries also restrict the import or export of certain products based on point of origin.

Restrictions on doing business. As a U.S. company, ExxonMobil is subject to laws prohibiting U.S. companies from doing business in certain countries, or restrict kind of business that may be conducted. Such restrictions may provide a competitive advantage to our non-U.S. competitors unless their own home countries comparable restrictions.

Lack of legal certainty. Some countries in which we do business lack well-developed legal systems, or have not yet adopted clear regulatory frameworks for oil a development. Lack of legal certainty exposes our operations to increased risk of adverse or unpredictable actions by government officials, and also makes it more d for us to enforce our contracts. In some cases these risks can be partially offset by agreements to arbitrate disputes in an international forum, but the adequacy remedy may still depend on the local legal system to enforce an award.

Regulatory and litigation risks. Even in countries with well-developed legal systems where ExxonMobil does business, we remain exposed to changes in law (in changes that result from international treaties and accords) that could adversely affect our results, such as:

- increases in taxes or government royalty rates (including retroactive claims);
- price controls;
- changes in environmental regulations or other laws that increase our cost of compliance or reduce or delay available business opportunities (including c in laws related to offshore drilling operations, water use, or hydraulic fracturing);
- adoption of regulations mandating the use of alternative fuels or uncompetitive fuel components;
- adoption of government payment transparency regulations that could require us to disclose competitively sensitive commercial information, or tha cause us to violate the non-disclosure laws of other countries; and
- government actions to cancel contracts, re-denominate the official currency, renounce or default on obligations, renegotiate terms unilaterally, or expr assets.

Legal remedies available to compensate us for expropriation or other takings may be inadequate.

We also may be adversely affected by the outcome of litigation, especially in countries such as the United States in which very large and unpredictable punitive d awards may occur, or by government enforcement proceedings alleging non-compliance with applicable laws or regulations.

Security concerns. Successful operation of particular facilities or projects may be disrupted by civil unrest, acts of sabotage or terrorism, and other local security co Such concerns may require us to incur greater costs for security or to shut down operations for a period of time.

Climate change and greenhouse gas restrictions. Due to concern over the risk of climate change, a number of countries have adopted, or are considering the adop regulatory frameworks to reduce greenhouse gas emissions. These include adoption of cap and trade regimes, carbon taxes, restrictive permitting, increased eff standards, and incentives or mandates for renewable energy. These requirements could make our products more expensive, lengthen project implementation tim reduce demand for hydrocarbons, as well as shift hydrocarbon demand toward relatively lower-carbon sources such as natural gas. Current and pending greenhou regulations may also increase our compliance costs, such as for monitoring or sequestering emissions.

Government sponsorship of alternative energy. Many governments are providing tax advantages and other subsidies to support alternative energy sources mandating the use of specific fuels or technologies. Governments are also promoting research into new technologies to reduce the cost and increase the scalab alternative energy sources. We are conducting our own research efforts into alternative energy, such as through sponsorship of the Global Climate and Energy Pr Stanford University and research into liquid products from algae and biomass that can be further converted to transportation fuels. Our future results may depend in the success of our research efforts and on our ability to adapt and apply the strengths of our current business model to providing the energy products of the future in competitive manner. See “Management Effectiveness” below.

Management Effectiveness

In addition to external economic and political factors, our future business results also depend on our ability to manage successfully those factors that are at least within our control. The extent to which we manage these factors will impact our performance relative to competition. For projects in which we are not the opera depend on the management effectiveness of one or more co-venturers whom we do not control.

Exploration and development program. Our ability to maintain and grow our oil and gas production depends on the success of our exploration and development Among other factors, we must continuously improve our ability to identify the most promising resource prospects and apply our project management expertise t discovered resources on line on schedule and within budget.

Project management. The success of ExxonMobil’s Upstream, Downstream, and Chemical businesses depends on complex, long-term, capital intensive projects. projects in turn require a high degree of project management expertise to maximize efficiency. Specific factors that can affect the performance of major projects inclu ability to: negotiate successfully with joint venturers, partners, governments, suppliers, customers, or others; model and optimize reservoir performance; develop m for project outputs, whether through long-term contracts or the development of effective spot markets; manage changes in operating conditions and costs, including c third party equipment or services such as drilling rigs and shipping; prevent, to the extent possible, and respond effectively to unforeseen technical difficulties tha delay project startup or cause unscheduled project downtime; and influence the performance of project operators where ExxonMobil does not perform that role.

The term “project” as used in this report can refer to a variety of different activities and does not necessarily have the same meaning as in any government pa
transparency reports.

Operational efficiency. An important component of ExxonMobil’s competitive performance, especially given the commodity-based nature of many of our busine
our ability to operate efficiently, including our ability to manage expenses and improve production yields on an ongoing basis. This requires continuous managemen
including technology improvements, cost control, productivity enhancements, regular reappraisal of our asset portfolio, and the recruitment, development and reten
high caliber employees.

Research and development. To maintain our competitive position, especially in light of the technological nature of our businesses and the need for continuous eff
improvement, ExxonMobil’s research and development organizations must be successful and able to adapt to a changing market and policy environment.

Safety, business controls, and environmental risk management. Our results depend on management’s ability to minimize the inherent risks of oil, gas, and petroch
operations, to control effectively our business activities and to minimize the potential for human error. We apply rigorous management systems and continuous fo
workplace safety and to avoiding spills or other adverse environmental events. For example, we work to minimize spills through a combined program of ef
operations integrity management, ongoing upgrades, key equipment replacements, and comprehensive inspection and surveillance. Similarly, we are implementin
effective new technologies and adopting new operating practices to reduce air emissions, not only in response to government requirements but also to address com
priorities. We also maintain a disciplined framework of internal controls and apply a controls management system for monitoring compliance with this fram
Substantial liabilities and other adverse impacts could result if our management systems and controls do not function as intended. The ability to insure against such
limited by the capacity of the applicable insurance markets, which may not be sufficient.

Business risks also include the risk of cybersecurity breaches. If our systems for protecting against cybersecurity risks prove not to be sufficient, ExxonMobil co
adversely affected such as by having its business systems compromised, its proprietary information altered, lost or stolen, or its business operations disrupted.

Preparedness. Our operations may be disrupted by severe weather events, natural disasters, human error, and similar events. For example, hurricanes may dama
offshore production facilities or coastal refining and petrochemical plants in vulnerable areas. Our ability to mitigate the adverse impacts of these events depends
upon the effectiveness of our rigorous disaster preparedness and response planning, as well as business continuity planning.

Projections, estimates and descriptions of ExxonMobil’s plans and objectives included or incorporated in Items 1, 1A, 2, 7 and 7A of this report are forward-l
statements. Actual future results, including project completion dates, production rates, capital expenditures, costs and business plans could differ materially due to,
other things, the factors discussed above and elsewhere in this report.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Information with regard to oil and gas producing activities follows:

1. Disclosure of Reserves

A. Summary of Oil and Gas Reserves at Year-End 2013

The table below summarizes the oil-equivalent proved reserves in each geographic area and by product type for consolidated subsidiaries and equity compani
Corporation has reported proved reserves on the basis of the average of the first-day-of-the-month price for each month during the last 12-month period. Gas is conve
an oil-equivalent basis at six million cubic feet per one thousand barrels. No major discovery or other favorable or adverse event has occurred since December 31
that would cause a significant change in the estimated proved reserves as of that date.

	Crude Oil	Natural Gas Liquids	Bitumen	Synthetic Oil	Natural Gas	Oil-Equiva Basis
	(million bbls)	*(million bbls)*	*(million bbls)*	*(million bbls)*	*(billion cubic ft)*	*(million bb*
Proved Reserves						
Developed						
Consolidated Subsidiaries						
United States	1,212	257	-	-	14,655	
Canada/South America *(1)*	111	15	1,810	579	664	
Europe	210	39	-	-	2,189	
Africa	765	180	-	-	779	
Asia	1,525	138	-	-	5,241	
Australia/Oceania	56	49	-	-	969	
Total Consolidated	3,879	678	1,810	579	24,497	
Equity Companies						
United States	258	10	-	-	197	
Europe	27	-	-	-	6,852	
Asia	902	390	-	-	17,288	
Total Equity Company	1,187	400	-	-	24,337	
Total Developed	5,066	1,078	1,810	579	48,834	
Undeveloped						
Consolidated Subsidiaries						
United States	796	272	-	-	11,365	
Canada/South America *(1)*	173	4	1,820	-	571	
Europe	35	16	-	-	621	
Africa	428	21	-	-	88	
Asia	638	-	-	-	493	
Australia/Oceania	99	32	-	-	6,546	
Total Consolidated	2,169	345	1,820	-	19,684	
Equity Companies						
United States	72	5	-	-	84	
Europe	1	-	-	-	2,032	
Asia	243	51	-	-	1,226	
Total Equity Company	316	56	-	-	3,342	
Total Undeveloped	2,485	401	1,820	-	23,026	
Total Proved Reserves	7,551	1,479	3,630	579	71,860	

(1) South America includes proved developed reserves of 0.2 million barrels of crude oil and natural gas liquids and 44 billion cubic feet of natural gas and undeveloped reserves of 0.1 million barrels of crude oil and natural gas liquids and 10 billion cubic feet of natural gas.

In the preceding reserves information, consolidated subsidiary and equity company reserves are reported separately. However, the Corporation operates its business v same view of equity company reserves as it has for reserves from consolidated subsidiaries.

The Corporation's overall volume capacity outlook, based on projects coming on stream as anticipated, is for production capacity to grow over the period 2014 However, actual volumes will vary from year to year due to the timing of individual project start-ups, operational outages, reservoir performance, regulatory change sales, weather events, price effects on production sharing contracts and other factors as described in Item 1A—Risk Factors of this report.

The estimation of proved reserves, which is based on the requirement of reasonable certainty, is an ongoing process based on rigorous technical evaluations, com and market assessments and detailed analysis of well and reservoir information such as flow rates and reservoir pressure declines. Furthermore, the Corporatio records proved reserves for projects which have received significant funding commitments by management made toward the development of the reserves. Althou Corporation is reasonably certain that proved reserves will be produced, the timing and amount recovered can be affected by a number of factors including comple development projects, reservoir performance, regulatory approvals and significant changes in projections of long-term oil and gas price levels.

B. Technologies Used in Establishing Proved Reserves Additions in 2013

Additions to ExxonMobil's proved reserves in 2013 were based on estimates generated through the integration of available and appropriate geological, engineeri production data, utilizing well-established technologies that have been demonstrated in the field to yield repeatable and consistent results.

Data used in these integrated assessments included information obtained directly from the subsurface via wellbores, such as well logs, reservoir core sample samples, static and dynamic pressure information, production test data, and surveillance and performance information. The data utilized also included sub information obtained through indirect measurements including high-quality 2-D and 3-D seismic data, calibrated with available well control information. The tools interpret the data included proprietary seismic processing software, proprietary reservoir modeling and simulation software, and commercially available data a packages.

In some circumstances, where appropriate analog reservoirs were available, reservoir parameters from these analogs were used to increase the quality of and con in the reserves estimates.

C. Qualifications of Reserves Technical Oversight Group and Internal Controls over Proved Reserves

ExxonMobil has a dedicated Global Reserves group that provides technical oversight and is separate from the operating organization. Primary responsibilities of thi include oversight of the reserves estimation process for compliance with Securities and Exchange Commission (SEC) rules and regulations, review of annual cha reserves estimates, and the reporting of ExxonMobil's proved reserves. This group also maintains the official company reserves estimates for ExxonMobil's proved r of crude and natural gas liquids, bitumen, synthetic oil and natural gas. In addition, the group provides training to personnel involved in the reserves estimat reporting process within ExxonMobil and its affiliates. The Manager of the Global Reserves group has more than 30 years of experience in reservoir engineeri reserves assessment and has a degree in Engineering. He is an active member of the Society of Petroleum Engineers (SPE) and previously served on the SPE Oil a Reserves Committee. The group is managed by and staffed with individuals that have an average of more than 20 years of technical experience in the petroleum in including expertise in the classification and categorization of reserves under the SEC guidelines. This group includes individuals who hold advanced degrees in Engineering or Geology. Several members of the group hold professional registrations in their field of expertise, and members have served on the SPE Oil and Gas R Committee.

The Global Reserves group maintains a central database containing the official company reserves estimates. Appropriate controls, including limitations on d access and update capabilities, are in place to ensure data integrity within this central database. An annual review of the system's controls is performed by interna Key components of the reserves estimation process include technical evaluations and analysis of well and field performance and a rigorous peer review. No changes made to the reserves estimates in the central database, including additions of any new initial reserves estimates or subsequent revisions, unless these changes hav thoroughly reviewed and evaluated by duly authorized personnel within the operating organization. In addition, changes to reserves estimates that exceed certain thr require further review and approval of the appropriate level of management within the operating organization before the changes may be made in the central da Endorsement by the Global Reserves group for all proved reserves changes is a mandatory component of this review process. After all changes are made, reviews a with senior management for final endorsement.

2. Proved Undeveloped Reserves

At year-end 2013, approximately 8.5 billion oil-equivalent barrels (GOEB) of ExxonMobil's proved reserves were classified as proved undeveloped. This repres percent of the 25.2 GOEB reported in proved reserves. This compares to the 9.9 GOEB of proved undeveloped reserves reported at the end of 2012. The net decr primarily due to project startups in Canada and Kazakhstan. During the year, ExxonMobil conducted development activities in over 100 fields that resulted in the tran approximately 1.9 GOEB from proved undeveloped to proved developed reserves by year-end. The largest transfers were related to Kearl Initial Development start new pad steam injection in the Cold Lake field in Canada, Kashagan field startup in Kazakhstan and the Groningen compression assessment in the Netherlands.

One of ExxonMobil's requirements for reporting proved reserves is that management has made significant funding commitments toward the development of the re ExxonMobil has a disciplined investment strategy and many major fields require long lead-time in order to be developed. Development projects typically take two years from the time of first recording of proved reserves to the start of production of these reserves. However, the development time for large and complex proje exceed five years. During 2013, discoveries and extensions related to new projects added approximately 0.7 GOEB of proved undeveloped reserves. The largest o additions were related to planned drilling in the United States and Upper Zakum field expansion in Abu Dhabi. Overall, investments of $25.3 billion were made Corporation during 2013 to progress the development of reported proved undeveloped reserves, including $22.7 billion for oil and gas producing activities and an add $2.6 billion for other non-oil and gas producing activities such as the construction of support infrastructure and other related facilities that were undertaken to progr development of proved undeveloped reserves. These investments represented 66 percent of the $38.2 billion in total reported Upstream capital and exploration expen

Proved undeveloped reserves in Australia, Papua New Guinea, the United States, Kazakhstan, Nigeria, and the Netherlands have remained undeveloped for five y more primarily due to constraints on the capacity of infrastructure, the pace of co-venturer/government funding, as well as the time required to complete developm very large projects. The Corporation is reasonably certain that these proved reserves will be produced; however, the timing and amount recovered can be affecte number of factors including completion of development projects, reservoir performance, regulatory approvals, and significant changes in long-term oil and gas price Of the proved undeveloped reserves that have been reported for five or more years, 91 percent are contained in the aforementioned countries. The largest of these is to LNG/Gas projects in Australia and Papua New Guinea, where construction of the initial development is under way. In Kazakhstan, the proved undeveloped reser related to the remainder of the initial development of the offshore Kashagan field which is included in the North Caspian Production Sharing Agreement a Tengizchevroil joint venture which includes a production license in the Tengiz – Korolev field complex. The Tengizchevroil joint venture is producing, and undeveloped reserves will continue to move to proved developed as approved development phases progress. In the Netherlands, the Groningen gas field has undeveloped reserves reported that are related to installation of future stages of compression. These reserves will move to proved developed when the additional st compression are installed to maintain field delivery pressure.

3. Oil and Gas Production, Production Prices and Production Costs

A. Oil and Gas Production

The table below summarizes production by final product sold and by geographic area for the last three years.

	2013		2012		2011
			(thousands of barrels daily)		
Crude oil and natural gas liquids production	Crude Oil	NGL	Crude Oil	NGL	Crude Oil
Consolidated Subsidiaries					
United States	283	85	274	81	280
Canada/South America *(1)*	57	10	49	10	53
Europe	157	27	170	33	219
Africa	451	18	472	15	491
Asia	313	30	319	43	329
Australia/Oceania	29	19	32	18	34
Total Consolidated Subsidiaries	1,290	189	1,316	200	1,406
Equity Companies					
United States	61	2	61	2	65
Europe	6	-	4	-	5
Asia	373	68	345	65	358
Total Equity Companies	440	70	410	67	428
Total crude oil and natural gas liquids production	1,730	259	1,726	267	1,834
Bitumen production					
Consolidated Subsidiaries					
Canada/South America	148		123		120
Synthetic oil production					
Consolidated Subsidiaries					
Canada/South America	65		69		67
Total liquids production	2,202		2,185		2,312
			(millions of cubic feet daily)		
Natural gas production available for sale					
Consolidated Subsidiaries					
United States	3,530		3,819		3,917
Canada/South America *(1)*	354		362		412
Europe	1,294		1,446		1,701
Africa	6		17		7
Asia	1,180		1,445		1,879
Australia/Oceania	351		363		331
Total Consolidated Subsidiaries	6,715		7,452		8,247
Equity Companies					
United States	15		3		-
Europe	1,957		1,774		1,747
Asia	3,149		3,093		3,168
Total Equity Companies	5,121		4,870		4,915
Total natural gas production available for sale	11,836		12,322		13,162
			(thousands of oil-equivalent barrels daily)		
Oil-equivalent production	4,175		4,239		4,506

(1) South America includes liquids production for 2012 and 2011 of one thousand barrels daily for each year and natural gas production available for sale for 201 and 2011 of 28 million, 38 million, and 45 million cubic feet daily, respectively.

B. Production Prices and Production Costs

The table below summarizes average production prices and average production costs by geographic area and by product type for the last three years.

	United States	Canada/ S. America	Europe	Africa	Asia	Australia/ Oceania
During 2013				*(dollars per unit)*		
Consolidated Subsidiaries						
Average production prices						
Crude oil, per barrel	93.56	98.91	106.75	108.73	106.18	107.92
NGL, per barrel	44.30	44.96	65.36	75.24	40.83	59.55
Natural gas, per thousand cubic feet	2.99	2.80	10.07	2.79	4.10	4.20
Bitumen, per barrel	-	59.63	-	-	-	-
Synthetic oil, per barrel	-	93.96	-	-	-	-
Average production costs, per oil-equivalent barrel - total	12.02	32.02	19.57	13.95	8.95	16.81
Average production costs, per barrel - bitumen	-	34.30	-	-	-	-
Average production costs, per barrel - synthetic oil	-	50.94	-	-	-	-
Equity Companies						
Average production prices						
Crude oil, per barrel	102.24	-	99.26	-	103.96	-
NGL, per barrel	42.02	-	-	-	70.90	-
Natural gas, per thousand cubic feet	4.37	-	9.28	-	10.19	-
Average production costs, per oil-equivalent barrel - total	22.77	-	3.79	-	1.87	-
Total						
Average production prices						
Crude oil, per barrel	95.11	98.91	106.49	108.73	104.98	107.92
NGL, per barrel	44.24	44.96	65.36	75.24	61.64	59.55
Natural gas, per thousand cubic feet	3.00	2.80	9.59	2.79	8.53	4.20
Bitumen, per barrel	-	59.63	-	-	-	-
Synthetic oil, per barrel	-	93.96	-	-	-	-
Average production costs, per oil-equivalent barrel - total	12.72	32.02	12.42	13.95	4.41	16.81
Average production costs, per barrel - bitumen	-	34.30	-	-	-	-
Average production costs, per barrel - synthetic oil	-	50.94	-	-	-	-
During 2012						
Consolidated Subsidiaries						
Average production prices						
Crude oil, per barrel	94.71	98.67	110.91	111.19	109.95	112.12
NGL, per barrel	50.32	57.84	68.08	76.63	43.65	56.85
Natural gas, per thousand cubic feet	2.15	1.98	8.92	2.77	3.91	4.39
Bitumen, per barrel	-	58.91	-	-	-	-
Synthetic oil, per barrel	-	92.77	-	-	-	-
Average production costs, per oil-equivalent barrel - total	11.14	26.94	15.06	13.35	7.27	12.11
Average production costs, per barrel - bitumen	-	23.71	-	-	-	-
Average production costs, per barrel - synthetic oil	-	47.45	-	-	-	-
Equity Companies						
Average production prices						
Crude oil, per barrel	105.02	-	104.59	-	106.59	-
NGL, per barrel	58.38	-	-	-	75.24	-
Natural gas, per thousand cubic feet	3.22	-	9.66	-	9.38	-
Average production costs, per oil-equivalent barrel - total	20.15	-	3.36	-	1.43	-
Total						
Average production prices						
Crude oil, per barrel	96.60	98.67	110.74	111.19	108.22	112.12
NGL, per barrel	50.46	57.84	68.08	76.63	62.61	56.85
Natural gas, per thousand cubic feet	2.15	1.98	9.33	2.77	7.64	4.39
Bitumen, per barrel	-	58.91	-	-	-	-
Synthetic oil, per barrel	-	92.77	-	-	-	-
Average production costs, per oil-equivalent barrel - total	11.68	26.94	10.34	13.35	3.74	12.11
Average production costs, per barrel - bitumen	-	23.71	-	-	-	-
Average production costs, per barrel - synthetic oil	-	47.45	-	-	-	-

	United States	Canada/ S. America	Europe	Africa	Asia	Australia/ Oceania	T
During 2011				*(dollars per unit)*			
Consolidated Subsidiaries							
Average production prices							
Crude oil, per barrel	98.33	104.59	109.48	110.84	107.64	115.55	
NGL, per barrel	62.48	65.71	66.80	78.20	44.16	59.44	
Natural gas, per thousand cubic feet	3.45	3.29	9.32	2.83	3.37	3.98	
Bitumen, per barrel	-	64.65	-	-	-	-	
Synthetic oil, per barrel	-	102.80	-	-	-	-	
Average production costs, per oil-equivalent barrel - total	11.14	23.58	13.58	14.04	6.58	12.85	
Average production costs, per barrel - bitumen	-	19.80	-	-	-	-	
Average production costs, per barrel - synthetic oil	-	47.68	-	-	-	-	
Equity Companies							
Average production prices							
Crude oil, per barrel	105.00	-	103.23	-	105.87	-	
NGL, per barrel	77.84	-	-	-	69.65	-	
Natural gas, per thousand cubic feet	5.08	-	8.61	-	7.78	-	
Average production costs, per oil-equivalent barrel - total	19.96	-	2.92	-	1.09	-	
Total							
Average production prices							
Crude oil, per barrel	99.57	104.59	109.33	110.84	106.72	115.55	
NGL, per barrel	62.75	65.71	66.80	78.20	58.33	59.44	
Natural gas, per thousand cubic feet	3.45	3.29	8.96	2.83	6.14	3.98	
Bitumen, per barrel	-	64.65	-	-	-	-	
Synthetic oil, per barrel	-	102.80	-	-	-	-	
Average production costs, per oil-equivalent barrel - total	11.68	23.58	9.85	14.04	3.41	12.85	
Average production costs, per barrel - bitumen	-	19.80	-	-	-	-	
Average production costs, per barrel - synthetic oil	-	47.68	-	-	-	-	

Average production prices have been calculated by using sales quantities from the Corporation's own production as the divisor. Average production costs hav computed by using net production quantities for the divisor. The volumes of crude oil and natural gas liquids (NGL) production used for this computation are show oil and gas production table in section 3.A. The volumes of natural gas used in the calculation are the production volumes of natural gas available for sale and a shown in section 3.A. The natural gas available for sale volumes are different from those shown in the reserves table in the "Oil and Gas Reserves" part "Supplemental Information on Oil and Gas Exploration and Production Activities" portion of the Financial Section of this report due to volumes consumed or flared. converted to an oil-equivalent basis at six million cubic feet per one thousand barrels.

4. Drilling and Other Exploratory and Development Activities

A. Number of Net Productive and Dry Wells Drilled

	2013	2012
Net Productive Exploratory Wells Drilled		
Consolidated Subsidiaries		
United States	8	7
Canada/South America	4	2
Europe	-	1
Africa	2	2
Asia	-	1
Australia/Oceania	-	2
Total Consolidated Subsidiaries	14	15
Equity Companies		
United States	-	-
Europe	1	1
Asia	1	-
Total Equity Companies	2	1
Total productive exploratory wells drilled	16	16
Net Dry Exploratory Wells Drilled		
Consolidated Subsidiaries		
United States	2	2
Canada/South America	4	-
Europe	1	2
Africa	-	-
Asia	-	2
Australia/Oceania	-	1
Total Consolidated Subsidiaries	7	7
Equity Companies		
United States	1	-
Europe	-	1
Asia	-	-
Total Equity Companies	1	1
Total dry exploratory wells drilled	8	8

	2013	2012
Net Productive Development Wells Drilled		
Consolidated Subsidiaries		
United States	755	867
Canada/South America	201	73
Europe	13	10
Africa	33	39
Asia	30	28
Australia/Oceania	3	-
Total Consolidated Subsidiaries	1,035	1,017
Equity Companies		
United States	328	282
Europe	2	4
Asia	8	7
Total Equity Companies	338	293
Total productive development wells drilled	1,373	1,310
Net Dry Development Wells Drilled		
Consolidated Subsidiaries		
United States	5	5
Canada/South America	-	-
Europe	2	1
Africa	-	-
Asia	-	2
Australia/Oceania	-	-
Total Consolidated Subsidiaries	7	8
Equity Companies		
United States	-	-
Europe	1	-
Asia	-	-
Total Equity Companies	1	-
Total dry development wells drilled	8	8
Total number of net wells drilled	1,405	1,342

B. Exploratory and Development Activities Regarding Oil and Gas Resources Extracted by Mining Technologies

Syncrude Operations. Syncrude is a joint venture established to recover shallow deposits of oil sands using open-pit mining methods to extract the crude bitum then upgrade it to produce a high-quality, light (32 degrees API), sweet, synthetic crude oil. Imperial Oil Limited is the owner of a 25 percent interest in the joint v Exxon Mobil Corporation has a 69.6 percent interest in Imperial Oil Limited. In 2013, the company's share of net production of synthetic crude oil was about 65 th barrels per day and share of net acreage was about 63 thousand acres in the Athabasca oil sands deposit.

Kearl Project. The Kearl project is a joint venture established to recover shallow deposits of oil sands using open-pit mining methods to extract the crude bitumen. In Oil Limited holds a 70.96 percent interest in the joint venture and ExxonMobil Canada Properties holds the other 29.04 percent. Exxon Mobil Corporation has percent interest in Imperial Oil Limited and a 100 percent interest in ExxonMobil Canada Properties. Kearl is comprised of six oil sands leases covering about 48 th acres in the Athabasca oil sands deposit.

The Kearl project is located approximately 40 miles north of Fort McMurray, Alberta, Canada. Bitumen is extracted from oil sands produced from open-pit operations, and processed through a bitumen extraction and froth treatment train. The product, a blend of bitumen and diluent, is shipped to our refineries and to oth parties. Diluent is natural gas condensate or other light hydrocarbons added to the crude bitumen to facilitate transportation by pipeline. Production from the development began in April 2013 and production ramp-up continued throughout the remainder of the year. During 2013, average net production at Kearl was 21 th barrels per day. The Kearl Expansion project was 72 percent complete at the end of 2013.

5. Present Activities

A. Wells Drilling

	Year-End 2013		Year-End 2012
	Gross	Net	Gross
Wells Drilling			
Consolidated Subsidiaries			
United States	1,199	480	1,099
Canada/South America	107	95	138
Europe	29	10	26
Africa	38	11	33
Asia	112	32	108
Australia/Oceania	18	5	23
Total Consolidated Subsidiaries	1,503	633	1,427
Equity Companies			
United States	9	4	17
Europe	8	3	9
Asia	11	1	19
Total Equity Companies	28	8	45
Total gross and net wells drilling	1,531	641	1,472

B. Review of Principal Ongoing Activities

UNITED STATES

ExxonMobil's year-end 2013 acreage holdings totaled 15.1 million net acres, of which 2.0 million net acres were offshore. ExxonMobil was active in areas onsho offshore in the lower 48 states and in Alaska.

During 2013, 1080.3 net exploration and development wells were completed in the inland lower 48 states. Development activities focused on the Bakken oil North Dakota and Montana, the San Joaquin Basin of California, the Woodford and Caney Shales in the Ardmore, Marietta and Arkoma basins of Oklahoma, the P Basin of West Texas and New Mexico, the Marcellus Shale of Pennsylvania and West Virginia, the Haynesville Shale of Texas and Louisiana, the Barnett Shale of Texas, and the Fayetteville Shale of Arkansas.

ExxonMobil's net acreage in the Gulf of Mexico at year-end 2013 was 1.9 million acres. A total of 2.5 net exploration and development wells were completed dur year. Development activities continued on the deepwater Hadrian South project and the non-operated Lucius project. The Heidelberg and Julia Phase 1 projects were in 2013.

Participation in Alaska production and development continued with a total of 17.1 net development wells completed. Development activities continued on th Thomson project.

CANADA / SOUTH AMERICA

Canada

Oil and Gas Operations: ExxonMobil's year-end 2013 acreage holdings totaled 5.6 million net acres, of which 1.0 million net acres were offshore. A total of 8 exploration and development wells were completed during the year. Celtic Exploration Ltd. was acquired in 2013.

In Situ Bitumen Operations: ExxonMobil's year-end 2013 in situ bitumen acreage holdings totaled 0.7 million net onshore acres. A total of 120.0 net developmen were completed during the year. In 2013, ExxonMobil acquired an interest in the Clyden oil sands lease.

Argentina

ExxonMobil's net acreage totaled 0.9 million onshore acres at year-end 2013, and there were 2.0 net exploration and development wells completed during the year.

Venezuela

ExxonMobil's acreage holdings and assets were expropriated in 2007. Refer to the relevant portion of "Note 16: Litigation and Other Contingencies" of the Fi Section of this report for additional information.

EUROPE

Germany

A total of 4.9 million net onshore acres and 0.1 million net offshore acres were held by ExxonMobil at year-end 2013, with 5.3 net exploration and developmen completed during the year.

Netherlands

ExxonMobil's net interest in licenses totaled approximately 1.5 million acres at year-end 2013, of which 1.2 million acres are onshore. A total of 4.2 net explorati development wells were completed during the year.

Norway

ExxonMobil's net interest in licenses at year-end 2013 totaled approximately 0.7 million acres, all offshore. A total of 7.5 net exploration and development wel completed in 2013.

United Kingdom

ExxonMobil's net interest in licenses at year-end 2013 totaled approximately 0.4 million acres, all offshore. A total of 2.7 net development wells were completed dur year.

AFRICA

Angola

ExxonMobil's year-end 2013 acreage holdings totaled 0.4 million net offshore acres and 3.4 net development wells were completed during the year. On Block 15, activities are under way at Kizomba Satellites Phase 2. On the non-operated Block 17, work continued on the Cravo-Lirio-Orquidea-Violeta project.

Chad

ExxonMobil's net year-end 2013 acreage holdings consisted of 46 thousand onshore acres, with 22.0 net development wells completed during the year.

Equatorial Guinea

ExxonMobil's acreage totaled 0.1 million net offshore acres at year-end 2013.

Nigeria

ExxonMobil’s net acreage totaled 0.9 million offshore acres at year-end 2013, with 8.2 net exploration and development wells completed during the year. In ExxonMobil continued development drilling on the Satellite Field Development Phase 1 and the deepwater Usan projects. The Erha North Phase 2 deepwater proje funded in 2013.

ASIA

Azerbaijan

At year-end 2013, ExxonMobil’s net acreage totaled 9 thousand offshore acres. A total of 0.7 net development wells were completed during the year. Work continued Chirag Oil project.

Indonesia

At year-end 2013, ExxonMobil had 2.3 million net acres, 1.3 million net acres offshore and 1.0 million net acres onshore. There was 0.4 net exploration well con during the year.

Iraq

At year-end 2013, ExxonMobil’s onshore acreage was 0.9 million net acres. A total of 23.2 net development wells were completed at the West Qurna Phase I c during the year. Field rehabilitation activities continued during 2013, and across the life of this project will include drilling of new wells, working over of existing we optimization and debottlenecking of existing facilities. ExxonMobil sold a partial interest in West Qurna Phase I in 2013. In the Kurdistan Region of Iraq, Exxo initiated a seismic program and exploration drilling in 2013.

Kazakhstan

ExxonMobil’s net acreage totaled 0.1 million acres onshore and 0.2 million acres offshore at year-end 2013. A total of 1.3 net development wells were completed 2013. Working with our partners, construction of the initial phase of the Kashagan field continued, and the project started up in 2013.

Malaysia

ExxonMobil has interests in production sharing contracts covering 0.4 million net acres offshore at year-end 2013. During the year, a total of 5.0 net developmen were completed. Development activities continued on the Tapis and Damar projects and the Telok project started up in 2013.

Qatar

Through our joint ventures with Qatar Petroleum, ExxonMobil’s net acreage totaled 65 thousand acres offshore at year-end 2013. During the year, a total of development wells were completed. ExxonMobil participated in 61.8 million tonnes per year gross liquefied natural gas capacity and 2.0 billion cubic feet per flowing gas capacity at year end. Development activities continued on the Barzan project.

Republic of Yemen

ExxonMobil's net acreage in the Republic of Yemen production sharing areas totaled 10 thousand acres onshore at year-end 2013.

Russia

ExxonMobil’s net acreage holdings in Sakhalin at year-end 2013 were 85 thousand acres, all offshore. A total of 0.9 net development wells were completed. Develo activities continued on the Arkutun-Dagi project during 2013.

At year-end 2013, ExxonMobil’s net acreage in the Rosneft joint venture agreements for the Kara and Black Seas was 11.3 million acres, all offshore. ExxonMo Rosneft formed a joint venture to evaluate the development of tight-oil reserves in western Siberia in 2013.

Thailand

ExxonMobil’s net onshore acreage in Thailand concessions totaled 21 thousand acres at year-end 2013.

United Arab Emirates

ExxonMobil's net acreage in the Abu Dhabi offshore Upper Zakum oil concession was 81 thousand acres at year-end 2013. The Upper Zakum 750 project was fur 2013.

ExxonMobil's net acreage in the Abu Dhabi onshore oil concession was 0.5 million acres at year-end 2013, of which 0.4 million acres are onshore. During the total of 6.7 net exploration and development wells were completed. The onshore oil concession expired in January 2014.

AUSTRALIA / OCEANIA

Australia

ExxonMobil's year-end 2013 acreage holdings totaled 1.7 million net acres, of which 1.6 million net acres were offshore. During the year, a total of 1.9 net explorati development wells were completed. The Kipper Tuna and Turrum projects started up during 2013.

Project construction activity for the co-venturer operated Gorgon liquefied natural gas (LNG) project progressed in 2013. The project consists of a subsea infrast for offshore production and transportation of the gas, and a 15.6 million tonnes per year LNG facility and a 280 million cubic feet per day domestic gas plant loca Barrow Island, Western Australia.

Papua New Guinea

A total of 1.1 million net onshore acres were held by ExxonMobil at year-end 2013, with 1.3 net development wells completed during the year. Work continued Papua New Guinea (PNG) LNG project. The project consists of conditioning facilities in the southern PNG Highlands, a 6.9 million tonnes per year LNG facility ne Moresby and approximately 434 miles of onshore and offshore pipelines.

WORLDWIDE EXPLORATION

At year-end 2013, exploration activities were under way in several areas in which ExxonMobil has no established production operations and thus are not included ab total of 29.1 million net acres were held at year-end 2013, and 1.4 net exploration wells were completed during the year in these countries.

6. Delivery Commitments

ExxonMobil sells crude oil and natural gas from its producing operations under a variety of contractual obligations, some of which may specify the delivery of a fix determinable quantity for periods longer than one year. ExxonMobil also enters into natural gas sales contracts where the source of the natural gas used to fulfill the c can be a combination of our own production and the spot market. Worldwide, we are contractually committed to deliver approximately 2,800 billion cubic feet of gas for the period from 2014 through 2016. We expect to fulfill the majority of these delivery commitments with production from our proved developed reserve remaining commitments will be fulfilled with production from our proved undeveloped reserves and spot market purchases as necessary.

7. Oil and Gas Properties, Wells, Operations and Acreage

A. Gross and Net Productive Wells

	Year-End 2013				Year-End 2012		
	Oil		Gas		Oil		Gas
	Gross	Net	Gross	Net	Gross	Net	Gross
Gross and Net Productive Wells							
Consolidated Subsidiaries							
United States	23,395	8,487	38,392	23,839	22,690	8,155	39,720
Canada/South America	5,486	4,990	4,478	1,762	5,283	4,825	4,271
Europe	1,254	352	649	269	1,255	346	622
Africa	1,186	472	16	6	1,231	491	11
Asia	756	270	207	151	792	370	204
Australia/Oceania	661	147	38	19	676	152	40
Total Consolidated Subsidiaries	32,738	14,718	43,780	26,046	31,927	14,339	44,868
Equity Companies							
United States	14,362	5,529	4,369	496	12,777	5,286	2,138
Europe	49	17	555	173	71	27	585
Asia	1,329	143	122	29	1,200	129	121
Total Equity Companies	15,740	5,689	5,046	698	14,048	5,442	2,844
Total gross and net productive wells	48,478	20,407	48,826	26,744	45,975	19,781	47,712

There were 37,661 gross and 31,823 net operated wells at year-end 2013 and 37,228 gross and 31,264 net operated wells at year-end 2012. The number of wel
multiple completions was 1,531 gross in 2013 and 1,647 gross in 2012.

Note: Year-end 2012 well counts for gross and net gas wells in Canada/South America were restated.

B. Gross and Net Developed Acreage

	Year-End 2013		Year-End 2012
	Gross	Net	Gross
	(thousands of acres)		
Gross and Net Developed Acreage			
Consolidated Subsidiaries			
United States	16,504	10,061	16,444
Canada/South America *(1)*	4,421	2,041	4,545
Europe	3,355	1,511	3,382
Africa	2,105	780	2,105
Asia	1,828	557	1,322
Australia/Oceania	2,123	758	2,018
Total Consolidated Subsidiaries	30,336	15,708	29,816
Equity Companies			
United States	968	241	496
Europe	4,341	1,356	4,344
Asia	5,731	640	5,731
Total Equity Companies	11,040	2,237	10,571
Total gross and net developed acreage	41,376	17,945	40,387

(1) Includes developed acreage in South America of 214 gross and 109 net thousands of acres for 2013 and 618 gross and 202 net thousand acres for 2012.

Separate acreage data for oil and gas are not maintained because, in many instances, both are produced from the same acreage.

C. Gross and Net Undeveloped Acreage

	Year-End 2013		Year-End 2012
	Gross	Net	Gross
	(thousands of acres)		
Gross and Net Undeveloped Acreage			
Consolidated Subsidiaries			
United States	7,645	4,722	8,517
Canada/South America *(1)*	16,319	9,232	16,669
Europe	13,461	6,585	35,928
Africa	20,877	13,446	12,005
Asia	18,639	13,979	24,346
Australia/Oceania	7,144	1,991	7,460
Total Consolidated Subsidiaries	84,085	49,955	104,925
Equity Companies			
United States	363	121	351
Europe	-	-	-
Asia	34,147	11,352	73
Total Equity Companies	34,510	11,473	424
Total gross and net undeveloped acreage	118,595	61,428	105,349

(1) Includes undeveloped acreage in South America of 8,795 gross and 4,674 net thousands of acres for 2013 and 8,412 gross and 4,484 net thousands of acres for 2

ExxonMobil's investment in developed and undeveloped acreage is comprised of numerous concessions, blocks and leases. The terms and conditions under wh Corporation maintains exploration and/or production rights to the acreage are property-specific, contractually defined and vary significantly from property to pr Work programs are designed to ensure that the exploration potential of any property is fully evaluated before expiration. In some instances, the Corporation may relinquish acreage in advance of the contractual expiration date if the evaluation process is complete and there is not a business basis for extension. In cases additional time may be required to fully evaluate acreage, the Corporation has generally been successful in obtaining extensions. The scheduled expiration of leas concessions for undeveloped acreage over the next three years is not expected to have a material adverse impact on the Corporation.

D. Summary of Acreage Terms

UNITED STATES

Oil and gas leases have an exploration period ranging from one to ten years, and a production period that normally remains in effect until production ceases. Under circumstances, a lease may be held beyond its exploration term even if production has not commenced. In some instances, a "fee interest" is acquired where both the and the underlying mineral interests are owned outright.

CANADA / SOUTH AMERICA

Canada

Exploration licenses or leases in onshore areas are acquired for varying periods of time with renewals or extensions possible. These licenses or leases entitle the ho continue existing licenses or leases upon completing specified work. In general, these license and lease agreements are held as long as there is production on the l and leases. Exploration licenses in offshore eastern Canada and the Beaufort Sea are held by work commitments of various amounts and rentals. They are vali maximum term of nine years. Production licenses in the offshore are valid for 25 years, with rights of extension for continued production. Significant discovery lice the offshore, relating to currently undeveloped discoveries, do not have a definite term.

Argentina

The federal onshore concession terms in Argentina are up to four years for the initial exploration period, up to three years for the second exploration period and up years for the third exploration period. A 50-percent relinquishment is required after each exploration period. An extension after the third exploration period is possi up to five years. The total production term is 25 years with a ten-year extension possible, once a field has been developed. Argentine provinces are entitled to mod concession terms granted within their territories. The concession terms of the exploration permits granted by Neuquen Province are up to six years for the initial expl period, up to four years for the second exploration period and up to three years for the third exploration period depending on the classification of the area. An ex after the third exploration period is possible for up to one year.

EUROPE

Germany

Exploration concessions are granted for an initial maximum period of five years, with an unlimited number of extensions of up to three years each. Extensions are su specific, minimum work commitments. Production licenses are normally granted for 20 to 25 years with multiple possible extensions as long as there is production license.

Netherlands

Under the Mining Law, effective January 1, 2003, exploration and production licenses for both onshore and offshore areas are issued for a period as explicitly define license. The term is based on the period of time necessary to perform the activities for which the license is issued. License conditions are stipulated in the license based on the Mining Law.

Production rights granted prior to January 1, 2003, remain subject to their existing terms, and differ slightly for onshore and offshore areas. Onshore production l issued prior to 1988 were indefinite; from 1988 they were issued for a period as explicitly defined in the license, ranging from 35 to 45 years. Offshore production l issued before 1976 were issued for a fixed period of 40 years; from 1976 they were again issued for a period as explicitly defined in the license, ranging from 1 years.

Norway

Licenses issued prior to 1972 were for an initial period of six years and an extension period of 40 years, with relinquishment of at least one-fourth of the origin required at the end of the sixth year and another one-fourth at the end of the ninth year. Licenses issued between 1972 and 1997 were for an initial period of up to si (with extension of the initial period of one year at a time up to ten years after 1985), and an extension period of up to 30 years, with relinquishment of at least one- the original area required at the end of the initial period. Licenses issued after July 1, 1997, have an initial period of up to ten years and a normal extension period o 30 years or in special cases of up to 50 years, and with relinquishment of at least one-half of the original area required at the end of the initial period.

United Kingdom

Acreage terms are fixed by the government and are periodically changed. For example, many of the early licenses issued under the first four licensing rounds provi an initial term of six years with relinquishment of at least one-half of the original area at the end of the initial term, subject to extension for a further 40 years. At the any such 40-year term, licenses may continue in producing areas until cessation of production; or licenses may continue in development areas for periods agreed on by-case basis until they become producing areas; or licenses terminate in all other areas. The licensing regime was last updated in 2002, and the majority of licenses have an initial term of four years with a second term extension of four years and a final term of 18 years with a mandatory relinquishment of 50 percent of the acreag the initial term and of all acreage that is not covered by a development plan at the end of the second term.

AFRICA

Angola

Exploration and production activities are governed by production sharing agreements with an initial exploration term of four years and an optional second phase of three years. The production period is for 25 years, and agreements generally provide for a negotiated extension.

Chad

Exploration permits are issued for a period of five years, and are renewable for one or two further five-year periods. The terms and conditions of the permits, inc relinquishment obligations, are specified in a negotiated convention. The production term is for 30 years and may be extended at the discretion of the government.

Equatorial Guinea

Exploration and production activities are governed by production sharing contracts negotiated with the State Ministry of Mines, Industry and Energy. The expl periods are for 10 to 15 years with limited relinquishments in the absence of commercial discoveries. The production period for crude oil is 30 years, while the proc period for gas is 50 years. Under the Hydrocarbons Law enacted in 2006, the exploration terms for new production sharing contracts are four to five years with a ma of two one-year extensions, unless the Ministry agrees otherwise.

Nigeria

Exploration and production activities in the deepwater offshore areas are typically governed by production sharing contracts (PSCs) with the national oil compa Nigerian National Petroleum Corporation (NNPC). NNPC holds the underlying Oil Prospecting License (OPL) and any resulting Oil Mining Lease (OML). The te the PSCs are generally 30 years, including a ten-year exploration period (an initial exploration phase plus one or two optional periods) covered by an OPL commercial discovery, an OPL may be converted to an OML. Partial relinquishment is required under the PSC at the end of the ten-year exploration period, and OMI a 20-year production period that may be extended.

Some exploration activities are carried out in deepwater by joint ventures with local companies holding interests in an OPL. OPLs in deepwater offshore areas ar for ten years and are non-renewable, while in all other areas the licenses are for five years and also are non-renewable. Demonstrating a commercial discovery is th for conversion of an OPL to an OML.

OMLs granted prior to the 1969 Petroleum Act (i.e., under the Mineral Oils Act 1914, repealed by the 1969 Petroleum Act) were for 30 years onshore and 40 y offshore areas and have been renewed, effective December 1, 2008, for a further period of 20 years, with a further renewal option of 20 years. Operations under the 1969 OMLs are conducted under a joint venture agreement with NNPC rather than a PSC. In 2000, a Memorandum of Understanding (MOU) was executed d commercial terms applicable to existing joint venture oil production. The MOU may be terminated on one calendar year's notice.

