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

FORM 10-Q

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

For the quarterly period ended June 30, 2002

OR

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

For the transition period from __________to________

Commission File Number 1-2256

EXXON MOBIL CORPORATION
(Exact name of registrant as specified in its charter)

NEW JERSEY	13-5409005
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

5959 Las Colinas Boulevard, Irving, Texas	75039-2298
(Address of principal executive offices)	(Zip Code)

(972) 444-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___.

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

Class	Outstanding as of June 30, 2002
Common stock, without par value	6,757,441,303

EXXON MOBIL CORPORATION

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2002

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
~~REVENUE~~				
~~Sales and other operating revenue, including excise taxes~~	~~$ 50,077~~	~~$ 55,101~~	~~$ 92,795~~	~~$111,177~~
~~Earnings from equity interests and other revenue~~	~~832~~	~~1,083~~	~~1,645~~	~~2,307~~
~~Total revenue~~	~~50,909~~	~~56,184~~	~~94,440~~	~~113,484~~
~~COSTS AND OTHER DEDUCTIONS~~				
~~Crude oil and product purchases~~	~~22,632~~	~~25,731~~	~~40,645~~	~~50,609~~
~~Operating expenses~~	~~4,274~~	~~4,626~~	~~8,132~~	~~9,615~~
~~Selling, general and administrative expenses~~	~~3,310~~	~~3,215~~	~~6,448~~	~~6,275~~
~~Depreciation and depletion~~	~~2,020~~	~~1,871~~	~~4,040~~	~~3,847~~
~~Exploration expenses, including dry holes~~	~~229~~	~~266~~	~~447~~	~~546~~
~~Merger related expenses~~	~~41~~	~~167~~	~~124~~	~~288~~
~~Interest expense~~	~~51~~	~~70~~	~~139~~	~~147~~
~~Excise taxes~~	~~5,650~~	~~5,226~~	~~10,441~~	~~10,520~~

Other taxes and duties	8,391	8,057	16,336	16,250
Income applicable to minority and preferred interests	17	83	32	295
Total costs and other deductions	46,615	49,312	86,784	98,392
INCOME BEFORE INCOME TAXES	4,294	6,872	7,656	15,092
Income taxes	1,654	2,587	2,926	5,847
INCOME BEFORE EXTRAORDINARY ITEM	2,640	4,285	4,730	9,245
Extraordinary gain, net of income tax	0	175	0	215
NET INCOME	$ 2,640	$ 4,460	$ 4,730	$ 9,460
NET INCOME PER COMMON SHARE (DOLLARS)				
Before extraordinary gain	$ 0.40	$ 0.64	$ 0.70	$ 1.35
Extraordinary gain, net of income tax	0.00	0.02	0.00	0.03
Net income	$ 0.40	$ 0.66	$ 0.70	$ 1.38
NET INCOME PER COMMON SHARE ASSUMING DILUTION (DOLLARS)				
Before extraordinary gain	$ 0.39	$ 0.63	$ 0.69	$ 1.33
Extraordinary gain, net of income tax	0.00	0.02	0.00	0.03
Net income	$ 0.39	$ 0.65	$ 0.69	$ 1.36
DIVIDENDS PER COMMON SHARE	$ 0.23	$ 0.23	$ 0.46	$ 0.45

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

	June 30, 2002	Dec. 31, 2001
ASSETS		
Current assets		
Cash and cash equivalents	$ 5,700	$ 6,547
Notes and accounts receivable - net	19,584	19,549
Inventories		
Crude oil, products and merchandise	7,412	6,743
Materials and supplies	1,254	1,161
Prepaid taxes and expenses	2,187	1,681
Total current assets	36,137	35,681
Property, plant and equipment - net	93,190	89,602
Investments and other assets	18,905	17,891
TOTAL ASSETS	$148,232	$143,174
LIABILITIES		
Current liabilities		
Notes and loans payable	$ 3,702	$ 3,703
Accounts payable and accrued liabilities	24,140	22,862
Income taxes payable	3,400	3,549
Total current liabilities	31,242	30,114
Long term debt	7,607	7,099
Deferred income tax liability	17,381	16,359
Other long term liabilities	16,884	16,441
TOTAL LIABILITIES	73,114	70,013
SHAREHOLDERS' EQUITY		
Benefit plan related balances	(117)	(159)
Common stock, without par value:		
Authorized: 9,000 million shares		
Issued: 8,019 million shares	3,843	3,789
Earnings reinvested	97,327	95,718
Accumulated other nonowner changes in equity		
Cumulative foreign exchange translation adjustment	(3,424)	(5,947)
Minimum pension liability adjustment	(535)	(535)
Unrealized losses on stock investments	(17)	(108)
Common stock held in treasury