OMLs granted under the 1969 Petroleum Act, which include all deepwater OMLs, have a maximum term of 20 years without distinction for onshore or offshore l and are renewable, upon 12 months' written notice, for another period of 20 years. OMLs not held by NNPC are also subject to a mandatory 50-percent relinquishme the first ten years of their duration.

ASIA

Azerbaijan

The production sharing agreement (PSA) for the development of the Azeri-Chirag-Gunashli field is established for an initial period of 30 years starting from th
execution date in 1994.

Other exploration and production activities are governed by PSAs negotiated with the national oil company of Azerbaijan. The exploration period consists of t
four years with the possibility of a one to three-year extension. The production period, which includes development, is for 25 years or 35 years with the possibility of
two five-year extensions.

Indonesia

Exploration and production activities in Indonesia are generally governed by cooperation contracts, usually in the form of a production sharing contract (PSC), neg
with BPMIGAS, a government agency established in 2002 to manage upstream oil and gas activities. In 2012, Indonesia's Constitutional Court ruled certain articles
relating to BPMIGAS to be unconstitutional, but stated that all existing PSCs signed with BPMIGAS should remain in force until their expiry, and the functions and
previously performed by BPMIGAS are to be carried out by the relevant Ministry of the Government of Indonesia until the promulgation of a new oil and gas la
current PSCs have an exploration period of six years, which can be extended up to 10 years, and an exploitation period of 20 years. PSCs generally require the contra
relinquish 10 percent to 20 percent of the contract area after three years and generally allow the contractor to retain no more than 50 percent to 80 percent of the c
contract area after six years, depending on the acreage and terms.

Iraq

Development and production activities in the state-owned oil and gas fields are governed by contracts with regional oil companies of the Iraqi Ministry of C
ExxonMobil affiliate entered into a contract with South Oil Company of the Iraqi Ministry of Oil for the rights to participate in the development and production activ
the West Qurna Phase I oil and gas field effective March 1, 2010. The term of the contract is 20 years with the right to extend for five years. The contract provides f
recovery plus per-barrel fees for incremental production above specified levels.

Exploration and production activities in the Kurdistan Region of Iraq are governed by production sharing contracts negotiated with the regional government of Ku
in 2011. The exploration term is for five years with the possibility of two-year extensions. The production period is 20 years with the right to extend for five years.

Kazakhstan

Onshore exploration and production activities are governed by the production license, exploration license and joint venture agreements negotiated with the Repu
Kazakhstan. Existing production operations have a 40-year production period that commenced in 1993.

Offshore exploration and production activities are governed by a production sharing agreement negotiated with the Republic of Kazakhstan. The exploration perio
years followed by separate appraisal periods for each discovery. The production period for each discovery, which includes development, is for 20 years from the
declaration of commerciality with the possibility of two ten-year extensions.

Malaysia

Exploration and production activities are governed by production sharing contracts (PSCs) negotiated with the national oil company. The more recent PSCs gov
exploration and production activities have an overall term of 24 to 38 years, depending on water depth, with possible extensions to the exploration and/or develo
periods. The exploration period is five to seven years with the possibility of extensions, after which time areas with no commercial discoveries will be deemed relinq
The development period is from four to six years from commercial discovery, with the possibility of extensions under special circumstances. Areas from which comm
production has not started by the end of the development period will be deemed relinquished if no extension is granted. All extensions are subject to the natio
company's prior written approval. The total production period is 15 to 25 years from first commercial lifting, not to exceed the overall term of the contract.

In 2008, the Company reached agreement with the national oil company for a new PSC, which was subsequently signed in 2009. Under the new PSC, from 200
March 31, 2012, the Company was entitled to undertake new development and production activities in oil fields under an existing PSC, subject to new minimum wo
spending commitments, including an enhanced oil recovery project in one of the oil fields. When the existing PSC expired on March 31, 2012, the producing fields c
by the existing PSC automatically became part of the new PSC, which has a 25-year duration from April 2008.

Qatar

The State of Qatar grants gas production development project rights to develop and supply gas from the offshore North Field to permit the economic developm production of gas reserves sufficient to satisfy the gas and LNG sales obligations of these projects.

Republic of Yemen

The Jannah production sharing agreement has a development period extending 20 years from first commercial declaration, which was made in June 1995.

Russia

Terms for ExxonMobil's Sakhalin acreage are fixed by the production sharing agreement (PSA) that became effective in 1996 between the Russian government a Sakhalin-1 consortium, of which ExxonMobil is the operator. The term of the PSA is 20 years from the Declaration of Commerciality, which would be 2021. The ter be extended thereafter in ten-year increments as specified in the PSA.

Exploration and production activities in the Kara and Black Seas are governed by joint venture agreements concluded with Rosneft in 2013 that cover cer Rosneft's offshore licenses. The Kara Sea licenses extend through 2040 and include an exploration period through 2020, development plan submission within eight y a discovery and development activities within five years of plan approval. The Black Sea exploration license extends through 2017 and a discovery is the ba obtaining a license for production.

Thailand

The Petroleum Act of 1971 allows production under ExxonMobil's concession for 30 years with a ten-year extension at terms generally prevalent at the time.

United Arab Emirates

Exploration and production activities for the major onshore oil fields in the Emirate of Abu Dhabi were governed by a 75-year oil concession agreement executed in which expired in January 2014. An interest in the development and production activities of the Upper Zakum field, a major offshore field, was acquired effectiv January 2006, for a term expiring March 2026, and in 2013 the governing agreements were extended to 2041.

AUSTRALIA/OCEANIA

Australia

Exploration and production activities conducted offshore in Commonwealth waters are governed by Federal legislation. Exploration permits are granted for an initi of six years with two possible five-year renewal periods. Retention leases may be granted for resources that are not commercially viable at the time of application, expected to become commercially viable within 15 years. These are granted for periods of five years and renewals may be requested. Prior to July 1998, production l were granted initially for 21 years, with a further renewal of 21 years and thereafter "indefinitely", i.e., for the life of the field. Effective from July 1998, new proc licenses are granted "indefinitely". In each case, a production license may be terminated if no production operations have been carried on for five years.

Papua New Guinea

Exploration and production activities are governed by the Oil and Gas Act. Petroleum Prospecting licenses are granted for an initial term of six years with a fiv extension possible (an additional extension of three years is possible in certain circumstances). Generally, a 50-percent relinquishment of the license area is required end of the initial six-year term, if extended. Petroleum Development licenses are granted for an initial 25-year period. An extension of up to 20 years may be grante Minister's discretion. Petroleum Retention licenses may be granted for gas resources that are not commercially viable at the time of application, but may b commercially viable within the maximum possible retention time of 15 years. Petroleum Retention licenses are granted for five-year terms, and may be extended Minister's discretion, twice for the maximum retention time of 15 years. Extensions of Petroleum Retention licenses may be for periods of less than one year, ren annually, if the Minister considers at the time of extension that the resources could become commercially viable in less than five years.

Information with regard to the Downstream segment follows:

ExxonMobil's Downstream segment manufactures and sells petroleum products. The refining and supply operations encompass a global network of manufacturing transportation systems, and distribution centers that provide a range of fuels, lubricants and other products and feedstocks to our customers around the world.

Refining Capacity At Year-End 2013 *(1)*

		ExxonMobil Share KBD *(2)*	ExxonMob Interest %
United States			
Torrance	California	150	100
Joliet	Illinois	238	100
Baton Rouge	Louisiana	502	100
Baytown	Texas	561	100
Beaumont	Texas	345	100
Other (2 refineries)		155	
Total United States		1,951	
Canada			
Strathcona	Alberta	189	69.6
Nanticoke	Ontario	113	69.6
Sarnia	Ontario	119	69.6
Total Canada		421	
Europe			
Antwerp	Belgium	307	100
Fos-sur-Mer	France	133	82.9
Gravenchon	France	236	82.9
Karlsruhe	Germany	78	25
Augusta	Italy	198	100
Trecate	Italy	127	75.5
Rotterdam	Netherlands	191	100
Slagen	Norway	116	100
Fawley	United Kingdom	260	100
Total Europe		1,646	
Asia Pacific			
Jurong/PAC	Singapore	592	100
Sriracha	Thailand	167	66
Other (7 refineries)		297	
Total Asia Pacific		1,056	
Other Non-U.S.			
Yanbu	Saudi Arabia	200	50
Laffan	Qatar	15	10
Fort-de-France	Martinique	2	14.5
Total Other Non-U.S.		217	
Total Worldwide		5,291	

(1) Capacity data is based on 100 percent of rated refinery process unit stream-day capacities under normal operating conditions, less the impact of shutdowns for r repair and maintenance activities, averaged over an extended period of time.

(2) Thousands of barrels per day (KBD). ExxonMobil share reflects 100 percent of atmospheric distillation capacity in operations of ExxonMobil and majority- subsidiaries. For companies owned 50 percent or less, ExxonMobil share is the greater of ExxonMobil's equity interest or that portion of distillation capacity no available to ExxonMobil.

The marketing operations sell products and services throughout the world through our *Exxon*, *Esso* and *Mobil* brands.

Retail Sites At Year-End 2013

United States	
Owned/leased	-
Distributors/resellers	9,196
Total United States	9,196
Canada	
Owned/leased	472
Distributors/resellers	1,259
Total Canada	1,731
Europe	
Owned/leased	3,445
Distributors/resellers	2,812
Total Europe	6,257
Asia Pacific	
Owned/leased	666
Distributors/resellers	313
Total Asia Pacific	979
Latin America	
Owned/leased	53
Distributors/resellers	705
Total Latin America	758
Middle East/Africa	
Owned/leased	436
Distributors/resellers	197
Total Middle East/Africa	633
Worldwide	
Owned/leased	5,072
Distributors/resellers	14,482
Total Worldwide	19,554

Information with regard to the Chemical segment follows:

ExxonMobil's Chemical segment manufactures and sells petrochemicals. The Chemical business supplies olefins, polyolefins, aromatics, and a wide variety o petrochemicals.

Chemical Complex Capacity At Year-End 2013 *(1)(2)*

		Ethylene	Polyethylene	Polypropylene	Paraxylene	ExxonMo Interest '
North America						
Baton Rouge	Louisiana	1.0	1.3	0.4	-	100
Baytown	Texas	2.2	-	0.7	0.6	100
Beaumont	Texas	0.9	1.0	-	0.3	100
Mont Belvieu	Texas	-	1.0	-	-	100
Sarnia	Ontario	0.3	0.5	-	-	69.6
Total North America		4.4	3.8	1.1	0.9	
Europe						
Antwerp	Belgium	-	0.4	-	-	100
Fife	United Kingdom	0.4	-	-	-	50
Meerhout	Belgium	-	0.5	-	-	100
Gravenchon	France	0.4	0.4	0.3	-	100
Rotterdam	Netherlands	-	-	-	0.7	100
Total Europe		0.8	1.3	0.3	0.7	
Middle East						
Al Jubail	Saudi Arabia	0.6	0.7	-	-	50
Yanbu	Saudi Arabia	1.0	0.7	0.2	-	50
Total Middle East		1.6	1.4	0.2	-	
Asia Pacific						
Fujian	China	0.2	0.2	0.1	0.2	25
Kawasaki	Japan	0.1	-	-	-	22
Singapore	Singapore	1.9	1.9	0.9	0.9	100
Sriracha	Thailand	-	-	-	0.5	66
Total Asia Pacific		2.2	2.1	1.0	1.6	
All Other		-	-	-	0.2	
Total Worldwide		9.0	8.6	2.6	3.4	

(1) Capacity for ethylene, polyethylene, polypropylene and paraxylene in millions of metric tons per year.

(2) Capacity reflects 100 percent for operations of ExxonMobil and majority-owned subsidiaries. For companies owned 50 percent or less, capacity is Exxon interest.

ITEM 3. LEGAL PROCEEDINGS

In November 2013, the Texas Commission on Environmental Quality (TCEQ) contacted Exxon Mobil Corporation (the "Corporation") concerning alleged violations Texas Clean Air Act, implementing regulations and the applicable new source review permit in connection with exceedances of volatile organic compound emissio Tank 22 at the Corporation's King Ranch Gas Plant. TCEQ is seeking a civil penalty in excess of $100,000 along with certain corrective action. The Corpora working with TCEQ to resolve the matter.

Regarding the June 27, 2013, Administrative Consent Agreement between the North Dakota Department of Health (NDDOH) and XTO Energy Inc. (XTO) resolv air enforcement matter previously reported in the Corporation's Forms 10-Q for the first and second quarters of 2013, pursuant to the terms of the Administrative C Agreement, during the fourth quarter of 2013, XTO provided the NDDOH with an updated list of well sites on newly acquired assets with air emission control issu November 12, 2013, XTO paid an additional penalty assessment of $183,400 with respect to those sites.

Regarding the criminal charges filed against XTO by the Pennsylvania Attorney General's Office pertaining to XTO's Marquardt Well Site in Penn Tov Pennsylvania, reported most recently in the Corporation's Form 10-Q for the third quarter of 2013, on January 2, 2014, a Pennsylvania state magistrate ruled t Attorney General's Office had presented sufficient evidence for the charges to proceed to trial in the Pennsylvania Court of Common Pleas. At the trial, XTO will h opportunity to present its full defense to the charges, which it believes are unwarranted.

Regarding the settlement of matters between the Louisiana Department of Environmental Quality (LDEQ) and ExxonMobil Refining and Supply Compa ExxonMobil Chemical Company, both divisions of the Corporation, involving ExxonMobil facilities in Baton Rouge, Louisiana, last reported in the Corporation's Fo Q for the third quarter of 2013, during the fourth quarter of 2013, the public comment period on the proposed settlement ended, and the Louisiana Attorney General his concurrence with regard to the settlement terms. The parties executed the final documents in January 2014, thereby resolving the matters covered by the settleme settlement terms include payment of a $300,000 penalty, an agreement to complete certain on-site improvement projects valued at $1,000,000, Beneficial Environ Projects valued at $1,029,000 and a Stipulated Penalty Agreement to address any future environmental non-compliance.

On December 11, 2013, the TCEQ Commissioner's Court accepted and signed the Agreed Order settling the enforcement action, including a penalty of $1 concerning emission events at ExxonMobil Oil Corporation's (EMOC) Beaumont Refinery previously reported in the Corporation's Forms 10-Q for the first an quarters of 2013.

Regarding the complaint against EMOC filed by the Attorney General for the State of New York alleging contamination of soil and groundwater at a former petroleum terminal at Lighthouse Point in Ogdensburg, New York, previously reported in the Corporation's Form 10-Q for the third quarter of 2011, the parties rea settlement agreement that was entered into the court record on November 14, 2013. On December 16, 2013, the parties signed the agreement, and EMOC made a p to the State of $8.05 million, pursuant to the agreement's terms.

Refer to the relevant portions of "Note 16: Litigation and Other Contingencies" of the Financial Section of this report for additional information on legal proceedi

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Executive Officers of the Registrant [pursuant to Instruction 3 to Regulation S-K, Item 401(b)]

Rex W. Tillerson *Chairman of the Board*

Held current title since: January 1, 2006 Age: 61

Mr. Rex W. Tillerson became a Director and President of Exxon Mobil Corporation on March 1, 2004. He became Chairman of the Board and Chief Executive on January 1, 2006. He still holds these positions as of this filing date.

Mark W. Albers *Senior Vice President*

Held current title since: April 1, 2007 Age: 57

Mr. Mark W. Albers became Senior Vice President of Exxon Mobil Corporation on April 1, 2007, a position he still holds as of this filing date.

Michael J. Dolan *Senior Vice President*

Held current title since: April 1, 2008 Age: 60

Mr. Michael J. Dolan became Senior Vice President of Exxon Mobil Corporation on April 1, 2008, a position he still holds as of this filing date.

Andrew P. Swiger *Senior Vice President*

Held current title since: April 1, 2009 Age: 57

Mr. Andrew P. Swiger was President of ExxonMobil Gas & Power Marketing Company and Vice President of Exxon Mobil Corporation October 1, 2 March 31, 2009. He became Senior Vice President of Exxon Mobil Corporation on April 1, 2009, a position he still holds as of this filing date.

S. Jack Balagia *Vice President and General Counsel*

Held current title since: March 1, 2010 Age: 62

Mr. S. Jack Balagia was Assistant General Counsel of Exxon Mobil Corporation April 1, 2004 – March 1, 2010. He became Vice President and General Cou Exxon Mobil Corporation on March 1, 2010, positions he still holds as of this filing date.

Randy J. Cleveland *President, XTO Energy Inc., a subsidiary of the Corporation*

Held current title since: June 1, 2013 Age: 52

Mr. Randy J. Cleveland was Production Manager, U.S. Production, ExxonMobil Production Company April 1, 2006 – April 30, 2009. He was Planning & Com Manager, ExxonMobil Production Company May 1, 2009 – June 24, 2010. He was Vice President, XTO Integration, XTO Energy Inc. June 25, 2010 – Janu 2012. He was Executive Vice President, XTO Energy Inc. February 1, 2012 – May 31, 2013. He became President of XTO Energy Inc. on June 1, 2013, a posi still holds as of this filing date.

William M. Colton *Vice President – Corporate Strategic Planning*

Held current title since: February 1, 2009 Age: 60

Mr. William M. Colton was Assistant Treasurer of Exxon Mobil Corporation January 25, 2006 – January 31, 2009. He became Vice President – Corporate St Planning of Exxon Mobil Corporation on February 1, 2009, a position he still holds as of this filing date.

Michael G. Cousins	*Vice President*	
Held current title since:	March 1, 2013	Age: 53

Mr. Michael G. Cousins was Planning Manager, ExxonMobil Exploration Company April 1, 2008 – May 31, 2009. He was Vice President, Asia Pacific/Middl ExxonMobil Exploration Company June 1, 2009 – March 31, 2012. He was Executive Assistant to the Chairman, Exxon Mobil Corporation April 1, 2012 – Fe 28, 2013. He became President of ExxonMobil Upstream Ventures and Vice President of Exxon Mobil Corporation on March 1, 2013, positions he still holds as filing date.

Neil W. Duffin	*President, ExxonMobil Development Company*	
Held current title since:	April 13, 2007	Age: 57

Mr. Neil W. Duffin became President of ExxonMobil Development Company on April 13, 2007, a position he still holds as of this filing date.

Robert S. Franklin	*Vice President*	
Held current title since:	May 1, 2009	Age: 56

Mr. Robert S. Franklin was Vice President, Europe/Russia/Caspian of ExxonMobil Production Company April 1, 2008 – May 1, 2009. He was Vice President of Mobil Corporation and President, ExxonMobil Upstream Ventures May 1, 2009 – February 28, 2013. He became President of ExxonMobil Gas & Power Ma Company and Vice President of Exxon Mobil Corporation on March 1, 2013, positions he still holds as of this filing date.

Stephen M. Greenlee	*Vice President*	
Held current title since:	September 1, 2010	Age: 56

Mr. Stephen M. Greenlee was Vice President of ExxonMobil Exploration Company June 1, 2004 – June 1, 2009. He was President of ExxonMobil Upstream Re Company June 1, 2009 – August 31, 2010. He became President of ExxonMobil Exploration Company and Vice President of Exxon Mobil Corporat September 1, 2010, positions he still holds as of this filing date.

Alan J. Kelly	*Vice President*	
Held current title since:	December 1, 2007	Age: 56

Mr. Alan J. Kelly became President of ExxonMobil Lubricants & Petroleum Specialties Company and Vice President of Exxon Mobil Corporation on December 1 On February 1, 2012, the businesses of ExxonMobil Lubricants & Petroleum Specialties Company and ExxonMobil Fuels Marketing Company were consolida Mr. Kelly became President of the combined ExxonMobil Fuels, Lubricants & Specialties Marketing Company and Vice President of Exxon Mobil Corpo positions he still holds as of this filing date.

Patrick T. Mulva	*Vice President and Controller*	
Held current title since:	February 1, 2002 (Vice President) July 1, 2004 (Controller)	Age: 62

Mr. Patrick T. Mulva became Vice President of Exxon Mobil Corporation on February 1, 2002 and Controller of Exxon Mobil Corporation on July 1, 2004, posit still holds as of this filing date.

Stephen D. Pryor	*Vice President*	
Held current title since:	December 1, 2004	Age: 64

Mr. Stephen D. Pryor became Vice President of Exxon Mobil Corporation on December 1, 2004 and President of ExxonMobil Chemical Company on April 1 positions he still holds as of this filing date.

David S. Rosenthal *Vice President - Investor Relations and Secretary*

Held current title since: October 1, 2008 Age: 57

Mr. David S. Rosenthal became Vice President – Investor Relations and Secretary of Exxon Mobil Corporation on October 1, 2008, positions he still holds as filing date.

Robert N. Schleckser *Vice President and Treasurer*

Held current title since: May 1, 2011 Age: 57

Mr. Robert N. Schleckser was Downstream Treasurer, Downstream Business Services May 1, 2005 – January 31, 2009. He was Assistant Treasurer of Exxon Corporation February 1, 2009 – April 30, 2011. He became Vice President and Treasurer of Exxon Mobil Corporation on May 1, 2011, positions he still holds as filing date.

James M. Spellings, Jr. *Vice President and General Tax Counsel*

Held current title since: March 1, 2010 Age: 52

Mr. James M. Spellings, Jr. was Associate General Tax Counsel of Exxon Mobil Corporation April 1, 2007 – March 1, 2010. He became Vice President and Gene Counsel of Exxon Mobil Corporation on March 1, 2010, positions he still holds as of this filing date.

Thomas R. Walters *Vice President*

Held current title since: April 1, 2009 Age: 59

Mr. Thomas R. Walters was Executive Vice President of ExxonMobil Development Company April 13, 2007 – April 1, 2009. He was President of ExxonMobil Power Marketing Company and Vice President of Exxon Mobil Corporation April 1, 2009 – February 28, 2013. He became President of ExxonMobil Proc Company and Vice President of Exxon Mobil Corporation on March 1, 2013, positions he still holds as of this filing date.

Darren W. Woods *Vice President*

Held current title since: August 1, 2012 Age: 49

Mr. Darren W. Woods was Director, Refining Europe/Africa/Middle East, ExxonMobil Refining & Supply Company February 1, 2008 – June 30, 2010. He w President, Supply & Transportation, ExxonMobil Refining & Supply Company July 1, 2010 – July 31, 2012. He became President of ExxonMobil Refining & Company and Vice President of Exxon Mobil Corporation on August 1, 2012, positions he still holds as of this filing date.

Officers are generally elected by the Board of Directors at its meeting on the day of each annual election of directors, with each such officer serving until a succes been elected and qualified.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES EQUITY SECURITIES

Reference is made to the "Quarterly Information" portion of the Financial Section of this report.

Issuer Purchases of Equity Securities for Quarter Ended December 31, 2013

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Numb of Shares that M Yet Be Purchas Under the Plans Programs
October 2013	12,589,049	87.12	12,589,049	
November 2013	13,152,312	93.69	13,152,312	
December 2013	10,025,720	97.08	10,025,720	
Total	35,767,081	92.33	35,767,081	(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 is conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an am expiration date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In i recent earnings release dated January 30, 2014, the Corporation stated that first quarter 2014 share purchases are continuing at a pace consistent with fourth quart share reduction spending of $3 billion. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decre discontinued at any time without prior notice.

ITEM 6. SELECTED FINANCIAL DATA

	Years Ended December 31,				
	2013	2012	2011	2010	20
	(millions of dollars, except per share amounts)				
Sales and other operating revenue *(1)*	420,836	451,509	467,029	370,125	3
(1) Sales-based taxes included	*30,589*	*32,409*	*33,503*	*28,547*	
Net income attributable to ExxonMobil	32,580	44,880	41,060	30,460	
Earnings per common share	7.37	9.70	8.43	6.24	
Earnings per common share - assuming dilution	7.37	9.70	8.42	6.22	
Cash dividends per common share	2.46	2.18	1.85	1.74	
Total assets	346,808	333,795	331,052	302,510	2
Long-term debt	6,891	7,928	9,322	12,227	

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Reference is made to the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Financial Section of this r

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Reference is made to the section entitled "Market Risks, Inflation and Other Uncertainties", excluding the part entitled "Inflation and Other Uncertainties," in the Fi Section of this report. All statements other than historical information incorporated in this Item 7A are forward-looking statements. The actual impact of future changes could differ materially due to, among other things, factors discussed in this report.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to the following in the Financial Section of this report:

- Consolidated financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated February 26, 2014, beginning with the section "Report of Independent Registered Public Accounting Firm" and continuing through "Note 19: Income, Sales-Based and Other Taxes";
- "Quarterly Information" (unaudited);
- "Supplemental Information on Oil and Gas Exploration and Production Activities" (unaudited); and
- "Frequently Used Terms" (unaudited).

Financial Statement Schedules have been omitted because they are not applicable or the required information is shown in the consolidated financial statements c thereto.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

As indicated in the certifications in Exhibit 31 of this report, the Corporation's Chief Executive Officer, Principal Financial Officer and Principal Accounting Offic evaluated the Corporation's disclosure controls and procedures as of December 31, 2013. Based on that evaluation, these officers have concluded that the Corpor disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Corporation in the reports that it files or submits un Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosu are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Ex Commission's rules and forms.

Management's Report on Internal Control Over Financial Reporting

Management, including the Corporation's Chief Executive Officer, Principal Financial Officer and Principal Accounting Officer, is responsible for establishi maintaining adequate internal control over the Corporation's financial reporting. Management conducted an evaluation of the effectiveness of internal control over fi reporting based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Tre Commission. Based on this evaluation, management concluded that Exxon Mobil Corporation's internal control over financial reporting was effective as of Decem 2013.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited the effectiveness of the Corporation's internal control over financial repor of December 31, 2013, as stated in their report included in the Financial Section of this report.

Changes in Internal Control Over Financial Reporting

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 over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated by reference to the following from the registrant's definitive proxy statement for the 2014 annual meeting of shareholders (the "2014 Proxy Statement")

- The section entitled "Election of Directors";
- The portion entitled "Section 16(a) Beneficial Ownership Reporting Compliance" of the section entitled "Director and Executive Officer Ownership";
- The portions entitled "Director Qualifications" and "Code of Ethics and Business Conduct" of the section entitled "Corporate Governance"; and
- The "Audit Committee" portion and the membership table of the portion entitled "Board Meetings and Committees; Annual Meeting Attendance" section entitled "Corporate Governance".

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the sections entitled "Director Compensation," "Compensation Committee Report," "Compensation Discussion and Analysis" and "Exe Compensation Tables" of the registrant's 2014 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required under Item 403 of Regulation S-K is incorporated by reference to the sections "Director and Executive Officer Stock Ownership" and " Beneficial Owners" of the registrant's 2014 Proxy Statement.

Equity Compensation Plan Information

Plan Category	*(a)* Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	*(b)* Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	*(c)* Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans [Excluding Securities Reflected in Column (a)]
Equity compensation plans approved by security holders	17,358,275 *(1)(2)*	-	117,260,597 *(2)(3*
Equity compensation plans not approved by security holders	-	-	-
Total	17,358,275	-	117,260,597

(1) The number of restricted stock units to be settled in shares.

(2) Does not include options that ExxonMobil assumed in the 2010 merger with XTO Energy Inc. At year-end 2013, the number of securities to be issued upon exe outstanding options under XTO Energy Inc. plans was 1,505,820, and the weighted-average exercise price of such options was $85.57. No additional awards made under those plans.

(3) Available shares can be granted in the form of restricted stock, options, or other stock-based awards. Includes 116,619,397 shares available for award under th Incentive Program and 641,200 shares available for award under the 2004 Non-Employee Director Restricted Stock Plan.

(4) Under the 2004 Non-Employee Director Restricted Stock Plan approved by shareholders in May 2004, and the related standing resolution adopted by the Boar non-employee director automatically receives 8,000 shares of restricted stock when first elected to the Board and, if the director remains in office, an additiona restricted shares each following year. While on the Board, each non-employee director receives the same cash dividends on restricted shares as a holder of common stock, but the director is not allowed to sell the shares. The restricted shares may be forfeited if the director leaves the Board early.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated by reference to the portions entitled “Related Person Transactions and Procedures” and “Director Independence” of the section entitled “Co Governance” of the registrant’s 2014 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Incorporated by reference to the portion entitled “Audit Committee” of the section entitled “Corporate Governance” and the section entitled “Ratification of Indep Auditors” of the registrant’s 2014 Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) and (2) Financial Statements:
See Table of Contents of the Financial Section of this report.

(a) (3) Exhibits:
See Index to Exhibits of this report.

FINANCIAL SECTION

TABLE OF CONTENTS

Financial	Earnings After Income Taxes 2013	Earnings After Income Taxes 2012	Average Capital Employed 2013	Average Capital Employed 2012	Return on Average Capital Employed 2013	Return on Average Capital Employed 2012	Capital and Exploration Expenditures 2013
	(millions of dollars)				*(percent)*		*(millions of dollars*
Upstream							
United States	4,191	3,925	59,898	57,631	7.0	6.8	9,145
Non-U.S.	22,650	25,970	93,071	81,811	24.3	31.7	29,086
Total	26,841	29,895	152,969	139,442	17.5	21.4	38,231
Downstream							
United States	2,199	3,575	4,757	4,630	46.2	77.2	951
Non-U.S.	1,250	9,615	19,673	19,401	6.4	49.6	1,462
Total	3,449	13,190	24,430	24,031	14.1	54.9	2,413
Chemical							
United States	2,755	2,220	4,872	4,671	56.5	47.5	963
Non-U.S.	1,073	1,678	15,793	15,477	6.8	10.8	869
Total	3,828	3,898	20,665	20,148	18.5	19.3	1,832
Corporate and financing	(1,538)	(2,103)	(6,489)	(4,527)	-	-	13
Total	32,580	44,880	191,575	179,094	17.2	25.4	42,489

See Frequently Used Terms for a definition and calculation of capital employed and return on average capital employed.

Operating	2013	2012		2013
	(thousands of barrels daily)			*(thousands of barr*
Net liquids production			Refinery throughput	
United States	431	418	United States	1,819
Non-U.S.	1,771	1,767	Non-U.S.	2,766
Total	2,202	2,185	Total	4,585
	(millions of cubic feet daily)			*(thousands of barr*
Natural gas production available for sale			Petroleum product sales	
United States	3,545	3,822	United States	2,609
Non-U.S.	8,291	8,500	Non-U.S.	3,278
Total	11,836	12,322	Total	5,887
	(thousands of oil-equivalent barrels daily)			*(thousands of me*
Oil-equivalent production *(1)*	4,175	4,239	Chemical prime product sales *(2)*	
			United States	9,679
			Non-U.S.	14,384
			Total	24,063

(1) *Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.*

(2) *Prime product sales include ExxonMobil´s share of equity company volumes and finished-product transfers to the Downstream.*

FINANCIAL SUMMARY

	2013	2012	2011	2010
	(millions of dollars, except per share amounts)			
Sales and other operating revenue *(1)*	420,836	451,509	467,029	370,125
Earnings				
Upstream	26,841	29,895	34,439	24,097
Downstream	3,449	13,190	4,459	3,567
Chemical	3,828	3,898	4,383	4,913
Corporate and financing	(1,538)	(2,103)	(2,221)	(2,117)
Net income attributable to ExxonMobil	32,580	44,880	41,060	30,460
Earnings per common share	7.37	9.70	8.43	6.24
Earnings per common share – assuming dilution	7.37	9.70	8.42	6.22
Cash dividends per common share	2.46	2.18	1.85	1.74
Earnings to average ExxonMobil share of equity (percent)	19.2	28.0	27.3	23.7
Working capital	(12,416)	321	(4,542)	(3,649)
Ratio of current assets to current liabilities (times)	0.83	1.01	0.94	0.94
Additions to property, plant and equipment	37,741	35,179	33,638	74,156
Property, plant and equipment, less allowances	243,650	226,949	214,664	199,548
Total assets	346,808	333,795	331,052	302,510
Exploration expenses, including dry holes	1,976	1,840	2,081	2,144
Research and development costs	1,044	1,042	1,044	1,012
Long-term debt	6,891	7,928	9,322	12,227
Total debt	22,699	11,581	17,033	15,014
Fixed-charge coverage ratio (times)	55.7	62.4	53.4	42.2
Debt to capital (percent)	11.2	6.3	9.6	9.0
Net debt to capital (percent) *(2)*	9.1	1.2	2.6	4.5
ExxonMobil share of equity at year-end	174,003	165,863	154,396	146,839
ExxonMobil share of equity per common share	40.14	36.84	32.61	29.48
Weighted average number of common shares outstanding (millions)	4,419	4,628	4,870	4,885
Number of regular employees at year-end (thousands) *(3)*	75.0	76.9	82.1	83.6
CORS employees not included above (thousands) *(4)*	9.8	11.1	17.0	20.1

(1) Sales and other operating revenue includes sales-based taxes of $30,589 million for 2013, $32,409 million for 2012, $33,503 million for 2011, $28,547 mill 2010 and $25,936 million for 2009.

(2) Debt net of cash, excluding restricted cash.

(3) Regular employees are defined as active executive, management, professional, technical and wage employees who work full time or part time for the Corporati are covered by the Corporation's benefit plans and programs.

(4) CORS employees are employees of company-operated retail sites.

FREQUENTLY USED TERMS

Listed below are definitions of several of ExxonMobil's key business and financial performance measures. These definitions are provided to facilitate understanding terms and their calculation.

Cash Flow From Operations and Asset Sales

Cash flow from operations and asset sales is the sum of the net cash provided by operating activities and proceeds associated with sales of subsidiaries, property, pla equipment, and sales and returns of investments from the Consolidated Statement of Cash Flows. This cash flow reflects the total sources of cash from both operat Corporation's assets and from the divesting of assets. The Corporation employs a long-standing and regular disciplined review process to ensure that all ass contributing to the Corporation's strategic objectives. Assets are divested when they are no longer meeting these objectives or are worth considerably more to Because of the regular nature of this activity, we believe it is useful for investors to consider proceeds associated with asset sales together with cash provided by op activities when evaluating cash available for investment in the business and financing activities, including shareholder distributions.

Cash flow from operations and asset sales	**2013**	**2012**	**2**
		(millions of dollars)	
Net cash provided by operating activities	44,914	56,170	5
Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments	2,707	7,655	
Cash flow from operations and asset sales	47,621	63,825	6

Capital Employed

Capital employed is a measure of net investment. When viewed from the perspective of how the capital is used by the businesses, it includes ExxonMobil's net s property, plant and equipment and other assets less liabilities, excluding both short-term and long-term debt. When viewed from the perspective of the sources of employed in total for the Corporation, it includes ExxonMobil's share of total debt and equity. Both of these views include ExxonMobil's share of amounts applic equity companies, which the Corporation believes should be included to provide a more comprehensive measure of capital employed.

Capital employed	**2013**	**2012**	**2**
		(millions of dollars)	
Business uses: asset and liability perspective			
Total assets	346,808	333,795	33
Less liabilities and noncontrolling interests share of assets and liabilities			
Total current liabilities excluding notes and loans payable	(55,916)	(60,486)	(6
Total long-term liabilities excluding long-term debt	(87,698)	(90,068)	(8
Noncontrolling interests share of assets and liabilities	(8,935)	(6,235)	
Add ExxonMobil share of debt-financed equity company net assets	6,109	5,775	
Total capital employed	200,368	182,781	1
Total corporate sources: debt and equity perspective			
Notes and loans payable	15,808	3,653	
Long-term debt	6,891	7,928	
ExxonMobil share of equity	174,003	165,863	15
Less noncontrolling interests share of total debt	(2,443)	(438)	
Add ExxonMobil share of equity company debt	6,109	5,775	
Total capital employed	200,368	182,781	1

FREQUENTLY USED TERMS

Return on Average Capital Employed

Return on average capital employed (ROCE) is a performance measure ratio. From the perspective of the business segments, ROCE is annual business segment e divided by average business segment capital employed (average of beginning and end-of-year amounts). These segment earnings include ExxonMobil's share of s earnings of equity companies, consistent with our capital employed definition, and exclude the cost of financing. The Corporation's total ROCE is net income attribu ExxonMobil excluding the after-tax cost of financing, divided by total corporate average capital employed. The Corporation has consistently applied its ROCE de for many years and views it as the best measure of historical capital productivity in our capital-intensive, long-term industry, both to evaluate management's perfo and to demonstrate to shareholders that capital has been used wisely over the long term. Additional measures, which are more cash flow based, are used to make inve decisions.

Return on average capital employed	2013	2012	2
		(millions of dollars)	
Net income attributable to ExxonMobil	32,580	44,880	4
Financing costs (after tax)			
Gross third-party debt	(163)	(401)	
ExxonMobil share of equity companies	(239)	(257)	
All other financing costs – net	83	100	
Total financing costs	(319)	(558)	
Earnings excluding financing costs	32,899	45,438	4
Average capital employed	191,575	179,094	1
Return on average capital employed – corporate total	17.2%	25.4%	

QUARTERLY INFORMATION

	2013					2012				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Y
Volumes										
Production of crude oil					*(thousands of barrels daily)*					
and natural gas liquids,	2,193	2,182	2,199	2,235	2,202	2,214	2,208	2,116	2,203	
synthetic oil and bitumen										
Refinery throughput	4,576	4,466	4,847	4,452	4,585	5,330	4,962	4,929	4,837	
Petroleum product sales	5,755	5,765	6,031	5,994	5,887	6,316	6,171	6,105	6,108	
Natural gas production					*(millions of cubic feet daily)*					
available for sale	13,213	11,354	10,914	11,887	11,836	14,036	11,661	11,061	12,541	
					(thousands of oil-equivalent barrels daily)					
Oil-equivalent production *(1)*	4,395	4,074	4,018	4,216	4,175	4,553	4,152	3,960	4,293	
					(thousands of metric tons)					
Chemical prime product sales	5,910	5,831	6,245	6,077	24,063	6,337	5,972	5,947	5,901	
Summarized financial data										
Sales and other operating					*(millions of dollars)*					
revenue *(2)(3)*	103,378	103,050	108,390	106,018	420,836	118,961	112,398	110,989	109,161	4
Gross profit *(4)*	30,083	28,689	30,300	29,901	118,973	35,672	32,715	33,209	31,969	1
Net income attributable to										
ExxonMobil	9,500	6,860	7,870	8,350	32,580	9,450	15,910	9,570	9,950	
Per share data					*(dollars per share)*					
Earnings per common share *(5)*	2.12	1.55	1.79	1.91	7.37	2.00	3.41	2.09	2.20	
Earnings per common share										
– assuming dilution *(5)*	2.12	1.55	1.79	1.91	7.37	2.00	3.41	2.09	2.20	
Dividends per common share	0.57	0.63	0.63	0.63	2.46	0.47	0.57	0.57	0.57	
Common stock prices										
High	91.93	93.50	95.49	101.74	101.74	87.94	87.67	92.57	93.67	
Low	86.59	85.02	85.61	84.79	84.79	83.19	77.13	82.83	84.70	

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.

(2) Prior periods' data has been reclassified in certain cases to conform to the 2013 presentation basis.

(3) Includes amounts for sales-based taxes.

(4) Gross profit equals sales and other operating revenue less estimated costs associated with products sold.

(5) Computed using the average number of shares outstanding during each period. The sum of the four quarters may not add to the full year.

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

There were 450,634 registered shareholders of ExxonMobil common stock at December 31, 2013. At January 31, 2014, the registered shareholders of Exxo common stock numbered 449,312.

On January 29, 2014, the Corporation declared a $0.63 dividend per common share, payable March 10, 2014.

FUNCTIONAL EARNINGS	2013	2012
	(millions of dollars, except per share amounts)	
Earnings (U.S. GAAP)		
Upstream		
United States	4,191	3,925
Non-U.S.	22,650	25,970
Downstream		
United States	2,199	3,575
Non-U.S.	1,250	9,615
Chemical		
United States	2,755	2,220
Non-U.S.	1,073	1,678
Corporate and financing	(1,538)	(2,103)
Net income attributable to ExxonMobil (U.S. GAAP)	32,580	44,880
Earnings per common share	7.37	9.70
Earnings per common share – assuming dilution	7.37	9.70

References in this discussion to total corporate earnings mean net income attributable to ExxonMobil (U.S. GAAP) from the consolidated income statement. otherwise indicated, references to earnings, Upstream, Downstream, Chemical and Corporate and Financing segment earnings, and earnings per share are Exxon share after excluding amounts attributable to noncontrolling interests.

FORWARD-LOOKING STATEMENTS

Statements in this discussion regarding expectations, plans and future events or conditions are forward-looking statements. Actual future results, including demand and energy source mix; capacity increases; production growth and mix; rates of field decline; financing sources; the resolution of contingencies and uncert positions; environmental and capital expenditures; could differ materially depending on a number of factors, such as changes in the supply of and demand for cru natural gas, and petroleum and petrochemical products; the outcome of commercial negotiations; political or regulatory events, and other factors discussed herein Item 1A. Risk Factors.

The term "project" as used in this report can refer to a variety of different activities and does not necessarily have the same meaning as in any government pa transparency reports.

OVERVIEW

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

ExxonMobil, with its resource base, financial strength, disciplined investment approach and technology portfolio, is well-positioned to participate in sub investments to develop new energy supplies. While commodity prices are volatile on a short-term basis and depend on supply and demand, ExxonMobil's inve decisions are based on our long-term business outlook, using a disciplined approach in selecting and pursuing the most attractive investment opportunities. The co plan is a fundamental annual management process that is the basis for setting near-term operating and capital objectives in addition to providing the longer-term eco assumptions used for investment evaluation purposes. Volumes are based on individual field production profiles, which are also updated annually. Price ranges for cru natural gas, refined products, and chemical products are based on corporate plan assumptions developed annually by major region and are utilized for investment eva purposes. Potential investment opportunities are tested over a wide range of economic scenarios to establish the resiliency of each opportunity. Once investments are a reappraisal process is completed to ensure relevant lessons are learned and improvements are incorporated into future projects.

BUSINESS ENVIRONMENT AND RISK ASSESSMENT

Long-Term Business Outlook

By 2040, the world's population is projected to grow to approximately 8.8 billion people, or close to 2 billion more than in 2010. Coincident with this population in the Corporation expects worldwide economic growth to average close to 3 percent per year. As economies and populations grow, and as living standards impro billions of people, the need for energy will continue to rise. Even with significant efficiency gains, global energy demand is projected to rise by about 35 percent fro to 2040. This demand increase is expected to be concentrated in developing countries (i.e., those that are not member nations of the Organisation for Econom operation and Development).

As expanding prosperity drives global energy demand higher, increasing use of energy-efficient and lower-emission fuels, technologies and practices will cont help significantly reduce energy consumption and emissions per unit of economic output over time. Substantial efficiency gains are likely in all key aspects of the w economy through 2040, affecting energy requirements for transportation, power generation, industrial applications, and residential and commercial needs.

Energy for transportation – including cars, trucks, ships, trains and airplanes – is expected to increase by about 40 percent from 2010 to 2040. The global gro transportation demand is likely to account for approximately 70 percent of the growth in liquid fuels demand over this period. Nearly all the world's transportatio will continue to run on liquid fuels because they are abundant, widely available, easy to transport, and provide a large quantity of energy in small volumes.

Demand for electricity around the world is likely to increase approximately 90 percent by 2040, led by growth in developing countries. Consistent with this proj power generation is expected to remain the largest and fastest-growing major segment of global energy demand. Meeting the expected growth in power demand will a diverse set of energy sources. Natural gas demand is likely to grow most significantly and become the leading source of generated electricity by 2040, reflect efficiency of gas-fired power plants. Today, coal has the largest fuel share in the power sector, but its share is likely to decline significantly by 2040 as polic gradually adopted to reduce environmental impacts including those related to local air quality and greenhouse gas emissions. Nuclear power and renewables, hydropower and wind, are also expected to grow significantly over the period.

Liquid fuels provide the largest share of global energy supplies today due to their broad-based availability, affordability and ease of transportation, distributi storage to meet consumer needs. By 2040, global demand for liquid fuels is expected to grow to approximately 112 million barrels of oil-equivalent per day, an incr about 25 percent from 2010. This demand will be met by a wide variety of sources. Globally, conventional crude production will likely decline slightly through However, this decline is expected to be more than offset by rising production from a wide variety of emerging supply sources – including tight oil, deepwater, oil natural gas liquids and biofuels. The world's resource base is sufficient to meet projected demand through 2040 as technology advances continue to expand the avai of economic supply options. However, access to resources and timely investments will remain critical to meeting global needs with reliable, affordable supplies.

Natural gas is a versatile fuel, suitable for a wide variety of applications, and is expected to be the fastest growing major fuel source through 2040. Global der expected to rise about 65 percent from 2010 to 2040, with demand likely to increase in all major regions of the world. Helping meet these needs will be significant in supplies of unconventional gas – the natural gas found in shale and other rock formations that was once considered uneconomic to produce. About 65 percent growth in natural gas supplies is expected to be from unconventional sources, which will account for about one-third of global gas supplies by 2040. Growing natu demand will also stimulate significant growth in the worldwide liquefied natural gas (LNG) market, which is expected to reach about 15 percent of global gas dem 2040.

The world's energy mix is highly diverse and will remain so through 2040. Oil is expected to remain the largest source of energy with its share remaining close third in 2040. Coal is currently the second largest source of energy, but it is likely to lose that position to natural gas by approximately 2025. The share of natura expected to exceed 25 percent by 2040, while the share of coal falls to less than 20 percent. Nuclear power is projected to grow significantly, albeit at a slower pa otherwise expected in the aftermath of the Fukushima incident in Japan following the earthquake and tsunami in March 2011. Total renewable energy is likely t close to 15 percent of total energy by 2040, with biomass, hydro and geothermal contributing a combined share of about 11 percent. Total energy supplied from win and biofuels is expected to increase close to 450 percent from 2010 to 2040, reaching a combined share of about 4 percent of world energy.

The Corporation anticipates that the world's available oil and gas resource base will grow not only from new discoveries, but also from reserve increases in pre discovered fields. Technology will underpin these increases. The cost to develop and supply these resources will be significant. According to the International Agency, the investment required to meet total oil and gas energy needs worldwide over the period 2012-2035 will be close to $19 trillion (measured in 2011 dol close to $800 billion per year on average.

International accords and underlying regional and national regulations covering greenhouse gas emissions are evolving with uncertain timing and outcome, ma difficult to predict their business impact. ExxonMobil includes estimates of potential costs related to possible public policies covering energy-related greenhou emissions in its long-term Outlook for Energy, which is used for assessing the business environment and in its investment evaluations.

The information provided in the Long-Term Business Outlook includes ExxonMobil's internal estimates and forecasts based upon internal data and analyses as publicly available information from external sources including the International Energy Agency.

Upstream

ExxonMobil continues to maintain a diverse portfolio of exploration and development opportunities, which enables the Corporation to be selective, maximizing shar value and mitigating political and technical risks. ExxonMobil's fundamental Upstream business strategies guide our global exploration, development, production, a and power marketing activities. These strategies include identifying and selectively capturing the highest quality opportunities, exercising a disciplined appro investing and cost management, developing and applying high-impact technologies, maximizing the profitability of existing oil and gas production, and capitaliz growing natural gas and power markets. These strategies are underpinned by a relentless focus on operational excellence, commitment to innovative techno development of our employees, and investment in the communities within which we operate.

As future development projects and drilling activities bring new production online, the Corporation expects a shift in the geographic mix of its production v between now and 2018. Oil equivalent production from North America is expected to increase over the next five years based on current capital activity plans. Curren growth area accounts for 32 percent of the Corporation's production. By 2018, it is expected to generate about 35 percent of total volumes. The remainder Corporation's production is expected to include contributions from both established operations and new projects around the globe.

In addition to an evolving geographic mix, we expect there will also be continued change in the type of opportunities from which volumes are produced. Productio diverse resource types utilizing specialized technologies such as arctic technology, deepwater drilling and production systems, heavy oil and oil sands recovery pro unconventional gas and oil production and

LNG is expected to grow from about 45 percent to around 55 percent of the Corporation’s output between now and 2018. We do not anticipate that the expected ch the geographic mix of production volumes, and in the types of opportunities from which volumes will be produced, will have a material impact on the nature and the of the risks disclosed in Item 1A. Risk Factors, or result in a material change in our level of unit operating expenses. The Corporation’s overall volume capacity o based on projects coming onstream as anticipated, is for production capacity to grow over the period 2014-2018. However, actual volumes will vary from year to y to the timing of individual project start-ups and other capital activities, operational outages, reservoir performance, performance of enhanced oil recovery p regulatory changes, asset sales, weather events, price effects under production sharing contracts and other factors described in Item 1A. Risk Factors. Enhanced oil re projects extract hydrocarbons from reservoirs in excess of that which may be produced through primary recovery, i.e., through pressure depletion or natural aquifer s They include the injection of water, gases or chemicals into a reservoir to produce hydrocarbons otherwise unobtainable.

Downstream

ExxonMobil’s Downstream is a large, diversified business with refining, logistics, and marketing complexes around the world. The Corporation has a presence in markets in North America and Europe, as well as in the growing Asia Pacific region. ExxonMobil’s fundamental Downstream business strategies position the comp deliver long-term growth in shareholder value that is superior to competition across a range of market conditions. These strategies include maintaining best-i operations in all aspects of the business, maximizing value from leading-edge technologies, capitalizing on integration across ExxonMobil businesses, selectively in for resilient, advantaged returns, leading the industry in efficiency and effectiveness, and providing quality, valued products and services to customers.

ExxonMobil has an ownership interest in 31 refineries, located in 17 countries, with distillation capacity of 5.3 million barrels per day and lubricant ba manufacturing capacity of 126 thousand barrels per day. ExxonMobil’s fuels and lubes marketing businesses have significant global reach, with multiple channels to serving a diverse customer base. Our portfolio of world-renowned brands includes *Exxon*, *Mobil*, *Esso* and *Mobil 1*.

The downstream industry environment remains challenging. Demand weakness and overcapacity in the refining sector will continue to put pressure on margins. near term, we see variability in refining margins, with some regions seeing stronger margins as refineries rationalize. In North America, lower raw material and ener driven by increasing crude oil and natural gas production has strengthened refining margins in several areas.

Refining margins are largely driven by differences in commodity prices and are a function of the difference between what a refinery pays for its raw materials (pr crude oil) and the market prices for the range of products produced (primarily gasoline, heating oil, diesel oil, jet fuel and fuel oil). Crude oil and many products are traded with published prices, including those quoted on multiple exchanges around the world (e.g., New York Mercantile Exchange and Intercontinental Exchange). for these commodities are determined by the global marketplace and are influenced by many factors, including global and regional supply/demand balances, inv levels, industry refinery operations, import/export balances, currency fluctuations, seasonal demand, weather and political climate.

ExxonMobil’s long-term outlook is that industry refining margins will remain weak as competition remains intense and, in the near term, new capacity additions o the growth in global demand. Additionally, as described in more detail in Item 1A. Risk Factors, proposed carbon policy and other climate-related regulations in countries, as well as the continued growth in biofuels mandates, could have negative impacts on the refining business. ExxonMobil’s integration across the value from refining to marketing, enhances overall value in both fuels and lubricants businesses.

In the retail fuels marketing business, competition has caused inflation-adjusted margins to decline. In 2013, ExxonMobil completed the previously announced tra of the direct served (i.e., dealer, company-operated) retail network in the U.S. to a more capital-efficient branded distributor model and progressed this same m portions of Europe. ExxonMobil is increasing investment in its fuels brands and developing multiple programs that will enhance the value of its consumer retail offe company’s lubricants business continues to grow, leveraging world-class brands and integration with industry-leading basestock refining capability. ExxonMobil r the market leader in the high-value synthetic lubricants sector where competition is increasing.

The Downstream portfolio is continually evaluated during all parts of the business cycle, and numerous asset divestments have been made over the past decade investing in the Downstream, ExxonMobil remains focused on selective and resilient projects. These investments capitalize on the Corporation’s world-class sc integration, industry leading efficiency, leading-edge technology and respected brands, enabling ExxonMobil to take advantage of attractive emerging growth oppor around the globe. In 2013, the company completed a hydrotreater project at the Singapore refinery to produce ultra-low sulfur diesel, and a cogeneration projec Augusta, Italy refinery to improve energy efficiency. Additionally, construction of a lower sulfur fuels facility at the joint Saudi Aramco and ExxonMobil SA Refinery in Yanbu, Saudi Arabia is nearly complete. The company is also expanding lubricant basestock manufacturing capacity at refineries in Baytown, Texas and Singapore, and expanding lube oil blending plants in China, Finland, and the U.S. to support future demand growth for finished lubricants in key markets.

Chemical

Worldwide petrochemical demand grew in 2013, led by growing demand from Asia manufacturers and consumers. North America continued to benefit from ab supplies of natural gas and gas liquids, providing both low-cost feedstock and energy savings. Specialty product margins declined reflecting significant new i capacity following several years of tight supplies.

ExxonMobil sustained its competitive advantage through continued operational excellence, investment and cost discipline, a balanced portfolio of products, inte with refining and upstream operations, all underpinned by proprietary technology.

In 2013 ExxonMobil started up the Singapore Chemical Expansion Project, more than doubling steam-cracking capacity at the site and significantly increasing pr and specialty products capacity. Singapore is now ExxonMobil's largest integrated petrochemical complex.

REVIEW OF 2013 AND 2012 RESULTS

	2013	2012	2
		(millions of dollars)	
Earnings (U.S. GAAP)	32,580	44,880	4

2013

Earnings in 2013 of $32,580 million decreased $12,300 million from 2012.

2012

Earnings in 2012 of $44,880 million increased $3,820 million from 2011.

Upstream

	2013	2012	2
		(millions of dollars)	
Upstream			
United States	4,191	3,925	
Non-U.S.	22,650	25,970	2
Total	26,841	29,895	3

2013

Upstream earnings were $26,841 million, down $3,054 million from 2012. Higher gas realizations, partially offset by lower liquids realizations, increased earni $390 million. Production volume and mix effects decreased earnings by $910 million. All other items, including lower net gains from asset sales, mainly in Ango higher expenses, reduced earnings by $2.5 billion. On an oil-equivalent basis, production was down 1.5 percent compared to 2012. Excluding the impacts of entit volumes, OPEC quota effects and divestments, production was essentially flat. Liquids production of 2,202 kbd (thousands of barrels per day) increased 17 kbd co with 2012. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, liquids production was up 1.6 percent, as project ramp-up and downtime were partially offset by field decline. Natural gas production of 11,836 mcfd (millions of cubic feet per day) decreased 486 mcfd from 2012. Exclud impacts of entitlement volumes and divestments, natural gas production was down 1.5 percent, as field decline was partially offset by higher demand, lower downtin project ramp-up. Earnings from U.S. Upstream operations for 2013 were $4,191 million, up $266 million from 2012. Earnings outside the U.S. were $22,650 r down $3,320 million from the prior year.

2012

Upstream earnings were $29,895 million, down $4,544 million from 2011. Lower liquids realizations, partly offset by improved natural gas realizations, decreased ea by about $100 million. Production volume and mix effects decreased earnings by $2.3 billion. All other items, including higher operating expenses, unfavorable tax lower gains on asset sales, and unfavorable foreign exchange effects, reduced earnings by $2.1 billion. On an oil-equivalent basis, production was down 5.9 p compared to 2011. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was down 1.7 percent. Liquids production of 2,1 decreased 127 kbd from 2011. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, liquids production was down 1.6 percent, as field decline was partly offset by project ramp-up in West Africa anc downtime. Natural gas production of 12,322 mcfd decreased 840 mcfd from 2011. Excluding the impacts of entitlement volumes and divestments, natural gas proc was down 1.9 percent, as field decline was partially offset by higher demand and lower downtime. Earnings from U.S. Upstream operations for 2012 were $3,925 r down $1,171 million from 2011. Earnings outside the U.S. were $25,970 million, down $3,373 million.

Upstream additional information

	2013	2012	20
		(thousands of barrels daily)	
Volumes Reconciliation (Oil-equivalent production)*(1)*			
Prior year	4,239	4,506	4
Entitlements - Net Interest	(38)	(129)	
Entitlements - Price / Spend	(9)	(10)	
Quotas	3	9	
Divestments	(26)	(61)	
Net growth	6	(76)	
Current Year	4,175	4,239	4

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.

Listed below are descriptions of ExxonMobil’s entitlement volume effects. These descriptions are provided to facilitate understanding of the terms.

Production Sharing Contract (PSC) Net Interest Reductions are contractual reductions in ExxonMobil’s share of production volumes covered by PSCs. These red typically occur when cumulative investment returns or production volumes achieve thresholds as specified in the PSCs. Once a net interest reduction has occu typically will not be reversed by subsequent events, such as lower crude oil prices.

Price and Spend Impacts on Volumes are fluctuations in ExxonMobil’s share of production volumes caused by changes in oil and gas prices or spending levels fr period to another. For example, at higher prices, fewer barrels are required for ExxonMobil to recover its costs. According to the terms of contractual arrangem government royalty regimes, price or spending variability can increase or decrease royalty burdens and/or volumes attributable to ExxonMobil. These effects general from period to period with field spending patterns or market prices for crude oil or natural gas.

Downstream

	2013	2012	2
		(millions of dollars)	
Downstream			
United States	2,199	3,575	
Non-U.S.	1,250	9,615	
Total	3,449	13,190	

2013

Downstream earnings of $3,449 million decreased $9,741 million from 2012 driven by the absence of the $5.3 billion gain associated with the Japan restructuring. margins, mainly refining, decreased earnings by $2.9 billion. Volume and mix effects decreased earnings by $310 million. All other items, including higher op expenses, unfavorable foreign exchange impacts, and lower divestments, decreased earnings by $1.2 billion. Petroleum product sales of 5,887 kbd decreased 287 kb 2012. U.S. Downstream earnings were $2,199 million, down $1,376 million from 2012. Non-U.S. Downstream earnings were $1,250 million, a decrease of $8,365 from the prior year.

2012

Downstream earnings of $13,190 million increased $8,731 million from 2011. Stronger refining-driven margins increased earnings by $2.6 billion, while volume a effects increased earnings by about $200 million. All other items increased earnings by $5.9 billion due primarily to the $5.3 billion gain associated with the restructuring and other divestment gains. Petroleum product sales of 6,174 kbd decreased 239 kbd from 2011 due mainly to the Japan restructuring and divestments Downstream earnings were $3,575 million, up $1,307 million from 2011. Non-U.S. Downstream earnings were $9,615 million, an increase of $7,424 million from 2

Chemical

	2013	2012	2
		(millions of dollars)	
Chemical			
United States	2,755	2,220	
Non-U.S.	1,073	1,678	
Total	3,828	3,898	

2013

Chemical earnings of $3,828 million were $70 million lower than 2012. The absence of the gain associated with the Japan restructuring decreased earni $630 million. Higher margins increased earnings by $480 million, while volume and mix effects increased earnings by $80 million. Prime product sales of 24 (thousands of metric tons) were down 94 kt from 2012. U.S. Chemical earnings were $2,755 million, up $535 million from 2012. Non-U.S. Chemical earning $1,073 million, $605 million lower than the prior year.

2012

Chemical earnings of $3,898 million were $485 million lower than 2011. Margins decreased earnings by $440 million, while volume effects lowered earni $100 million. All other items increased earnings by $50 million, as a $630 million gain associated with the Japan restructuring and favorable tax impacts were mostly by unfavorable foreign exchange effects and higher operating expenses. Prime product sales of 24,157 kt were down 849 kt from 2011. U.S. Chemical earning $2,220 million, up $5 million from 2011. Non-U.S. Chemical earnings were $1,678 million, $490 million lower than 2011.

Corporate and Financing

	2013	2012	2
		(millions of dollars)	
Corporate and financing	(1,538)	(2,103)	

2013

Corporate and financing expenses were $1,538 million, down $565 million from 2012, as favorable tax impacts were partially offset by the absence of the restructuring gain.

2012

Corporate and financing expenses were $2,103 million, down $118 million from 2011.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

	2013	2012
	(millions of dollars)	
Net cash provided by/(used in)		
Operating activities	44,914	56,170
Investing activities	(34,201)	(25,601)
Financing activities	(15,476)	(33,868)
Effect of exchange rate changes	(175)	217
Increase/(decrease) in cash and cash equivalents	(4,938)	(3,082)
	(December 31)	
Cash and cash equivalents	4,644	9,582
Cash and cash equivalents - restricted	269	341
Total cash and cash equivalents	4,913	9,923

Total cash and cash equivalents were $4.9 billion at the end of 2013, $5.0 billion lower than the prior year. The major sources of funds in 2013 were net income in noncontrolling interests of $33.4 billion, the adjustment for the noncash provision of $17.2 billion for depreciation and depletion, and a net debt increase of $11.6 b The major uses of funds included spending for additions to property, plant and equipment of $33.7 billion, the purchase of shares of ExxonMobil stock of $16.0 dividends to shareholders of $10.9 billion and a change in working capital, excluding cash and debt, of $4.7 billion. Included in total cash and cash equivalents at ye 2013 was $0.3 billion of restricted cash.

Total cash and cash equivalents were $9.9 billion at the end of 2012, $3.1 billion lower than the prior year. Higher earnings and a higher adjustment for n transactions were more than offset by lower proceeds from sales of subsidiaries and property, plant and equipment, a net debt decrease compared to a prior ye increase, and a higher adjustment for net gains on asset sales. Included in total cash and cash equivalents at year-end 2012 was $0.3 billion of restricted cas additional details, see the Consolidated Statement of Cash Flows.

The Corporation has access to significant capacity of long-term and short-term liquidity. Internally generated funds are expected to cover the majority of fi requirements, and may be supplemented by long-term and short-term debt, including a revolving commercial paper program. The Corporation has committed lines o of $6.5 billion which were unused as of December 31, 2013. Cash that may be temporarily available as surplus to the Corporation’s immediate needs is carefully m through counterparty quality and investment guidelines to ensure it is secure and readily available to meet the Corporation’s cash requirements and to optimize return

To support cash flows in future periods the Corporation will need to continually find and develop new fields, and continue to develop and apply new technolog recovery processes to existing fields, in order to maintain or increase production. After a period of production at plateau rates, it is the nature of oil and gas fields eve to produce at declining rates for the remainder of their economic life. Averaged over all the Corporation’s existing oil and gas fields and without new p ExxonMobil’s production is expected to decline at an average of approximately 3 percent per year over the next few years. Decline rates can vary widely by individu due to a number of factors, including, but not limited to, the type of reservoir, fluid properties, recovery mechanisms, work activity, and age of the field. Furthermo Corporation’s net interest in production for individual fields can vary with price and contractual terms.

The Corporation has long been successful at offsetting the effects of natural field decline through disciplined investments in quality opportunities and project exe Over the last decade, this has resulted in net annual additions to proved reserves that have exceeded the amount produced. Projects are in progress or planned to i production capacity. However, these volume increases are subject to a variety of risks including project start-up timing, operational outages, reservoir performance oil and natural gas prices, weather events, and regulatory changes. The Corporation’s cash flows are also highly dependent on crude oil and natural gas prices. Pleas to Item 1A. Risk Factors for a more complete discussion of risks.

The Corporation’s financial strength enables it to make large, long-term capital expenditures. Capital and exploration expenditures in 2013 were $42.5 billion, ref the Corporation’s continued active investment program. The Corporation anticipates an average investment profile of about $37 billion per year for the next several Actual spending could vary depending on the progress of individual projects and property acquisitions. The Corporation has a large and diverse portfolio of develo projects and exploration opportunities, which helps mitigate the overall political and technical risks of the Corporation’s Upstream segment and associated cas Further, due to its financial strength, debt capacity and diverse portfolio of opportunities, the risk associated with failure or delay of any single project would not significant impact on the

Corporation's liquidity or ability to generate sufficient cash flows for operations and its fixed commitments. The purchase and sale of oil and gas properties have no significant impact on the amount or timing of cash flows from operating activities.

Cash Flow from Operating Activities

2013

Cash provided by operating activities totaled $44.9 billion in 2013, $11.3 billion lower than 2012. The major source of funds was net income including noncont interests of $33.4 billion, a decrease of $14.2 billion. The noncash provision of $17.2 billion for depreciation and depletion was higher than 2012. The adjustment gains on asset sales was $1.8 billion compared to an adjustment of $13.0 billion in 2012. Changes in operational working capital, excluding cash and debt, decrease in 2013 by $4.7 billion.

2012

Cash provided by operating activities totaled $56.2 billion in 2012, $0.8 billion higher than 2011. The major source of funds was net income including noncont interests of $47.7 billion, an increase of $5.5 billion. The noncash provision of $15.9 billion for depreciation and depletion was slightly higher than 2011. The adju for other noncash transactions and changes in operational working capital, excluding cash and debt, both increased cash in 2012, while the adjustment for net gains o sales decreased cash by $13.0 billion in 2012.

Cash Flow from Investing Activities

2013

Cash used in investment activities netted to $34.2 billion in 2013, $8.6 billion higher than 2012. Spending for property, plant and equipment of $33.7 billion decrease billion from 2012. Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments of $2.7 billion compared billion in 2012. Additional investments and advances were $3.8 billion higher in 2013.

2012

Cash used in investment activities netted to $25.6 billion in 2012, $3.4 billion higher than 2011. Spending for property, plant and equipment of $34.3 billion increase billion from 2011. Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments of $7.7 billion compared to billion in 2011. The decrease reflects that a $3.6 billion deposit was received in 2011 for a sale that closed in 2012. Additional investments and advances were $3.0 lower in 2012.

Cash Flow from Financing Activities

2013

Cash used in financing activities was $15.5 billion in 2013, $18.4 billion lower than 2012. Dividend payments on common shares increased to $2.46 per share from per share and totaled $10.9 billion, a pay-out of 33 percent of net income. Total debt increased $11.1 billion to $22.7 billion at year-end.

ExxonMobil share of equity increased $8.1 billion to $174.0 billion. The addition to equity for earnings of $32.6 billion was partially offset by reducti distributions to ExxonMobil shareholders of $10.9 billion of dividends and $15.0 billion of purchases of shares of ExxonMobil stock to reduce shares outstanding.

During 2013, Exxon Mobil Corporation purchased 177 million shares of its common stock for the treasury at a gross cost of $16.0 billion. These purchases reduce the number of shares outstanding and to offset shares issued in conjunction with company benefit plans and programs. Shares outstanding were reduced percent from 4,502 million to 4,335 million at the end of 2013. Purchases were made in both the open market and through negotiated transactions. Purchases increased, decreased or discontinued at any time without prior notice.

2012

Cash used in financing activities was $33.9 billion in 2012, $5.6 billion higher than 2011. Dividend payments on common shares increased to $2.18 per share from per share and totaled $10.1 billion, a pay-out of 22 percent of net income. Total debt decreased $5.5 billion to $11.6 billion at year-end.

ExxonMobil share of equity increased $11.5 billion to $165.9 billion. The addition to equity for earnings of $44.9 billion was partially offset by reductio distributions to ExxonMobil shareholders of $10.1 billion of dividends and $20.0 billion of purchases of shares of ExxonMobil stock to reduce shares outstanding.

During 2012, Exxon Mobil Corporation purchased 244 million shares of its common stock for the treasury at a gross cost of $21.1 billion. These purchases w reduce the number of shares outstanding and to offset shares issued in conjunction with company benefit plans and programs. Shares outstanding were reduced percent from 4,734 million to 4,502 million at the end of 2012. Purchases were made in both the open market and through negotiated transactions.

Commitments

Set forth below is information about the outstanding commitments of the Corporation's consolidated subsidiaries at December 31, 2013. It combines data fr Consolidated Balance Sheet and from individual notes to the Consolidated Financial Statements.

		Payments Due by Period		
Commitments	**Note Reference Number**	**2014**	**2015-2018**	**2019 and Beyond**
			(millions of dollars)	
Long-term debt *(1)*	14	-	3,052	3,839
– Due in one year *(2)*	6	1,034	-	-
Asset retirement obligations *(3)*	9	799	3,026	9,163
Pension and other postretirement obligations *(4)*	17	2,983	4,379	14,074
Operating leases *(5)*	11	2,391	3,530	1,517
Unconditional purchase obligations *(6)*	16	144	629	463
Take-or-pay obligations *(7)*		3,060	10,893	15,657
Firm capital commitments *(8)*		19,258	9,616	885

This table excludes commodity purchase obligations (volumetric commitments but no fixed or minimum price) which are resold shortly after purchase, either in an highly liquid market or under long-term, unconditional sales contracts with similar pricing terms. Examples include long-term, noncancelable LNG and natural gas pu commitments and commitments to purchase refinery products at market prices. Inclusion of such commitments would not be meaningful in assessing liquidity ar flow, because these purchases will be offset in the same periods by cash received from the related sales transactions. The table also excludes unrecognized tax b totaling $7.8 billion as of December 31, 2013, because the Corporation is unable to make reasonably reliable estimates of the timing of cash settlements with the res taxing authorities. Further details on the unrecognized tax benefits can be found in Note 19, Income, Sales-Based and Other Taxes.

Notes:

(1) Includes capitalized lease obligations of $375 million.

(2) The amount due in one year is included in notes and loans payable of $15,808 million.

(3) The fair value of asset retirement obligations, primarily upstream asset removal costs at the completion of field life.

(4) The amount by which the benefit obligations exceeded the fair value of fund assets for certain U.S. and non-U.S. pension and other postretirement plans at ye The payments by period include expected contributions to funded pension plans in 2014 and estimated benefit payments for unfunded plans in all years.

(5) Minimum commitments for operating leases, shown on an undiscounted basis, cover drilling equipment, tankers, service stations and other properties.

(6) Unconditional purchase obligations (UPOs) are those long-term commitments that are noncancelable or cancelable only under certain conditions, and th parties have used to secure financing for the facilities that will provide the contracted goods or services. The undiscounted obligations of $1,236 million mainly to pipeline throughput agreements and include $457 million of obligations to equity companies.

(7) Take-or-pay obligations are noncancelable, long-term commitments for goods and services other than UPOs. The undiscounted obligations of $29,610 million pertain to pipeline, manufacturing supply and terminaling agreements.

(8) Firm commitments related to capital projects, shown on an undiscounted basis, totaled approximately $29.8 billion. These commitments were primarily associat Upstream projects outside the U.S., of which $16.3 billion was associated with projects in Canada, Australia, Africa, United Arab Emirates and Malaysi Corporation expects to fund the majority of these projects with internally generated funds that may be supplemented by long-term and short-term debt, inclu revolving commercial paper program.

Guarantees

The Corporation and certain of its consolidated subsidiaries were contingently liable at December 31, 2013, for guarantees relating to notes, loans and performanc contracts (Note 16). Where guarantees for environmental remediation and other similar matters do not include a stated cap, the amounts reflect management's esti the maximum potential exposure. These guarantees are not reasonably likely to have a material effect on the Corporation's financial condition, changes in fi condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Financial Strength

On December 31, 2013, the Corporation's unused short-term committed lines of credit totaled approximately $5.9 billion (Note 6) and unused long-term committed l credit totaled approximately $0.6 billion (Note 14).

The table below shows the Corporation's fixed-charge coverage and consolidated debt-to-capital ratios. The data demonstrate the Corporation's creditworthiness.

	2013	2012
Fixed-charge coverage ratio (times)	55.7	62.4
Debt to capital (percent)	11.2	6.3
Net debt to capital (percent)	9.1	1.2

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

Litigation and Other Contingencies

As discussed in Note 16, a variety of claims have been made against ExxonMobil and certain of its consolidated subsidiaries in a number of pending lawsuits. Bas consideration of all relevant facts and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil wi a material adverse effect upon the Corporation's operations, financial condition, or financial statements taken as a whole. There are no events or uncertainties beyon already included in reported financial information that would indicate a material change in future operating results or financial condition. Refer to Note 16 for ad information on legal proceedings and other contingencies.

CAPITAL AND EXPLORATION EXPENDITURES

	2013			2012		
	U.S.	Non-U.S.	Total	U.S.	Non-U.S.	T
			(millions of dollars)			
Upstream *(1)*	9,145	29,086	38,231	11,080	25,004	3
Downstream	951	1,462	2,413	634	1,628	
Chemical	963	869	1,832	408	1,010	
Other	13	-	13	35	-	
Total	11,072	31,417	42,489	12,157	27,642	3

(1) Exploration expenses included.

Capital and exploration expenditures in 2013 were $42.5 billion, including $4.3 billion for acquisitions, as the Corporation continued to pursue opportunities to fi produce new supplies of oil and natural gas to meet global demand for energy. The Corporation anticipates an average investment profile of about $37 billion per y the next several years. Actual spending could vary depending on the progress of individual projects and property acquisitions.

Upstream spending of $38.2 billion in 2013 was up 6 percent from 2012. Property acquisition costs in the Upstream in 2013 of $4.2 billion were $1.2 billion high in 2012. Investments in 2013 included projects in the U.S. Gulf of Mexico and Alaska, exploration in Russia and continued progress on world-class projects in C Australia and Papua New Guinea. The majority of expenditures are on development projects, which typically take two to four years from the time of recording undeveloped reserves to the start of production from those reserves. The percentage of proved developed reserves was 66 percent of total proved reserves at year-end and has been over 60 percent for the last ten years, indicating that proved reserves are consistently moved from undeveloped to developed status.

Capital investments in the Downstream totaled $2.4 billion in 2013, an increase of $0.2 billion from 2012, mainly reflecting higher refining margin improvement spending. The Chemical capital expenditures of $1.8 billion increased $0.4 billion from 2012 with higher investments in the U.S., Saudi Arabia and China mo offsetting reduced spending on the completed Singapore Chemical Plant expansion.

TAXES

	2013	2012	2
		(millions of dollars)	
Income taxes	24,263	31,045	3
Effective income tax rate	*48%*	*44%*	
Sales-based taxes	30,589	32,409	3
All other taxes and duties	36,396	38,857	4
Total	91,248	102,311	1(

2013

Income, sales-based and all other taxes and duties totaled $91.2 billion in 2013, a decrease of $11.1 billion or 11 percent from 2012. Income tax expense, both curr deferred, was $24.3 billion, $6.8 billion lower than 2012, with the impact of lower earnings partially offset by the higher effective tax rate. The effective tax rate percent compared to 44 percent in the prior year due to the absence of favorable tax impacts on divestments. Sales-based and all other taxes and duties of $67.0 bi 2013 decreased $4.3 billion reflecting the 2012 Japan restructuring.

2012

Income, sales-based and all other taxes and duties totaled $102.3 billion in 2012, a decrease of $5.8 billion or 5 percent from 2011. Income tax expense, both curr deferred, was $31.0 billion, flat with 2011, with the impact of higher earnings offset by the lower effective tax rate. The effective tax rate was 44 percent compare percent in the prior year due to a lower effective tax rate on divestments. Sales-based and all other taxes and duties of $71.3 billion in 2012 decreased $5.8 billion ref the Japan restructuring.

ENVIRONMENTAL MATTERS

Environmental Expenditures

	2013	2
	(millions of dollars)	
Capital expenditures	2,474	
Other expenditures	3,538	
Total	6,012	

Throughout ExxonMobil's businesses, new and ongoing measures are taken to prevent and minimize the impact of our operations on air, water and ground. These in significant investment in refining infrastructure and technology to manufacture clean fuels as well as projects to monitor and reduce nitrogen oxide, sulfur oxi greenhouse gas emissions and expenditures for asset retirement obligations. Using definitions and guidelines established by the American Petroleum In ExxonMobil's 2013 worldwide environmental expenditures for all such preventative and remediation steps, including ExxonMobil's share of equity company expen were about $6.0 billion. The total cost for such activities is expected to remain in this range in 2014 and 2015 (with capital expenditures approximately 45 percen total).

Environmental Liabilities

The Corporation accrues environmental liabilities when it is probable that obligations have been incurred and the amounts can be reasonably estimated. This policy to assets or businesses currently owned or previously disposed. ExxonMobil has accrued liabilities for probable environmental remediation obligations at variou including multiparty sites where the U.S. Environmental Protection Agency has identified ExxonMobil as one of the potentially responsible parties. The involver other financially responsible companies at these multiparty sites could mitigate ExxonMobil's actual joint and several liability exposure. At present, no individual expected to have losses material to ExxonMobil's operations or financial condition. Consolidated company provisions made in 2013 for environmental liabilitie $321 million ($391 million in 2012) and the balance sheet reflects accumulated liabilities of $773 million as of December 31, 2013, and $841 million as of Decem 2012.

MARKET RISKS, INFLATION AND OTHER UNCERTAINTIES

Worldwide Average Realizations *(1)*	2013	2012
Crude oil and NGL ($/barrel)	97.48	100.29
Natural gas ($/kcf)	4.60	3.90

(1) Consolidated subsidiaries.

Crude oil, natural gas, petroleum product and chemical prices have fluctuated in response to changing market forces. The impacts of these price fluctuations on ea from Upstream, Downstream and Chemical operations have varied. In the Upstream, a $1 per barrel change in the weighted-average realized price of oil woul approximately a $350 million annual after-tax effect on Upstream consolidated plus equity company earnings. Similarly, a $0.10 per kcf change in the worldwide a gas realization would have approximately a $175 million annual after-tax effect on Upstream consolidated plus equity company earnings. For any given period, the of actual benefit or detriment will be dependent on the price movements of individual types of crude oil, taxes and other government take impacts, price adjustment long-term gas contracts, and crude and gas production volumes. Accordingly, changes in benchmark prices for crude oil and natural gas only provide broad indica changes in the earnings experienced in any particular period.

In the very competitive downstream and chemical environments, earnings are primarily determined by margin capture rather than absolute price levels of produc Refining margins are a function of the difference between what a refiner pays for its raw materials (primarily crude oil) and the market prices for the range of pr produced. These prices in turn depend on global and regional supply/demand balances, inventory levels, refinery operations, import/export balances and weather.

The global energy markets can give rise to extended periods in which market conditions are adverse to one or more of the Corporation's businesses. Such con along with the capital-intensive nature of the industry and very long lead times associated with many of our projects, underscore the importance of maintaining a financial position. Management views the Corporation's financial strength as a competitive advantage.

In general, segment results are not dependent on the ability to sell and/or purchase products to/from other segments. Instead, where such sales take place, they result of efficiencies and competitive advantages of integrated refinery/chemical complexes. Additionally, intersegment sales are at market-based prices. The p bought and sold between segments can also be acquired in worldwide markets that have substantial liquidity, capacity and transportation capabilities. About 35 per the Corporation's intersegment sales are crude oil produced by the Upstream and sold to the Downstream. Other intersegment sales include those between refiner chemical plants related to raw materials, feedstocks and finished products.

Although price levels of crude oil and natural gas may rise or fall significantly over the short to medium term due to political events, OPEC actions and other industry economics over the long term will continue to be driven by market supply and demand. Accordingly, the Corporation tests the viability of all of its inves over a broad range of future prices. The Corporation's assessment is that its operations will continue to be successful in a variety of market conditions. This is the o of disciplined investment and asset management programs.

The Corporation has an active asset management program in which underperforming assets are either improved to acceptable levels or considered for divestme asset management program includes a disciplined, regular review to ensure that all assets are contributing to the Corporation's strategic objectives. The result is an e capital base, and the Corporation has seldom had to write down the carrying value of assets, even during periods of low commodity prices.

Risk Management

The Corporation's size, strong capital structure, geographic diversity and the complementary nature of the Upstream, Downstream and Chemical businesses red Corporation's enterprise-wide risk from changes in interest rates, currency rates and commodity prices. As a result, the Corporation makes limited use of de instruments to mitigate the impact of such changes. With respect to derivatives activities, the Corporation believes that there are no material market or credit risks Corporation's financial position, results of operations or liquidity as a result of the derivatives described in Note 13. The Corporation does not engage in spec derivative activities or derivative trading activities nor does it use derivatives with leveraged features. Credit risk associated with the Corporation's derivative pos mitigated by several factors, including the use of derivative clearing exchanges and the quality of and financial limits placed on derivative counterparties. The Corp maintains a system of controls that includes the authorization, reporting and monitoring of derivative activity.

The Corporation is exposed to changes in interest rates, primarily on its short-term debt and the portion of long-term debt that carries floating interest rates. The of a 100-basis-point change in interest rates affecting the Corporation's debt would not be material to earnings, cash flow or fair value. The Corporation has ac significant capacity of long-term and short-term liquidity. Internally generated funds are expected to cover the majority of financial requirements, and may be supple by long-term and short-term debt, including a revolving commercial paper program. Some joint-venture partners are dependent on the credit markets, and their f ability may impact the development pace of joint-venture projects.

The Corporation conducts business in many foreign currencies and is subject to exchange rate risk on cash flows related to sales, expenses, financing and inve transactions. The impacts of fluctuations in exchange rates on ExxonMobil's geographically and functionally diverse operations are varied and often offsetting in a The Corporation makes limited use of currency exchange contracts to mitigate the impact of changes in currency values, and exposures related to the Corporation's use of the currency exchange contracts are not material.

Inflation and Other Uncertainties

The general rate of inflation in many major countries of operation has remained moderate over the past few years, and the associated impact on non-energy co generally been mitigated by cost reductions from efficiency and productivity improvements. Increased demand for certain services and materials has resulted in operating and capital costs in recent years. The Corporation works to counter upward pressure on costs through its economies of scale in global procurement and its e project management practices.

CRITICAL ACCOUNTING ESTIMATES

The Corporation's accounting and financial reporting fairly reflect its straightforward business model involving the extracting, refining and marketing of hydrocarbo hydrocarbon-based products. The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (GAAP) requires manager make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabiliti Corporation's accounting policies are summarized in Note 1.

Oil and Gas Reserves

Evaluations of oil and gas reserves are important to the effective management of upstream assets. They are an integral part of investment decisions about oil a properties such as whether development should proceed. Oil and gas reserve quantities are also used as the basis to calculate unit-of-production depreciation rates evaluate impairment.

Oil and gas reserves include both proved and unproved reserves. Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscien engineering data, can be estimated with reasonable certainty to be economically producible. Unproved reserves are those with less than reasonable certa recoverability and include probable reserves. Probable reserves are reserves that are more likely to be recovered than not.

The estimation of proved reserves is an ongoing process based on rigorous technical evaluations, commercial and market assessment, and detailed analysis o information such as flow rates and reservoir pressure declines. The estimation of proved reserves is controlled by the Corporation through long-standing ap guidelines. Reserve changes are made within a well-established, disciplined process driven by senior level geoscience and engineering professionals, assisted Reserves Technical Oversight group which has significant technical experience, culminating in reviews with and approval by senior management. Notably, the Corp does not use specific quantitative reserve targets to determine compensation. Key features of the reserve estimation process are covered in Disclosure of Reserves in I

Although the Corporation is reasonably certain that proved reserves will be produced, the timing and amount recovered can be affected by a number of factors in completion of development projects, reservoir performance, regulatory approvals and significant changes in long-term oil and gas price levels.

Proved reserves can be further subdivided into developed and undeveloped reserves. The percentage of proved developed reserves was 66 percent of total reserves at year-end 2013 (including both consolidated and equity company reserves), and has been over 60 percent for the last ten years, indicating that proved reser consistently moved from undeveloped to developed status.

Revisions can include upward or downward changes in previously estimated volumes of proved reserves for existing fields due to the evaluation or re-evalua (1) already available geologic, reservoir or production data, (2) new geologic, reservoir or production data or (3) changes in prices and year-end costs that are used estimation of reserves. Revisions can also result from significant changes in development strategy or production equipment/facility capacity.

Impact of Oil and Gas Reserves on Depreciation. The calculation of unit-of-production depreciation is a critical accounting estimate that measures the deprecia upstream assets. It is the ratio of actual volumes produced to total proved developed reserves (those proved reserves recoverable through existing wells with e equipment and operating methods), applied to the asset cost. The volumes produced and asset cost are known and, while proved developed reserves have a high prob of recoverability, they are based on estimates that are subject to some variability. While the revisions the Corporation has made in the past are an indicator of vari they have had a very small impact on the unit-of-production rates because they have been small compared to the large reserves base.

Impact of Oil and Gas Reserves and Prices on Testing for Impairment. Proved oil and gas properties held and used by the Corporation are reviewed for impa whenever events or circumstances indicate that the carrying amounts may not be recoverable. Assets are grouped at the lowest level for which there are identifiab flows that are largely independent of the cash flows of other groups of assets.

The Corporation estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. Impairment analy generally based on proved reserves. Where probable reserves exist, an appropriately risk-adjusted amount of these reserves may be included in the impairment eval An asset group would be impaired if its undiscounted cash flows were less than the asset's carrying value. Impairments are measured by the amount by which the ca value exceeds fair value.

Significant unproved properties are assessed for impairment individually, and valuation allowances against the capitalized costs are recorded based on the est economic chance of success and the length of time that the Corporation expects to hold the properties. Properties that are not individually significant are aggrega groups and amortized based on development risk and average holding period.

The Corporation performs asset valuation analyses on an ongoing basis as a part of its asset management program. These analyses assist the Corporation in as whether the carrying amounts of any of its assets may not be recoverable. In addition to estimating oil and gas reserve volumes in conducting these analyses, it necessary to estimate future oil and gas prices. Potential trigger events for impairment evaluation include a significant decrease in current and projected reserve volu accumulation of project costs significantly in excess of the amount originally expected, and current period operating losses combined with a history and fore operating or cash flow losses.

In general, the Corporation does not view temporarily low prices or margins as a trigger event for conducting the impairment tests. The markets for crude oil and gas have a history of significant price volatility. Although prices will occasionally drop significantly, industry prices over the long term will continue to be driven by supply and demand. On the supply side, industry production from mature fields is declining, but this is being offset by production from new discoveries an developments. OPEC production policies also have an impact on world oil supplies. The demand side is largely a function of global economic growth. The r growth/decline in supply versus demand will determine industry prices over the long term, and these cannot be accurately predicted.

Accordingly, any impairment tests that the Corporation performs make use of the Corporation's price assumptions developed in the annual planning and bu process for the crude oil and natural gas markets, petroleum products and chemicals. These are the same price assumptions that are used for capital investment de Volumes are based on field production profiles, which are updated annually. Cash flow estimates for impairment testing exclude the effects of derivative instruments.

Supplemental information regarding oil and gas results of operations, capitalized costs and reserves is provided following the notes to consolidated financial state Future prices used for any impairment tests will vary from the ones used in the supplemental oil and gas disclosure and could be lower or higher for any given year.

Asset Retirement Obligations

The Corporation incurs retirement obligations for certain assets. The fair values of these obligations are recorded as liabilities on a discounted basis, which is typicall time the assets are installed. In the estimation of fair value, the Corporation uses assumptions and judgments regarding such factors as the existence of a legal obliga an asset retirement obligation; technical assessments of the assets; estimated amounts and timing of settlements; discount rates; and inflation rates. Asset reti obligations are disclosed in Note 9 to the financial statements.

Suspended Exploratory Well Costs

The Corporation continues capitalization of exploratory well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing w the Corporation is making sufficient progress assessing the reserves and the economic and operating viability of the project. Exploratory well costs not meetin criteria are charged to expense. The facts and circumstances that support continued capitalization of suspended wells at year-end are disclosed in Note 10 to the fi statements.

Consolidations

The Consolidated Financial Statements include the accounts of those subsidiaries that the Corporation controls. They also include the Corporation's share of the un interest in certain upstream assets, liabilities, revenues and expenses. Amounts representing the Corporation's interest in the underlying net assets of other sig entities that it does not control, but over which it exercises significant influence, are accounted for using the equity method of accounting.

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

Pension Benefits

The Corporation and its affiliates sponsor over 100 defined benefit (pension) plans in about 50 countries. Pension and Other Postretirement Benefits (Note 17) pr details on pension obligations, fund assets and pension expense.

Some of these plans (primarily non-U.S.) provide pension benefits that are paid directly by their sponsoring affiliates out of corporate cash flow rather than a s pension fund. Book reserves are established for these plans because tax conventions and regulatory practices do not encourage advance funding. The portion of the p cost attributable to employee service is expensed as services are rendered. The portion attributable to the increase in pension obligations due to the passage of expensed over the term of the obligations, which ends when all benefits are paid. The primary difference in pension expense for unfunded versus funded plans pension expense for funded plans also includes a credit for the expected long-term return on fund assets.

For funded plans, including those in the U.S., pension obligations are financed in advance through segregated assets or insurance arrangements. These plans are m in compliance with the requirements of governmental authorities and meet or exceed required funding levels as measured by relevant actuarial and government stand the mandated measurement dates. In determining liabilities and required contributions, these standards often require approaches and assumptions that differ from tho for accounting purposes.

The Corporation will continue to make contributions to these funded plans as necessary. All defined-benefit pension obligations, regardless of the funding status underlying plans, are fully supported by the financial strength of the Corporation or the respective sponsoring affiliate.

Pension accounting requires explicit assumptions regarding, among others, the long-term expected earnings rate on fund assets, the discount rate for the obligations and the long-term rate for future salary increases. Pension assumptions are reviewed annually by outside actuaries and senior management. These assum are adjusted as appropriate to reflect changes in market rates and outlook. The long-term expected earnings rate on U.S. pension plan assets in 2013 was 7.25 perce 10-year and 20-year actual returns on U.S. pension plan assets were 7 percent and 9 percent, respectively. The Corporation establishes the long-term expected rate of by developing a forward-looking, long-term return assumption for each pension fund asset class, taking into account factors such as the expected real return for the s asset class and inflation. A single, long-term rate of return is then calculated as the weighted average of the target asset allocation percentages and the long-term assumption for each asset class. A worldwide reduction of 0.5 percent in the long-term rate of return on assets would increase annual pension expense by approxi $150 million before tax.

Differences between actual returns on fund assets and the long-term expected return are not recognized in pension expense in the year that the difference occurs differences are deferred, along with other actuarial gains and losses, and are amortized into pension expense over the expected remaining service life of employees.

Litigation Contingencies

A variety of claims have been made against the Corporation and certain of its consolidated subsidiaries in a number of pending lawsuits. Management has regular lit reviews, including updates from corporate and outside counsel, to assess the need for accounting recognition or disclosure of these contingencies. The status of sign claims is summarized in Note 16.

The Corporation accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable, and the amount can be reasonably estimated amounts are not reduced by amounts that may be recovered under insurance or claims against third parties, but undiscounted receivables from insurers or other third may be accrued separately. The Corporation revises such accruals in light of new information. For contingencies where an unfavorable outcome is reasonably possil which are significant, the Corporation discloses the nature of the contingency and, where feasible, an estimate of the possible loss. For purposes of our lit contingency disclosures, "significant" includes material matters as well as other items which management believes should be disclosed.

Management judgment is required related to contingent liabilities and the outcome of litigation because both are difficult to predict. However, the Corporation ha successful in defending litigation in the past. Payments have not had a material adverse effect on operations or financial condition. In the Corporation's experience claims often do not result in large awards. Large awards are often reversed or substantially reduced as a result of appeal or settlement.

Tax Contingencies

The Corporation is subject to income taxation in many jurisdictions around the world. Significant management judgment is required in the accounting for inco contingencies and tax disputes because the outcomes are often difficult to predict.

The benefits of uncertain tax positions that the Corporation has taken or expects to take in its income tax returns are recognized in the financial statem management concludes that it is more likely than not that the position will be sustained with the tax authorities. For a position that is likely to be sustained, the benefit recognized in the financial statements is measured at the largest amount that is great 50 percent likely of being realized. A reserve is established for the difference between a position taken or expected to be taken in an income tax return and the a recognized in the financial statements. The Corporation’s unrecognized tax benefits and a description of open tax years are summarized in Note 19.

Foreign Currency Translation

The method of translating the foreign currency financial statements of the Corporation’s international subsidiaries into U.S. dollars is prescribed by GAAP. Unde principles, it is necessary to select the functional currency of these subsidiaries. The functional currency is the currency of the primary economic environment in wh subsidiary operates. Management selects the functional currency after evaluating this economic environment.

Factors considered by management when determining the functional currency for a subsidiary include the currency used for cash flows related to individual ass liabilities; the responsiveness of sales prices to changes in exchange rates; the history of inflation in the country; whether sales are into local markets or export currency used to acquire raw materials, labor, services and supplies; sources of financing; and significance of intercompany transactions.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management, including the Corporation's Chief Executive Officer, Principal Financial Officer, and Principal Accounting Officer, is responsible for establishi maintaining adequate internal control over the Corporation's financial reporting. Management conducted an evaluation of the effectiveness of internal control over fi reporting based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Tre Commission. Based on this evaluation, management concluded that Exxon Mobil Corporation's internal control over financial reporting was effective as of Decem 2013.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited the effectiveness of the Corporation's internal control over financial repor of December 31, 2013, as stated in their report included in the Financial Section of this report.

Rex W. Tillerson	Andrew P. Swiger	Patrick T. Mulva
Chief Executive Officer	Senior Vice President	Vice President and Controller
	(Principal Financial Officer)	(Principal Accounting Officer)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of Exxon Mobil Corporation:

In our opinion, the accompanying Consolidated Balance Sheets and the related Consolidated Statements of Income, Comprehensive Income, Changes in Equity an Flows present fairly, in all material respects, the financial position of Exxon Mobil Corporation and its subsidiaries at December 31, 2013, and 2012, and the results operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted United States of America. Also in our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of Decem 2013, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Comm (COSO). The Corporation’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Fi Reporting. Our responsibility is to express opinions on these financial statements and on the Corporation’s internal control over financial reporting based on our int audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal contr financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amou disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall fi statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assess risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also in performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting a preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial re includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispo of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordan generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of managem directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the com assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effective future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or proc may deteriorate.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
February 26, 2014

CONSOLIDATED STATEMENT OF INCOME

	Note Reference Number	2013	2012	201
			(millions of dollars)	
Revenues and other income				
Sales and other operating revenue *(1)*		420,836	451,509	
Income from equity affiliates	7	13,927	15,010	
Other income		3,492	14,162	
Total revenues and other income		438,255	480,681	
Costs and other deductions				
Crude oil and product purchases		244,156	263,535	
Production and manufacturing expenses		40,525	38,521	
Selling, general and administrative expenses		12,877	13,877	
Depreciation and depletion		17,182	15,888	
Exploration expenses, including dry holes		1,976	1,840	
Interest expense		9	327	
Sales-based taxes *(1)*	19	30,589	32,409	
Other taxes and duties	19	33,230	35,558	
Total costs and other deductions		380,544	401,955	
Income before income taxes		57,711	78,726	
Income taxes	19	24,263	31,045	
Net income including noncontrolling interests		33,448	47,681	
Net income attributable to noncontrolling interests		868	2,801	
Net income attributable to ExxonMobil		32,580	44,880	
Earnings per common share *(dollars)*	12	7.37	9.70	
Earnings per common share - assuming dilution *(dollars)*	12	7.37	9.70	

(1) Sales and other operating revenue includes sales-based taxes of $30,589 million for 2013, $32,409 million for 2012 and $33,503 million for 2011.

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	2013	2012
	(millions of dollars)	
Net income including noncontrolling interests	33,448	47,681
Other comprehensive income (net of income taxes)		
Foreign exchange translation adjustment	(3,620)	920
Adjustment for foreign exchange translation (gain)/loss included in net income	(23)	(4,352)
Postretirement benefits reserves adjustment (excluding amortization)	3,174	(3,574)
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	1,820	2,395
Change in fair value of cash flow hedges	-	-
Realized (gain)/loss from settled cash flow hedges included in net income	-	-
Total other comprehensive income	1,351	(4,611)
Comprehensive income including noncontrolling interests	34,799	43,070
Comprehensive income attributable to noncontrolling interests	760	1,251
Comprehensive income attributable to ExxonMobil	34,039	41,819

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED BALANCE SHEET

	Note Reference Number	Dec. 31 2013	Dec. [illegible] 201[illegible]
		(millions of dollars)	
Assets			
Current assets			
Cash and cash equivalents		4,644	
Cash and cash equivalents - restricted		269	
Notes and accounts receivable, less estimated doubtful amounts	6	33,152	[illegible]
Inventories			
Crude oil, products and merchandise	3	12,117	[illegible]
Materials and supplies		4,018	
Other current assets		5,108	
Total current assets		59,308	[illegible]
Investments, advances and long-term receivables	8	36,328	[illegible]
Property, plant and equipment, at cost, less accumulated depreciation and depletion	9	243,650	[illegible]
Other assets, including intangibles, net		7,522	
Total assets		346,808	[illegible]
Liabilities			
Current liabilities			
Notes and loans payable	6	15,808	
Accounts payable and accrued liabilities	6	48,085	[illegible]
Income taxes payable		7,831	
Total current liabilities		71,724	[illegible]
Long-term debt	14	6,891	
Postretirement benefits reserves	17	20,646	[illegible]
Deferred income tax liabilities	19	40,530	[illegible]
Long-term obligations to equity companies		4,742	
Other long-term obligations		21,780	[illegible]
Total liabilities		166,313	[illegible]
Commitments and contingencies	16		
Equity			
Common stock without par value (9,000 million shares authorized, 8,019 million shares issued)		10,077	
Earnings reinvested		387,432	[illegible]
Accumulated other comprehensive income		(10,725)	[illegible]
Common stock held in treasury (3,684 million shares in 2013 and 3,517 million shares in 2012)		(212,781)	[illegible]
ExxonMobil share of equity		174,003	[illegible]
Noncontrolling interests		6,492	
Total equity		180,495	[illegible]
Total liabilities and equity		346,808	[illegible]

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note Reference Number	2013	2012	2011
			(millions of dollars)	
Cash flows from operating activities				
Net income including noncontrolling interests		33,448	47,681	
Adjustments for noncash transactions				
Depreciation and depletion		17,182	15,888	
Deferred income tax charges/(credits)		754	3,142	
Postretirement benefits expense in excess of/(less than) net payments		2,291	(315)	
Other long-term obligation provisions in excess of/(less than) payments		(2,566)	1,643	
Dividends received greater than/(less than) equity in current earnings of equity companies		3	(1,157)	
Changes in operational working capital, excluding cash and debt				
Reduction/(increase) - Notes and accounts receivable		(305)	(1,082)	
- Inventories		(1,812)	(1,873)	
- Other current assets		(105)	(42)	
Increase/(reduction) - Accounts and other payables		(2,498)	3,624	
Net (gain) on asset sales	5	(1,828)	(13,018)	
All other items - net		350	1,679	
Net cash provided by operating activities		44,914	56,170	
Cash flows from investing activities				
Additions to property, plant and equipment		(33,669)	(34,271)	
Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments	5	2,707	7,655	
Decrease/(increase) in restricted cash and cash equivalents		72	63	
Additional investments and advances		(4,435)	(598)	
Collection of advances		1,124	1,550	
Additions to marketable securities		-	-	
Sales of marketable securities		-	-	
Net cash used in investing activities		(34,201)	(25,601)	
Cash flows from financing activities				
Additions to long-term debt		345	995	
Reductions in long-term debt		(13)	(147)	
Additions to short-term debt		16	958	
Reductions in short-term debt		(756)	(4,488)	
Additions/(reductions) in debt with three months or less maturity		12,012	(226)	
Cash dividends to ExxonMobil shareholders		(10,875)	(10,092)	
Cash dividends to noncontrolling interests		(304)	(327)	
Changes in noncontrolling interests		(1)	204	
Tax benefits related to stock-based awards		48	130	
Common stock acquired		(15,998)	(21,068)	
Common stock sold		50	193	
Net cash used in financing activities		(15,476)	(33,868)	
Effects of exchange rate changes on cash		(175)	217	
Increase/(decrease) in cash and cash equivalents		(4,938)	(3,082)	
Cash and cash equivalents at beginning of year		9,582	12,664	
Cash and cash equivalents at end of year		4,644	9,582	

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	ExxonMobil Share of Equity						
	Common Stock	Earnings Reinvested	Accumulated Other Comprehensive Income	Common Stock Held in Treasury	ExxonMobil Share of Equity	Non-controlling Interests	T E
			(millions of dollars)				
Balance as of December 31, 2010	9,371	298,899	(4,823)	(156,608)	146,839	5,840	
Amortization of stock-based awards	742	-	-	-	742	-	
Tax benefits related to stock-based awards	202	-	-	-	202	-	
Other	(803)	-	-	-	(803)	(5)	
Net income for the year	-	41,060	-	-	41,060	1,146	
Dividends - common shares	-	(9,020)	-	-	(9,020)	(306)	
Other comprehensive income	-	-	(4,300)	-	(4,300)	(312)	
Acquisitions, at cost	-	-	-	(22,055)	(22,055)	(15)	
Dispositions	-	-	-	1,731	1,731	-	
Balance as of December 31, 2011	9,512	330,939	(9,123)	(176,932)	154,396	6,348	
Amortization of stock-based awards	806	-	-	-	806	-	
Tax benefits related to stock-based awards	178	-	-	-	178	-	
Other	(843)	-	-	-	(843)	(1,441)	
Net income for the year	-	44,880	-	-	44,880	2,801	
Dividends - common shares	-	(10,092)	-	-	(10,092)	(327)	
Other comprehensive income	-	-	(3,061)	-	(3,061)	(1,550)	
Acquisitions, at cost	-	-	-	(21,068)	(21,068)	(34)	
Dispositions	-	-	-	667	667	-	
Balance as of December 31, 2012	9,653	365,727	(12,184)	(197,333)	165,863	5,797	
Amortization of stock-based awards	761	-	-	-	761	-	
Tax benefits related to stock-based awards	162	-	-	-	162	-	
Other	(499)	-	-	-	(499)	240	
Net income for the year	-	32,580	-	-	32,580	868	
Dividends - common shares	-	(10,875)	-	-	(10,875)	(304)	
Other comprehensive income	-	-	1,459	-	1,459	(108)	
Acquisitions, at cost	-	-	-	(15,998)	(15,998)	(1)	
Dispositions	-	-	-	550	550	-	
Balance as of December 31, 2013	10,077	387,432	(10,725)	(212,781)	174,003	6,492	

Common Stock Share Activity	Issued	Held in Treasury	Outst
		(millions of shares)	
Balance as of December 31, 2010	8,019	(3,040)	
Acquisitions	-	(278)	
Dispositions	-	33	
Balance as of December 31, 2011	8,019	(3,285)	
Acquisitions	-	(244)	
Dispositions	-	12	
Balance as of December 31, 2012	8,019	(3,517)	
Acquisitions	-	(177)	
Dispositions	-	10	
Balance as of December 31, 2013	8,019	(3,684)	

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

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

The Corporation's principal business is energy, involving the worldwide exploration, production, transportation and sale of crude oil and natural gas (Upstream) a manufacture, transportation and sale of petroleum products (Downstream). The Corporation is also a major worldwide manufacturer and marketer of petroche (Chemical) and participates in electric power generation (Upstream).

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (GAAP) requires management to make estimates tha the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results could differ from these estimate years' data has been reclassified in certain cases to conform to the 2013 presentation basis.

1. Summary of Accounting Policies

Principles of Consolidation. The Consolidated Financial Statements include the accounts of subsidiaries the Corporation controls. They also include the Corpor share of the undivided interest in certain upstream assets, liabilities, revenues and expenses.

Amounts representing the Corporation's interest in entities that it does not control, but over which it exercises significant influence, are included in "Inves advances and long-term receivables." The Corporation's share of the net income of these companies is included in the Consolidated Statement of Income caption "I from equity affiliates."

Majority ownership is normally the indicator of control that is the basis on which subsidiaries are consolidated. However, certain factors may indicate that a ma owned investment is not controlled and therefore should be accounted for using the equity method of accounting. These factors occur where the minority sharehold granted by law or by contract substantive participating rights. These include the right to approve operating policies, expense budgets, financing and investment pla management compensation and succession plans.

The Corporation's share of the cumulative foreign exchange translation adjustment for equity method investments is reported in Accumulated Other Comprel Income.

Evidence of loss in value that might indicate impairment of investments in companies accounted for on the equity method is assessed to determine if such ev represents a loss in value of the Corporation's investment that is other than temporary. Examples of key indicators include a history of operating losses, a negative ea and cash flow outlook, significant downward revisions to oil and gas reserves, and the financial condition and prospects for the investee's business segment or geog region. If evidence of an other than temporary loss in fair value below carrying amount is determined, an impairment is recognized. In the absence of market prices investment, discounted cash flows are used to assess fair value.

Revenue Recognition. The Corporation generally sells crude oil, natural gas and petroleum and chemical products under short-term agreements at prevailing market In some cases (e.g., natural gas), products may be sold under long-term agreements, with periodic price adjustments. Revenues are recognized when the produ delivered, which occurs when the customer has taken title and has assumed the risks and rewards of ownership, prices are fixed or determinable and collectib reasonably assured.

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

Purchases and sales of inventory with the same counterparty that are entered into in contemplation of one another are combined and recorded as exchanges meas the book value of the item sold.

Sales-Based Taxes. The Corporation reports sales, excise and value-added taxes on sales transactions on a gross basis in the Consolidated Statement of Income (inclu both revenues and costs).

Derivative Instruments. The Corporation makes limited use of derivative instruments. The Corporation does not engage in speculative derivative activities or der trading activities, nor does it use derivatives with leveraged features. When the Corporation does enter into derivative transactions, it is to offset exposures associate interest rates, foreign currency exchange rates and hydrocarbon prices that arise from existing assets, liabilities and forecasted transactions.

The gains and losses resulting from changes in the fair value of derivatives are recorded in income. In some cases, the Corporation designates derivatives as fai hedges, in which case the gains and losses are offset in income by the gains and losses arising from changes in the fair value of the underlying hedged item.

Fair Value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Hie Levels 1, 2 and 3 are terms for the priority of inputs to valuation techniques used to measure fair value. Hierarchy Level 1 inputs are quoted prices in active mark identical assets or liabilities. Hierarchy

Level 2 inputs are inputs other than quoted prices included within Level 1 that are directly or indirectly observable for the asset or liability. Hierarchy Level 3 inp inputs that are not observable in the market.

Inventories. Crude oil, products and merchandise inventories are carried at the lower of current market value or cost (generally determined under the last-in, f method – LIFO). Inventory costs include expenditures and other charges (including depreciation) directly and indirectly incurred in bringing the inventory to its e condition and location. Selling expenses and general and administrative expenses are reported as period costs and excluded from inventory cost. Inventories of m and supplies are valued at cost or less.

Property, Plant and Equipment. Depreciation, depletion and amortization, based on cost less estimated salvage value of the asset, are primarily determined unde the unit-of-production method or the straight-line method, which is based on estimated asset service life taking obsolescence into consideration. Maintenance and r including planned major maintenance, are expensed as incurred. Major renewals and improvements are capitalized and the assets replaced are retired.

Interest costs incurred to finance expenditures during the construction phase of multiyear projects are capitalized as part of the historical cost of acquiring the cons assets. The project construction phase commences with the development of the detailed engineering design and ends when the constructed assets are ready for their in use. Capitalized interest costs are included in property, plant and equipment and are depreciated over the service life of the related assets.

The Corporation uses the “successful efforts” method to account for its exploration and production activities. Under this method, costs are accumulated on a fi field basis with certain exploratory expenditures and exploratory dry holes being expensed as incurred. Costs of productive wells and development dry holes are cap and amortized on the unit-of-production method.

The Corporation carries as an asset exploratory well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing w where the Corporation is making sufficient progress assessing the reserves and the economic and operating viability of the project. Exploratory well costs not meetin criteria are charged to expense. Other exploratory expenditures, including geophysical costs and annual lease rentals, are expensed as incurred.

Acquisition costs of proved properties are amortized using a unit-of-production method, computed on the basis of total proved oil and gas reserves.

Capitalized exploratory drilling and development costs associated with productive depletable extractive properties are amortized using unit-of-production rates ba the amount of proved developed reserves of oil, gas and other minerals that are estimated to be recoverable from existing facilities using current operating methods.

Under the unit-of-production method, oil and gas volumes are considered produced once they have been measured through meters at custody transfer or sales tran points at the outlet valve on the lease or field storage tank.

Production involves lifting the oil and gas to the surface and gathering, treating, field processing and field storage of the oil and gas. The production function no terminates at the outlet valve on the lease or field production storage tank. Production costs are those incurred to operate and maintain the Corporation’s wells and equipment and facilities and are expensed as incurred. They become part of the cost of oil and gas produced. These costs, sometimes referred to as lifting costs, inclu items as labor costs to operate the wells and related equipment; repair and maintenance costs on the wells and equipment; materials, supplies and energy costs requ operate the wells and related equipment; and administrative expenses related to the production activity.

Proved oil and gas properties held and used by the Corporation are reviewed for impairment whenever events or changes in circumstances indicate that the c amounts may not be recoverable. Assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows o groups of assets.

The Corporation estimates the future undiscounted cash flows of the affected properties to judge the recoverability of carrying amounts. Cash flows used in impa evaluations are developed using annually updated corporate plan investment evaluation assumptions for crude oil commodity prices, refining and chemical margi foreign currency exchange rates. Annual volumes are based on field production profiles, which are also updated annually. Prices for natural gas and other products ar on corporate plan assumptions developed annually by major region and also for investment evaluation purposes. Cash flow estimates for impairment testing e derivative instruments.

Impairment analyses are generally based on proved reserves. Where probable reserves exist, an appropriately risk-adjusted amount of these reserves may be inclu the impairment evaluation. An asset group would be impaired if the undiscounted cash flows were less than its carrying value. Impairments are measured by the amo carrying value exceeds fair value.

Significant unproved properties are assessed for impairment individually, and valuation allowances against the capitalized costs are recorded based on the est economic chance of success and the length of time that the Corporation expects to hold the properties. Properties that are not individually significant are aggrega groups and amortized based on development risk and average holding period. The valuation allowances are reviewed at least annually.

Gains on sales of proved and unproved properties are only recognized when there is neither uncertainty about the recovery of costs applicable to any interest retai any substantial obligation for future performance by the Corporation.

Losses on properties sold are recognized when incurred or when the properties are held for sale and the fair value of the properties is less than the carrying value.

Asset Retirement Obligations and Environmental Liabilities. The Corporation incurs retirement obligations for certain assets. The fair values of these obligati recorded as liabilities on a discounted basis, which is typically at the time the assets are installed. The costs associated with these liabilities are capitalized as par related assets and depreciated. Over time, the liabilities are accreted for the change in their present value.

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

Foreign Currency Translation. The Corporation selects the functional reporting currency for its international subsidiaries based on the currency of the primary ec environment in which each subsidiary operates.

Downstream and Chemical operations primarily use the local currency. However, the U.S. dollar is used in countries with a history of high inflation (primarily i America) and Singapore, which predominantly sells into the U.S. dollar export market. Upstream operations which are relatively self-contained and integrated w particular country, such as Canada, the United Kingdom, Norway and continental Europe, use the local currency. Some Upstream operations, primarily in Asia and use the U.S. dollar because they predominantly sell crude and natural gas production into U.S. dollar-denominated markets.

For all operations, gains or losses from remeasuring foreign currency transactions into the functional currency are included in income.

Stock-Based Payments. The Corporation awards stock-based compensation to employees in the form of restricted stock and restricted stock units. Compensation e is measured by the price of the stock at the date of grant and is recognized in income over the requisite service period. See Note 15, Incentive Program, for further de

2. Accounting Changes

The Corporation did not adopt authoritative guidance in 2013 that had a material impact on the Corporation’s financial statements.

3. Miscellaneous Financial Information

Research and development expenses totaled $1,044 million in 2013, $1,042 million in 2012 and $1,044 million in 2011.

Net income included before-tax aggregate foreign exchange transaction gains of $155 million and $159 million, and losses of $184 million in 2013, 2012 an respectively.

In 2013, 2012 and 2011, net income included gains of $282 million, $328 million and $292 million, respectively, attributable to the combined effects of LIFO in accumulations and drawdowns. The aggregate replacement cost of inventories was estimated to exceed their LIFO carrying values by $21.2 billion and $21.3 b December 31, 2013, and 2012, respectively.

Crude oil, products and merchandise as of year-end 2013 and 2012 consist of the following:

	2013
	(billions of dollars)
Petroleum products	3.9
Crude oil	4.7
Chemical products	2.9
Gas/other	0.6
Total	12.1

4. Other Comprehensive Income Information

ExxonMobil Share of Accumulated Other Comprehensive Income	**Cumulative Foreign Exchange Translation Adjustment**	**Post-retirement Benefits Reserves Adjustment**	**Unrealized Change in Fair Value on Cash Flow Hedges**	**Total**
		(millions of dollars)		
Balance as of December 31, 2010	5,011	(9,889)	55	(4,8
Current period change excluding amounts reclassified from accumulated other comprehensive income	(843)	(4,557)	28	(5,3
Amounts reclassified from accumulated other comprehensive income	-	1,155	(83)	1,(
Total change in accumulated other comprehensive income	(843)	(3,402)	(55)	(4,3
Balance as of December 31, 2011	4,168	(13,291)	-	(9,1
Balance as of December 31, 2011	4,168	(13,291)	-	(9,1
Current period change excluding amounts reclassified from accumulated other comprehensive income	842	(3,402)	-	(2,5
Amounts reclassified from accumulated other comprehensive income	(2,600)	2,099	-	(5
Total change in accumulated other comprehensive income	(1,758)	(1,303)	-	(3,(
Balance as of December 31, 2012	2,410	(14,594)	-	(12,1
Balance as of December 31, 2012	2,410	(14,594)	-	(12,1
Current period change excluding amounts reclassified from accumulated other comprehensive income	(3,233)	2,963	-	(2
Amounts reclassified from accumulated other comprehensive income	(23)	1,752	-	1,7
Total change in accumulated other comprehensive income	(3,256)	4,715	-	1,4
Balance as of December 31, 2013	(846)	(9,879)	-	(10,7

Amounts Reclassified Out of Accumulated Other Comprehensive Income - Before-tax Income/(Expense)	**2013**	**2012**	**2**
		(millions of dollars)	
Foreign exchange translation gain/(loss) included in net income (Statement of Income line: Other income)	23	4,352	
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs *(1)*	(2,616)	(3,621)	
Realized gain from settled cash flow hedges included in net income (Statement of Income line: Sales and other operating revenue)	-	-	

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost. (See Note 17 – Pension and Other Postretirement Benefits for additional details.)

Income Tax (Expense)/Credit For Components of Other Comprehensive Income	**2013**	**2012**	**2**
		(millions of dollars)	
Foreign exchange translation adjustment	218	(236)	
Postretirement benefits reserves adjustment			
Postretirement benefits reserves adjustment (excluding amortization)	(1,540)	1,619	
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs	(796)	(1,226)	
Unrealized change in fair value on cash flow hedges			
Change in fair value of cash flow hedges	-	-	
Settled cash flow hedges included in net income	-	-	
Total	(2,118)	157	

5. Cash Flow Information

The Consolidated Statement of Cash Flows provides information about changes in cash and cash equivalents. Highly liquid investments with maturities of three mo less when acquired are classified as cash equivalents.

The "Net (gain) on asset sales" in net cash provided by operating activities on the Consolidated Statement of Cash Flows includes before-tax gains from the sa partial interest in Iraq, the sale of Downstream affiliates in the Caribbean and the sale of service stations in 2013; the Japan restructuring, the sale of an Upstream p in Angola, exchanges of Upstream properties, the sale of U.S. service stations, and the sale of the Downstream affiliates in Malaysia and Switzerland in 2012; and fr sale of some Upstream Canadian, U.K. and other producing properties and assets, and the sale of U.S. service stations in 2011. These gains are reported in "Other ir on the Consolidated Statement of Income.

In 2012, the Corporation's interest in a cost company was redeemed. As part of the redemption, a variable note due in 2035 issued by Mobil Services (Bahama was assigned to a consolidated ExxonMobil affiliate. This note is no longer classified as third party long-term debt. This assignment did not result in a "Reduction i term debt" on the Statement of Cash Flows.

In 2012, ExxonMobil completed asset exchanges, primarily noncash transactions, of approximately $1 billion. This amount is not included in the "Sales of subsi investments, and property, plant and equipment" or the "Additions to property, plant and equipment" lines on the Statement of Cash Flows.

In 2011, included in "Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments" is a $3.6 billion deposi asset that was sold in 2012.

	2013	2012	2
		(millions of dollars)	
Cash payments for interest	426	555	
Cash payments for income taxes	25,066	24,349	2

6. Additional Working Capital Information

	Dec. 31 2013	De 2
	(millions of dollars)	
Notes and accounts receivable		
Trade, less reserves of $112 million and $109 million	25,993	2
Other, less reserves of $28 million and $36 million	7,159	
Total	33,152	3
Notes and loans payable		
Bank loans	722	
Commercial paper	14,051	
Long-term debt due within one year	1,034	
Other	1	
Total	15,808	
Accounts payable and accrued liabilities		
Trade payables	30,920	3
Payables to equity companies	6,587	
Accrued taxes other than income taxes	3,883	
Other	6,695	
Total	48,085	5

The Corporation has short-term committed lines of credit of $5.9 billion which were unused as of December 31, 2013. The majority of these lines are available for g corporate purposes, however $0.5 billion has been designated as specifically supporting commercial paper programs. The weighted-average interest rate on sho borrowings outstanding was 0.4 percent and 1.7 percent at December 31, 2013, and 2012, respectively.

7. Equity Company Information

The summarized financial information below includes amounts related to certain less-than-majority-owned companies and majority-owned subsidiaries where m shareholders possess the right to participate in significant management decisions (see Note 1). These companies are primarily engaged in oil and gas explorati production, natural gas marketing and refining operations in North America; natural gas exploration, production and distribution, and downstream operations in Euro research, exploration, production, liquefied natural gas (LNG) operations, refining operations, petrochemical manufacturing, fuel sales and power generation in Asi included are several refining, petrochemical manufacturing and marketing ventures.

The Corporation's ownership in these ventures is in the form of shares in corporate joint ventures as well as interests in partnerships. Differences between the com carrying value of an equity investment and its underlying equity in the net assets of the affiliate are assigned to the extent practicable to specific assets and liabilitie on the company's analysis of the factors giving rise to the difference. The amortization of this difference, as appropriate, is included in "income from equity affiliates

The share of total equity company revenues from sales to ExxonMobil consolidated companies was 13 percent, 16 percent and 19 percent in the years 2013, 20 2011, respectively.

In 2013, the Corporation and Rosneft established various entities to conduct exploration and research activities. Periods of disproportionate funding will resul Corporation recognizing, during the early phases of the projects, an investment that is larger than its equity share of these entities. These joint ventures are con Variable Interest Entities (VIEs). However, since the Corporation is not the primary beneficiary of these entities the joint ventures are reported as equity companie Corporation's maximum exposure to loss from these joint ventures is limited to its investment of $0.1 billion and firm commitments of $1.1 billion at December 31, 2

Equity Company Financial Summary	2013 Total	2013 ExxonMobil Share	2012 Total	2012 ExxonMobil Share	2011 Total	2011 ExxonM Sha
			(millions of dollars)			
Total revenues	236,161	68,084	224,953	67,572	204,635	[illegible]
Income before income taxes	69,454	19,999	69,411	20,882	68,908	[illegible]
Income taxes	21,618	6,069	20,703	5,868	19,812	[illegible]
Income from equity affiliates	47,836	13,930	48,708	15,014	49,096	[illegible]
Current assets	62,398	19,545	59,612	18,483	52,879	[illegible]
Long-term assets	116,450	35,695	111,131	33,798	96,908	[illegible]
Total assets	178,848	55,240	170,743	52,281	149,787	[illegible]
Current liabilities	54,550	15,243	49,698	14,265	41,016	[illegible]
Long-term liabilities	68,857	20,873	68,855	19,715	62,472	[illegible]
Net assets	55,441	19,124	52,190	18,301	46,299	[illegible]

A list of significant equity companies as of December 31, 2013, together with the Corporation's percentage ownership interest, is detailed below:

	Percentage Ownership Interest
Upstream	
Aera Energy LLC	48
BEB Erdgas und Erdoel GmbH & Co. KG	50
Cameroon Oil Transportation Company S.A.	41
Castle Peak Power Company Limited	60
Cross Timbers Energy, LLC	50
Golden Pass LNG Terminal LLC	18
Karmorneftegaz Holding SARL	33
LLC Arctic Research and Design Center For Continental Shelf Development	33
Nederlandse Aardolie Maatschappij B.V.	50
Qatar Liquefied Gas Company Limited	10
Qatar Liquefied Gas Company Limited (2)	24
Ras Laffan Liquefied Natural Gas Company Limited	25
Ras Laffan Liquefied Natural Gas Company Limited (II)	31
Ras Laffan Liquefied Natural Gas Company Limited (3)	30
South Hook LNG Terminal Company Limited	24
Tengizchevroil, LLP	25
Terminale GNL Adriatico S.r.l.	71
Trizneft Pilot SARL	49
Tuapsemorneftegaz Holding SARL	33
Downstream	
Chalmette Refining, LLC	50
Fujian Refining & Petrochemical Co. Ltd.	25
Saudi Aramco Mobil Refinery Company Ltd.	50
TonenGeneral Sekiyu K.K.	22
Chemical	
Al-Jubail Petrochemical Company	50
Infineum Holdings B.V.	50
Infineum USA L.P.	50
Saudi Yanbu Petrochemical Co.	50

8. Investments, Advances and Long-Term Receivables

	Dec. 31, 2013	De[illegible] 2[illegible]
	(millions of dollars)	
Companies carried at equity in underlying assets		
Investments	19,619	[illegible]
Advances	10,476	[illegible]
Total equity company investments and advances	30,095	[illegible]
Companies carried at cost or less and stock investments carried at fair value	115	[illegible]
Long-term receivables and miscellaneous investments at cost or less, net of reserves of $2,938 million and $2,499 million	6,118	[illegible]
Total	36,328	[illegible]

9. Property, Plant and Equipment and Asset Retirement Obligations

	December 31, 2013		December 31, 2012	
Property, Plant and Equipment	Cost	Net	Cost	Ne
	(millions of dollars)			
Upstream	336,359	197,554	313,181	[illegible]
Downstream	54,456	23,219	53,737	[illegible]
Chemical	29,487	13,965	29,437	[illegible]
Other	14,215	8,912	12,959	[illegible]
Total	434,517	243,650	409,314	[illegible]

In the Upstream segment, depreciation is generally on a unit-of-production basis, so depreciable life will vary by field. In the Downstream segment, investments in r and lubes basestock manufacturing facilities are generally depreciated on a straight-line basis over a 25-year life and service station buildings and fixed improvemen a 20-year life. In the Chemical segment, investments in process equipment are generally depreciated on a straight-line basis over a 20-year life.

Accumulated depreciation and depletion totaled $190,867 million at the end of 2013 and $182,365 million at the end of 2012. Interest capitalized in 2013, 2012 an was $309 million, $506 million and $593 million, respectively.

Asset Retirement Obligations

The Corporation incurs retirement obligations for certain assets. The fair values of these obligations are recorded as liabilities on a discounted basis, which is typicall time the assets are installed. In the estimation of fair value, the Corporation uses assumptions and judgments regarding such factors as the existence of a legal obligat an asset retirement obligation; technical assessments of the assets; estimated amounts and timing of settlements; discount rates; and inflation rates. Asset reti obligations incurred in the current period were Level 3 (unobservable inputs) fair value measurements. The costs associated with these liabilities are capitalized as the related assets and depreciated as the reserves are produced. Over time, the liabilities are accreted for the change in their present value.

Asset retirement obligations for downstream and chemical facilities generally become firm at the time the facilities are permanently shut down and dismantled. obligations may include the costs of asset disposal and additional soil remediation. However, these sites have indeterminate lives based on plans for continued ope and as such, the fair value of the conditional legal obligations cannot be measured, since it is impossible to estimate the future settlement dates of such obligations.

The following table summarizes the activity in the liability for asset retirement obligations:

	2013
	(millions of dollars)
Beginning balance	11,973
Accretion expense and other provisions	785
Reduction due to property sales	(97)
Payments made	(664)
Liabilities incurred	603
Foreign currency translation	(344)
Revisions	732
Ending balance	12,988

10. Accounting for Suspended Exploratory Well Costs

The Corporation continues capitalization of exploratory well costs when the well has found a sufficient quantity of reserves to justify its completion as a producing w the Corporation is making sufficient progress assessing the reserves and the economic and operating viability of the project. The term "project" as used in this rep refer to a variety of different activities and does not necessarily have the same meaning as in any government payment transparency reports.

The following two tables provide details of the changes in the balance of suspended exploratory well costs as well as an aging summary of those costs.

Change in capitalized suspended exploratory well costs:

	2013	2012
		(millions of dollars)
Balance beginning at January 1	2,679	2,881
Additions pending the determination of proved reserves	293	868
Charged to expense	(52)	(95)
Reclassifications to wells, facilities and equipment based on the determination of proved reserves	(107)	(631)
Divestments/Other	(106)	(344)
Ending balance at December 31	2,707	2,679
Ending balance attributed to equity companies included above	13	3

Period end capitalized suspended exploratory well costs:

	2013	2012
		(millions of dollars)
Capitalized for a period of one year or less	293	866
Capitalized for a period of between one and five years	1,705	1,176
Capitalized for a period of between five and ten years	470	401
Capitalized for a period of greater than ten years	239	236
Capitalized for a period greater than one year - subtotal	2,414	1,813
Total	2,707	2,679

Exploration activity often involves drilling multiple wells, over a number of years, to fully evaluate a project. The table below provides a numerical breakdown number of projects with suspended exploratory well costs which had their first capitalized well drilled in the preceding 12 months and those that have had explorato costs capitalized for a period greater than 12 months.

	2013	2012
Number of projects with first capitalized well drilled in the preceding 12 months	8	10
Number of projects that have exploratory well costs capitalized for a period of greater than 12 months	50	45
Total	58	55

Of the 50 projects that have exploratory well costs capitalized for a period greater than 12 months as of December 31, 2013, 17 projects have drilling in the preced months or exploratory activity planned in the next two years, while the remaining 33 projects are those with completed exploratory activity progressing development. The table below provides additional detail for those 33 projects, which total $925 million.

Country/Project	Dec. 31, 2013	Years Wells Drilled	Comment
	(millions of dollars)		
Angola			
- Kaombo Split Hub	155	2003 - 2012	Multiple deepwater oil discoveries, progressing development plan.
- Perpetua-Zinia-Acacia	15	2008 - 2009	Oil field near Pazflor development, awaiting capacity in existing/planned infrastructure.
Australia			
- East Pilchard	9	2001	Gas field near Kipper/Tuna development, awaiting capacity in existing/planned infrastructure.
- SE Longtom	13	2010	Gas field near Tuna development, awaiting capacity in existing/planned infrastructure.
- SE Remora	42	2010	Gas field near Marlin development, awaiting capacity in existing/planned infrastructure.
Indonesia			
- Alas Tua West	16	2010	Evaluating development plan to tie into planned production facilities.
- Cepu Gas	28	2008 - 2011	Development activity under way, while continuing commercial discussions with the government.
- Kedung Keris	11	2011	Evaluating development plan to tie into planned production facilities.
- Natuna	118	1981 - 1983	Development activity under way, while continuing discussions with the government on contract terms pursuant to executed Heads of Agreement.
Kazakhstan			
- Kairan	53	2004 - 2007	Evaluating commercialization and field development alternatives, while continuing discussions with the government regarding the development plan.
Malaysia			
- Besar	18	1992 - 2010	Gas field off the east coast of Malaysia; progressing development plan.
- Bindu	2	1995	Awaiting capacity in existing/planned infrastructure.
Nigeria			
- Bolia	15	2002 - 2006	Evaluating development plan, while continuing discussions with the government regarding regional hub strategy.
- Bosi	79	2002 - 2006	Development activity under way, while continuing discussions with the government regarding development plan.
- Bosi Central	16	2006	Development activity under way, while continuing discussions with the government regarding development plan.
- Owowo	50	2009 - 2012	Continuing discussions with the government regarding contract terms.
- Pegi	32	2009	Awaiting capacity in existing/planned infrastructure.
- Uge	18	2005 - 2008	Evaluating development alternatives, while continuing discussions with the government regarding development plan.
- Other (4 projects)	14	2002	Evaluating and pursuing development of several additional discoveries.
Norway			
- Gamma	19	2008 - 2009	Evaluating development plan for tieback to existing production facilities.
- Other (5 projects)	21	2008 - 2010	Evaluating development plans, including potential for tieback to existing production facilities.
Papua New Guinea			
- Juha	28	2007	Working on development plans to tie into planned LNG facilities.
- P'nyang	58	2012	Working on development plans to tie into planned LNG facilities.
Republic of Congo			
- Mer Tres Profonde Sud	56	2000 - 2007	Evaluating development alternatives, while continuing discussions with the government regarding development plan.
United Kingdom			
- Phyllis	8	2004	Evaluating development plan for tieback to existing production facilities.
United States			
- Tip Top	31	2009	Evaluating development concept and requisite facility upgrades.
Total 2013 (33 projects)	925		

11. Leased Facilities

At December 31, 2013, the Corporation and its consolidated subsidiaries held noncancelable operating charters and leases covering drilling equipment, tankers, stations and other properties with minimum undiscounted lease commitments totaling $7,438 million as indicated in the table. Estimated related rental incom noncancelable subleases is $95 million.

	Lease Payments Under Minimum Commitments	Related Sublease Rental Income
	(millions of dollars)	
2014	2,391	33
2015	1,724	29
2016	1,036	7
2017	481	5
2018	289	2
2019 and beyond	1,517	19
Total	7,438	95

Net rental cost under both cancelable and noncancelable operating leases incurred during 2013, 2012 and 2011 were as follows:

	2013	2012
		(millions of dollars)
Rental cost	3,841	3,851
Less sublease rental income	44	44
Net rental cost	3,797	3,807

12. Earnings Per Share

	2013	2012
Earnings per common share		
Net income attributable to ExxonMobil *(millions of dollars)*	32,580	44,880
Weighted average number of common shares outstanding *(millions of shares)*	4,419	4,628
Earnings per common share *(dollars)*	7.37	9.70
Earnings per common share - assuming dilution		
Net income attributable to ExxonMobil *(millions of dollars)*	32,580	44,880
Weighted average number of common shares outstanding *(millions of shares)*	4,419	4,628
Effect of employee stock-based awards	-	-
Weighted average number of common shares outstanding - assuming dilution	4,419	4,628
Earnings per common share - assuming dilution *(dollars)*	7.37	9.70
Dividends paid per common share *(dollars)*	2.46	2.18

13. Financial Instruments and Derivatives

Financial Instruments. The fair value of financial instruments is determined by reference to observable market data and other valuation techniques as appropria only category of financial instruments where the difference between fair value and recorded book value is notable is long-term debt. The estimated fair value of tota term debt, excluding capitalized lease obligations, was $6.8 billion and $8.0 billion at December 31, 2013, and 2012, respectively, as compared to recorded book va $6.5 billion and $7.5 billion at December 31, 2013, and 2012, respectively.

The fair value of long-term debt by hierarchy level at December 31, 2013, is: Level 1 $5,756 million; Level 2 $967 million; and Level 3 $64 million. Level 1 rep quoted prices in active markets. Level 2 includes debt whose fair value is based upon a publicly available index. Level 3 involves using internal data augmen relevant market indicators if available.

Derivative Instruments. The Corporation's size, strong capital structure, geographic diversity and the complementary nature of the Upstream, Downstream and Ch businesses reduce the Corporation's enterprise-wide risk from changes in interest rates, currency rates and commodity prices. As a result, the Corporation makes limi of derivatives to mitigate the impact of such changes. The Corporation does not engage in speculative derivative activities or derivative trading activities nor doe derivatives with leveraged features. When the Corporation does enter into derivative transactions, it is to offset exposures associated with interest rates, foreign cu exchange rates and hydrocarbon prices that arise from existing assets, liabilities and forecasted transactions.

The estimated fair value of derivative instruments outstanding and recorded on the balance sheet was a net asset of $1 million at year-end 2013 and a net asse million at year-end 2012. Assets and liabilities associated with derivatives are usually recorded either in "Other current assets" or "Accounts payable and a liabilities."

The Corporation's fair value measurement of its derivative instruments use either Level 1 (observable quoted prices on active exchanges) or Level 2 (derivatives t determined by either market prices on an active market for similar assets or by prices quoted by a broker or other market-corroborated prices) inputs.

The Corporation recognized a before-tax gain or (loss) related to derivative instruments of $(7) million, $(23) million and $131 million during 2013, 2012 and respectively. Income statement effects associated with derivatives are usually recorded either in "Sales and other operating revenue" or "Crude oil and product purcha

The Corporation believes there are no material market or credit risks to the Corporation's financial position, results of operations or liquidity as a result of the der activities described above.

14. Long-Term Debt

At December 31, 2013, long-term debt consisted of $6,542 million due in U.S. dollars and $349 million representing the U.S. dollar equivalent at year-end exchang of amounts payable in foreign currencies. These amounts exclude that portion of long-term debt, totaling $1,034 million, which matures within one year and is inclu current liabilities. The amounts of long-term debt maturing in each of the four years after December 31, 2014, in millions of dollars, are: 2015 – $782; 2016 – $513; $857; and 2018 – $900.

Summarized long-term debt at year-end 2013 and 2012 are shown in the table below:

	2013	2012
	(millions of dollars)	
XTO Energy Inc. *(1)*		
4.900% senior note due 2014	-	254
5.000% senior note due 2015	132	135
5.300% senior note due 2015	243	249
5.650% senior note due 2016	212	217
6.250% senior note due 2017	489	501
5.500% senior note due 2018	389	396
6.500% senior note due 2018	485	495
6.100% senior note due 2036	200	201
6.750% senior note due 2037	312	314
6.375% senior note due 2038	238	240
Mobil Services (Bahamas) Ltd. *(2)*		
Variable note due 2034	-	311
Mobil Producing Nigeria Unlimited *(3)*		
Variable notes due 2014-2019	742	751
Esso (Thailand) Public Company Ltd. *(4)*		
Variable notes due 2014-2017	177	414
Mobil Corporation		
8.625% debentures due 2021	249	249
Industrial revenue bonds due 2014-2051 *(5)*	2,527	2,690
Other U.S. dollar obligations *(6)*	112	74
Other foreign currency obligations	9	6
Capitalized lease obligations *(7)*	375	431
Total long-term debt	6,891	7,928

(1) Includes premiums of $271 million in 2013 and $326 million in 2012.

(2) Average effective interest rate of 0.5% in 2012.

(3) Average effective interest rate of 4.6% in 2013 and 4.6% in 2012.

(4) Average effective interest rate of 3.3% in 2013 and 3.5% in 2012.

(5) Average effective interest rate of 0.1% in 2013 and 0.1% in 2012.

(6) Average effective interest rate of 4.4% in 2013 and 2.7% in 2012.

(7) Average imputed interest rate of 7.8% in 2013 and 7.6% in 2012.

The Corporation has long-term committed lines of credit of $0.6 billion which were unused as of December 31, 2013. Of this total, $0.5 billion supports commerc paper programs.

15. Incentive Program

The 2003 Incentive Program provides for grants of stock options, stock appreciation rights (SARs), restricted stock and other forms of award. Awards may be gra eligible employees of the Corporation and those affiliates at least 50 percent owned. Outstanding awards are subject to certain forfeiture provisions contained in the p or award instrument. Options and SARs may be granted at prices not less than 100 percent of market value on the date of grant and have a maximum life of 10 yea maximum number of shares of stock that may be issued under the 2003 Incentive Program is 220 million. Awards that are forfeited, expire or are settled in cash, count against this maximum limit. The 2003 Incentive Program does not have a specified term. New awards may be made until the available shares are depleted, unl Board terminates the plan early. At the end of 2013, remaining shares available for award under the 2003 Incentive Program were 117 million.

Restricted Stock and Restricted Stock Units. Awards totaling 9,729 thousand, 10,017 thousand, and 10,533 thousand of restricted (nonvested) common sto restricted (nonvested) common stock units were granted in 2013, 2012 and 2011, respectively. Compensation expense for these awards is based on the price of the s the date of grant and is recognized in income over the requisite service period. Shares for these awards are issued to employees from treasury stock. The units t settled in cash are recorded as liabilities and their changes in fair value are recognized over the vesting period. During the applicable restricted periods, the shares ar may not be sold or transferred and are subject to forfeiture. The majority of the awards have graded vesting periods, with 50 percent of the shares and units in each vesting after three years and the remaining 50 percent vesting after seven years. Awards granted to a small number of senior executives have vesting periods of fiv for 50 percent of the award and of 10 years or retirement, whichever occurs later, for the remaining 50 percent of the award.

The Corporation has purchased shares in the open market and through negotiated transactions to offset shares issued in conjunction with benefit plans and pro Purchases may be discontinued at any time without prior notice.

The following tables summarize information about restricted stock and restricted stock units for the year ended December 31, 2013.

	2013	
Restricted stock and units outstanding	**Shares**	**Weighted Average Grant-Date Fair Value per Share**
	(thousands)	*(dollars)*
Issued and outstanding at January 1	46,451	73.94
2012 award issued in 2013	10,016	87.24
Vested	(11,068)	68.15
Forfeited	(192)	77.22
Issued and outstanding at December 31	45,207	78.29

Value of restricted stock and units	**2013**	**2012**
Grant price *(dollars)*	94.47	87.24
Value at date of grant:		*(millions of dollars)*
Restricted stock and units settled in stock	843	797
Units settled in cash	76	77
Total value	919	874

As of December 31, 2013, there was $2,269 million of unrecognized compensation cost related to the nonvested restricted awards. This cost is expected to be reco over a weighted-average period of 4.5 years. The compensation cost charged against income for the restricted stock and restricted stock units was $854 millio million and $793 million for 2013, 2012 and 2011, respectively. The income tax benefit recognized in income related to this compensation expense was $78 millio million and $73 million for the same periods, respectively. The fair value of shares and units vested in 2013, 2012 and 2011 was $1,040 million, $926 million an million, respectively. Cash payments of $67 million, $66 million and $46 million for vested restricted stock units settled in cash were made in 2013, 2012 and respectively.

Stock Options. The Corporation has not granted any stock options under the 2003 Incentive Program and all stock options granted under the prior program were ex by the end of 2011. In 2010, the Corporation granted 12,393 thousand of converted XTO stock options of which 1,506 thousand stock options, with an average e price of $85.57, were outstanding as of December 31, 2013.

16. 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. Management has litigation reviews, including updates from corporate and outside counsel, to assess the need for accounting recognition or disclosure of these contingencies. The Corp accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. If a range of amou be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. The Corporation d 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 believe only reasonably possible or remote. For contingencies where an unfavorable outcome is reasonably possible and which are significant, the Corporation discloses the of the contingency and, where feasible, an estimate of the possible loss. For purposes of our contingency disclosures, "significant" includes material matters as well a matters which management believes should be disclosed. ExxonMobil will continue to defend itself vigorously in these matters. Based on a consideration of all r facts and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil will have a material advers upon the Corporation's operations, financial condition, or financial statements taken as a whole.

Other Contingencies. The Corporation and certain of its consolidated subsidiaries were contingently liable at December 31, 2013, for guarantees relating to notes and performance under contracts. Where guarantees for environmental remediation and other similar matters do not include a stated cap, the amounts reflect manage estimate of the maximum potential exposure.

	Dec. 31, 2013		
	Equity Company Obligations *(1)*	Other Third-Party Obligations	Total
		(millions of dollars)	
Guarantees			
Debt-related	3,086	46	
Other	2,939	4,507	
Total	6,025	4,553	

(1) ExxonMobil share.

Additionally, the Corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expecte fulfilled with no adverse consequences material to the Corporation's operations or financial condition. Unconditional purchase obligations as defined by acco standards are those long-term commitments that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing facilities that will provide the contracted goods or services.

	Payments Due by Period		
	2014	2015-2018	2019 and Beyond
		(millions of dollars)	
Unconditional purchase obligations *(1)*	144	629	463

(1) Undiscounted obligations of $1,236 million mainly pertain to pipeline throughput agreements and include $457 million of obligations to equity companies. The value of these commitments, which excludes imputed interest of $267 million, totaled $969 million.

In accordance with a nationalization decree issued by Venezuela's president in February 2007, by May 1, 2007, a subsidiary of the Venezuelan National Oil Co (PdVSA) assumed the operatorship of the Cerro Negro Heavy Oil Project. This Project had been operated and owned by ExxonMobil affiliates holding a 41.67 p ownership interest in the Project. The decree also required conversion of the Cerro Negro Project into a "mixed enterprise" and an increase in PdVSA's or one affiliate's ownership interest in the Project, with the stipulation that if ExxonMobil refused to accept the terms for the formation of the mixed enterprise within a sp period of time, the government would "directly assume the activities" carried out by the joint venture. ExxonMobil refused to accede to the terms proffered government, and on June 27, 2007, the government expropriated ExxonMobil's 41.67 percent interest in the Cerro Negro Project. ExxonMobil's remaining ne investment in Cerro Negro producing assets is about $750 million.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes (ICSID) in ICSID jurisdiction under Venezuela's Investment Law and the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID Tribunal issued a decision on June 10 finding that it had jurisdiction to proceed on the basis of the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID arbitration proceeding is continuing hearing on the merits was held in February 2012. At this time, the net impact of these matters on the Corporation's consolidated financial results cannot be reas estimated. Regardless, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition.

An affiliate of ExxonMobil is one of the Contractors under a Production Sharing Contract (PSC) with the Nigerian National Petroleum Corporation (NNPC) cover Erha block located in the offshore waters of Nigeria. ExxonMobil's affiliate is the operator of the block and owns a 56.25 percent interest under the PSC. The Cont are in dispute with NNPC regarding NNPC's lifting of crude oil in excess of its entitlement under the terms of the PSC. In accordance with the terms of the PS Contractors initiated arbitration in Abuja, Nigeria, under the Nigerian Arbitration and Conciliation Act. On October 24, 2011, a three-member arbitral Tribunal iss award upholding the Contractors' position in all material respects and awarding damages to the Contractors jointly in an amount of approximately $1.8 billion plu million in accrued interest. The Contractors petitioned a Nigerian federal court for enforcement of the award, and NNPC petitioned the same court to have the aw aside. On May 22, 2012, the court set aside the award. The Contractors have appealed that judgment. In June 2013, the Contractors filed a lawsuit against NNPC Nigerian federal high court in order to preserve their ability to seek enforcement of the PSC in the courts if necessary. At this time, the net impact of this matter Corporation's consolidated financial results cannot be reasonably estimated. However, regardless of the outcome of enforcement proceedings, the Corporation do expect the proceedings to have a material effect upon the Corporation's operations or financial condition.

17. Pension and Other Postretirement Benefits

The benefit obligations and plan assets associated with the Corporation's principal benefit plans are measured on December 31.

	Pension Benefits				Other Postretiremen
	U.S.		Non-U.S.		Benefits
	2013	2012	2013	2012	2013
			(percent)		
Weighted-average assumptions used to determine benefit obligations at December 31					
Discount rate	5.00	4.00	4.30	3.80	5.00
Long-term rate of compensation increase	5.75	5.75	5.40	5.50	5.75
			(millions of dollars)		
Change in benefit obligation					
Benefit obligation at January 1	19,779	17,035	28,670	29,068	9,058
Service cost	801	665	697	648	176
Interest cost	749	820	1,076	1,145	352
Actuarial loss/(gain)	(1,520)	2,553	(1,454)	2,335	(1,267)
Benefits paid *(1) (2)*	(2,520)	(1,294)	(1,311)	(1,330)	(511)
Foreign exchange rate changes	-	-	(284)	651	(43)
Japan restructuring and other divestments	-	-	(77)	(3,952)	-
Plan amendments, other	15	-	40	105	103
Benefit obligation at December 31	17,304	19,779	27,357	28,670	7,868
Accumulated benefit obligation at December 31	13,989	15,902	23,949	24,345	-

(1) Benefit payments for funded and unfunded plans.

(2) For 2013 and 2012, other postretirement benefits paid are net of $20 million and $23 million of Medicare subsidy receipts, respectively.

For selection of the discount rate for U.S. plans, several sources of information are considered, including interest rate market indicators and the discount rate determi constructing a portfolio of high-quality, noncallable bonds with cash flows that match estimated outflows for benefit payments. For major non-U.S. plans, the d rate is determined by using bond portfolios with an average maturity approximating that of the liabilities or spot yield curves, both of which are constructed usin quality, local-currency-denominated bonds.

The measurement of the accumulated postretirement benefit obligation assumes a health care cost trend rate of 4.5 percent in 2015 and subsequent years. percentage-point increase in the health care cost trend rate would increase service and interest cost by $68 million and the postretirement benefit obligation by $734 r A one-percentage-point decrease in the health care cost trend rate would decrease service and interest cost by $53 million and the postretirement benefit obligation b million.

	Pension Benefits				Other Postretiremen
	U.S.		Non-U.S.		Benefits
	2013	2012	2013	2012	2013
			(millions of dollars)		
Change in plan assets					
Fair value at January 1	12,632	10,656	18,090	17,117	581
Actual return on plan assets	617	1,457	1,604	1,541	64
Foreign exchange rate changes	-	-	(270)	462	-
Company contribution	101	1,560	919	1,604	35
Benefits paid *(1)*	(2,171)	(1,041)	(869)	(922)	(60)
Japan restructuring and other divestments	-	-	(45)	(1,696)	-
Other	11	-	(146)	(16)	-
Fair value at December 31	11,190	12,632	19,283	18,090	620

(1) Benefit payments for funded plans.

The funding levels of all qualified pension plans are in compliance with standards set by applicable law or regulation. As shown in the table below, certain small pension plans and a number of non-U.S. pension plans are not funded because local tax conventions and regulatory practices do not encourage funding of these pla defined benefit pension obligations, regardless of the funding status of the underlying plans, are fully supported by the financial strength of the Corporation or the res sponsoring affiliate.

	Pension Benefits			
	U.S.		Non-U.S.	
	2013	2012	2013	2
	(millions of dollars)			
Assets in excess of/(less than) benefit obligation				
Balance at December 31				
Funded plans	(3,547)	(4,438)	(941)	
Unfunded plans	(2,567)	(2,709)	(7,133)	
Total	(6,114)	(7,147)	(8,074)	(

The authoritative guidance for defined benefit pension and other postretirement plans requires an employer to recognize the overfunded or underfunded status of a benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the change through other comprehensive income.

	Pension Benefits				Other Postretiremen
	U.S.		Non-U.S.		Benefits
	2013	2012	2013	2012	2013
	(millions of dollars)				
Assets in excess of/(less than) benefit obligation					
Balance at December 31 *(1)*	(6,114)	(7,147)	(8,074)	(10,580)	(7,248)
Amounts recorded in the consolidated balance sheet consist of:					
Other assets	1	1	201	49	-
Current liabilities	(275)	(279)	(358)	(352)	(359)
Postretirement benefits reserves	(5,840)	(6,869)	(7,917)	(10,277)	(6,889)
Total recorded	(6,114)	(7,147)	(8,074)	(10,580)	(7,248)
Amounts recorded in accumulated other comprehensive income consist of:					
Net actuarial loss/(gain)	4,780	7,451	7,943	10,904	1,603
Prior service cost	60	67	665	758	65
Total recorded in accumulated other comprehensive income	4,840	7,518	8,608	11,662	1,668

(1) Fair value of assets less benefit obligation shown on the preceding page.

The long-term expected rate of return on funded assets shown below is established for each benefit plan by developing a forward-looking, long-term return assumpt each asset class, taking into account factors such as the expected real return for the specific asset class and inflation. A single, long-term rate of return is then calcul the weighted average of the target asset allocation percentages and the long-term return assumption for each asset class.

	Pension Benefits						**Other Postretirement Benefits**	
	U.S.			**Non-U.S.**				
	2013	**2012**	**2011**	**2013**	**2012**	**2011**	**2013**	**2012**
Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31					*(percent)*			
Discount rate	4.00	5.00	5.50	3.80	4.00	4.80	4.00	5.00
Long-term rate of return on funded assets	7.25	7.25	7.50	6.40	6.60	6.80	7.25	7.25
Long-term rate of compensation increase	5.75	5.75	5.25	5.50	5.40	5.20	5.75	5.75
Components of net periodic benefit cost					*(millions of dollars)*			
Service cost	801	665	546	697	648	574	176	134
Interest cost	749	820	792	1,076	1,145	1,267	352	380
Expected return on plan assets	(835)	(789)	(769)	(1,128)	(1,109)	(1,168)	(41)	(38)
Amortization of actuarial loss/(gain)	646	576	485	852	844	647	228	170
Amortization of prior service cost	7	7	9	117	117	103	21	34
Net pension enhancement and curtailment/settlement cost *(1)*	723	333	286	22	1,540	34	-	-
Net periodic benefit cost	2,091	1,612	1,349	1,636	3,185	1,457	736	680

(1) Non-U.S. net pension enhancement and curtailment/settlement cost for 2012 includes $1,420 million (on a consolidated-company, before-tax basis) of accumulated other comprehensive income for the postretirement benefit reserves adjustment that was recycled into earnings and included in the Japan restructuring gain reported in "Other income".

Changes in amounts recorded in accumulated other comprehensive income:								
Net actuarial loss/(gain)	(1,302)	1,885	2,218	(1,938)	1,906	4,133	(1,290)	1,008
Amortization of actuarial (loss)/gain	(1,369)	(909)	(771)	(874)	(2,384)	(681)	(228)	(170)
Prior service cost/(credit)	-	-	-	30	71	187	-	-
Amortization of prior service (cost)/credit	(7)	(7)	(9)	(117)	(117)	(103)	(21)	(34)
Foreign exchange rate changes	-	-	-	(155)	271	(90)	(10)	3
Total recorded in other comprehensive income	(2,678)	969	1,438	(3,054)	(253)	3,446	(1,549)	807
Total recorded in net periodic benefit cost and other comprehensive income, before tax	(587)	2,581	2,787	(1,418)	2,932	4,903	(813)	1,487

Costs for defined contribution plans were $392 million, $382 million and $378 million in 2013, 2012 and 2011, respectively.

A summary of the change in accumulated other comprehensive income is shown in the table below:

	Total Pension and Other Postretirement Benefits		
	2013	2012	2
	(millions of dollars)		
(Charge)/credit to other comprehensive income, before tax			
U.S. pension	2,678	(969)	
Non-U.S. pension	3,054	253	
Other postretirement benefits	1,549	(807)	
Total (charge)/credit to other comprehensive income, before tax	7,281	(1,523)	
(Charge)/credit to income tax (see Note 4)	(2,336)	393	
(Charge)/credit to investment in equity companies	49	(49)	
(Charge)/credit to other comprehensive income including noncontrolling interests, after tax	4,994	(1,179)	
Charge/(credit) to equity of noncontrolling interests	(279)	(124)	
(Charge)/credit to other comprehensive income attributable to ExxonMobil	4,715	(1,303)	

The Corporation's investment strategy for benefit plan assets reflects a long-term view, a careful assessment of the risks inherent in various asset classes and diversification to reduce the risk of the portfolio. The benefit plan assets are primarily invested in passive equity and fixed income index funds to diversify risk minimizing costs. The equity funds hold ExxonMobil stock only to the extent necessary to replicate the relevant equity index. The fixed income funds are largely in in high-quality corporate and government debt securities.

Studies are periodically conducted to establish the preferred target asset allocation percentages. The target asset allocation for the U.S. benefit plans is 50 percent securities and 50 percent debt securities. The target asset allocation for the non-U.S. plans in aggregate is 49 percent equity securities and 51 percent debt securiti equity targets for the U.S. and non-U.S. plans include an allocation to private equity partnerships that primarily focus on early-stage venture capital of 5 percent percent, respectively.

The fair value measurement levels are accounting terms that refer to different methods of valuing assets. The terms do not represent the relative risk or credit qu an investment.

The 2013 fair value of the benefit plan assets, including the level within the fair value hierarchy, is shown in the tables below:

	U.S. Pension				Non-U.S. Pension		
	Fair Value Measurement at December 31, 2013, Using:				Fair Value Measurement at December 31, 2013, Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
				(millions of dollars)			
Asset category:							
Equity securities							
U.S.	-	2,514 *(1)*	-	2,514	-	3,046 *(1)*	-
Non-U.S.	-	2,622 *(1)*	-	2,622	294 *(2)*	5,608 *(1)*	-
Private equity	-	-	523 *(3)*	523	-	-	502 *(3)*
Debt securities							
Corporate	-	3,430 *(4)*	-	3,430	-	2,125 *(4)*	-
Government	-	2,056 *(4)*	-	2,056	272 *(5)*	7,100 *(4)*	-
Asset-backed	-	6 *(4)*	-	6	-	103 *(4)*	-
Real estate funds	-	-	-	-	-	-	136 *(6)*
Cash	-	27 *(7)*	-	27	57	20 *(8)*	-
Total at fair value	-	10,655	523	11,178	623	18,002	638
Insurance contracts at contract value				12			
Total plan assets				11,190			

(1) For U.S. and non-U.S. equity securities held in the form of fund units that are redeemable at the measurement date, the unit value is treated as a Level 2 input. T value of the securities owned by the funds is based on observable quoted prices on active exchanges, which are Level 1 inputs.

(2) For non-U.S. equity securities held in separate accounts, fair value is based on observable quoted prices on active exchanges.

(3) For private equity, fair value is generally established by using revenue or earnings multiples or other relevant market data including Initial Public Offerings.

(4) For corporate, government and asset-backed debt securities, fair value is based on observable inputs of comparable market transactions.

(5) For corporate and government debt securities that are traded on active exchanges, fair value is based on observable quoted prices.

(6) For real estate funds, fair value is based on appraised values developed using comparable market transactions.

(7) For cash balances held in the form of short-term fund units that are redeemable at the measurement date, the fair value is treated as a Level 2 input.

(8) For cash balances that are subject to withdrawal penalties or other adjustments, the fair value is treated as a Level 2 input.

	Other Postretirement			
	Fair Value Measurement at December 31, 2013, Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	T
	(millions of dollars)			
Asset category:				
Equity securities				
U.S.	-	157 (1)	-	
Non-U.S.	-	149 (1)	-	
Private equity	-	-	9 (2)	
Debt securities				
Corporate	-	129 (3)	-	
Government	-	168 (3)	-	
Asset-backed	-	4 (3)	-	
Cash	-	4	-	
Total at fair value	-	611	9	

(1) For U.S. and non-U.S. equity securities held in the form of fund units that are redeemable at the measurement date, the unit value is treated as a Level 2 input. T value of the securities owned by the funds is based on observable quoted prices on active exchanges, which are Level 1 inputs.

(2) For private equity, fair value is generally established by using revenue or earnings multiples or other relevant market data including Initial Public Offerings.

(3) For corporate, government and asset-backed debt securities, fair value is based on observable inputs of comparable market transactions.

The change in the fair value in 2013 of Level 3 assets that use significant unobservable inputs to measure fair value is shown in the table below:

	2013			
	Pension			Other
	U.S.	Non-U.S.		Postretireme
	Private Equity	Private Equity	Real Estate	Private Equity
	(millions of dollars)			
Fair value at January 1	489	448	293	
Net realized gains/(losses)	(1)	11	(13)	
Net unrealized gains/(losses)	86	57	10	
Net purchases/(sales)	(51)	(14)	(154)	
Fair value at December 31	523	502	136	

The 2012 fair value of the benefit plan assets, including the level within the fair value hierarchy, is shown in the tables below:

	U.S. Pension Fair Value Measurement at December 31, 2012, Using:				Non-U.S. Pension Fair Value Measurement at December 31, 2012, Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(millions of dollars)						
Asset category:							
Equity securities							
U.S.	-	2,600 *(1)*	-	2,600	-	2,671 *(1)*	-
Non-U.S.	-	3,227 *(1)*	-	3,227	203 *(2)*	5,308 *(1)*	-
Private equity	-	-	489 *(3)*	489	-	-	448 *(3)*
Debt securities							
Corporate	-	3,872 *(4)*	-	3,872	-	2,005 *(4)*	-
Government	-	2,223 *(4)*	-	2,223	271 *(5)*	6,643 *(4)*	-
Asset-backed	-	10 *(4)*	-	10	-	100 *(4)*	-
Real estate funds	-	-	-	-	-	-	293 *(6)*
Cash	-	198 *(7)*	-	198	93	35 *(8)*	-
Total at fair value	-	12,130	489	12,619	567	16,762	741
Insurance contracts at contract value				13			
Total plan assets				12,632			

(1) For U.S. and non-U.S. equity securities held in the form of fund units that are redeemable at the measurement date, the unit value is treated as a Level 2 input. T value of the securities owned by the funds is based on observable quoted prices on active exchanges, which are Level 1 inputs.

(2) For non-U.S. equity securities held in separate accounts, fair value is based on observable quoted prices on active exchanges.

(3) For private equity, fair value is generally established by using revenue or earnings multiples or other relevant market data including Initial Public Offerings.

(4) For corporate, government and asset-backed debt securities, fair value is based on observable inputs of comparable market transactions.

(5) For corporate and government debt securities that are traded on active exchanges, fair value is based on observable quoted prices.

(6) For real estate funds, fair value is based on appraised values developed using comparable market transactions.

(7) For cash balances held in the form of short-term fund units that are redeemable at the measurement date, the fair value is treated as a Level 2 input.

(8) For cash balances that are subject to withdrawal penalties or other adjustments, the fair value is treated as a Level 2 input.

	Other Postretirement			
	Fair Value Measurement at December 31, 2012, Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	T
	(millions of dollars)			
Asset category:				
Equity securities				
U.S.	-	166 *(1)*	-	
Non-U.S.	-	160 *(1)*	-	
Private equity	-	-	7 *(2)*	
Debt securities				
Corporate	-	91 *(3)*	-	
Government	-	136 *(3)*	-	
Asset-backed	-	14 *(3)*	-	
Cash	-	7	-	
Total at fair value	-	574	7	

(1) For U.S. and non-U.S. equity securities held in the form of fund units that are redeemable at the measurement date, the unit value is treated as a Level 2 input. T value of the securities owned by the funds is based on observable quoted prices on active exchanges, which are Level 1 inputs.

(2) For private equity, fair value is generally established by using revenue or earnings multiples or other relevant market data including Initial Public Offerings.

(3) For corporate, government and asset-backed debt securities, fair value is based on observable inputs of comparable market transactions.

The change in the fair value in 2012 of Level 3 assets that use significant unobservable inputs to measure fair value is shown in the table below:

	2012			
	Pension			Other Postretireme
	U.S.	Non-U.S.		
	Private Equity	Private Equity	Real Estate	Private Equity
	(millions of dollars)			
Fair value at January 1	458	393	397	
Net realized gains/(losses)	2	2	(14)	
Net unrealized gains/(losses)	41	22	(1)	
Net purchases/(sales)	(12)	31	(89)	
Fair value at December 31	489	448	293	

A summary of pension plans with an accumulated benefit obligation in excess of plan assets is shown in the table below:

	Pension Benefits			
	U.S.		Non-U.S.	
	2013	2012	2013	20
	(millions of dollars)			
For funded pension plans with an accumulated benefit obligation in excess of plan assets:				
Projected benefit obligation	14,737	17,070	891	
Accumulated benefit obligation	12,342	14,171	689	
Fair value of plan assets	11,189	12,631	611	
For unfunded pension plans:				
Projected benefit obligation	2,567	2,709	7,133	
Accumulated benefit obligation	1,647	1,731	6,070	

	Pension Benefits		Other Postretirem
	U.S.	Non-U.S.	Benefits
	(millions of dollars)		
Estimated 2014 amortization from accumulated other comprehensive income:			
Net actuarial loss/(gain) *(1)*	827	649	
Prior service cost *(2)*	8	122	

(1) The Corporation amortizes the net balance of actuarial losses/(gains) as a component of net periodic benefit cost over the average remaining service period o plan participants.

(2) The Corporation amortizes prior service cost on a straight-line basis as permitted under authoritative guidance for defined benefit pension and other postreti benefit plans.

	Pension Benefits		Other Postretirement Benefits	
	U.S.	Non-U.S.	Gross	Medicare Subsidy Recei
	(millions of dollars)			
Contributions expected in 2014	1,400	800	-	
Benefit payments expected in:				
2014	1,540	1,279	458	
2015	1,520	1,293	473	
2016	1,501	1,348	485	
2017	1,467	1,383	496	
2018	1,387	1,423	505	
2019 - 2023	6,519	7,480	2,608	

18. Disclosures about Segments and Related Information

The Upstream, Downstream and Chemical functions best define the operating segments of the business that are reported separately. The factors used to identif reportable segments are based on the nature of the operations that are undertaken by each segment. The Upstream segment is organized and operates to explore produce crude oil and natural gas. The Downstream segment is organized and operates to manufacture and sell petroleum products. The Chemical segment is organiz operates to manufacture and sell petrochemicals. These segments are broadly understood across the petroleum and petrochemical industries.

These functions have been defined as the operating segments of the Corporation because they are the segments (1) that engage in business activities from which re are earned and expenses are incurred; (2) whose operating results are regularly reviewed by the Corporation’s chief operating decision maker to make decisions resources to be allocated to the segment and assess its performance; and (3) for which discrete financial information is available.

Earnings after income tax include transfers at estimated market prices.

In corporate and financing activities, interest revenue relates to interest earned on cash deposits and marketable securities. Interest expense includes non-debt-interest expense of $202 million and $165 million in 2012 and 2011, respectively. For 2013, non-debt-related interest expense was a net credit of $123 million, pr reflecting the effect of credits from the favorable resolution of prior year tax positions.

	Upstream		Downstream		Chemical		Corporate and Financing
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.	
				(millions of dollars)			
As of December 31, 2013							
Earnings after income tax	4,191	22,650	2,199	1,250	2,755	1,073	(1,538)
Earnings of equity companies above	1,576	11,627	(460)	22	189	1,422	(449)
Sales and other operating revenue *(1)*	13,712	25,349	123,802	218,904	15,295	23,753	21
Intersegment revenue	8,343	45,761	20,781	52,624	11,993	8,232	285
Depreciation and depletion expense	5,170	8,277	633	1,390	378	632	702
Interest revenue	-	-	-	-	-	-	87
Interest expense	30	26	7	8	1	-	(63)
Income taxes	2,197	21,554	721	481	989	363	(2,042)
Additions to property, plant and equipment	7,480	26,075	616	1,072	840	272	1,386
Investments in equity companies	4,975	9,740	62	1,749	217	3,103	(227)
Total assets	88,698	157,465	19,261	40,661	7,816	19,659	13,248
As of December 31, 2012							
Earnings after income tax	3,925	25,970	3,575	9,615	2,220	1,678	(2,103)
Earnings of equity companies above	1,759	11,900	6	387	183	1,267	(492)
Sales and other operating revenue *(1)*	11,039	27,673	125,088	248,959	14,723	24,003	24
Intersegment revenue	8,764	47,507	20,963	62,130	12,409	9,750	258
Depreciation and depletion expense	5,104	7,340	594	1,280	376	508	686
Interest revenue	-	-	-	-	-	-	117
Interest expense	37	13	3	36	-	(1)	239
Income taxes	2,025	25,362	1,811	1,892	755	232	(1,032)
Additions to property, plant and equipment	9,697	21,769	480	1,153	338	659	1,083
Investments in equity companies	4,020	9,147	195	2,069	233	3,143	(277)
Total assets	86,146	140,848	18,451	40,956	7,238	18,886	21,270
As of December 31, 2011							
Earnings after income tax	5,096	29,343	2,268	2,191	2,215	2,168	(2,221)
Earnings of equity companies above	2,045	11,768	7	353	198	1,365	(447)
Sales and other operating revenue *(1)*	14,023	32,419	120,844	257,779	15,466	26,476	22
Intersegment revenue	9,807	49,910	18,489	73,549	12,226	10,563	262
Depreciation and depletion expense	4,879	7,021	650	1,560	380	458	635
Interest revenue	-	-	-	-	-	-	135
Interest expense	30	36	10	24	2	(1)	146
Income taxes	2,852	25,755	1,123	696	1,027	465	(867)
Additions to property, plant and equipment	10,887	18,934	400	1,334	241	910	932
Investments in equity companies	2,963	8,439	210	1,358	253	3,973	(228)
Total assets	82,900	127,977	18,354	51,132	7,245	19,862	23,582

(1) Sales and other operating revenue includes sales-based taxes of $30,589 million for 2013, $32,409 million for 2012 and $33,503 million for 2011. See Summary of Accounting Policies.

Geographic

Sales and other operating revenue *(1)*	**2013**	**2012**
	(millions of dollars)	
United States	152,820	150,865
Non-U.S.	268,016	300,644
Total	420,836	451,509
Significant non-U.S. revenue sources include:		
Canada	35,924	34,325
United Kingdom	34,061	33,600
Belgium	20,973	23,567
Italy	19,273	18,228
France	18,444	19,601
Germany	15,701	15,871
Singapore	15,623	14,606
Japan	124	14,162

(1) Sales and other operating revenue includes sales-based taxes of $30,589 million for 2013, $32,409 million for 2012 and $33,503 million for 2011. See
Summary of Accounting Policies.

Long-lived assets	**2013**	**2012**
	(millions of dollars)	
United States	98,271	94,336
Non-U.S.	145,379	132,613
Total	243,650	226,949
Significant non-U.S. long-lived assets include:		
Canada	41,522	31,979
Australia	14,258	13,415
Nigeria	12,343	12,216
Singapore	9,570	9,700
Kazakhstan	8,530	7,785
Angola	8,262	8,238
Norway	6,542	7,040
Papua New Guinea	5,768	4,599

19. Income, Sales-Based and Other Taxes

	2013			2012			2011	
	U.S.	Non-U.S.	Total	U.S.	Non-U.S.	Total	U.S.	Non-U.S.
					(millions of dollars)			
Income tax expense								
Federal and non-U.S.								
Current	1,073	22,115	23,188	1,791	25,650	27,441	1,547	28,849
Deferred - net	(116)	757	641	1,097	1,816	2,913	1,577	(1,417)
U.S. tax on non-U.S. operations	37	-	37	89	-	89	15	-
Total federal and non-U.S.	994	22,872	23,866	2,977	27,466	30,443	3,139	27,432
State	397	-	397	602	-	602	480	-
Total income tax expense	1,391	22,872	24,263	3,579	27,466	31,045	3,619	27,432
Sales-based taxes	5,992	24,597	30,589	5,785	26,624	32,409	5,652	27,851
All other taxes and duties								
Other taxes and duties	955	32,275	33,230	1,406	34,152	35,558	1,539	38,434
Included in production and manufacturing expenses	1,318	1,182	2,500	1,242	1,308	2,550	1,342	1,425
Included in SG&A expenses	150	516	666	154	595	749	181	623
Total other taxes and duties	2,423	33,973	36,396	2,802	36,055	38,857	3,062	40,482
Total	9,806	81,442	91,248	12,166	90,145	102,311	12,333	95,765

All other taxes and duties include taxes reported in production and manufacturing and selling, general and administrative (SG&A) expenses. The above provisi deferred income taxes include net credits of $310 million in 2013 and $330 million in 2011 and a net charge of $244 million in 2012 for the effect of changes in ta and rates.

The reconciliation between income tax expense and a theoretical U.S. tax computed by applying a rate of 35 percent for 2013, 2012 and 2011 is as follows:

	2013	2012
	(millions of dollars)	
Income before income taxes		
United States	9,746	11,222
Non-U.S.	47,965	67,504
Total	57,711	78,726
Theoretical tax	20,199	27,554
Effect of equity method of accounting	(4,874)	(5,254)
Non-U.S. taxes in excess of theoretical U.S. tax	10,528	8,434
U.S. tax on non-U.S. operations	37	89
State taxes, net of federal tax benefit	258	391
Other	(1,885)	(169)
Total income tax expense	24,263	31,045
Effective tax rate calculation		
Income taxes	24,263	31,045
ExxonMobil share of equity company income taxes	6,061	5,859
Total income taxes	30,324	36,904
Net income including noncontrolling interests	33,448	47,681
Total income before taxes	63,772	84,585
Effective income tax rate	48%	44%

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

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

Tax effects of temporary differences for:	**2013**	**2**
	(millions of dollars)	
Property, plant and equipment	50,884	4
Other liabilities	3,474	
Total deferred tax liabilities	54,358	5
Pension and other postretirement benefits	(6,573)	
Asset retirement obligations	(6,083)	
Tax loss carryforwards	(3,393)	
Other assets	(6,246)	
Total deferred tax assets	(22,295)	(2
Asset valuation allowances	2,491	
Net deferred tax liabilities	34,554	3

Deferred income tax (assets) and liabilities are included in the balance sheet as shown below. Deferred income tax (assets) and liabilities are classified as current
term consistent with the classification of the related temporary difference – separately by tax jurisdiction.

Balance sheet classification	**2013**	**2**
	(millions of dollars)	
Other current assets	(3,575)	
Other assets, including intangibles, net	(2,822)	
Accounts payable and accrued liabilities	421	
Deferred income tax liabilities	40,530	3
Net deferred tax liabilities	34,554	3

The Corporation had $47 billion of indefinitely reinvested, undistributed earnings from subsidiary companies outside the U.S. Unrecognized deferred taxes on remitt
these funds are not expected to be material.

Unrecognized Tax Benefits. The Corporation is subject to income taxation in many jurisdictions around the world. Unrecognized tax benefits reflect the dif between positions taken or expected to be taken on income tax returns and the amounts recognized in the financial statements. Resolution of the related tax po through negotiations with the relevant tax authorities or through litigation will take many years to complete. It is difficult to predict the timing of resolution for tax po since such timing is not entirely within the control of the Corporation. It is reasonably possible that the total amount of unrecognized tax benefits could increase b 20 percent in the next 12 months, with no material impact on near-term earnings. Given the long time periods involved in resolving tax positions, the Corporation d expect that the recognition of unrecognized tax benefits will have a material impact on the Corporation's effective income tax rate in any given year.

The following table summarizes the movement in unrecognized tax benefits.

Gross unrecognized tax benefits	**2013**	**2012**	**2**
		(millions of dollars)	
Balance at January 1	7,663	4,922	
Additions based on current year's tax positions	1,460	1,662	
Additions for prior years' tax positions	464	2,559	
Reductions for prior years' tax positions	(249)	(535)	
Reductions due to lapse of the statute of limitations	(588)	(79)	
Settlements with tax authorities	(849)	(855)	
Foreign exchange effects/other	(63)	(11)	
Balance at December 31	7,838	7,663	

The additions and reductions in unrecognized tax benefits shown above include effects related to net income and equity, and timing differences for which the u deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The 2013, 2012 and 2011 changes in unrecognized tax bene not have a material effect on the Corporation's net income or cash flow.

The following table summarizes the tax years that remain subject to examination by major tax jurisdiction:

Country of Operation	**Open Tax Years**
Abu Dhabi	2006 - 2013
Angola	2009 - 2013
Australia:	2000 - 2003
	2005
	2008 - 2013
Canada	2006 - 2013
Equatorial Guinea	2007 - 2013
Malaysia	2007 - 2013
Nigeria	1998 - 2013
Norway	2000 - 2013
Qatar	2007 - 2013
Russia	2010 - 2013
United Kingdom	2010 - 2013
United States	2006 - 2013

The Corporation classifies interest on income tax-related balances as interest expense or interest income and classifies tax-related penalties as operating expense.

For 2013, the Corporation's net interest expense was a credit of $207 million, reflecting the effect of credits from the favorable resolution of prior year tax positio Corporation incurred $46 million and $62 million in interest expense on income tax reserves in 2012 and 2011, respectively. The related interest payable balance $156 million and $385 million at December 31, 2013, and 2012, respectively.

SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES (unaudited)

The results of operations for producing activities shown below do not include earnings from other activities that ExxonMobil includes in the Upstream function, suc and gas transportation operations, LNG liquefaction and transportation operations, coal and power operations, technical service agreements, other nonoperating ac and adjustments for noncontrolling interests. These excluded amounts for both consolidated and equity companies totaled $886 million in 2013, $2,832 million in 20 $2,600 million in 2011. Oil sands mining operations are included in the results of operations in accordance with Securities and Exchange Commission and Fi Accounting Standards Board rules.

Results of Operations	United States	Canada/ South America	Europe	Africa	Asia	Australia/ Oceania
				(millions of dollars)		
Consolidated Subsidiaries						
2013 - Revenue						
Sales to third parties	8,371	2,252	5,649	3,079	5,427	730
Transfers	6,505	5,666	5,654	15,738	8,936	1,405
	14,876	7,918	11,303	18,817	14,363	2,135
Production costs excluding taxes	4,191	3,965	2,859	2,396	1,763	654
Exploration expenses	394	386	245	288	571	92
Depreciation and depletion	4,926	989	1,881	3,269	1,680	334
Taxes other than income	1,566	94	474	1,583	1,794	427
Related income tax	1,788	542	4,124	6,841	5,709	202
Results of producing activities for consolidated subsidiaries	2,011	1,942	1,720	4,440	2,846	426
Equity Companies						
2013 - Revenue						
Sales to third parties	1,320	-	6,768	-	21,463	-
Transfers	1,034	-	64	-	6,091	-
	2,354	-	6,832	-	27,554	-
Production costs excluding taxes	551	-	459	-	660	-
Exploration expenses	19	-	15	-	426	-
Depreciation and depletion	207	-	169	-	955	-
Taxes other than income	51	-	3,992	-	7,352	-
Related income tax	-	-	832	-	8,482	-
Results of producing activities for equity companies	1,526	-	1,365	-	9,679	-
Total results of operations	3,537	1,942	3,085	4,440	12,525	426

Results of Operations	United States	Canada/ South America	Europe	Africa	Asia	Australia/ Oceania
				(millions of dollars)		
Consolidated Subsidiaries						
2012 - Revenue						
Sales to third parties	6,977	1,804	5,835	3,672	6,536	1,275
Transfers	6,996	5,457	6,366	16,905	9,241	932
	13,973	7,261	12,201	20,577	15,777	2,207
Production costs excluding taxes	4,044	3,079	2,443	2,395	1,606	488
Exploration expenses	391	292	274	234	513	136
Depreciation and depletion	4,862	848	1,559	2,879	1,785	264
Taxes other than income	1,963	89	513	1,702	2,248	446
Related income tax	1,561	720	5,413	8,091	6,616	281
Results of producing activities for consolidated subsidiaries	1,152	2,233	1,999	5,276	3,009	592
Equity Companies						
2012 - Revenue						
Sales to third parties	1,284	-	6,380	-	20,017	-
Transfers	1,108	-	67	-	5,693	-
	2,392	-	6,447	-	25,710	-
Production costs excluding taxes	467	-	369	-	484	-
Exploration expenses	9	-	17	-	-	-
Depreciation and depletion	176	-	152	-	676	-
Taxes other than income	42	-	3,569	-	6,658	-
Related income tax	-	-	894	-	8,234	-
Results of producing activities for equity companies	1,698	-	1,446	-	9,658	-
Total results of operations	2,850	2,233	3,445	5,276	12,667	592
Consolidated Subsidiaries						
2011 - Revenue						
Sales to third parties	8,579	1,056	8,050	3,507	6,813	1,061
Transfers	8,190	7,022	7,694	16,704	9,388	1,213
	16,769	8,078	15,744	20,211	16,201	2,274
Production costs excluding taxes	4,107	2,751	2,722	2,608	1,672	497
Exploration expenses	268	290	599	233	618	73
Depreciation and depletion	4,664	980	1,928	2,159	1,680	236
Taxes other than income	2,157	79	631	2,055	2,164	295
Related income tax	2,445	969	6,842	7,888	6,026	353
Results of producing activities for consolidated subsidiaries	3,128	3,009	3,022	5,268	4,041	820
Equity Companies						
2011 - Revenue						
Sales to third parties	1,356	-	5,580	-	18,855	-
Transfers	1,163	-	103	-	5,666	-
	2,519	-	5,683	-	24,521	-
Production costs excluding taxes	482	-	315	-	378	-
Exploration expenses	10	-	13	-	-	-
Depreciation and depletion	151	-	160	-	576	-
Taxes other than income	36	-	2,995	-	6,173	-
Related income tax	-	-	847	-	8,036	-
Results of producing activities for equity companies	1,840	-	1,353	-	9,358	-
Total results of operations	4,968	3,009	4,375	5,268	13,399	820

Oil and Gas Exploration and Production Costs

The amounts shown for net capitalized costs of consolidated subsidiaries are $13,667 million less at year-end 2013 and $10,643 million less at year-end 2012 th amounts reported as investments in property, plant and equipment for the Upstream in Note 9. This is due to the exclusion from capitalized costs of certain transpo and research assets and assets relating to LNG operations. Assets related to oil sands and oil shale mining operations are included in the capitalized costs in accordan Financial Accounting Standards Board rules.

Capitalized Costs		United States	Canada/ South America	Europe	Africa	Asia	Australia/ Oceania
					(millions of dollars)		
Consolidated Subsidiaries							
As of December 31, 2013							
Property (acreage) costs	- Proved	13,881	3,595	188	874	1,620	863
	- Unproved	23,945	5,390	61	583	701	146
Total property costs		37,826	8,985	249	1,457	2,321	1,009
Producing assets		74,743	34,487	44,161	40,424	30,082	7,973
Incomplete construction		5,640	11,811	2,219	5,913	8,387	4,194
Total capitalized costs		118,209	55,283	46,629	47,794	40,790	13,176
Accumulated depreciation and depletion		39,505	16,827	35,108	24,570	17,455	4,529
Net capitalized costs for consolidated subsidiaries		78,704	38,456	11,521	23,224	23,335	8,647
Equity Companies							
As of December 31, 2013							
Property (acreage) costs	- Proved	77	-	5	-	-	-
	- Unproved	40	-	-	-	17	-
Total property costs		117	-	5	-	17	-
Producing assets		5,206	-	6,039	-	8,397	-
Incomplete construction		416	-	201	-	1,452	-
Total capitalized costs		5,739	-	6,245	-	9,866	-
Accumulated depreciation and depletion		1,646	-	4,778	-	4,706	-
Net capitalized costs for equity companies		4,093	-	1,467	-	5,160	-
Consolidated Subsidiaries							
As of December 31, 2012							
Property (acreage) costs	- Proved	12,081	3,911	198	874	1,610	971
	- Unproved	25,769	1,456	89	430	710	162
Total property costs		37,850	5,367	287	1,304	2,320	1,133
Producing assets		70,603	21,947	44,068	37,921	23,230	6,910
Incomplete construction		4,840	18,726	1,589	5,070	12,654	5,988
Total capitalized costs		113,293	46,040	45,944	44,295	38,204	14,031
Accumulated depreciation and depletion		36,346	17,357	34,267	21,285	16,599	4,801
Net capitalized costs for consolidated subsidiaries		76,947	28,683	11,677	23,010	21,605	9,230
Equity Companies							
As of December 31, 2012							
Property (acreage) costs	- Proved	76	-	5	-	-	-
	- Unproved	39	-	-	-	-	-
Total property costs		115	-	5	-	-	-
Producing assets		4,216	-	5,736	-	8,169	-
Incomplete construction		304	-	118	-	822	-
Total capitalized costs		4,635	-	5,859	-	8,991	-
Accumulated depreciation and depletion		1,447	-	4,494	-	3,744	-
Net capitalized costs for equity companies		3,188	-	1,365	-	5,247	-

Oil and Gas Exploration and Production Costs (continued)

The amounts reported as costs incurred include both capitalized costs and costs charged to expense during the year. Costs incurred also include new asset reti obligations established in the current year, as well as increases or decreases to the asset retirement obligation resulting from changes in cost estimates or abandonme Total consolidated costs incurred in 2013 were $33,623 million, up $2,477 million from 2012, due primarily to higher property acquisition costs partially offset by exploration costs. 2012 costs were $31,146 million, up $392 million from 2011, due primarily to higher exploration and development costs partially offset by lower p acquisition costs. Total equity company costs incurred in 2013 were $2,342 million, up $938 million from 2012, due primarily to higher exploration and development

Costs Incurred in Property Acquisitions, Exploration and Development Activities		**United States**	**Canada/ South America**	**Europe**	**Africa**	**Asia**	**Australia/ Oceania**
					(millions of dollars)		
During 2013							
Consolidated Subsidiaries							
Property acquisition costs	- Proved	93	67	-	-	47	-
	- Unproved	533	4,270	-	153	-	4
Exploration costs		557	485	277	361	598	111
Development costs		6,919	8,527	2,117	3,278	3,493	1,733
Total costs incurred for consolidated subsidiaries		8,102	13,349	2,394	3,792	4,138	1,848
Equity Companies							
Property acquisition costs	- Proved	2	-	-	-	-	-
	- Unproved	-	-	-	-	17	-
Exploration costs		60	-	29	-	494	-
Development costs		720	-	192	-	828	-
Total costs incurred for equity companies		782	-	221	-	1,339	-
During 2012							
Consolidated Subsidiaries							
Property acquisition costs	- Proved	192	2	95	-	43	-
	- Unproved	1,717	74	24	15	-	31
Exploration costs		601	405	454	520	554	248
Development costs		7,172	7,601	2,637	3,081	3,347	2,333
Total costs incurred for consolidated subsidiaries		9,682	8,082	3,210	3,616	3,944	2,612
Equity Companies							
Property acquisition costs	- Proved	-	-	-	-	-	-
	- Unproved	14	-	-	-	-	-
Exploration costs		45	-	34	-	-	-
Development costs		504	-	156	-	651	-
Total costs incurred for equity companies		563	-	190	-	651	-
During 2011							
Consolidated Subsidiaries							
Property acquisition costs	- Proved	259	-	-	-	96	-
	- Unproved	2,685	178	-	-	546	-
Exploration costs		465	372	640	303	518	154
Development costs		8,166	5,478	1,899	4,316	2,969	1,710
Total costs incurred for consolidated subsidiaries		11,575	6,028	2,539	4,619	4,129	1,864
Equity Companies							
Property acquisition costs	- Proved	-	-	-	-	-	-
	- Unproved	23	-	-	-	-	-
Exploration costs		19	-	32	-	-	-
Development costs		339	-	164	-	649	-
Total costs incurred for equity companies		381	-	196	-	649	-

Oil and Gas Reserves

The following information describes changes during the years and balances of proved oil and gas reserves at year-end 2011, 2012, and 2013.

The definitions used are in accordance with the Securities and Exchange Commission's Rule 4-10 (a) of Regulation S-X.

Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certaint economically producible – from a given date forward, from known reservoirs, and under existing economic conditions, operating methods and government regula prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain. In some cases, substanti investments in additional wells and related facilities will be required to recover these proved reserves.

In accordance with the Securities and Exchange Commission's rules, the year-end reserves volumes as well as the reserves change categories shown in the fol tables were calculated using average prices during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted ari average of the first-day-of-the-month price for each month within such period. These reserves quantities are also used in calculating unit-of-production depreciatio and in calculating the standardized measure of discounted net cash flow.

Revisions can include upward or downward changes in previously estimated volumes of proved reserves for existing fields due to the evaluation or re-evalua (1) already available geologic, reservoir or production data, (2) new geologic, reservoir or production data or (3) changes in average prices and year-end costs that a in the estimation of reserves. This category can also include significant changes in either development strategy or production equipment/facility capacity.

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

In the proved reserves tables, consolidated reserves and equity company reserves are reported separately. However, the Corporation does not view equity co reserves any differently than those from consolidated companies.

Reserves reported under production sharing and other nonconcessionary agreements are based on the economic interest as defined by the specific fiscal terms agreement. The production and reserves that we report for these types of arrangements typically vary inversely with oil and gas price changes. As oil and gas increase, the cash flow and value received by the company increase; however, the production volumes and reserves required to achieve this value will typically be because of the higher prices. When prices decrease, the opposite effect generally occurs. The percentage of total liquids and natural gas proved reserves (conso subsidiaries plus equity companies) at year-end 2013 that were associated with production sharing contract arrangements was 11 percent of liquids, 9 percent of natu and 10 percent on an oil-equivalent basis (gas converted to oil-equivalent at 6 billion cubic feet = 1 million barrels).

Net proved developed reserves are those volumes that are expected to be recovered through existing wells with existing equipment and operating methods or in the cost of the required equipment is relatively minor compared to the cost of a new well. Net proved undeveloped reserves are those volumes that are expecte recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

Crude oil and natural gas liquids and natural gas production quantities shown are the net volumes withdrawn from ExxonMobil's oil and gas reserves. The natu quantities differ from the quantities of gas delivered for sale by the producing function as reported in the Operating Summary due to volumes consumed or flar inventory changes.

The changes between 2012 year-end proved reserves and 2013 year-end proved reserves reflect the extensions and discoveries in the United States and the Middle

Crude Oil, Natural Gas Liquids, Bitumen and Synthetic Oil Proved Reserves

	Crude Oil							Natural Gas Liquids *(1)*	Bitumen	Synthetic Oil
	United States	Canada/ S. Amer.	Europe	Africa	Asia	Australia/ Oceania	Total	Worldwide	Canada/ S. Amer.	Canada/ S. Amer.
							(millions of barrels)			
Net proved developed and undeveloped reserves of consolidated subsidiaries										
January 1, 2011	1,679	138	350	1,589	1,839	178	5,773	862	2,102	681
Revisions	29	10	68	52	(55)	5	109	106	53	(4)
Improved recovery	-	-	-	-	-	-	-	-	-	-
Purchases	2	-	-	-	-	-	2	14	-	-
Sales	(3)	(11)	(24)	-	-	-	(38)	(14)	-	-
Extensions/discoveries	55	-	3	1	57	-	116	18	995	-
Production	(102)	(19)	(80)	(179)	(120)	(13)	(513)	(81)	(44)	(24)
December 31, 2011	1,660	118	317	1,463	1,721	170	5,449	905	3,106	653
Proportional interest in proved reserves of equity companies										
January 1, 2011	350	-	31	-	1,394	-	1,775	480	-	-
Revisions	24	-	-	-	(21)	-	3	3	-	-
Improved recovery	-	-	-	-	-	-	-	-	-	-
Purchases	-	-	-	-	-	-	-	-	-	-
Sales	(2)	-	-	-	-	-	(2)	-	-	-
Extensions/discoveries	-	-	-	-	12	-	12	25	-	-
Production	(24)	-	(2)	-	(130)	-	(156)	(25)	-	-
December 31, 2011	348	-	29	-	1,255	-	1,632	483	-	-
Total liquids proved reserves at December 31, 2011	2,008	118	346	1,463	2,976	170	7,081	1,388	3,106	653
Net proved developed and undeveloped reserves of consolidated subsidiaries										
January 1, 2012	1,660	118	317	1,463	1,721	170	5,449	905	3,106	653
Revisions	25	33	14	20	(10)	5	87	3	265	(29)
Improved recovery	6	-	-	-	1	-	7	-	-	-
Purchases	163	-	20	-	-	-	183	36	-	-
Sales	(15)	(1)	(8)	(58)	-	-	(82)	(4)	-	-
Extensions/discoveries	166	138	8	41	9	-	362	164	234	-
Production	(100)	(18)	(62)	(173)	(117)	(12)	(482)	(73)	(45)	(25)
December 31, 2012	1,905	270	289	1,293	1,604	163	5,524	1,031	3,560	599
Proportional interest in proved reserves of equity companies										
January 1, 2012	348	-	29	-	1,255	-	1,632	483	-	-
Revisions	(2)	-	1	-	131	-	130	15	-	-
Improved recovery	16	-	-	-	-	-	16	-	-	-
Purchases	-	-	-	-	-	-	-	-	-	-
Sales	-	-	-	-	-	-	-	-	-	-
Extensions/discoveries	-	-	-	-	-	-	-	-	-	-
Production	(22)	-	(2)	-	(126)	-	(150)	(24)	-	-
December 31, 2012	340	-	28	-	1,260	-	1,628	474	-	-
Total liquids proved reserves at December 31, 2012	2,245	270	317	1,293	2,864	163	7,152	1,505	3,560	599

(See footnote on next page)

Crude Oil, Natural Gas Liquids, Bitumen and Synthetic Oil Proved Reserves (continued)

	Crude Oil							Natural Gas Liquids *(1)*	Bitumen	Synthetic Oil	
	United States	Canada/ S. Amer.	Europe	Africa	Asia	Australia/ Oceania	Total	Worldwide	Canada/ S. Amer.	Canada/ S. Amer.	T
							(millions of barrels)				
Net proved developed and undeveloped reserves of consolidated subsidiaries											
January 1, 2013	1,905	270	289	1,293	1,604	163	5,524	1,031	3,560	599	
Revisions	21	20	13	13	411	3	481	(1)	124	4	
Improved recovery	-	-	-	-	-	-	-	-	-	-	
Purchases	15	15	-	-	-	-	30	27	-	-	
Sales	(18)	-	-	-	-	-	(18)	(6)	-	-	
Extensions/discoveries	188	-	-	52	262	-	502	39	-	-	
Production	(103)	(21)	(57)	(165)	(114)	(11)	(471)	(67)	(54)	(24)	
December 31, 2013	2,008	284	245	1,193	2,163	155	6,048	1,023	3,630	579	
Proportional interest in proved reserves of equity companies											
January 1, 2013	340	-	28	-	1,260	-	1,628	474	-	-	
Revisions	12	-	2	-	21	-	35	8	-	-	
Improved recovery	-	-	-	-	-	-	-	-	-	-	
Purchases	-	-	-	-	-	-	-	-	-	-	
Sales	-	-	-	-	-	-	-	-	-	-	
Extensions/discoveries	-	-	-	-	-	-	-	-	-	-	
Production	(22)	-	(2)	-	(136)	-	(160)	(26)	-	-	
December 31, 2013	330	-	28	-	1,145	-	1,503	456	-	-	
Total liquids proved reserves at December 31, 2013	2,338	284	273	1,193	3,308	155	7,551	1,479	3,630	579	

(1) Includes total proved reserves attributable to Imperial Oil Limited of 10 million barrels in 2011, 9 million barrels in 2012 and 11 million barrels in 2013, as well as proved de reserves of 10 million barrels in 2011, 9 million barrels in 2012 and 9 million barrels in 2013, and in addition, proved undeveloped reserves of 2 million barrels in 2013, in which a 30.4 percent noncontrolling interest.

Crude Oil, Natural Gas Liquids, Bitumen and Synthetic Oil Proved Reserves (continued)

	Crude Oil and Natural Gas Liquids							Bitumen	Synthetic Oil
	United States	Canada/ South Amer. *(1)*	Europe	Africa	Asia	Australia/ Oceania	Total	Canada/ South Amer. *(2)*	Canada/ South Amer. *(3)*
					(millions of barrels)				
Proved developed reserves, as of December 31, 2011									
Consolidated subsidiaries	1,452	109	302	1,050	1,160	126	4,199	519	653
Equity companies	270	-	28	-	1,457	-	1,755	-	-
Proved undeveloped reserves, as of December 31, 2011									
Consolidated subsidiaries	567	26	74	625	727	136	2,155	2,587	-
Equity companies	83	-	1	-	276	-	360	-	-
Total liquids proved reserves at December 31, 2011	2,372	135	405	1,675	3,620	262	8,469	3,106	653
Proved developed reserves, as of December 31, 2012									
Consolidated subsidiaries	1,489	124	268	1,004	1,080	116	4,081	543	599
Equity companies	264	-	28	-	1,423	-	1,715	-	-
Proved undeveloped reserves, as of December 31, 2012									
Consolidated subsidiaries	921	163	77	497	682	134	2,474	3,017	-
Equity companies	84	-	-	-	303	-	387	-	-
Total liquids proved reserves at December 31, 2012	2,758	287	373	1,501	3,488	250	8,657	3,560	599
Proved developed reserves, as of December 31, 2013									
Consolidated subsidiaries	1,469	126	249	945	1,663	105	4,557	1,810	579
Equity companies	268	-	27	-	1,292	-	1,587	-	-
Proved undeveloped reserves, as of December 31, 2013									
Consolidated subsidiaries	1,068	177	51	449	638	131	2,514	1,820	-
Equity companies	77	-	1	-	294	-	372	-	-
Total liquids proved reserves at December 31, 2013	2,882	303	328	1,394	3,887	236	9,030 *(4)*	3,630	579

(1) Includes total proved reserves attributable to Imperial Oil Limited of 55 million barrels in 2011, 53 million barrels in 2012 and 62 million barrels in 2013, as well as proved de reserves of 55 million barrels in 2011, 52 million barrels in 2012 and 55 million barrels in 2013, and in addition, proved undeveloped reserves of 1 million barrels in 2012 and 7 barrels in 2013, in which there is a 30.4 percent noncontrolling interest.

(2) Includes total proved reserves attributable to Imperial Oil Limited of 2,413 million barrels in 2011, 2,841 million barrels in 2012 and 2,867 million barrels in 2013, as well as developed reserves of 519 million barrels in 2011, 543 million barrels in 2012 and 1,417 million barrels in 2013, and in addition, proved undeveloped reserves of 1,894 million ba 2011, 2,298 million barrels in 2012 and 1,450 million barrels in 2013, in which there is a 30.4 percent noncontrolling interest.

(3) Includes total proved reserves attributable to Imperial Oil Limited of 653 million barrels in 2011, 599 million barrels in 2012 and 579 million barrels in 2013, as well as developed reserves of 653 million barrels in 2011, 599 million barrels in 2012 and 579 million barrels in 2013, in which there is a 30.4 percent noncontrolling interest.

(4) See previous pages for natural gas liquids proved reserves attributable to consolidated subsidiaries and equity companies. For additional information on natural gas liquids reserves see Item 2. Properties in ExxonMobil's 2013 Form 10-K.

Natural Gas and Oil-Equivalent Proved Reserves

	Natural Gas							Oil-Equivalent Total All Products (
	United States	Canada/ South Amer. *(1)*	Europe	Africa	Asia	Australia/ Oceania	Total	
	(billions of cubic feet)							*(millions of oil equivalent*
Net proved developed and undeveloped reserves of consolidated subsidiaries								
January 1, 2011	25,994	1,258	4,042	908	7,260	7,351	46,813	17,220
Revisions	(236)	55	310	113	(231)	28	39	271
Improved recovery	-	-	-	-	-	-	-	-
Purchases	303	-	-	-	-	-	303	67
Sales	(32)	(347)	(140)	-	-	-	(519)	(138)
Extensions/discoveries	1,779	42	29	-	192	-	2,042	1,469
Production	(1,554)	(173)	(655)	(39)	(750)	(132)	(3,303)	(1,213)
December 31, 2011	26,254	835	3,586	982	6,471	7,247	45,375	17,676
Proportional interest in proved reserves of equity companies								
January 1, 2011	117	-	10,746	-	21,139	-	32,002	7,589
Revisions	1	-	53	-	(29)	-	25	10
Improved recovery	-	-	-	-	-	-	-	-
Purchases	-	-	-	-	-	-	-	-
Sales	(1)	-	(3)	-	-	-	(4)	(3)
Extensions/discoveries	-	-	13	-	627	-	640	144
Production	(5)	-	(640)	-	(1,171)	-	(1,816)	(484)
December 31, 2011	112	-	10,169	-	20,566	-	30,847	7,256
Total proved reserves at December 31, 2011	26,366	835	13,755	982	27,037	7,247	76,222	24,932
Net proved developed and undeveloped reserves of consolidated subsidiaries								
January 1, 2012	26,254	835	3,586	982	6,471	7,247	45,375	17,676
Revisions	(2,888)	168	168	2	(106)	465	(2,191)	(39)
Improved recovery	-	-	-	-	-	-	-	7
Purchases	503	-	6	-	-	-	509	304
Sales	(181)	(20)	(140)	(12)	-	-	(353)	(145)
Extensions/discoveries	4,045	95	184	-	59	-	4,383	1,490
Production	(1,518)	(153)	(555)	(43)	(579)	(144)	(2,992)	(1,124)
December 31, 2012	26,215	925	3,249	929	5,845	7,568	44,731	18,169
Proportional interest in proved reserves of equity companies								
January 1, 2012	112	-	10,169	-	20,566	-	30,847	7,256
Revisions	49	-	17	-	252	-	318	198
Improved recovery	-	-	-	-	-	-	-	16
Purchases	-	-	-	-	-	-	-	-
Sales	-	-	-	-	-	-	-	-
Extensions/discoveries	-	-	-	-	-	-	-	-
Production	(6)	-	(651)	-	(1,148)	-	(1,805)	(475)
December 31, 2012	155	-	9,535	-	19,670	-	29,360	6,995
Total proved reserves at December 31, 2012	26,370	925	12,784	929	25,515	7,568	74,091	25,164

(See footnotes on next page)

Natural Gas and Oil-Equivalent Proved Reserves (continued)

	Natural Gas							Oil-Equivale
	United States	Canada/ South Amer. *(1)*	Europe	Africa	Asia	Australia/ Oceania	Total	Total All Products (
	(billions of cubic feet)							*(millions of oi equivalen*
Net proved developed and undeveloped reserves of consolidated subsidiaries								
January 1, 2013	26,215	925	3,249	929	5,845	7,568	44,731	18,169
Revisions	79	(56)	61	(22)	364	86	512	693
Improved recovery	-	-	-	-	-	-	-	-
Purchases	153	522	-	-	-	-	675	170
Sales	(106)	(8)	-	-	-	-	(114)	(43)
Extensions/discoveries	1,083	2	-	-	14	-	1,099	724
Production	(1,404)	(150)	(500)	(40)	(489)	(139)	(2,722)	(1,069)
December 31, 2013	26,020	1,235	2,810	867	5,734	7,515	44,181	18,644
Proportional interest in proved reserves of equity companies								
January 1, 2013	155	-	9,535	-	19,670	-	29,360	6,995
Revisions	135	-	58	-	9	-	202	77
Improved recovery	-	-	-	-	-	-	-	-
Purchases	-	-	-	-	-	-	-	-
Sales	-	-	-	-	-	-	-	-
Extensions/discoveries	1	-	8	-	-	-	9	2
Production	(10)	-	(717)	-	(1,165)	-	(1,892)	(502)
December 31, 2013	281	-	8,884	-	18,514	-	27,679	6,572
Total proved reserves at December 31, 2013	26,301	1,235	11,694	867	24,248	7,515	71,860	25,216

(1) Includes total proved reserves attributable to Imperial Oil Limited of 422 billion cubic feet in 2011, 488 billion cubic feet in 2012 and 678 billion cubic feet in 2 well as proved developed reserves of 360 billion cubic feet in 2011, 374 billion cubic feet in 2012 and 368 billion cubic feet in 2013, and in addition, undeveloped reserves of 62 billion cubic feet in 2011, 114 billion cubic feet in 2012 and 310 billion cubic feet in 2013, in which there is a 30.4 percent noncon interest.

(2) Natural gas is converted to oil-equivalent basis at six million cubic feet per one thousand barrels.

Natural Gas and Oil-Equivalent Proved Reserves (continued)

	Natural Gas							
	United States	Canada/ South Amer. *(1)*	Europe	Africa	Asia	Australia/ Oceania	Total	**Oil-Equivaler Total All Products (**
	(billions of cubic feet)							*(millions of oi equivalen*
Proved developed reserves, as of December 31, 2011								
Consolidated subsidiaries	15,450	658	3,041	853	5,762	1,070	26,834	9,843
Equity companies	83	-	7,588	-	19,305	-	26,976	6,251
Proved undeveloped reserves, as of December 31, 2011								
Consolidated subsidiaries	10,804	177	545	129	709	6,177	18,541	7,833
Equity companies	29	-	2,581	-	1,261	-	3,871	1,005
Total proved reserves at December 31, 2011	26,366	835	13,755	982	27,037	7,247	76,222	24,932
Proved developed reserves, as of December 31, 2012								
Consolidated subsidiaries	14,471	670	2,526	814	5,150	1,012	24,643	9,330
Equity companies	126	-	7,057	-	18,431	-	25,614	5,984
Proved undeveloped reserves, as of December 31, 2012								
Consolidated subsidiaries	11,744	255	723	115	695	6,556	20,088	8,839
Equity companies	29	-	2,478	-	1,239	-	3,746	1,011
Total proved reserves at December 31, 2012	26,370	925	12,784	929	25,515	7,568	74,091	25,164
Proved developed reserves, as of December 31, 2013								
Consolidated subsidiaries	14,655	664	2,189	779	5,241	969	24,497	11,029
Equity companies	197	-	6,852	-	17,288	-	24,337	5,643
Proved undeveloped reserves, as of December 31, 2013								
Consolidated subsidiaries	11,365	571	621	88	493	6,546	19,684	7,615
Equity companies	84	-	2,032	-	1,226	-	3,342	929
Total proved reserves at December 31, 2013	26,301	1,235	11,694	867	24,248	7,515	71,860	25,216

(See footnotes on previous page)

Standardized Measure of Discounted Future Cash Flows

As required by the Financial Accounting Standards Board, the standardized measure of discounted future net cash flows is computed by applying first-day-of-the average prices, year-end costs and legislated tax rates and a discount factor of 10 percent to net proved reserves. The standardized measure includes co future dismantlement, abandonment and rehabilitation obligations. The Corporation believes the standardized measure does not provide a reliable estimate Corporation's expected future cash flows to be obtained from the development and production of its oil and gas properties or of the value of its proved oil and gas re The standardized measure is prepared on the basis of certain prescribed assumptions including first-day-of-the-month average prices, which represent discrete points and therefore may cause significant variability in cash flows from year to year as prices change.

Standardized Measure of Discounted Future Cash Flows	United States	Canada/ South America *(1)*	Europe	Africa	Asia	Australia/ Oceania	T
				(millions of dollars)			
Consolidated Subsidiaries							
As of December 31, 2011							
Future cash inflows from sales of oil and gas	264,991	280,991	71,847	179,337	203,007	86,456	1,0
Future production costs	105,391	98,135	15,045	36,309	43,442	23,381	3
Future development costs	31,452	35,121	11,987	15,384	16,010	10,052	1
Future income tax expenses	53,507	34,542	32,004	67,256	79,975	17,287	2
Future net cash flows	74,641	113,193	12,811	60,388	63,580	35,736	3
Effect of discounting net cash flows at 10%	42,309	79,303	3,525	22,029	38,066	22,873	2
Discounted future net cash flows	32,332	33,890	9,286	38,359	25,514	12,863	1
Equity Companies							
As of December 31, 2011							
Future cash inflows from sales of oil and gas	37,398	-	88,417	-	324,283	-	4
Future production costs	6,862	-	62,377	-	104,040	-	1
Future development costs	3,072	-	2,701	-	3,636	-	
Future income tax expenses	-	-	9,035	-	76,825	-	
Future net cash flows	27,464	-	14,304	-	139,782	-	1
Effect of discounting net cash flows at 10%	15,941	-	7,131	-	71,918	-	
Discounted future net cash flows	11,523	-	7,173	-	67,864	-	
Total consolidated and equity interests in standardized measure of discounted future net cash flows	43,855	33,890	16,459	38,359	93,378	12,863	2

(1) Includes discounted future net cash flows attributable to Imperial Oil Limited of $27,568 million in 2011, in which there is a 30.4 percent noncontrolling interest

Standardized Measure of Discounted Future Cash Flows (continued)	United States	Canada/ South America *(1)*	Europe	Africa	Asia	Australia/ Oceania
				(millions of dollars)		
Consolidated Subsidiaries						
As of December 31, 2012						
Future cash inflows from sales of oil and gas	250,382	293,910	66,769	160,261	192,491	104,334
Future production costs	109,325	101,299	17,277	33,398	42,816	26,132
Future development costs	37,504	44,518	16,505	13,363	13,083	11,435
Future income tax expenses	43,772	34,692	23,252	63,246	75,261	21,405
Future net cash flows	59,781	113,401	9,735	50,254	61,331	45,362
Effect of discounting net cash flows at 10%	36,578	82,629	2,097	18,091	35,310	27,610
Discounted future net cash flows	23,203	30,772	7,638	32,163	26,021	17,752
Equity Companies						
As of December 31, 2012						
Future cash inflows from sales of oil and gas	36,043	-	93,563	-	348,026	-
Future production costs	7,040	-	64,988	-	112,980	-
Future development costs	3,708	-	2,569	-	10,780	-
Future income tax expenses	-	-	9,937	-	78,539	-
Future net cash flows	25,295	-	16,069	-	145,727	-
Effect of discounting net cash flows at 10%	14,741	-	8,133	-	76,979	-
Discounted future net cash flows	10,554	-	7,936	-	68,748	-
Total consolidated and equity interests in standardized measure of discounted future net cash flows	33,757	30,772	15,574	32,163	94,769	17,752
Consolidated Subsidiaries						
As of December 31, 2013						
Future cash inflows from sales of oil and gas	276,051	293,377	58,235	146,407	245,482	87,808
Future production costs	113,571	106,884	18,053	30,960	57,328	22,507
Future development costs	40,702	43,102	15,215	14,300	10,666	10,191
Future income tax expenses	50,144	31,901	17,186	53,766	117,989	16,953
Future net cash flows	71,634	111,490	7,781	47,381	59,499	38,157
Effect of discounting net cash flows at 10%	42,336	78,700	1,278	18,406	34,878	21,266
Discounted future net cash flows	29,298	32,790	6,503	28,975	24,621	16,891
Equity Companies						
As of December 31, 2013						
Future cash inflows from sales of oil and gas	34,957	-	82,539	-	324,666	-
Future production costs	8,231	-	60,518	-	107,656	-
Future development costs	3,675	-	2,994	-	8,756	-
Future income tax expenses	-	-	7,237	-	70,887	-
Future net cash flows	23,051	-	11,790	-	137,367	-
Effect of discounting net cash flows at 10%	12,994	-	5,549	-	72,798	-
Discounted future net cash flows	10,057	-	6,241	-	64,569	-
Total consolidated and equity interests in standardized measure of discounted future net cash flows	39,355	32,790	12,744	28,975	89,190	16,891

(1) Includes discounted future net cash flows attributable to Imperial Oil Limited of $24,690 million in 2012 and $25,160 million in 2013, in which there is a 30.4 noncontrolling interest.

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

Consolidated and Equity Interests	2011		
	Consolidated Subsidiaries	Share of Equity Method Investees	Total Consolida and Equi Interest
		(millions of dollars)	
Discounted future net cash flows as of December 31, 2010	114,238	61,284	175,52
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	6,608	309	6,91
Changes in value of previous-year reserves due to:			
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(58,308)	(22,402)	(80,71
Development costs incurred during the year	22,843	1,153	23,99
Net change in prices, lifting and development costs	79,435	46,304	125,73
Revisions of previous reserves estimates	10,462	3,127	13,58
Accretion of discount	16,802	7,196	23,99
Net change in income taxes	(39,836)	(10,411)	(50,24
Total change in the standardized measure during the year	38,006	25,276	63,28
Discounted future net cash flows as of December 31, 2011	152,244	86,560	238,80

Consolidated and Equity Interests	2012		
	Consolidated Subsidiaries	Share of Equity Method Investees	Total Consolida and Equi Interest
		(millions of dollars)	
Discounted future net cash flows as of December 31, 2011	152,244	86,560	238,80
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	7,952	531	8,48
Changes in value of previous-year reserves due to:			
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(51,752)	(23,022)	(74,77
Development costs incurred during the year	24,596	1,186	25,78
Net change in prices, lifting and development costs	(31,382)	5,656	(25,72
Revisions of previous reserves estimates	3,876	7,018	10,89
Accretion of discount	19,676	8,846	28,52
Net change in income taxes	12,339	463	12,80
Total change in the standardized measure during the year	(14,695)	678	(14,01
Discounted future net cash flows as of December 31, 2012	137,549	87,238	224,78

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

Consolidated and Equity Interests (continued)		**2013**	
	Consolidated Subsidiaries	**Share of Equity Method Investees**	**Total Consolida and Equi Interest**
		(millions of dollars)	
Discounted future net cash flows as of December 31, 2012	137,549	87,238	224,78
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	11,928	48	11,97
Changes in value of previous-year reserves due to:			
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(48,742)	(23,757)	(72,49
Development costs incurred during the year	24,821	1,389	26,21
Net change in prices, lifting and development costs	(32,423)	(5,296)	(37,71
Revisions of previous reserves estimates	24,353	4,960	29,31
Accretion of discount	20,596	9,830	30,42
Net change in income taxes	996	6,455	7,45
Total change in the standardized measure during the year	1,529	(6,371)	(4,84
Discounted future net cash flows as of December 31, 2013	139,078	80,867	219,94

OPERATING SUMMARY (unaudited)

	2013	2012	2011	2010
Production of crude oil, natural gas liquids, bitumen and synthetic oil				
Net production		*(thousands of barrels daily)*		
United States	431	418	423	408
Canada/South America	280	251	252	263
Europe	190	207	270	335
Africa	469	487	508	628
Asia	784	772	808	730
Australia/Oceania	48	50	51	58
Worldwide	2,202	2,185	2,312	2,422
Natural gas production available for sale				
Net production		*(millions of cubic feet daily)*		
United States	3,545	3,822	3,917	2,596
Canada/South America	354	362	412	569
Europe	3,251	3,220	3,448	3,836
Africa	6	17	7	14
Asia	4,329	4,538	5,047	4,801
Australia/Oceania	351	363	331	332
Worldwide	11,836	12,322	13,162	12,148
		(thousands of oil-equivalent barrels daily)		
Oil-equivalent production *(1)*	4,175	4,239	4,506	4,447
Refinery throughput		*(thousands of barrels daily)*		
United States	1,819	1,816	1,784	1,753
Canada	426	435	430	444
Europe	1,400	1,504	1,528	1,538
Asia Pacific	779	998	1,180	1,249
Other Non-U.S.	161	261	292	269
Worldwide	4,585	5,014	5,214	5,253
Petroleum product sales *(2)*				
United States	2,609	2,569	2,530	2,511
Canada	464	453	455	450
Europe	1,497	1,571	1,596	1,611
Asia Pacific and other Eastern Hemisphere	1,206	1,381	1,556	1,562
Latin America	111	200	276	280
Worldwide	5,887	6,174	6,413	6,414
Gasoline, naphthas	2,418	2,489	2,541	2,611
Heating oils, kerosene, diesel oils	1,838	1,947	2,019	1,951
Aviation fuels	462	473	492	476
Heavy fuels	431	515	588	603
Specialty petroleum products	738	750	773	773
Worldwide	5,887	6,174	6,413	6,414
Chemical prime product sales *(3)*		*(thousands of metric tons)*		
United States	9,679	9,381	9,250	9,815
Non-U.S.	14,384	14,776	15,756	16,076
Worldwide	24,063	24,157	25,006	25,891

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

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.

(2) Petroleum product sales data reported net of purchases/sales contracts with the same counterparty.

(3) Prime product sales include ExxonMobil's share of equity company volumes and finished-product transfers to the Downstream.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its by the undersigned, thereunto duly authorized.

EXXON MOBIL CORPORATION

By: /s/ REX W. TILLERSON

(Rex W. Tillerson,
Chairman of the Board)

Dated February 26, 2014

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Randall M. Ebner, Leonard M. Fox and Catherine C. Shae and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in a all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other docum connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and au to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in p hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do o to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registra in the capacities indicated and on February 26, 2014.

/s/ REX W. TILLERSON (Rex W. Tillerson)	Chairman of the Board (Principal Executive Officer)
/s/ MICHAEL J. BOSKIN (Michael J. Boskin)	Director
/s/ PETER BRABECK-LETMATHE (Peter Brabeck-Letmathe)	Director
/s/ URSULA M. BURNS (Ursula M. Burns)	Director
/s/ LARRY R. FAULKNER (Larry R. Faulkner)	Director

/s/ JAY S. FISHMAN (Jay S. Fishman)	Director
/s/ HENRIETTA H. FORE (Henrietta H. Fore)	Director
/s/ KENNETH C. FRAZIER (Kenneth C. Frazier)	Director
/s/ WILLIAM W. GEORGE (William W. George)	Director
/s/ SAMUEL J. PALMISANO (Samuel J. Palmisano)	Director
/s/ STEVEN S REINEMUND (Steven S Reinemund)	Director
/s/ WILLIAM C. WELDON (William C. Weldon)	Director
/s/ EDWARD E. WHITACRE, JR. (Edward E. Whitacre, Jr.)	Director
/s/ ANDREW P. SWIGER (Andrew P. Swiger)	Senior Vice President (Principal Financial Officer)
/s/ PATRICK T. MULVA (Patrick T. Mulva)	Vice President and Controller (Principal Accounting Officer)

INDEX TO EXHIBITS

Exhibit	Description
3(i)	Restated Certificate of Incorporation, as restated November 30, 1999, and as further amended effective June 20, 2001 (incorporated by refere Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011).
3(ii)	By-Laws, as revised to April 27, 2011 (incorporated by reference to Exhibit 3(ii) to the Registrant's Report on Form 8-K on April 29, 2011).
10(iii)(a.1)	2003 Incentive Program, as approved by shareholders May 28, 2003 (incorporated by reference to Exhibit 10(iii)(a.1) to the Registrant's Annual Re Form 10-K for 2012).*
10(iii)(a.2)	Extended Provisions for Restricted Stock Agreements (incorporated by reference to Exhibit 99.2 to the Registrant's Report on Form 8-K of Novem 2012).*
10(iii)(a.3)	Extended Provisions for Restricted Stock Unit Agreements – Settlement in Shares.*
10(iii)(a.4)	Standard Provisions for Restricted Stock Unit Agreements – Settlement in Cash.*
10(iii)(b.1)	Short Term Incentive Program, as amended.*
10(iii)(b.2)	Earnings Bonus Unit instrument.*
10(iii)(c.1)	ExxonMobil Supplemental Savings Plan.*
10(iii)(c.2)	ExxonMobil Supplemental Pension Plan.*
10(iii)(c.3)	ExxonMobil Additional Payments Plan.*
10(iii)(d)	ExxonMobil Executive Life Insurance and Death Benefit Plan (incorporated by reference to Exhibit 10(iii)(d) to the Registrant's Annual Rep Form 10-K for 2011).*
10(iii)(f.1)	2004 Non-Employee Director Restricted Stock Plan.*
10(iii)(f.2)	Standing resolution for non-employee director restricted grants dated September 26, 2007 (incorporated by reference to Exhibit 10(iii)(f.2) Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).*
10(iii)(f.3)	Form of restricted stock grant letter for non-employee directors (incorporated by reference to Exhibit 10(iii)(f.3) to the Registrant's Annual Rep Form 10-K for 2009).*
10(iii)(f.4)	Standing resolution for non-employee director cash fees dated October 26, 2011 (incorporated by reference to Exhibit 10(iii)(f.4) to the Regi Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).*
10(iii)(g.3)	1984 Mobil Compensation Management Retention Plan (incorporated by reference to Exhibit 10(iii)(g.3) to the Registrant's Annual Report on Form for 2011).*
12	Computation of ratio of earnings to fixed charges.
14	Code of Ethics and Business Conduct.
21	Subsidiaries of the registrant.
23	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
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 Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.

INDEX TO EXHIBITS – (continued)

Exhibit	Description
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 Financial Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
101	Interactive data files.

* Compensatory plan or arrangement required to be identified pursuant to Item 15(a)(3) of this Annual Report on Form 10-K.

The registrant has not filed with this report copies of the instruments defining the rights of holders of long-term debt of the registrant and its subsidiaries for consolidated or unconsolidated financial statements are required to be filed. The registrant agrees to furnish a copy of any such instrument to the Securities and Ex Commission upon request.

EXHIBIT 10(i

November 26

Exxon Mobil Corporation
Extended Provisions for Restricted Stock Unit Agreements - Settlement in Shares

1. **Effective Date and Credit of Restricted Stock Units**. If Grantee accepts the award on or before March 7, 2014, this Agreement will become effective the d Corporation receives the award acceptance. After this agreement becomes effective, the Corporation will credit to Grantee the number of restricted stoc specified in the award package. Subject to the terms and conditions of this Agreement, each restricted stock unit ("unit") will entitle Grantee to receive in sett of the unit one share of the Corporation's common stock.

2. **Conditions**. If credited, the units will be subject to the provisions of this Agreement, and to such regulations and requirements as the administrative authority Program may establish from time to time. The units will be credited to Grantee only on the condition that Grantee accepts such provisions, regulatio requirements.

3. **Restrictions and Risk of Forfeiture**. During the applicable restricted periods specified in section 4 of this Agreement,

(a) the units under restriction may not be sold, assigned, transferred, pledged, or otherwise disposed of or encumbered, and any attempt to do so will be null an and
(b) the units under restriction may be forfeited as provided in section 6.

4. **Restricted Periods.** The restricted periods will commence when the units are credited to Grantee and, unless the units have been forfeited earlier under se will expire as follows, whether or not Grantee is still an employee:

(a) with respect to 50% of the units, on November 26, 2018; and
(b) with respect to the remaining units, on the later to occur of
 (i) November 26, 2023, or
 (ii) the first day of the calendar year immediately following the year in which Grantee terminates;
 except that
(c) the restricted periods will automatically expire with respect to all shares on the death of Grantee.

5. **No Obligation to Credit Units**. The Corporation will have no obligation to credit any units and will have no other obligation to Grantee with respect to the matter of this Agreement if Grantee fails to accept the award on or before March 7, 2014. In addition, whether or not Grantee has accepted the award, the Corp will have no obligation to credit any units and will have no other obligation to Grantee with respect to the subject matter of this Agreement if, before the u credited:

(a) Grantee terminates (other than by death) before standard retirement time within the meaning of the Program, except to the extent the administrative auth the Program determines Grantee may receive units under this Agreement; or
(b) Grantee is determined to have engaged in detrimental activity within the meaning of the Program; or
(c) Grantee fails to provide the Corporation with cash for any required taxes due upon crediting the units, if Grantee is required to do so under section 7.

6. **Forfeiture of Units After Crediting**. Until the applicable restricted period specified in section 4 has expired, the units under restriction will be forfeited or su forfeiture in the following circumstances:

Termination
If Grantee terminates (other than by death) before standard retirement time within the meaning of the Program, all units for which the applicable restricted have not expired will be automatically forfeited as of the date of termination, except to the extent the administrative authority determines Grantee may reta issued under this Agreement.

Detrimental activity
If Grantee is determined to have engaged in detrimental activity within the meaning of the Program, either before or after termination, all units for wh applicable restricted periods have not expired will be automatically forfeited as of the date of such determination.

Attempted transfer
The units are subject to forfeiture in the discretion of the administrative authority if Grantee attempts to sell, assign, transfer, pledge, or otherwise dispos encumber them during the applicable restricted periods.

Applicable law
The units are subject to forfeiture in whole or in part as the administrative authority deems necessary in order to comply with applicable law.

7. **Taxes**. Notwithstanding the restrictions on transfer that otherwise apply, the Corporation in its sole discretion may withhold units or shares, either at the issuance, at the time the applicable restricted periods expire, or at any other time in order to satisfy any required withholding, social security, and similar t contributions (collectively, "required taxes"). Withheld units or shares may be retained by the Corporation or sold on behalf of Grantee. If the Corporation d withhold units or shares to satisfy required taxes, in the alternative the Corporation may require Grantee to deposit with the Corporation cash in an amount dete by the Corporation to be necessary to satisfy required taxes. Notwithstanding any other provision of this Agreement, the Corporation will be under no obliga credit units or to deliver shares to Grantee in settlement of any units if Grantee fails timely to deposit such amount with the Corporation. The Corporation in discretion may also withhold any required taxes from dividends paid on the units.

8. **Form of Units; No Shareholder Status**. The units will be represented by book-entry credits in records maintained by or on behalf of the Corporation. Units unfunded and unsecured promises by the Corporation to deliver shares in the future upon the terms and subject to the conditions of this Agreement. Grantee be a shareholder of the Corporation with respect to units prior to the time shares are actually registered in Grantee's name in settlement of such units in acc with section 9.

9. **Settlement of Units**. If and when the applicable restricted period expires with respect to any units, subject to section 7, the Corporation will issue shares, restriction and registered in the name of Grantee, in settlement of such units. Such shares will be delivered promptly after such expiration to or for the acc Grantee either in certificated form or by book-entry transfer in accordance with the procedures of the administrative authority in effect at the time.

10. **Change in Capitalization**. If during the applicable restricted periods a stock split, stock dividend, or other relevant change in capitalization of the Corp occurs, the administrative authority will make such adjustments in the number of units credited to Grantee, or in the number and type of securities deliver Grantee in settlement of such units and used in determining dividend equivalent amounts, as the administrative authority may determine to be appropriat resulting new units or securities credited with respect to previously credited units that are still restricted under this Agreement will be delivered to and held b behalf of the Corporation and will be subject to the same provisions, restrictions, and requirements as those previously credited units.

11. **Limits on the Corporation's Obligations**. Notwithstanding anything else contained in this Agreement, under no circumstances will the Corporation be requ credit any units or issue or deliver any shares in settlement of units if doing so would violate any law or listing requirement that the administrative au determines to be applicable, or if Grantee has failed to provide for required taxes pursuant to section 7.

12. **Receipt or Access to Program**. Grantee acknowledges receipt of or access to the full text of the Program.

13. **Dividend Equivalents**. The Corporation will pay to Grantee cash with respect to each credited unit corresponding in amount, currency, and timing to cash div that would be payable with respect to a share of common stock outstanding on each record date that occurs during the applicable restricted period. Alternativ administrative authority may determine to reinvest such dividend equivalents in additional units which will be held subject to all the terms and conditions ot applicable to units under this Agreement.

14. **Addresses for Communications**. To facilitate communications regarding this Agreement, Grantee agrees to notify the Corporation promptly of changes in mailing and email addresses. Communications to the Corporation in connection with this Agreement should be directed to the Incentive Processing Office, or other address as the Corporation may designate by further notice to Grantee.

15. **Transfer of Personal Data**. The administration of the Program and this Agreement, including any subsequent ownership of shares, involve the collection, u transfer of personal data about Grantee between and among the Corporation, selected subsidiaries and other affiliates of the Corporation, and third-party providers such as Morgan Stanley and Computershare (the Corporation's transfer agent), as well as various regulatory and tax authorities around the world. Th includes Grantee's name, age, date of birth, contact information, work location, employment status, tax status, social security number, salary, nationality, jo share ownership, and details of incentive awards granted, cancelled, vested or unvested, and related information. By accepting this award, Grantee authoriz collection, use, and transfer of this data. Grantee may, at any time and without charge, view such data and require necessary corrections to it. Such data wi times be held in accordance with applicable laws, regulations, and agreements.

16. **No Employment Contract or Entitlement to Other or Future Awards**. This Agreement, the Corporation's incentive programs, and Grantee's select incentive awards do not imply or form a part of any contract or assurance of employment, and they do not in any way limit or restrict the ability of Grantee's em to terminate Grantee's employment. Grantee acknowledges that the Corporation maintains and administers its incentive programs entirely in its discretion a Grantee is not entitled to any other or future incentive awards of any kind in addition to those that have already been granted.

17. **Governing Law and Consent to Jurisdiction**. This Agreement and the Program are governed by the laws of the State of New York without regard to any con law rules. Any dispute arising out of or relating to this Agreement or the Program may be resolved in any state or federal court located within Dallas County, U.S.A. Grantee accepts that venue and submits to the personal jurisdiction of any such court. Similarly, the Corporation accepts such venue and submits jurisdiction.

18. **Entire Agreement**. This Agreement constitutes the entire understanding between Grantee and the Corporation with respect to the subject matter of this Agreen

EXHIBIT 10(i

November 24

Exxon Mobil Corporation
Standard Provisions for Restricted Stock Unit Agreements - Settlement in Cash

1. **<u>Effective Date and Credit of Restricted Stock Units</u>**. If Grantee accepts the award on or before March 9, 2010, this Agreement will become effective the d Corporation receives the award acceptance. After this Agreement becomes effective, the Corporation will credit to Grantee the number of restricted stoc specified in the award package. Subject to the terms and conditions of this Agreement, each restricted stock unit ("unit") will entitle Grantee to receive in sett of the unit an amount in cash equal to the fair market value of one share of the Corporation's common stock as described in section 9.

2. **<u>Conditions</u>**. If credited, the units will be subject to the provisions of this Agreement, and to such regulations and requirements as the administrative authority Program may establish from time to time. The units will be credited to Grantee only on the condition that Grantee accepts such provisions, regulatio requirements.

3. **<u>Restrictions and Risk of Forfeiture</u>**. During the applicable restricted periods specified in section 4 of this Agreement,

   (a) the units under restriction may not be sold, assigned, transferred, pledged, or otherwise disposed of or encumbered, and any attempt to do so will be null an and
   (b) the units under restriction may be forfeited as provided in section 6.

4. **<u>Restricted Periods</u>**. The restricted periods will commence when the units are credited to Grantee and, unless the units have been forfeited earlier under sec will expire as follows, whether or not Grantee is still an employee:

   (a) with respect to 50% of the units, on November 24, 2012; and
   (b) with respect to the remaining units, on November 24, 2016, except that
   (c) the restricted periods will automatically expire with respect to all units on the death of Grantee.

5. **<u>No Obligation to Credit Units</u>**. The Corporation will have no obligation to credit any units and will have no other obligation to Grantee with respect to the s matter of this Agreement if Grantee fails to accept the award on or before March 9, 2010. In addition, whether or not Grantee has accepted the awa Corporation will have no obligation to credit any units and will have no other obligation to Grantee with respect to the subject matter of this Agreement if, bef units are credited:

   (a) Grantee terminates (other than by death) before standard retirement time within the meaning of the Program, except to the extent the administrative autho the Program determines Grantee may receive units under this Agreement; or
   (b) Grantee is determined to have engaged in detrimental activity within the meaning of the Program.

6. **<u>Forfeiture of Units After Crediting</u>**. Until the applicable restricted period specified in section 4 has expired, the units under restriction will be forfeited or to forfeiture in the following circumstances:

   Termination

   If Grantee terminates (other than by death) before standard retirement time within the meaning of the Program, all units for which the applicable restricted perio not expired will be automatically forfeited as of the date of termination, except to the extent the administrative authority determines Grantee may retain units under this Agreement.

   Detrimental activity

   If Grantee is determined to have engaged in detrimental activity within the meaning of the Program, either before or after termination, all units for wh applicable restricted periods have not expired will be automatically forfeited as of the date of such determination.

   Attempted transfer

   The units are subject to forfeiture in the discretion of the administrative authority if Grantee attempts to sell, assign, transfer, pledge, or otherwise dispose encumber them during the applicable restricted periods.

7. **Taxes**. Notwithstanding the restrictions on transfer that otherwise apply, the Corporation in its sole discretion may withhold units, or cash otherwise paya settlement of units, either at the time of crediting, at the time of settlement, or at any other time in order to satisfy any required withholding, social securi similar taxes or contributions (collectively, "required taxes"). If the Corporation does not withhold units or cash to satisfy required taxes, in the alternat Corporation may require Grantee to deposit with the Corporation cash in an amount determined by the Corporation to be necessary to satisfy required Notwithstanding any other provision of this Agreement, the Corporation will be under no obligation to credit units or to pay cash to Grantee in settlement of an if Grantee fails timely to deposit such amount with the Corporation. The Corporation in its sole discretion may also withhold any required taxes from div equivalents payable on the units.

8. **Form of Units; No Shareholder Status**. The units will be represented by book-entry credits in records maintained by or on behalf of the Corporation. Units unfunded, unsecured promises by the Corporation to pay cash in the future upon the terms and subject to the conditions of this Agreement. Grantee will n shareholder of the Corporation with respect to units.

9. **Settlement of Units**. If and when the applicable restricted period expires with respect to any units, the Corporation will pay to or for the account of G promptly after such expiration an amount in cash equal to the fair market value on the expiration date of one share per unit, net of required taxes in accordanc section 7. Fair market value of shares will be determined and payments will be made in accordance with the procedures of the administrative authority in effec time.

10. **Dividend Equivalents**. The Corporation will pay to Grantee cash with respect to each credited unit corresponding in amount, currency, and timing to cash div that would be payable with respect to a share of common stock outstanding on each record date that occurs during the applicable restricted period. Altern the administrative authority may determine to reinvest such dividend equivalents in additional units which will be held subject to all the terms and conditions oth applicable to units under this Agreement.

11. **Change in Capitalization**. If during the applicable restricted periods a stock split, stock dividend, or other relevant change in capitalization of the Corp occurs, the administrative authority will make such adjustments in the number of units credited to Grantee, or in the number and type of securities used in deter the cash settlement value of units or dividend equivalent amounts, as the administrative authority may determine to be appropriate.

12. **Limits on the Corporation's Obligations**. Notwithstanding anything else contained in this Agreement, under no circumstances will the Corporation be requ credit any units or make any payments in settlement of units if doing so would violate any law or listing requirement that the administrative authority determine applicable.

13. **Receipt or Access to Program**. Grantee acknowledges receipt of or access to the full text of the Program.

14. **Addresses for Communications**. To facilitate communications regarding this Agreement, Grantee agrees to notify the Corporation promptly of changes in mailing and email addresses. Communications to the Corporation in connection with this Agreement should be directed to the Incentive Processing Office, or t other address as the Corporation may designate by further notice to Grantee.

15. **Transfer of Personal Data**. The administration of the Program and this Agreement involves the transfer of personal data about Grantee between and amo Corporation, selected affiliates of the Corporation, and third-party service providers such as Morgan Stanley Smith Barney and Computershare (the Corpo transfer agent). This data includes Grantee's name, age, contact information, work location, employment status, tax status, and related information. By accepti award, Grantee authorizes the transfer of this data.

16. **No Employment Contract or Entitlement to Other or Future Awards**. This Agreement, the Corporation's incentive programs, and Grantee's select incentive awards do not imply or form a part of any contract or assurance of employment, and they do not in any way limit or restrict the ability of Grantee's em to terminate Grantee's employment. Grantee acknowledges that the Corporation maintains and administers its incentive programs entirely in its discretion a Grantee is not entitled to any other or future incentive awards of any kind in addition to those that have already been granted.

17. **Governing Law and Consent to Jurisdiction**. This Agreement and the Program are governed by the laws of the State of New York without regard to any con law rules. Any dispute arising out of or relating to this Agreement or the Program may be resolved in any state or federal court located within Dallas County, U.S.A. Grantee accepts that venue and submits to the personal jurisdiction of any such court. Similarly, the Corporation accepts such venue and submits to jurisdiction.

18. **Entire Agreement**. This Agreement constitutes the entire understanding between Grantee and the Corporation with respect to the subject matter of this Agreem

EXHIBIT 10(i

EXXON MOBIL CORPORATION

SHORT TERM INCENTIVE PROGRAM
(as amended November 24, 2009)

I. Purposes

The Short Term Incentive Program is intended to help reward, retain, and motivate selected employees of the Corporation and its affiliates by recognizing effo accomplishments which contribute materially to the success of the Corporation's business interests.

II. Definitions

In this Program, except where the context otherwise indicates, the following definitions apply:

(1) "Administrative authority" means the Board, a committee designated by the Board, the Chairman of the Board, or the Chairman's delegates autho administer outstanding awards under this Program, establish requirements and procedures for the operation of the Program, and to exercise other assigned to the administrative authority under this Program.

(2) "Affiliate" means a corporation, partnership, limited liability company, or other entity in which the Corporation, directly or indirectly, owns an interest and which the administrative authority determines to be an affiliate for purposes of this Program (including for purposes of determining wh change of employment constitutes a termination).

(3) "Award" means a bonus, bonus unit, or other award under this Program.

(4) "Board" means the Board of Directors of the Corporation.

(5) "Bonus" means a cash award specific in amount.

(6) "Bonus unit" means a potential cash award whose amount is based upon specified measurement criteria. The term bonus unit includes, but is not to, earnings bonus units.

(7) "Compensation Committee" means the committee of the Board so designated.

(8) "Corporation" means Exxon Mobil Corporation, a New Jersey corporation, or its successors.

(9) "Designated beneficiary" means a person designated by the grantee of an award pursuant to Section XIII to be entitled, on the death of the grantee, remaining rights arising out of such award.

(10) "Detrimental activity" of a grantee means activity at any time, during or after employment with the Corporation or an affiliate, that is determ individual cases by the administrative authority to be (a) a material violation of applicable standards, policies, or procedures of the Corporation affiliate; or (b) a material breach of legal or other duties owed by the grantee to the Corporation or an affiliate; or (c) a material breach of any c between the grantee and the Corporation or an affiliate; or (d) acceptance by grantee of duties to a third party under circumstances that create a m conflict of interest, or the appearance of a material conflict of interest, with respect to the grantee's retention of outstanding awards under this Pro Detrimental activity includes, without limitation, activity that would be a basis for termination of employment for cause under applicable law in the States, or a comparable standard under applicable law of another jurisdiction. With respect to material conflict of interest or the appearance of m conflict of interest, such conflict or appearance might occur when, for example and without limitation, a grantee holding an outstanding award be employed or otherwise engaged by an entity that regulates, deals with, or competes with the Corporation or an affiliate.

(11) "Earnings bonus unit" or "EBU" means an award of the potential right to receive from the Corporation at the settlement date specified in the instrument, or at any later payment dates so specified, an amount of cash, up to the specified maximum settlement value, equal to the Corpo cumulative earnings per common share, as reflected in its quarterly earnings statements as initially filed in its quarterly or annual reports with t Securities and Exchange Commission, commencing with earnings for the first full quarter after the date of grant through the last full quarter preced settlement date.

(12) "Employee" means an employee of the Corporation or an affiliate, including a part-time employee or an employee on military, family, or other ap temporary leave.

(13) "Exchange Act" means the Securities Exchange Act of 1934, as in effect from time to time.

(14) "Grantee" means a recipient of an award under this Program.

(15) "Granting authority" means the Board or any appropriate committee authorized to grant and amend awards under this Program and to exercis powers assigned to the granting authority.

(16) "Net Income Per Common Share (Basic)" means net income per common share or earnings per share, as applicable.

(17) "Program" means this Short Term Incentive Program, as amended from time to time.

(18) "Reporting person" means a person subject to the reporting requirements of Section 16(a) of the Exchange Act.

(19) "Resign" means to terminate at the initiative of the employee before standard retirement time. Resignation includes, without limitation, early retire the initiative of the employee. The time or date of a resignation for purposes of this Program is not necessarily the employee's last day on the payro Section XI(2).

(20) "Section 16" means Section 16 of the Exchange Act, together with the rules and interpretations thereunder, as in effect from time to time.

(21) "Standard retirement time" means (a) for each US-dollar payroll employee, the first day of the month immediately following the month in wh employee attains age 65; and (b) for each other employee, the comparable age in that employee's payroll country as determined by the adminis authority with reference to local law, custom, and affiliate policies regarding retirement.

(22) "Terminate" means cease to be an employee for any reason, whether at the initiative of the employee, the employer, or otherwise. That reaso include, without limitation, resignation or retirement by the employee; discharge of the employee by the employer, with or without cause; death; tra employment to an entity that is a not an affiliate; or a sale, divestiture, or other transaction as a result of which an employer ceases to be an affili change of employment from the Corporation or one affiliate to another affiliate, or to the Corporation, is not a termination. The time or date of term is not necessarily the employee's last day on the payroll. See Section XI(2).

(23) "Year" means calendar year.

III. Administration

The Board is the ultimate administrative authority for this Program, with the power to interpret and administer its provisions. The Board may delegate its author committee which, except in the case of the Compensation Committee, need not be a committee of the Board. Subject to the authority of the Board or an aut committee, the Chairman and his delegates will serve as the administrative authority for purposes of establishing requirements and procedures for the operation Program; making final determinations and interpretations with respect to outstanding awards; and exercising other powers assigned to the administrative authority this Program.

IV. No Equity-Security Awards

It is intended that this Program not be subject to the provisions of Section 16 and that awards granted hereunder not be considered equity securities of the Corp within the meaning of Section 16. Accordingly, no award under this Program will be payable in any equity security of the Corporation. In the event an award to a re person under this Program should be deemed to be an equity security of the Corporation within the meaning of Section 16, such award may, to the extent permitted and deemed advisable by the granting authority, be amended so as not to constitute such an equity security, or may be annulled. Each award to a reporting person un Program will be deemed issued subject to the foregoing qualification.

V. Annual Ceiling

In respect to each year under this Program, the Compensation Committee will, pursuant to authority delegated by the Board, establish a ceiling on the aggregate amount that can be awarded under this Program. With respect to bonuses and bonus units granted in a particular year under this Program, the sum of (1) the ag amount of bonuses, and (2) the aggregate maximum settlement value of bonus units will not exceed such ceiling. The Compensation Committee may revise the from time to time as it deems appropriate.

VI. Right to Grant Awards; Reserved Powers; Eligibility

(1) The Board is the ultimate granting authority for this Program, with the power to select eligible persons for participation and to make all de concerning the grant or amendment of awards. The Board may delegate this authority in whole or in part (a) in the case of reporting persons, Compensation Committee; and (b) in the case of employees who are not reporting persons, to a committee of two or more persons who may, but ne be directors of the Corporation.

(2) The granting authority has sole discretion to select persons for awards under this Program, except that grants may be made only to persons who at t of grant are, or within the immediately preceding 12 months have been, employees of the Corporation or of an affiliate in which the Corporation dire indirectly holds a 50 percent or greater equity interest. No person is entitled to an award as a matter of right, and the grant of an award under this P does not entitle a grantee to any future or additional awards.

(3) No award may be granted to a member of the Compensation Committee.

VII. Term

This Program will continue until terminated by the Board.

VIII. Form of Bonus

A bonus may be granted either wholly in cash, wholly in bonus units, or partly in each.

IX. Settlement of Bonuses

Each grant will specify the time and method of settlement as determined by the granting authority. Each grant, any portion of which is in bonus units, will specify regular time of settlement for that portion a settlement date, which may be accelerated to an earlier time specified in the award instrument.

X. Deferred and Installment Settlement; Interest Equivalents

(1) The granting authority may permit or require settlement of any award under this Program to be deferred and to be made in one or more installmen such terms and conditions as the granting authority may determine at the time the award is granted or by amendment of the award, provided that set may not be made later than the tenth anniversary of the grantee's date of termination.

(2) An award that is to be settled in whole or in part in cash on a deferred basis may provide for interest equivalents to be credited with respect to the d cash payment or payments upon such terms and conditions as the granting authority determines. Interest equivalents may be paid currently or may be to the balance of the award amount and compounded, as specified in the award instrument. Compounded interest equivalents will be paid in cas settlement or payment of the underlying award and will expire or be forfeited or cancelled upon the same conditions as the underlying award. The g authority may delegate to the administrative authority the right to determine the rate or rates at which interest equivalents will accrue.

(3) Credits of interest equivalents on outstanding awards are not new grants with reference to the eligibility provisions of Section VI(2).

(4) Credits of interest equivalents will not be included in any computation to establish compliance with a ceiling established by the Compensation Con pursuant to Section V.

XI. Termination; Detrimental Activity

(1) If a grantee terminates before standard retirement time, other than by reason of death, all outstanding awards of the grantee under this Program (inc bonuses, bonus units, EBUs, and other awards not yet paid or settled) will automatically expire and be forfeited as of the date of termination excep extent the administrative authority (which, in the case of reporting persons, must be the Compensation Committee) determines otherwise.

(2) For purposes of this Program, the administrative authority may determine that the time or date an employee resigns or otherwise terminates is the date the employee gives notice of resignation, accepts employment with another employer, otherwise indicates an intent to resign, or is discharge time or date of termination for this purpose is not necessarily the employee's last day on the payroll.

(3) If the administrative authority (which, in the case of reporting persons, must be the Compensation Committee) determines that a grantee has eng detrimental activity, whether or not the grantee is still an employee, then the administrative authority may, effective as of the time of such determi cancel and cause to expire all or part of the grantee's outstanding awards under this Program (including bonuses, bonus units, EBUs, and other awa yet paid or settled).

(4) If the administrative authority is advised or has reason to believe that a grantee (a) may have engaged in detrimental activity; or (b) may have ac employment with another employer or otherwise indicated an intent to resign, the authority may suspend the exercise, delivery, or settlement of all specified portion of such grantee's outstanding awards pending an investigation of the matter.

XII. Material Negative Restatement

(1) If the Corporation's reported financial or operating results become subject to a material negative restatement, the Compensation Committee may any current or former reporting person, as defined in Section II(18), to pay to the Corporation an amount corresponding to each award to that person this Program, or portion of such award, that the Compensation Committee determines would not have been granted or paid if the Corporation's res originally published had been equal to the Corporation's results as subsequently restated, provided that (a) any requirement or claim under this Secti will apply only with respect to grantees who were reporting persons at the time the applicable amounts were awarded or paid; and (b) any requirem claim under this Section XII must be made, if at all, within five years after the date the amount claimed was originally paid by the Corporation.

(2) The obligations of reporting persons to make payments under this Section XII are independent of any involvement by those reporting persons in that led to the restatement. The provisions of this Section XII are in addition to, not in lieu of, any remedies that the Corporation may have agai persons whose misconduct caused or contributed to a need to restate the Corporation's reported results.

XIII. Death; Beneficiary Designation

Any rights and obligations of a grantee under this Program in effect at that grantee's death will apply to that grantee's designated beneficiary or, if there is no des beneficiary, to that grantee's estate representative or lawful heirs, as demonstrated to the satisfaction of the administrative authority. Beneficiary designations must b in writing and in accordance with such requirements and procedures as the administrative authority may establish. Unless specified otherwise in the award instrume grantee dies, the administrative authority may accelerate or otherwise alter the settlement of deferred awards to that grantee.

XIV. Amendments to this Program and Outstanding Awards

(1) The Board may from time to time amend this Program. An amendment of this Program will, unless the amendment provides otherwise, be imme and automatically effective for all outstanding awards.

(2) Without amending this Program, the granting authority may amend any one or more outstanding awards under this Program to incorporate in those any terms that could be incorporated in a new award under this Program. An award as amended must satisfy any conditions or limitations applicabl particular type of award under the terms of this Program.

XV. Withholding Taxes

The Corporation has the right, in its sole discretion, to deduct or withhold at any time cash otherwise payable or deliverable in order to satisfy any required withh social security, and similar taxes and contributions with respect to awards under this Program.

XVI. Non-US Awards

Subject to the limitations contained in this Program, the granting authority may establish different terms and conditions for awards to persons who are residents or na of countries other than the United States in order to accommodate the local laws, tax policies, or customs of such countries. The granting authority may adopt one c supplements or sub-plans under this Program to implement those different terms and conditions.

XVII. General Provisions

(1) An award under this Program is not transferable except by will or the laws of descent and distribution, and is not subject to attachment, execution, of any kind. The designation by a grantee of a designated beneficiary is not a transfer for this purpose.

(2) A particular form of award may be granted to a grantee either alone or in addition to other awards hereunder. The provisions of particular forms of need not be the same for each grantee.

(3) An award may be granted for no consideration, for the minimum consideration required by applicable law, or for such other consideration as the g authority may determine.

(4) An award may be evidenced in such manner as the administrative authority determines, including by physical instrument, by electronic communica by book entry. In the event of any dispute or discrepancy regarding the terms of an award, the records of the administrative authority will be determin

(5) The grant of an award under this Program does not constitute or imply a contract of employment and does not in any way limit or restrict the ability employer to terminate the grantee's employment, with or without cause, even if such termination results in the expiration, cancellation, or forfei outstanding awards.

(6) A grantee will have only a contractual right to the amounts, if any, payable in settlement of an award under this Program, unsecured by any assets Corporation or any other entity.

(7) This Program will be governed by the laws of the State of New York and the United States of America, without regard to any conflict of law rules.

EXHIBIT 10(i

EXXON MOBIL CORPORATION
EARNINGS BONUS UNIT AWARD

EBU Number	Name of Grantee	Number of EBUs	Maximum Settlement Value Per EBU	Maximum Settlement Value of Award
			$6.25	

This **EARNINGS BONUS UNIT AWARD** is granted in Dallas County, Texas by Exxon Mobil Corporation (the"Corporation") effective November 26, 2013 (the " grant"), pursuant to the Short Term Incentive Program adopted by the Board of Directors of the Corporation on October 27, 1993, as amended (the "Program"). This is subject to the provisions of this instrument and the Program and to such regulations and requirements as may be stipulated from time to time by the adminis authority defined in the Program and is granted on the condition that Grantee accepts such provisions, regulations and requirements. This instrument incorpora reference the provisions of the Program, as it may be amended from time to time, including without limitation the definitions of terms used in this instrument and def the Program.

1. Award. The Corporation has granted to Grantee the number of earnings bonus units ("EBUs") set forth above, with each EBU having the maximum settlemen set forth above. Subject to the other terms of this award, Grantee has the right, for each of these EBUs, to receive from the Corporation, promptly after the settleme defined below, an amount of cash equal to the Corporation's cumulative earnings per common share (assuming dilution) as reflected in its quarterly earnings statem initially filed in its quarterly or annual reports with the U.S. Securities and Exchange Commission commencing with earnings for the first full quarter following the grant to and including the last full quarter preceding the settlement date; provided, however, that the amount of such settlement will not exceed the maximum set value specified above.

2. Settlement Date. The settlement date of these EBUs will be the earlier of (i) the date of publication of the Corporation's quarterly earnings statement for the (12th) full quarter following the date of grant, or (ii) the date of publication of the Corporation's quarterly earnings statement which brings the cumulative earnin common share (assuming dilution) as initially filed in its quarterly or annual reports with the U.S. Securities and Exchange Commission commencing with the fi quarter following the date of grant to an amount at least equal to the maximum settlement value per EBU specified above.

3. Annulment. This award is provisional until the Corporation actually pays cash in settlement of the award.

(a) If, before the Corporation pays such cash, Grantee terminates (other than by death) before standard retirement time within the meaning of the Program, this will automatically expire as of the date of termination, except to the extent the administrative authority determines Grantee may retain this award.

(b) If, before the Corporation pays such cash, Grantee is determined to have engaged in detrimental activity within the meaning of the Program, this awa automatically expire as of the date of such determination.

4. Adjustments. The number of EBUs covered by this award and the meaning of the term "common share" will be adjusted by the administrative authority as it appropriate to give effect to any stock split, stock dividend or other relevant change in capitalization of the Corporation after the date of grant and prior to the sett date.

5. Governing Law and Consent to Jurisdiction. This award and the Program are governed by the laws of the State of New York without regard to any conflict rules. Any dispute arising out of or relating to this award or the Program may be resolved in any state or federal court located within Dallas County, Texas, U.S.A award is issued on the condition that Grantee accepts such venue and submits to the personal jurisdiction of any such court. Similarly, the Corporation accepts such and submits to such jurisdiction.

EXXON MOBIL CORPORATION

EXHIBIT 10(i

EXXONMOBIL SUPPLEMENTAL SAVINGS PLAN
(including Key Employee Supplemental Savings Plan)

1. Purpose

The purpose of this Plan is to provide a payment of approximately equivalent value from the general assets of Exxon Mobil Corporation ("Corporation") to a participating in the ExxonMobil Savings Plan ("Savings Plan") who, because of the application of United States Internal Revenue Code ("Code") sections 415 and (17) is precluded from receiving employer contributions to the person's Savings Plan account to which the person would otherwise be entitled.

2. Benefits

2.1 Benefit Formula

(A) In General

As to any specific Savings Plan participant the total amount of payment under this Plan is an amount that is in general determined by notionally cr on a monthly basis the amount of employer contributions that cannot be made to the Savings Plan for that person as a result of application to that of Code sections 415 and 401(a)(17); except that, for those persons who, as of December 31, 1993, are classified at level 36 and are age 50 and only notional employer contributions made after such date are taken into account. This amount is enhanced in each instance by 120 percent of th term Applicable Federal Rate, compounded monthly, as of the last month of each calendar quarter as published by the Internal Revenue Service, then reduced, but not below zero, by the amount, if any, of the actuarial lump-sum value of the amount payable to the participant under the Exxon Key Employee Additional Payments Plan that is not applied as an offset against the participant's benefit under the ExxonMobil Additional Paymen or the ExxonMobil Supplemental Pension Plan. For this purpose, the actuarial lump-sum value shall be determined using the mortality and inter assumptions set out in the ExxonMobil Pension Accounts Instrument.

(B) Notional Interest Rate for Key Employees after Termination or Retirement

As to a participant who, immediately prior to his or her termination or retirement, has a Classification Level of 36 or above ("Key Employee" percent of the long-term Applicable Federal Rate, compounded monthly, as of the last month of each calendar quarter as published by the I Revenue Service" in paragraph (A) above shall be replaced with "Citibank Prime Lending Rate as of the last business day of each calendar quarter" period between date of termination or retirement and date of payment.

2.2 Calculation Methodology

The exact methodology used in determining such monthly credits and interest thereon will be established from time to time by the Plan Administrator. C guidelines to be followed are:

(A) Required Participant Contributions

To the extent determined by those administering this Plan, a person is required to make regular employee contributions to the person's Savin account up to the maximum permitted by the Code to receive credits under this Plan.

(B) Discretionary Employee Contributions

Prior to July 1, 2002, a person may not enhance the amounts credited under this Plan by making discretionary employee contributions to the p Savings Plan account.

3. Payment of Benefits

Payment of the benefit determined under article 2 above shall be made in a lump sum as soon as practicable following the latest of the following times:

(A) the participant's termination of employment or retirement from ExxonMobil;

(B) In the case of a Key Employee, the six-month anniversary of the participant's termination of employment or retirement;

(C) In the case of a participant whose Savings Plan account is transferred to a savings plan sponsored by Infineum USA Inc. or any of its a ("Infineum"), the participant's termination of employment from Infineum; or

(D) In the case of a participant whose Savings Plan account is transferred to a savings plan sponsored by Tenneco, Inc. or any of its affiliates ("Tenneco participant's termination of employment from Tenneco.

4. Payment Upon Death

4.1 In General

If a person dies before his benefit under this Plan is distributed to him, then such benefit shall be distributed as soon as practicable after death to the p beneficiary determined under section 4.2 below.

4.2 Designation of Beneficiaries

(A) In General

A person entitled to receive a payment under this Plan may name one or more designated beneficiaries to receive such payment in the event person's death. Beneficiary designations shall be made in accordance with such procedures as the Plan Administrator may establish. Spousal cor any designation is not required.

(B) Default Beneficiaries

(1) In General

If no specific designation is in effect, the deceased's beneficiary is the person or persons in the first of the following classes of suc beneficiaries living at the time of death of the deceased:

(a) spouse;

(b) children who survive the participant or who die before the participant leaving children of their own who survive the participant;

(c) parents;

(d) brothers and sisters who survive the participant or who die before the participant leaving children of their own who surv participant.

If there are no members of any class of such beneficiaries, payment is made to the deceased's executors or administrators.

(2) Allocation among Default Beneficiaries

If the same class of beneficiaries under paragraph (1) above contains two or more persons, they share equally, with further subdivision equal shares as next provided. In class (b), where a child dies before the participant leaving children who survive the participant, such share is subdivided equally among those children. In class (d), where a brother or sister dies before the participant leaving children who s the participant, such brother or sister's share is subdivided equally among those children.

(3) Definitions

For purposes of this Section 4.2, "child" means a person's son or daughter by legitimate blood relationship or legal adoption; "parent" n person's father or mother by legitimate blood relationship or legal adoption; "brother" or "sister" means another child of either or both parents.

5. Miscellaneous

5.1 Administration of Plan

The Plan Administrator shall be the Manager, Compensation, Benefit Plans and Policies, Human Resources Department, Exxon Mobil Corporation. Tl Administrator shall have the right and authority to conclusively interpret this Plan for all purposes, including the determination of any person's eligibi benefits hereunder and the resolution of any and all appeals relating to claims by participants or beneficiaries, with any such interpretation being conclusive participants and beneficiaries.

5.2 Nature of Payments

Payments provided under this Plan are considered general obligations of the Corporation.

5.3 Assignment or Alienation

Except as provided in section 5.5 below, payments provided under this Plan may not be assigned or otherwise alienated or pledged.

5.4 Amendment or Termination

The Corporation reserves the right to amend or terminate this plan, in whole or in part, including the right at any time to reduce or eliminate any accrued b hereunder and to alter or amend the benefit formula set out herein.

5.5 Forfeiture of Benefits

No person shall be entitled to receive payments under this Plan and any payments received under this Plan shall be forfeited and returned if it is determined Corporation in its sole discretion, acting through its chief executive or such person or committee as the chief executive may designate, that a person oth entitled to a payment under this Plan or who has commenced receiving payments under this Plan:

(A) engaged in gross misconduct harmful to the Corporation,

(B) committed a criminal violation harmful to the Corporation,

(C) had concealed actions described in paragraph (A) or (B) above which would have brought about termination from employment thereby mak person ineligible for benefits under this Plan,

(D) separated from service prior to attaining age 65 without having received from the Corporation or its delegatee prior written approval for such termi given in the sole discretion of the Corporation or its delegatee and in the context of recognition that benefits under this Plan would not be forfeited upon such termination, or

(E) had been terminated for cause.

EXXONMOBIL KEY EMPLOYEE SUPPLEMENTAL SAVINGS PLAN

K1. Purpose

This Plan provides a payment from the general assets of Exxon Mobil Corporation (“Corporation”) to a person who, as of December 31, 1993,

(A) was classified at level 36 or above,

(B) was age 50 or above,

(C) was a participant in the Thrift Plan of Exxon Corporation (“Thrift Plan”), and

(D) had been precluded from receiving employer contributions to the person's account within the Thrift Plan to which the person would otherwise be e because of the application of United States Internal Revenue Code (“Code”) sections 415 and 401(a)(17).

This plan expresses the Corporation's commitment to make such a payment at the time payment is made to the participant under the ExxonMobil Supplemental S Plan, and sets forth the method for doing so.

K2. Benefits

K2.1 Benefit Formula

(A) In General

As to a participant, the total amount of payment under this Plan shall be an amount that has been in general determined by notionally creditin monthly basis the amount of employer contributions that could not have been made to the Thrift Plan account of that person as a result of applica that person of Code sections 415 and 401(a)(17) from the date the person otherwise would have been an eligible participant in the Exxon Supple Thrift Plan until December 30, 1993. This amount shall be enhanced in each instance by 120 percent of the long-term Applicable Federa compounded monthly, as of the last month of each calendar quarter as published by the Internal Revenue Service. A participant in this Plan shall non-forfeitable right to this amount credited as of December 31, 1993 plus all enhancements.

(B) Notional Interest Rate for Key Employees after Termination or Retirement

As to a participant who, immediately prior to his or her termination or retirement, has a Classification Level of 36 or above, "120 percent of the lon Applicable Federal Rate, compounded monthly, as of the last month of each calendar quarter as published by the Internal Revenue Service" in par (A) above shall be replaced with "Citibank Prime Lending Rate as of the last business day of each calendar quarter" for the period between termination or retirement and date of payment.

K2.2 Calculation Methodology

The exact methodology for such notional credits and interest thereon shall be determined by the Plan Administrator.

K3. Payment of Benefits

K3.1 Form of Payment
Payments under this Plan are made in the form of a lump sum single payment.

K3.2 Timing of Payment
Payment shall be made under this Plan at the same time as payment is made to the participant under the ExxonMobil Supplemental Savings Plan.

K4. Beneficiaries

K4.1 Designation of Beneficiaries
A person entitled to receive a payment under this Plan may name one or more designees to receive such payment in the event of the person's death. Bene designations shall be made in accordance with such procedures as the Plan Administrator may establish. Spousal consent to any designation is not required.

K4.2 Default Beneficiaries
(A) In General
If no specific designation is in effect, the deceased’s beneficiary is the person or persons in the first of the following classes of successive benef living at the time of death of the deceased:
(1) spouse;
(2) children who survive the participant or who die before the participant leaving children of their own who survive the participant;
(3) parents;
(4) brothers and sisters who survive the participant or who die before the participant leaving children of their own who survive the participant
If there are no members of any class of such beneficiaries, payment is made to the deceased's executors or administrators.
(B) Allocation among Default Beneficiaries
If the same class of beneficiaries under paragraph (A) above contains two or more persons, they share equally, with further subdivision of suc shares as next provided. In class (2), where a child dies before the participant leaving children who survive the participant, such child's share s subdivided equally among those children. In class (4), where a brother or sister dies before the participant leaving children who survive the parti such brother or sister's share shall be subdivided equally among those children.
(C) Definitions
For purposes of this Section K4.2, "child" means a person's son or daughter by legitimate blood relationship or legal adoption; "parent" means a p father or mother by legitimate blood relationship or legal adoption; "brother" or "sister" means another child of either or both of one's parents.

K5. Miscellaneous

K5.1 Administration of Plan
The Plan Administrator shall be the Manager, Compensation, Benefit Plans and Policies, Human Resources Department, ExxonMobil Corporation. Th Administrator shall have the right and authority to conclusively interpret this Plan for all purposes, including the determination of any person’s eligibi benefits hereunder and the resolution of any and all appeals relating to claims by participants or beneficiaries, with any such interpretation being conclusive participants and beneficiaries.

K5.2 Nature of Payments
Payments provided under this Plan shall be considered general obligations of the Corporation.

K5.3 Assignment or Alienation
Payments provided under this Plan may not be assigned or otherwise alienated or pledged.

K5.4 Amendment or Termination
The Corporation may at any time amend or terminate this Plan, in whole or in part, so long as the amendment does not deprive any person of the non-for right to benefits specifically granted in this Plan.

EXXONMOBIL SUPPLEMENTAL PENSION PLAN
(Including Key Employee Supplemental Pension Plan)

1. Purpose

The purpose of this Plan is to provide payments of equivalent value from the general assets of Exxon Mobil Corporation ("Corporation") to those participants ExxonMobil Pension Plan ("Pension Plan") who, because of the application of United States Internal Revenue Code ("Code") sections 415 and 401(a)(17), are pre from receiving from Pension Plan funded assets all the payments to which they would otherwise be entitled under the Pension Plan's formula.

2. Benefits

2.1 Benefit Formula

(A) In General

Except as provided in paragraph (B) below with respect to former Mobil employees, as defined in the ExxonMobil Common Provisions, ("Former Employees"), as to any Pension Plan participant eligible for payment under this Plan, the value of the payments under this Plan is an amount tha added to the normal form amount that can be paid to the participant from the Pension Plan's qualified funded assets, produces a sum equal to th normal form amount to which the participant would be entitled computed under the Pension Plan formula applicable to that participant disregardi reductions, restrictions, or limitations brought about by the application of Code sections 415 and 401(a)(17), reduced, but not below zero, by the fol amounts:

(1) the amount, if any, payable to the participant under the ExxonMobil Key Employee Supplemental Pension Plan, and

(2) the amount, if any, payable to the participant under the ExxonMobil Key Employee Additional Payments Plan that is not applied as an against the participant's benefit under the ExxonMobil Additional Payments Plan.

Where relevant, this computation is performed after taking into account any entitlement the participant may have under the Overseas Contr Annuity Plan. The resulting benefit is expressed in the form of a monthly five-year-certain and life annuity for the life of the participant commen the participant's age 65 ("Normal Retirement Age").

(B) Benefit Formula for Former Mobil Employee

The payments under this Plan for Former Mobil Employees who retire with eligibility for Incentive Pension Benefits under the ExxonMobil Add Payments Plan shall be the amounts determined under paragraph (1) below and, if applicable, paragraph (2) below.

(1) In General

The amount benefit determined under this paragraph (1) shall be the lesser of:

(a) the amount of the person's benefit otherwise determined under paragraph (A) above, or

(b) the excess if any of the person's Overall Benefit Objective as described in section 2.3(B) of the ExxonMobil Additional Paymen over the sum of the person's benefit under the ExxonMobil Pension Plan (including any Pre-Social Security Benefit) and the p Incentive Pension Benefit and Nonqualified PSSP Benefit, if any, as determined under the ExxonMobil Additional Payments Plan

expressed in the form of a monthly five-year-certain and life annuity for the life of the participant commencing at the participant's N Retirement Age.

(2) Nonqualified PSSP Benefits

The amount of a person's benefit determined under this paragraph (2) shall be the amount, if any, of any Nonqualified PSSP Benefit dete for such person under the terms of the ExxonMobil Additional Payments Plan.

2.2 Offsets for Other Pension Benefits

A person's benefit determined under section 2.1 shall be offset, but not below zero, by any benefit payable to the person under (A) an offsetting pension tha qualified under the terms of the U.S. Internal Revenue Code, (B) a separation payment offset, or (C) a non-U.S. governmental pension offset, as such ter defined under the ExxonMobil Pension Plan.

2.3 Plan Administrator Discretion

The procedure for calculating the benefit for former Mobil employees under section 2.1 above, and for determining the application of the offsets for other p benefits under section 2.2 above, shall be determined in the sole and exclusive discretion of the Plan Administrator.

3. Payment of Benefits

3.1 Timing of Payment

(A) In General

Except as provided in paragraph (B) or (C) below, payment of the benefit described in article 2 above shall occur as soon as practicable following t to occur of the following:

(1) the person's termination of employment or retirement from ExxonMobil;

(2) in the case of a person who, immediately prior to his or her termination or retirement, has a Classification Level of 36 or above Employee"), the six-month anniversary of the person's termination of employment or retirement;

(B) Retirement Prior to Age 55

In the case of a person who retires from ExxonMobil on account of long-term disability prior to the first of the month in which the person attains payment of the benefit described in article 2 above shall occur on the first of the month in which the person attains age 55, or as soon as prac thereafter.

(C) Termination Prior to Age 50

In the case of a person who terminates employment from ExxonMobil prior to the first of the month in which the person attains age 50, paymen benefit described in article 2 above shall occur on the first of the month in which the person attains age 50, or as soon as practicable thereafter.

3.2 Reduction for Early Commencement

If payments under this Plan commence prior to the month in which the person reaches Normal Retirement Age, they are reduced by applying the commencement factors specified under the Pension Plan for a benefit commencing at the person's then age.

3.3 Form of Payment

Payment of the benefit described in article 2 above shall be made in a lump sum that is the actuarial equivalent of the five-year-certain and life annuity cal under section 2.1(A) or 2.1(B)(1) or the actuarial equivalent of the PSSP benefit calculated under 2.1(B)(2). For this purpose, actuarial equivalence s determined by the Plan Administrator using the factors and procedures that are used for the calculation of the lump-sum payment option under the Pension P

3.4 Adjustment for Key Employees

If payment of a Key Employee's benefit is delayed for six months following termination or retirement because of the requirement set out in section 3. above, then instead of the lump-sum benefit calculated under section 3.3 above, the person shall receive a lump-sum benefit equal to the greater of the follov

(A) The lump-sum payment that would otherwise have been calculated for the person under section 3.3 above as if he were not a Key Employee, based payment date that would have applied to the individual if he were not a Key employee and on the actuarial factors applicable as of such date un ExxonMobil Pension Plan, plus interest for the period of delayed payment; or

(B) A lump-sum that is the actuarial equivalent of the person's five-year-certain and life annuity calculated as of the delayed payment date and us actuarial factors applicable as of the six-month anniversary of the person's retirement date.

Interest shall be credited under paragraph (A) above, at a rate equal to the Citibank prime lending rate in effect on the date the person separates from employ

4. Death Benefit

4.1 Benefits Payable On Account of Death

(A) In General

In the event a portion of a pension death benefit or a “career annuity subject to deferred commencement that commences by reason of death” that be payable under the terms of the Pension Plan on account of the death of a participant cannot be paid from the Pension Plan because of the applica Code sections 415 and 401(a)(17), a lump-sum death benefit of equivalent value shall be paid to the participant’s beneficiary (as determined under 4.2 below) under this Plan. For this purpose, equivalent value shall be determined by the Plan Administrator using the factors and procedures t used for the calculation of similar benefits under the Pension Plan.

(B) Excluded Benefits

Neither the Qualified Joint and Survivor Annuity payment option, nor the Surviving Spouse Annuity benefit, as such are provided for under the P Plan, are provided as benefits under this Plan.

4.2 Designation of Beneficiaries

(A) In General

A person may name one or more designated beneficiaries to receive the benefits payable under this Plan under section 4.1 above in the event person's death. Beneficiary designations shall be made in accordance with such procedures as the Plan Administrator may establish. Spousal co any designation is not required.

(B) Default Beneficiaries

(1) In General

If no specific designation is in effect, the deceased’s beneficiary is the person or persons in the first of the following classes of suc beneficiaries living at the time of death of the deceased:

(a) spouse;

(b) children who survive the participant or who die before the participant leaving children of their own who survive the participant;

(c) parents;

(d) brothers and sisters who survive the participant or who die before the participant leaving children of their own who surv participant.

If there are no members of any class of such beneficiaries, payment is made to the deceased's executors or administrators.

(2) Allocation among Default Beneficiaries

If the same class of beneficiaries under paragraph (1) above contains two or more persons, they share equally, with further subdivision equal shares as next provided. In class (b), where a child dies before the participant leaving children who survive the participant, such share is subdivided equally among those children. In class (d), where a brother or sister dies before the participant leaving children who s the participant, such brother or sister's share is subdivided equally among those children.

(3) Definitions

For purposes of this section 4.2, "child" means a person's son or daughter by legitimate blood relationship or legal adoption; "parent" m person's father or mother by legitimate blood relationship or legal adoption; "brother" or "sister" means another child of either or both parents.

5. Miscellaneous

5.1 Administration of Plan

The Plan Administrator shall be the Manager, Compensation, Benefit Plans and Policies, Human Resources Department, Exxon Mobil Corporation. Th Administrator shall have the right and authority to conclusively interpret this Plan for all purposes, including the determination of any person’s eligibi benefits hereunder and the resolution of any and all appeals relating to claims by participants or beneficiaries, with any such interpretation being conclusive participants and beneficiaries.

5.2 Nature of Payments

Payments provided under this Plan are considered general obligations of the Corporation.

5.3 Assignment or Alienation

Except as provided in section 5.5 below, payments provided under this Plan may not be assigned or otherwise alienated or pledged.

5.4 Amendment or Termination

The Corporation reserves the right to amend or terminate this Plan, in whole or in part, including the right at any time to reduce or eliminate any accrued b hereunder and to alter or amend the benefit formula set out herein.

5.5 Forfeiture of Benefits

No person shall be entitled to receive payments under this Plan and any payments received under this Plan shall be forfeited and returned if it is determined Corporation in its sole discretion, acting through its chief executive or such person or committee as the chief executive may designate, that a person oth entitled to a payment under this Plan or who has commenced receiving payments under this Plan:

(A) engaged in gross misconduct harmful to the Corporation,

(B) committed a criminal violation harmful to the Corporation,

(C) had concealed actions described in paragraph (A) or (B) above which would have brought about termination from employment thereby mak person ineligible for benefits under this Plan,

(D) separated from service prior to attaining Normal Retirement Age without having received from the Corporation or its delegatee prior written appro such termination, given in the sole discretion of the Corporation or its delegatee and in the context of recognition that benefits under this Plan wo be forfeited upon such termination, or

(E) had been terminated for cause.

KEY EMPLOYEE SUPPLEMENTAL PENSION PLAN

K1. Purpose

This Plan provides payments from the general assets of Exxon Mobil Corporation (“Corporation”) to those persons who, as of December 31, 1993,

(A) were classified at level 36 or above,

(B) were age 50 and above, and

(C) were participants in the Annuity Plan of Exxon Corporation (“Annuity Plan”) and who, because of the application of United States Internal R Code (“Code”) sections 415 and 401(a)(17), would have been precluded from receiving from Annuity Plan funded assets all the payments to whi would otherwise be entitled under the Annuity Plan's formula.

This Plan expresses the Corporation's commitment to provide such equivalent payments and sets forth the method for doing so.

K2. Benefits

K2.1 Benefit Formula

As to any participant eligible for payment under this Plan, the value of such payments shall be an amount that when added to the normal form amount tha have been paid to the participant from the Annuity Plan's qualified funded assets, produces a sum equal to the total normal form amount to which the part would have been entitled computed under the Annuity Plan formula applicable to that participant as of December 31, 1993, disregarding any redu restrictions, or limitations brought about by Code sections 415 and 401(a)(17). Where relevant, all computations will take into account any entitlem participant may have under the Overseas Contributory Annuity Plan. A participant in this Plan shall have a non-forfeitable right to this amount.

K2.2 Benefit Payable On Account of Death

(A) Death Benefit

In the event a pension death benefit is payable under the terms of the ExxonMobil Pension Plan (“Pension Plan”) on account of the death of a parti a death benefit shall be payable under this Plan equal to the lump-sum value of the benefit that would have been payable under section K2.1 abov participant if the participant had not died but had terminated employment and had elected to commence his or her benefit as of the date of death.

(B) Deferred Annuity Death Benefit

In the event a "Career Annuity subject to deferred commencement that commences by reason of death" is payable under the terms of the Pension I account of the death of a participant, a similar benefit shall be payable under this Plan based on the benefit that would have been payable under K2.1 above to the participant if the participant had not died.

(C) Calculation Methodology

The exact nature and amounts of any benefit payable under paragraph (A) or (B) shall be determined under a methodology established from time by the Plan Administrator.

(D) Excluded Benefits

Specifically excluded from coverage and entitlement under this Plan are:

(1) the legally mandated Qualified Joint and Survivor Annuity, and

(2) the right to elect a Surviving Spouse Annuity

as such are established for married participants in the Pension Plan.

K3. Beneficiaries

K3.1 Designation of Beneficiaries

A person entitled to receive benefits under this Plan may name one or more designated beneficiaries to receive the benefits payable under this Plan under K2.2 above in the event of the person's death in accordance with such procedures as the Plan Administrator may establish. Spousal consent to any designa not required.

K3.2 Default Beneficiaries

(A) In General

If no specific designation is in effect, the deceased's beneficiary is the person or persons in the first of the following classes of successive benef living at the time of death of the deceased:

(1) spouse;

(2) children who survive the participant or who die before the participant leaving children of their own who survive the participant;

(3) parents;

(4) brothers and sisters who survive the participant or who die before the participant leaving children of their own who survive the participant

If there are no members of any class of such beneficiaries, payment is made to the deceased's executors or administrators.

(B) Allocation among Default Beneficiaries

If the same class of beneficiaries under paragraph (A) above contains two or more persons, they share equally, with further subdivision of suc shares as next provided. In class (2), where a child dies before the participant leaving children who survive the participant, such child's share s subdivided equally among those children. In class (4), where a brother or sister dies before the participant leaving children who survive the part such brother or sister's share shall be subdivided equally among those children.

(C) Definitions

For purposes of this section K3.2, "child" means a person's son or daughter by legitimate blood relationship or legal adoption; "parent" means a p father or mother by legitimate blood relationship or legal adoption; "brother" or "sister" means another child of either or both of one's parents.

K4. Payment of Benefits

K4.1 Commencement of Benefits

(A) In General

Payments under this Plan occur at the same time as payments under the ExxonMobil Supplemental Pension Plan commence.

(B) Reduction for Early Commencement

If payments under this Plan commence prior to the month in which the person reaches age 65, they are reduced by applying the early commen factors for retirees set forth in the Pension Plan for a normal maturity age of 65. For all actuarial purposes, this monthly amount paid as a five-year life annuity is deemed the normal form amount.

K4.2 Form of Payment

Payments under this Plan shall be made in the form of a lump sum that is the actuarial equivalent of the five-year-certain and life annuity in which the norm of benefit is expressed. For this purpose, actuarial equivalency shall be determined by the Plan Administrator using the factors used for comparable determi under the Pension Plan.

K5. Miscellaneous

K5.1 Administration of Plan

The Plan Administrator shall be the Manager, Compensation, Benefit Plans and Policies, Human Resources Department, ExxonMobil Corporation. Tl Administrator shall have the right and authority to conclusively interpret this Plan for all purposes, including the determination of any person's eligibi benefits hereunder and the resolution of any and all appeals relating to claims by participants or beneficiaries, with any such interpretation being conclusive participants and beneficiaries.

K5.2 Nature of Payments

Payments provided under this Plan shall be considered general obligations of the Corporation.

K5.3 Assignment or Alienation

Payments provided under this Plan may not be assigned or otherwise alienated or pledged.

K5.4 Amendment or Termination

The Corporation reserves the right to amend or terminate this Plan, in whole or in part, so long as the amendment does not deprive any person of tl forfeitable right to benefits specifically granted in this Plan.

EXHIBIT 10(i

EXXONMOBIL ADDITIONAL PAYMENTS PLAN

1. Purpose

The purpose of this Plan is to provide additional payments from the general assets of Exxon Mobil Corporation (the "Corporation") to certain persons. The benefits p under this Plan consist of two types of pension benefits and a disability benefit. The first pension benefit is a benefit based upon the person's final average in compensation ("Incentive Pension Benefit"). The second pension benefit restores certain benefits that are accrued under a pension plan sponsored by a non-U.S. affi the Corporation but which are not paid ("Overseas Makeup Benefit"). The disability benefit is based on incentive compensation and is paid in the event of a lor disability ("Disability Benefit").

2. Incentive Pension Benefits

2.1 Eligibility

A person is eligible to receive Incentive Pension Benefits only if the person satisfies at either of the following requirements:

(A) the person becomes a retiree within the meaning of the ExxonMobil Common Provisions ("retiree"); or

(B) in the case of an individual who after terminating employment from the Corporation or any of its affiliates continues employment with Infineur Inc. or one of its affiliates (collectively, "Infineum"), becomes a qualified plans retiree within the meaning of the ExxonMobil Common Pro ("qualified plans retiree").

2.2 Benefit Formula

(A) In General

Except as provided in section 2.3 below with respect to former Mobil employees, as defined in the ExxonMobil Common Provisions ("Former Employees"), the amount of a person's Incentive Pension Benefit is determined by multiplying 1.6% of the person's final average incentive compe by the person's years of pensionable service as determined under the ExxonMobil Pension Plan (reduced, but not below zero, by the equivalent am any, determined with respect to the person under the ExxonMobil Key Employee Additional Payments Plan), and dividing the amount so deri twelve. The amount so derived is expressed in the form of a monthly five-year certain and life annuity for the life of the person commencing person's age 65 ("Normal Retirement Age").

(B) Final Average Incentive Compensation

For the purposes of paragraph (A) above, a person's "final average incentive compensation" shall be determined in accordance with this paragraph (

(1) Calculation

(a) In General

If a person's eligibility for Incentive Pension Benefits arises from section 2.1(A) above, the person's final average in compensation is the average of the person's three highest annual bonus awards (including awards of zero, if any) under the Corpo Incentive Programs awarded on any of the five most recent annual award dates immediately preceding the person's termina employment.

(b) Corporate Acquisitions

For purposes of applying paragraph (A) above to a person who commences employment with the Corporation or one of its affil connection with a corporate acquisition, incentive compensation paid by the person's former employer that is the equivalent of awards payable under the Corporation's Incentive Program may be taken into account as determined by the management Corporation in its sole discretion. Management shall have the discretion to exclude any and all prior employer compensat purposes of this paragraph (b).

(2) Infineum Participants

If a person's eligibility for Incentive Pension Benefits arises from Section 2.1(B) above, the person's final average incentive compensatio sum of the three highest annual bonus awards under the Corporation's Incentive Programs, if any, during the five-year period immediatel to the person's termination of employment from Infineum, divided by three.

(3) Annual Bonus Award

(a) Items Used in Calculation

For purposes of this paragraph (B), in determining the amount of a person's annual bonus award, only awards granted under the term incentive part of the Incentive Programs as cash and bonus units are considered.

(b) Item Excluded From Calculation

For purposes of this paragraph (B), in determining the amount of a person's annual bonus award, an award to a person character the granting authority as a special one-time bonus is disregarded, unless deemed specifically includable by the granting authorit time of grant.

(c) Calculation of Annual Bonus Award

If an annual bonus award is granted as bonus units, the maximum settlement value obtainable at the time of the grant shall be calculating the value of the award.

2.3 Benefit Formula for Former Mobil Employee

(A) In General

Incentive Pension Benefits for Former Mobil Employees who retire with eligibility for Incentive Pension Benefits under section 2.1 above s determined under this section 2.3. The amount of a person's Incentive Pension Benefit calculated under this section 2.3 is the smaller of

(1) the amount of the person's Incentive Pension Benefit otherwise determined under section 2.2 above based on all of the person's pens service under the ExxonMobil Pension Plan, or

(2) the amount determined by first calculating the person's Overall Benefit Objective under paragraph (B) below, then subtracting therefr person's Qualified Benefit Objective calculated under paragraph (C) below and the person's nonqualified PSSP benefit, if any, determined paragraph (D) below.

The resulting amount is expressed as a monthly five-year certain and life annuity for the life of the person commencing at the person's Normal Reti Age.

(B) Overall Benefit Objective

(1) In General

A person's Overall Benefit Objective is the greater of

(a) the sum of the person's Mobil Benefit described in paragraph (2) below and the person's Post-Mobil Benefit described in paragr below, or

(b) the person's Overall ExxonMobil Benefit described in paragraph (4) below.

(2) Mobil Benefit

A person's Mobil Benefit is the person's accrued benefit under the Retirement Plan of Mobil Oil Corporation and the Supplemental Pensi Annuity Program of Mobil Oil Corporation up through the date the person becomes a participant in the ExxonMobil Pension Plan, ba service and compensation up through the date the person becomes a participant in the ExxonMobil Pension Plan.

(3) Post-Mobil Benefit

A person's Post-Mobil Benefit is the person's accrued benefit described in paragraph (4) below based only on the person's pensionable after the person becomes a participant in the ExxonMobil Pension Plan.

(4) Overall ExxonMobil Benefit

A person's Overall ExxonMobil Benefit is the sum of

(a) the person's accrued benefit under the ExxonMobil Pension Plan (including the Pre-Social Security Pension benefit) witho application of the limits under Code section 415 or 401(a)(17), and

(b) the amount of the person's Incentive Pension Benefit otherwise determined under section 2.2 above,

based on all of the person's pensionable service under the ExxonMobil Pension Plan.

(5) Rules for Calculation

In calculating a person's Mobil Benefit, Post-Mobil Benefit and Overall ExxonMobil Benefit, the Plan administrator shall apply rules sir those contained in section 2.7 of the ExxonMobil Pension Plan for purposes of calculating the person's frozen Mobil benefit, post-Mobil l and ExxonMobil benefit, respectively.

(C) Qualified Benefit Objective

A person's Qualified Benefit Objective is the person's accrued benefit under the ExxonMobil Pension Plan, including the person's Pre-Social S Pension.

(D) Nonqualified PSSP Benefit

A person's Nonqualified PSSP Benefit is the excess, if any, of

(1) the amount of the person's Pre-Social Security Pension benefit calculated in connection with the person's Overall Benefit Objective paragraph (B) above, over

(2) the amount of the person's Pre-Social Security Pension benefit or the equivalent thereof under Part 2 of the ExxonMobil Pension Plan cal in connection with the person's Qualified Benefit Objective under paragraph (C) above.

(E) Plan Administrator Discretion

The procedure for calculating the Incentive Pension Benefit for former Mobil employees under this section 2.3, including the calculation of the comparisons, offsets and reductions, shall be determined in the sole and exclusive discretion of the Plan Administrator. To the extent applicable, t Administrator shall follow the procedures established under the ExxonMobil Pension Plan for performing similar benefit calculations.

2.4 Offset for Similar Benefits

If a participant under this Plan is also entitled to payments comparable to the Incentive Pension Benefit for any portion of the same years of pensionable under a plan of a service-oriented employer, as defined in the ExxonMobil Common Provisions, other than the Corporation, the amount of the Incentive Benefit is reduced by the respective amount of such comparable payments. In any given case, the Plan Administrator may determine the precise amount offset and if a conversion of currency computation is required, may follow the process established under the ExxonMobil Pension Plan.

2.5 Lapse of Incentive Pension Benefit

The portion of any Incentive Pension Benefit deriving from a provisionally granted bonus that is subsequently annulled lapses as of the date of such annulm

3. Overseas Makeup Benefit

3.1 Eligibility

A person is eligible to receive an Overseas Makeup Benefit if the following conditions are met as determined by the Plan Administrator:

(A) the person accrues a benefit under a pension plan ("non-U.S. plan") sponsored by a non-U.S. affiliate of the Corporation;

(B) the person terminates active participation in the non-U.S. plan and simultaneously becomes a participant in the ExxonMobil Pension Plan or pred plan;

(C) as a result of terminating active participant status under the non-U.S. plan, the person loses eligibility for all or a portion of the benefit under the n plan accrued prior to termination; and

(D) the amount of the lost benefit is not provided under the terms of the ExxonMobil Pension Plan, the ExxonMobil Supplemental Pension Plan, or oth under this Plan.

3.2 Benefit Formula

The amount of the Overseas Makeup Benefit is the amount, expressed as a monthly benefit in the form of a five-year certain and life annuity, that is the a equivalent of the lost benefit under the non-U.S. plan. Such amount shall be conclusively determined by the Plan Administrator.

4. Payment of Pension Benefits

4.1 Timing of Payment

(A) In General

Except as provided under paragraph (B) below, payment of a person's Incentive Pension Benefit and, if applicable, Overseas Makeup Benefit sha as soon as practicable following the later to occur of the following:

(1) The person's retirement from ExxonMobil; or

(2) In the case of a person who, immediately prior to his or her retirement, has a Classification Level of 36 or above ("Key Employee"), month anniversary of the person's retirement.

(B) Exception for Disability Retirees

In the case of a person who retires with eligibility for Disability Benefits under article 6 below prior to the first of the month in which the person age 55, payment of such benefit shall occur as of the first of the month in which the person attains age 55, or as soon as practicable thereafter.

4.2 Reduction for Early Commencement

If a payment under section 4.1 above occurs prior to the month in which the person reaches Normal Retirement Age, it is reduced by applying th commencement factors specified under the ExxonMobil Pension Plan for a benefit commencing at the person's then age.

4.3 Form of Payment

Payment of a person's Incentive Pension Benefit or Overseas Makeup Benefit shall be made in a lump sum that is the actuarial equivalent of the five-year- and life annuity. For this purpose, actuarial equivalence shall be determined by the Plan Administrator using the factors and procedures that are used calculation of the lump-sum payment option under the ExxonMobil Pension Plan.

4.4 Adjustment for Key Employees

If payment of a Key Employee's Incentive Pension Benefit and/or Overseas Makeup Benefit is delayed for six months following retirement because requirement set out in section 4.1(A)(2) above, then instead of the lump-sum benefit calculated under section 4.3 above, the person shall receive a lun benefit equal to the greater of the following:

(A) The lump-sum payment that would otherwise have been calculated for the person under section 4.3 above as if he were not a Key Employee, based payment date that would have applied to the individual if he were not a Key employee and on the actuarial factors applicable as of such date un ExxonMobil Pension Plan, plus interest for the period of delayed payment; or

(B) A lump-sum that is the actuarial equivalent of the person's five-year-certain and life annuity calculated as of the delayed payment date and us actuarial factors applicable as of the six-month anniversary of the person's retirement date.

Interest shall be credited under paragraph (A) above, at a rate equal to the Citibank prime lending rate in effect on the date the person separates from employ

5. Death Benefit

5.1 In General

If a person dies who, at the time of his death,

(A) is an active employee with 15 or more years of Benefit Plan Service, as determined under the ExxonMobil Common Provisions, or

(B) had retired with eligibility for an Incentive Pension Benefit and/or a Overseas Makeup Benefit and had not received such benefit, a lump-sun benefit shall be payable to the person's beneficiary (as determined under section 5.2 below). The death benefit payable to the person's beneficiary s the lump-sum equivalent value of the amount of the Pension Benefit and Overseas Makeup Benefit to which the person was or would have been e For this purpose, equivalent value shall be determined by the Plan Administrator using the factors and procedures that are used for the calcula similar benefits under the ExxonMobil Pension Plan.

5.2 Designation of Beneficiaries

(A) In General

A person may name one or more designated beneficiaries to receive payment of the death benefits payable under section 5.1 above in the event person's death. Beneficiary designations shall be made in accordance with such procedures as the Plan Administrator may establish. Spousal cor any such designation is not required.

(B) Default Beneficiaries

(1) In General

If no specific designation is in effect, the deceased's beneficiary is the person or persons in the first of the following classes of suc beneficiaries living at the time of death of the deceased:

(a) spouse;

(b) children who survive the deceased or who die before the deceased leaving children of their own who survive the deceased;

(c) parents;

(d) brothers and sisters who survive the deceased or who die before the deceased leaving children of their own who survive the dece

If there are no members of any class of such beneficiaries, payment is made to the deceased's executors or administrators.

(2) Allocation Among Default Beneficiaries

If the same class of beneficiaries under paragraph (1) above contains two or more persons, they share equally, with further subdivision o equal shares as next provided. In class (b), where a child dies before the deceased leaving children who survive the deceased, such child' is subdivided equally among those children. In class (d), where a brother or sister dies before the deceased leaving children who surv deceased, such brother or sister's share is subdivided equally among those children.

(3) Definitions

For purposes of this section 5.4, "child" means a person's son or daughter by legitimate blood relationship or legal adoption; "parent" m person's father or mother by legitimate blood relationship or legal adoption; "brother" or "sister" means another child of either or both o parents.

6. Disability Benefit

6.1 Nature of Disability Benefits

The benefits provided under this article 6 (“Disability Benefits”) are in the nature of long-term disability benefits, payable on account of and for the durati person’s incapacity on account of disability. These Disability Benefits are intended to qualify as employee welfare benefits under ERISA and as “disabilit under section 409A of the Internal Revenue Code and its supporting regulations, thereby being exempt from the scope and application of section 409A.

6.2 Payment of Disability Benefit

If a person who becomes a retiree also becomes entitled to long-term disability benefits under the ExxonMobil Disability Plan, the person shall receive m Disability Benefits under this Plan. Such Disability Benefits shall commence at the time the person commences long-term disability benefits und ExxonMobil Disability Plan and shall continue as long as entitlement to long-term disability or transition benefits under such plan continues.

6.3 Benefit Formula

(A) In General

The amount of each monthly Disability Benefit payable to a person is determined by dividing one-half of the person’s final average inc compensation, determined under section 2.2(B) above, by 12 and deducting therefrom the offset described in paragraph (B) below.

(B) Offset

Commencing with the month in which a person’s Incentive Pension Benefit is paid, the amount of the person’s monthly Disability Benefit s reduced by the monthly amount of the person’s Incentive Pension Benefit and/or Overseas Makeup Benefit (expressed as a five-year-certain a annuity). In the case of a Key Employee, the offset provided under this paragraph (B) shall be applied beginning with the month his or her In Pension Benefit would have been paid if he or she were not a Key Employee.

6.4 Offset for Similar Benefit

If a person receiving Disability Benefits hereunder is also entitled to comparable payments under a plan of a service-oriented employer (as defined ExxonMobil Common Provisions) other than the Corporation under circumstances where the Plan Administrator determines that such benefits are duplica the Disability Benefits payable hereunder, then such Disability Benefits shall be reduced by the amount of such comparable payment. In any given case, th Administrator may determine the precise amount of this offset and if a conversion of currency computation is required, may follow the process establishec the ExxonMobil Pension Plan.

6.5 Disability Death Benefit

(A) Death During Employment

If a person dies as an active employee with 15 or more years of Benefit Plan Service, as determined under the ExxonMobil Common Provisions, t person’s beneficiary (as determined under section 5.2 above) shall receive a disability death benefit equal to the present value of 60 monthly instal of the person’s Disability Benefit, calculated as if the person had become eligible for Disability Benefit payments on the day prior to death. For pu of this paragraph (A), the value of the person’s Disability Benefit installments shall be determined by applying the offset under section 6.3(B) above as if the person's Incentive Pension Benefit and/or Overseas Makeup Benefit were p at the time of death.

(B) Death After Commencement of Disability Retirement Payments

If a person dies while receiving Disability Benefits under this article 6 but before the receipt of 60 monthly installments, the person's benefici determined under section 5.2 above) shall receive the lump-sum equivalent value of the remaining 60 monthly installments. If at the time of de person's Incentive Pension Benefit had not been paid, then the value of the person's remaining Disability Benefit installments shall be determi applying the offset under section 6.3(B) above as if the person's Incentive Pension Benefit and/or Overseas Makeup Benefit were paid at the t death.

7. Miscellaneous

7.1 Plan Administrator

The Plan Administrator shall be the Manager, Compensation, Benefit Plans and Policies, Human Resources Department, Exxon Mobil Corporation. Th Administrator shall have the right and authority to conclusively interpret this Plan for all purposes, including the determination of any person's eligibi benefits hereunder and the resolution of any and all appeals relating to claims by participants or beneficiaries, with any such interpretation being conclusive participants and beneficiaries.

7.2 Nature of Payments

Payments provided under this Plan are considered general obligations of the Corporation.

7.3 Assignment or Alienation

Except as provided in section 7.5 below, payments provided under this Plan may not be assigned or otherwise alienated or pledged.

7.4 Amendment or Termination

The Corporation reserves the right to amend or terminate this Plan, in whole or in part, including the right at any time to reduce or eliminate any accrued b hereunder and to alter or amend the benefit formula set out herein.

7.5 Forfeiture Of Benefits

No person shall be entitled to receive payments under this Plan, and any payments received under this Plan shall be forfeited and returned, if it is determined Corporation in its sole discretion, acting through its chief executive or such person or committee as the chief executive may designate, that a person oth entitled to a payment under this Plan or who has commenced receiving payments under this Plan:

(A) engaged in gross misconduct harmful to the Corporation,

(B) committed a criminal violation harmful to the Corporation,

(C) had concealed actions described in (A) or (B) above which would have brought about termination from employment thereby making the person ine for benefits under this Plan,

(D) separated from service prior to attaining Normal Retirement Age without having received from the Corporation or its delegatee prior written appro such termination, given in the sole discretion of the Corporation or its delegatee and in the context of recognition that benefits under this Plan wo be forfeited upon such termination, or

(E) had been terminated for cause.

EXHIBIT 10(

2004 NON-EMPLOYEE DIRECTOR RESTRICTED STOCK PLAN

I. Purposes

This Plan is intended to help the Corporation attract and retain highly qualified individuals to serve as non-employee directors of the Corporation and to align furt interests of the non-employee directors with the interests of the Corporation's shareholders by paying a substantial portion of non-employee director compensatio form of restricted stock or restricted stock units.

II. Definitions

The following definitions apply:

(1) "Administrator" means the Secretary of the Corporation.

(2) "Award" means a grant of restricted stock or restricted stock units under this Plan.

(3) "Board" means the Board of Directors of the Corporation.

(4) "Corporation" means Exxon Mobil Corporation, a New Jersey corporation, or its successors.

(5) "Non-employee director" means any member of the Board who is not an employee of the Corporation or any affiliate of the Corporation.

(6) "Participant" means each non-employee director to whom an award is granted under this Plan.

(7) "Plan" means this Exxon Mobil Corporation 2004 Non-Employee Director Restricted Stock Plan, as it may be amended from time to time.

(8) "Restricted period" means the period of time an award is subject to restrictions as set forth in Section VII.

(9) "Restricted stock" means shares granted under this Plan subject to restrictions on transfer and potential forfeiture during the applicable restricted period.

(10) "Restricted stock unit" means a stock unit granted under this Plan with a value equal to the value of a share and subject to restrictions on transfer and p forfeiture during the applicable restricted period.

(11) "Retirement age" means the age after which a non-employee director is no longer eligible to stand for election in accordance with the Corporation's Co Governance Guidelines.

(12) "Share" means a share of common stock of the Corporation, no par value.

III. Administration

The Board has ultimate authority to administer this Plan, including authority to grant or amend awards; to determine, subject to the limitations contained in this P terms and conditions of awards; and to construe and interpret Plan provisions. Subject to the oversight of the Board, the administrator has authority to establish pro and forms, and to take other actions assigned to the administrator under this Plan.

IV. Effective Date; Term

This Plan will become effective when approved by the shareholders of the Corporation and will terminate when there are no longer any outstanding awards under the

V. Available Shares

(1) The maximum number of shares issued pursuant to awards under this Plan may not exceed 1,000,000.

(2) If an award is forfeited, the shares subject to that award will not be considered to have been issued and will not count against the Plan maximum under cla of this Section.

VI. Grants of Awards; Eligibility

Subject to the terms and conditions of this Plan, the Board may grant restricted stock or restricted stock units under this Plan at such times, in such amounts, and upo terms and conditions as the Board determines. The Board may establish standing resolutions for this purpose. Awards under this Plan may only be made to a perso at the time of grant, is serving as a non-employee director.

VII. Restrictions on Transfer; Forfeiture

(1) Unless the Board specifies otherwise in an award, the restricted period for an award under this Plan will commence on the date the award is granted a expire on the earliest to occur of the following:

(a) the participant leaves the Board after reaching retirement age;

(b) the participant leaves the Board before reaching retirement age and the Board, with the participant abstaining, votes to lift the restrictions participant's awards; or

(c) the participant dies.

(2) During the restricted period, awards may not be sold, assigned, transferred, pledged, or otherwise disposed of or encumbered. The designation of a bene pursuant to Section XII will not be considered a disposition or encumbrance for this purpose.

(3) If the participant ceases to be a member of the Board and the restricted period for the participant's awards does not expire as provided in paragraph (1) Section, all the participant's awards under this Plan will be forfeited and all right, title, and interest of the participant to receive any shares or amounts in con with such awards will terminate without further obligation on the part of the Corporation.

VIII. Shareholder Status; Dividends and Dividend Equivalents

(1) During the restricted period, a participant to whom restricted stock is issued will have customary rights of a shareholder with respect to such shares, includ rights to vote the shares and receive cash dividends (subject to the applicable restrictions on transfer and events of forfeiture). Cash dividends on restricte will be paid currently or, if the Board so determines, reinvested in additional shares of restricted stock.

(2) During the restricted period, a participant to whom restricted stock units are credited will not be a shareholder of the Corporation with respect to such However, the Corporation will credit each restricted stock unit with dividend equivalents corresponding in amount and timing to cash dividends that wo payable with respect to an outstanding share. Dividend equivalents will be paid currently or, if the Board so determines, will be deemed to be reinve additional restricted stock units.

IX. Form of Awards

(1) During the restricted period, shares of restricted stock will be registered in the name of the participant but will be held by or on behalf of the Corpora certificate or book-entry form as the administrator determines. Each participant agrees by accepting an award of restricted stock that the Corporation ma stop transfer instructions to its transfer agent or custodian with respect to the restricted stock and that, during the restricted period, any restricted stock is certificate form may bear an appropriate legend noting the restrictions, risk of forfeiture, and other conditions. If required by the administrator, awards of re stock may be subject to execution by the participant of a stock power with respect to such shares in favor of the Corporation.

(2) During the restricted period, restricted stock units will be evidenced by book-entry credits in records maintained by or on behalf of the Corporation. Re stock units will represent only an unfunded and unsecured contractual right to receive shares or cash, if any, payable in settlement of the award.

X. Settlement of Awards

(1) If and when the restricted period expires with respect to an award of restricted stock, the Corporation will, subject to Section XIII, deliver shares free of res to or for the account of the participant, or the participant's estate, or designated beneficiary, if applicable.

(2) Restricted stock units will be settled in shares or, if so provided in the award, in cash. If and when the restricted period expires with respect to an av restricted stock units, the Corporation will, subject to Section XIII, deliver one share free of restriction or pay an amount in cash equal to the fair market v one share in settlement of each unit to or for the account of the participant, or the participant's estate, or designated beneficiary, if applicable.

(3) Shares will be delivered in certificate or book-entry form and cash (including dividends or dividend equivalents) will be paid by check, wire transfer, o deposit, in each case in accordance with the procedures of the administrator in effect at the time.

(4) The issuance or delivery of any shares may be postponed by the Corporation for such period as may in the determination of the administrator be requ comply with any applicable requirements under the federal securities laws (including, without limitation, the exemptions provided in Rule 16b-3 un Securities Exchange Act of 1934), any applicable listing requirements of any national securities exchange, or any other requirements or exemptions applic the issuance or delivery of such shares. The Corporation will not be obligated to issue or deliver any shares if the issuance or delivery would constitute a vi of any provision of any law or of any regulation of any governmental authority or any national securities exchange.

XI. Change in Capitalization; Adjustments

If a stock split, stock dividend, merger, or other relevant change in capitalization occurs, the administrator will adjust the terms of outstanding awards, includ number of restricted stock units credited to a participant's account or the securities issuable in settlement of such units, as well as the maximum number of shares i under Section V, as appropriate to prevent dilution or enlargement of the rights of non-employee directors under this Plan. Any new shares or securities issued with to outstanding restricted stock will be delivered to and held by or on behalf of the Corporation, and will be subject to the same provisions, restrictions, and requirem such restricted stock.

XII. Beneficiary Designation

Participants may designate a beneficiary to whom shares or cash in settlement of outstanding awards under this Plan may be delivered or paid on the death participant, *provided* that such designation will only be given effect if the designation is expressly authorized as a non-testamentary transfer under applicable l descent and distribution as determined by the administrator. Beneficiary designations will be subject to such forms, requirements, and procedures as the administrat establish.

XIII. Withholding Taxes

The Corporation has the right, in its sole discretion, to deduct or withhold at any time shares or cash subject to or otherwise deliverable or payable in connection award (including cash payable as dividends or dividend equivalents) as may in the determination of the administrator be necessary to satisfy any required withhol similar taxes with respect to such awards. Withheld shares may be retained by the Corporation or sold on behalf of the participant.

XIV. Amendments to the Plan; Shareholder Approval

(1) The Board may from time to time amend or cease granting awards under this Plan; *provided* that approval of the shareholders of the Corporation will be r for any amendment:

(a) To increase the total number of shares issuable under the Plan under Section V (except for adjustments under Section XI); or

(b) That would otherwise constitute a "material revision" within the meaning of applicable rules of the New York Stock Exchange in effect at the time.

(2) An amendment of this Plan will, unless the amendment provides otherwise, be immediately and automatically effective for all outstanding awards.

(3) The Board may also amend any outstanding award under this Plan, provided the award, as amended, contains only such terms and conditions as wo permitted or required for a new award under this Plan.

XV. General Provisions

(1) Shares subject to awards under this Plan may either be authorized but unissued shares or previously issued shares that have been reacquired by the Corporat

(2) The administrator is authorized to establish forms of agreement between the Corporation and each participant to evidence awards under this Plan, and to execution of such agreements as a condition to a participant's receipt of an award.

(3) The grant of an award under this Plan does not give a participant any right to remain a director of the Corporation.

(4) This Plan will be governed by the laws of the State of New York and the United States of America, without regard to any conflict of law rules.

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EXXON MOBIL CORPORATION

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

	Years Ended December 31,			
	2013	**2012**	**2011**	**2010**
		(millions of dollars)		
Income from continuing operations attributable to ExxonMobil	32,580	44,880	41,060	30,460
Excess/(shortfall) of dividends over earnings of affiliates accounted for by the equity method	3	(1,157)	(273)	(596)
Provision for income taxes	24,263	31,045	31,051	21,561
Capitalized interest	148	(67)	(159)	(126)
Noncontrolling interests in earnings of consolidated subsidiaries	868	2,801	1,146	938
	57,862	77,502	72,825	52,237
Fixed Charges:				
Interest expense - borrowings	137	117	77	28
Capitalized interest	309	506	593	532
Rental cost representative of interest factor	612	640	721	709
	1,058	1,263	1,391	1,269
Total adjusted earnings available for payment of fixed charges	58,920	78,765	74,216	53,506
Number of times fixed charges are earned	55.7	62.4	53.4	42.2

CODE OF ETHICS AND BUSINESS CONDUCT

Ethics Policy

The policy of Exxon Mobil Corporation is to comply with all governmental laws, rules, and regulations applicable to its business.

The Corporation's Ethics policy does not stop there. Even where the law is permissive, the Corporation chooses the course of highest integrity. Local customs, tra and mores differ from place to place, and this must be recognized. But honesty is not subject to criticism in any culture. Shades of dishonesty simply invite demor and reprehensible judgments. A well-founded reputation for scrupulous dealing is itself a priceless corporate asset.

The Corporation cares how results are obtained, not just that they are obtained. Directors, officers, and employees should deal fairly with each other and w Corporation's suppliers, customers, competitors, and other third parties.

The Corporation expects compliance with its standard of integrity throughout the organization and will not tolerate employees who achieve results at the cost of viola law or who deal unscrupulously. The Corporation's directors and officers support, and expect the Corporation's employees to support, any employee who passes opportunity or advantage that would sacrifice ethical standards.

It is the Corporation's policy that all transactions will be accurately reflected in its books and records. This, of course, means that falsification of books and records a creation or maintenance of any off-the-record bank accounts are strictly prohibited. Employees are expected to record all transactions accurately in the Corporation's and records, and to be honest and forthcoming with the Corporation's internal and independent auditors.

The Corporation expects candor from employees at all levels and adherence to its policies and internal controls. One harm which results when employees c information from higher management or the auditors is that other employees think they are being given a signal that the Corporation's policies and internal controls ignored when they are inconvenient. That can result in corruption and demoralization of an organization. The Corporation's system of management will not work v honesty, including honest bookkeeping, honest budget proposals, and honest economic evaluation of projects.

It is the Corporation's policy to make full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with the United Securities and Exchange Commission, and in other public communications. All employees are responsible for reporting material information known to them to management so that the information will be available to senior executives responsible for making disclosure decisions.

Conflicts of Interest Policy

It is the policy of Exxon Mobil Corporation that directors, officers, and employees are expected to avoid any actual or apparent conflict between their own personal in and the interests of the Corporation. A conflict of interest can arise when a director, officer, or employee takes actions or has personal interests that may interfere v or her objective and effective performance of work for the Corporation. For example, directors, officers, and employees are expected to avoid actual or apparent con dealings with suppliers, customers, competitors, and other third parties. Directors, officers, and employees are expected to refrain from taking for themselves oppor discovered through their use of corporate assets or through their positions with the Corporation. Directors, officers, and employees are expected to avoid se transactions based on material, nonpublic information learned through their positions with the Corporation. Directors, officers, and employees are expected to refrai competing with the Corporation.

Corporate Assets Policy

It is the policy of Exxon Mobil Corporation that directors, officers, and employees are expected to protect the assets of the Corporation and use them efficiently to a the interests of the Corporation. Those assets include tangible assets and intangible assets, such as confidential information of the Corporation. No director, off employee should use or disclose at any time during or subsequent to employment or other service to the Corporation, without proper authority or mandate, confi information obtained from any source in the course of the Corporation's business. Examples of confidential information include nonpublic information abo Corporation's plans, earnings, financial forecasts, business forecasts, discoveries, competitive bids, technologies, and personnel.

Directorships Policy

It is the policy of Exxon Mobil Corporation to restrict the holding by officers and employees of directorships in nonaffiliated, for-profit organizations and to proh acceptance by any officer or employee of such directorships that would involve a conflict of interest with, or interfere with, the discharge of the officer's or emp duties to the Corporation. Any officer or employee may hold directorships in nonaffiliated, nonprofit organizations, unless such directorships would involve a con interest with, or interfere with, the discharge of the officer's or employee's duties to the Corporation, or obligate the Corporation to provide support to the nonaff nonprofit organizations. Officers and employees may serve as directors of affiliated companies and such service may be part of their normal work assignments.

All directorships in public companies held by directors of the Corporation are subject to review and approval by the Board of Directors of the Corporation. In a cases, directorships in nonaffiliated, for-profit organizations are subject to review and approval by the management of the Corporation, as directed by the Chairman.

Procedures and Open Door Communication

Exxon Mobil Corporation encourages employees to ask questions, voice concerns, and make appropriate suggestions regarding the business practices of the Corpo Employees are expected to report promptly to management suspected violations of law, the Corporation's policies, and the Corporation's internal controls, management can take appropriate corrective action. The Corporation promptly investigates reports of suspected violations of law, policies, and internal control proce

Management is ultimately responsible for the investigation of and appropriate response to reports of suspected violations of law, policies, and internal control proc Internal Audit has primary responsibility for investigating violations of the Corporation's internal controls, with assistance from others, depending on the subject m the inquiry. The persons who investigate suspected violations are expected to exercise independent and objective judgment.

Normally, an employee should discuss such matters with the employee's immediate supervisor. Each supervisor is expected to be available to subordinates for that pu If an employee is dissatisfied following review with the employee's immediate supervisor, that employee is encouraged to request further reviews, in the presence supervisor or otherwise. Reviews should continue to the level of management appropriate to resolve the issue.

Depending on the subject matter of the question, concern, or suggestion, each employee has access to alternative channels of communication, for example, the Cont Department; Internal Audit; the Human Resources Department; the Law Department; the Safety, Health and Environment Department; the Security Department; a Treasurer's Department.

Suspected violations of law or the Corporation's policies involving a director or executive officer, as well as any concern regarding questionable accounting or a matters, should be referred directly to the General Auditor of the Corporation. The Board Affairs Committee of the Board of Directors of the Corporation will i review all issues involving directors or executive officers, and will then refer all such issues to the Board of Directors of the Corporation.

Employees may also address communications to individual nonemployee directors or to the nonemployee directors as a group by writing them at Exxon Mobil Corpo 5959 Las Colinas Boulevard, Irving, Texas 75039, U.S.A., or such other addresses as the Corporation may designate and publish from time to time.

Employees wishing to make complaints without identifying themselves may do so by telephoning 1-800-963-9966 or 1-972-444-1990, or by writing the Global S Manager, Exxon Mobil Corporation, P.O. Box 142106, Irving, Texas 75014, U.S.A., or such other telephone numbers and addresses as the Corporation may design publish from time to time. All complaints to those telephone numbers and addresses concerning accounting, internal accounting controls, or auditing matters referred to the Audit Committee of the Board of Directors of the Corporation.

All persons responding to employees' questions, concerns, complaints, and suggestions are expected to use appropriate discretion regarding anonymity and confide although the preservation of anonymity and confidentiality may or may not be practical, depending on the circumstances. For example, investigations of sig complaints typically necessitate revealing to others information about the complaint and complainant. Similarly, disclosure can result from government investigatio litigation.

No action may be taken or threatened against any employee for asking questions, voicing concerns, or making complaints or suggestions in conformity with the pro described above, unless the employee acts with willful disregard of the truth.

Failure to behave honestly, and failure to comply with law, the Corporation's policies, and the Corporation's internal controls may result in disciplinary action, up including separation.

No one in the Corporation has the authority to make exceptions or grant waivers to the Corporation's foundation policies. It is recognized that there will be question the application of the policies to specific activities and situations. In cases of doubt, directors, officers, and employees are expected to seek clarification and guida those instances where the Corporation, after review, approves an activity or situation, the Corporation is not granting an exception or waiver but is determining that no policy violation. If the Corporation determines that there is or would be a policy violation, appropriate action is taken.

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Subsidiaries of the Registrant (1), (2) and (3) – at December 31, 2013

	Percentage of Voting Securities Owned Directly or Indirectly by Registrant	State or Country of Organizati
Abu Dhabi Petroleum Company Limited (5)	23.75	United Kingdom
Aera Energy LLC (5)	48.2	California
AKG Marketing Company Limited	87.5	Bahamas
Al-Jubail Petrochemical Company (4) (5)	50	Saudi Arabia
Ampolex (CEPU) Pte Ltd	100	Singapore
Ancon Insurance Company, Inc.	100	Vermont
Barnett Gathering, LLC	100	Texas
Barzan Gas Company Limited (5)	7	Qatar
BEB Erdgas und Erdoel GmbH & Co. KG (4) (5)	50	Germany
Cameroon Oil Transportation Company S.A. (5)	41.06	Cameroon
Canada Imperial Oil Limited	69.6	Canada
Caspian Pipeline Consortium (5)	7.5	Russia/Kazakhstan
Castle Peak Power Company Limited (5)	60	Hong Kong
Chalmette Refining, LLC (4) (5)	50	Delaware
Cross Timbers Energy, LLC (4) (5)	50	Delaware
Cross Timbers Energy Services, Inc.	100	Texas
Ellora Energy Inc.	100	Delaware
Esso Australia Resources Pty Ltd	100	Australia
Esso Caribbean Inc.	100	Delaware
Esso Deutschland GmbH	100	Germany
Esso Erdgas Beteiligungsgesellschaft mbH	100	Germany
Esso Exploration and Production Chad Inc.	100	Bahamas
Esso Exploration and Production Nigeria (Deepwater) Limited	100	Nigeria
Esso Exploration and Production Nigeria (Offshore East) Limited	100	Nigeria
Esso Exploration and Production Nigeria Limited	100	Nigeria
Esso Exploration and Production UK Limited	100	United Kingdom
Esso Exploration Angola (Block 15) Limited	100	Bahamas
Esso Exploration Angola (Block 17) Limited	100	Bahamas
Esso Italiana S.r.l.	100	Italy
Esso Nederland B.V.	100	Netherlands
Esso Norge AS	100	Norway
Esso Petroleum Company, Limited	100	United Kingdom
Esso Pipeline Investments Limited	100	Bahamas
Esso Raffinage	82.89	France
Esso Societe Anonyme Francaise	82.89	France
Esso (Thailand) Public Company Limited	65.99	Thailand
Esso Trading Company of Abu Dhabi	100	Delaware
Exxon Azerbaijan Limited	100	Bahamas
Exxon Chemical Arabia Inc.	100	Delaware
Exxon Mobile Bay Limited Partnership	100	Delaware
Exxon Neftegas Limited	100	Bahamas
Exxon Overseas Corporation	100	Delaware
Exxon Overseas Investment Corporation	100	Delaware

	Percentage of Voting Securities Owned Directly or Indirectly by Registrant	State or Country of Organizati
Exxon Ventures Holding, Inc.	100	Delaware
ExxonMobil Abu Dhabi Offshore Petroleum Company Limited	100	Bahamas
ExxonMobil Alaska Production Inc.	100	Delaware
ExxonMobil Asia International Limited Liability Company, SARL	100	Luxembourg
ExxonMobil Asia Pacific Pte. Ltd.	100	Singapore
ExxonMobil Belgium Finance	100	Belgium
ExxonMobil Business Finance Company	100	Nevada
ExxonMobil Canada Energy	100	Canada
ExxonMobil Canada Ltd.	100	Canada
ExxonMobil Canada Properties	100	Canada
ExxonMobil Canada Resources Company	100	Canada
ExxonMobil Capital Netherlands B.V.	100	Netherlands
ExxonMobil Central Europe Holding GmbH	100	Germany
ExxonMobil Chemical France	99.77	France
ExxonMobil Chemical Holland B.V.	100	Netherlands
ExxonMobil Chemical Limited	100	United Kingdom
ExxonMobil China Petroleum & Petrochemical Company Limited	100	Bahamas
ExxonMobil de Colombia S.A.	99.7	Colombia
ExxonMobil Development Company	100	Delaware
ExxonMobil Energy Limited	100	Hong Kong
ExxonMobil Exploration and Production Malaysia Inc.	100	Delaware
ExxonMobil Exploration and Production Norway AS	100	Norway
ExxonMobil Finance Company Limited	100	United Kingdom
ExxonMobil Financial Services B.V.	100	Netherlands
ExxonMobil Gas Marketing Deutschland GmbH & Co. KG	50	Germany
ExxonMobil Gas Marketing Europe Limited	100	United Kingdom
ExxonMobil Global Services Company	100	Delaware
ExxonMobil Holding Company Holland LLC	100	Delaware
ExxonMobil Holding Norway AS	100	Norway
ExxonMobil Hong Kong Limited	100	Hong Kong
ExxonMobil International Finance Company	100	Delaware
ExxonMobil International Holdings Inc.	100	Delaware
ExxonMobil International Services	100	Luxembourg
ExxonMobil Iraq Limited	100	Bahamas
ExxonMobil Italiana Gas S.r.l.	100	Italy
ExxonMobil Kazakhstan Inc.	100	Bahamas
ExxonMobil Kazakhstan Ventures Inc.	100	Delaware
ExxonMobil Kurdistan Region of Iraq Limited	100	Bahamas
ExxonMobil Marine Limited	100	United Kingdom
ExxonMobil Oil Corporation	100	New York
ExxonMobil Petroleum & Chemical	100	Belgium
ExxonMobil Pipeline Company	100	Delaware
ExxonMobil PNG Limited	100	Papua New Guinea
ExxonMobil Producing Netherlands B.V.	100	Netherlands
ExxonMobil Production Deutschland GmbH	100	Germany
ExxonMobil Production Norway Inc.	100	Delaware
ExxonMobil Qatargas Inc.	100	Delaware
ExxonMobil Qatargas (II) Limited	100	Bahamas
ExxonMobil Qatargas (II) Terminal Company Limited	100	Bahamas

	Percentage of Voting Securities Owned Directly or Indirectly by Registrant	State or Country of Organizati
ExxonMobil Ras Laffan (III) Limited	100	Bahamas
ExxonMobil Rasgas Inc.	100	Delaware
ExxonMobil Research and Engineering Company	100	Delaware
ExxonMobil Sales and Supply LLC	100	Delaware
ExxonMobil Southwest Holdings Inc.	100	Delaware
ExxonMobil Technology Finance Company	100	Delaware
ExxonMobil Ventures Funding Ltd.	100	Bahamas
Fujian Refining & Petrochemical Co. Ltd. (5)	25	China
Golden Pass LNG Terminal Investments LLC	100	Delaware
Golden Pass LNG Terminal LLC (5)	17.6	Delaware
Imperial Oil Limited	69.6	Canada
Imperial Oil (an Ontario General Partnership)	69.6	Canada
Imperial Oil Resources (an Alberta limited partnership)	69.6	Canada
Imperial Oil Resources Limited	69.6	Canada
Imperial Oil Resources N.W.T. Limited	69.6	Canada
Imperial Oil Resources Ventures Limited	69.6	Canada
Infineum Holdings B.V. (5)	49.96	Netherlands
Infineum USA L.P. (5)	49.71	Delaware
Karmorneftegaz Holding SARL (5)	33.33	Luxembourg
LLC Arctic Research and Design Center For Continental Shelf Development (5)	33.33	Russia
Mobil Australia Resources Company Pty Limited	100	Australia
Mobil California Exploration & Producing Asset Company	100	Delaware
Mobil Caspian Pipeline Company	100	Delaware
Mobil Cepu Ltd.	100	Bermuda
Mobil Cerro Negro, Ltd.	100	Bahamas
Mobil Corporation	100	Delaware
Mobil Equatorial Guinea Inc.	100	Delaware
Mobil Erdgas-Erdoel GmbH	100	Germany
Mobil Exploration Indonesia Inc.	100	Cayman Islands
Mobil Oil Australia Pty Ltd	100	Australia
Mobil Oil Exploration & Producing Southeast Inc.	100	Delaware
Mobil Oil New Zealand Limited	100	New Zealand
Mobil Producing Nigeria Unlimited	100	Nigeria
Mobil Producing Texas & New Mexico Inc.	100	Delaware
Mobil Refining Australia Pty. Ltd.	100	Australia
Mobil Services (Bahamas) Limited	100	Bahamas
Mobil Yanbu Petrochemical Company Inc.	100	Delaware
Mobil Yanbu Refining Company Inc.	100	Delaware
Mountain Gathering, LLC	100	Delaware
Nederlandse Aardolie Maatschappij B.V. (4) (5)	50	Netherlands
Palmetto Transoceanic LLC	100	Delaware
Papua New Guinea Liquefied Natural Gas Global Company LDC (5)	33.2	Bahamas
Phillips Exploration, Inc.	100	Pennsylvania
Qatar Liquefied Gas Company Limited (5)	10	Qatar
Qatar Liquefied Gas Company Limited (2) (5)	24.15	Qatar
Ras Laffan Liquefied Natural Gas Company Limited (5)	24.999	Qatar

	Percentage of Voting Securities Owned Directly or Indirectly by Registrant	State or Country of Organization
Ras Laffan Liquefied Natural Gas Company Limited (II) (5)	30.517	Qatar
Ras Laffan Liquefied Natural Gas Company Limited (3) (5)	30	Qatar
Saudi Aramco Mobil Refinery Company Ltd. (4) (5)	50	Saudi Arabia
Saudi Yanbu Petrochemical Co. (4) (5)	50	Saudi Arabia
Societa a responsabilita limitata Raffineria Padana Olii Minerali - S.A.R.P.O.M. S.r.l.	75.51	Italy
South Hook LNG Terminal Company Limited (5)	24.15	United Kingdom
Tengizchevroil, LLP (5)	25	Kazakhstan
Terminale GNL Adriatico S.r.l (5)	70.678	Italy
TonenGeneral Sekiyu K.K. (5)	22.218	Japan
Trend Gathering & Treating, LLC	100	Texas
Trizneft Pilot SARL (5)	49	Luxembourg
Tuapsemorneftegaz Holding SARL (5)	33.33	Luxembourg
Wolverine Pipe Line Company	53.39	Delaware
XH, LLC	100	Delaware
XTO Energy Canada	84.80	Canada
XTO Energy Inc.	100	Delaware

NOTES:

(1) For the purposes of this list, if the registrant owns directly or indirectly approximately 50 percent of the voting securities of any person and approximately 50 percent of the voting securities of such person is owned directly or indirectly by another interest, or if the registrant includes its share of net income of any other unconsolidated person in consolidated net income, such person is deemed to be a subsidiary.

(2) With respect to certain companies, shares in names of nominees and qualifying shares in names of directors are included in the above percentages.

(3) The names of other subsidiaries have been omitted from the above list since considered in the aggregate, they would not constitute a significant subsidiary under Securities and Exchange Commission Regulation S-X, Rule 1-02(w).

(4) The registrant owns directly or indirectly approximately 50 percent of the securities of this person and approximately 50 percent of the voting securities of this person is owned directly or indirectly by another single interest.

(5) The investment in this unconsolidated person is represented by the registrant's percentage interest in the underlying net assets of such person. The accounting for these unconsolidated persons is referred to as the equity method of accounting.

EXHI

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the following Exxon Mobil Corporation Registration Statements on:

Form S-3 (No. 333-167787)	—	XTO Energy Inc. 2004 Stock Incentive Plan;
Form S-8 (Nos. 333-101175, 333-38917, 33-51107, 333-75659)	—	1993 Incentive Program of Exxon Mobil Corporation;
Form S-8 (Nos. 333-145188, 333-110494, 333-183012)	—	2003 Incentive Program of Exxon Mobil Corporation;
Form S-8 (Nos. 333-72955 and 333-166576)	—	ExxonMobil Savings Plan;
Form S-8 (No. 333-117980)	—	2004 Non-employee Director Restricted Stock Plan;
Form S-8 (No. 333-164620)	—	Post-effective amendment no. 1 on Form S-8 to Form S-4 relating to XTO Energy Inc. 1998 Stock Incentive Plan and 2004 Incentive Plan

of our report dated February 26, 2014, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Forn

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
February 26, 2014

EXHIB

Certification by Rex W. Tillerson
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Rex W. Tillerson, certify that:

1. I have reviewed this annual report on Form 10-K 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 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 fi 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 Exchar 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 registra have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensu material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly 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 supervis provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in acco 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 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 (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 regi 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 regi 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 li 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 fi reporting.

Date: February 26, 2014

/s/ REX W. TILLERSON
Rex W. Tillerson
Chief Executive Officer

EXHIB

Certification by Andrew P. Swiger
Pursuant to Securities Exchange Act Rule 13a-14(a)

I, Andrew P. Swiger, certify that:

1. I have reviewed this annual report on Form 10-K 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 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 fi 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 Exchar 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 registra have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensu material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly 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 supervis provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in acco 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 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 (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 regi 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 regi 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 li 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 contr financial reporting.

Date: February 26, 2014

/s/ ANDREW P. SWIGER
Andrew P. Swiger
Senior Vice President
(Principal Financial Officer)

EXHIB

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 annual report on Form 10-K 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 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 fi 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 Exchan 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 registra have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensu material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly 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 supervis provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in acco 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 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 (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 regi 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 regi 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 li 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 contr financial reporting.

Date: February 26, 2014

/s/ PATRICK T. MULVA

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

EXHIBI

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, Rex W. Tillerson, the chief ex officer of Exxon Mobil Corporation (the “Company”), hereby certifies that, to his knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date (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: February 26, 2014

/s/ REX W. TILLERSON
Rex W. Tillerson
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 Corporati furnished to the Securities and Exchange Commission or its staff upon request.

EXHIB

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, Andrew P. Swiger, the pr financial officer of Exxon Mobil Corporation (the “Company”), hereby certifies that, to his knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date (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: February 26, 2014

/s/ ANDREW P. SWIGER

Andrew P. Swiger
Senior Vice President
(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 Corporati furnished to the Securities and Exchange Commission or its staff upon request.

EXHIB

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 pr accounting officer of Exxon Mobil Corporation (the “Company”), hereby certifies that, to his knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date (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: February 26, 2014

/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 Corporati furnished to the Securities and Exchange Commission or its staff upon request.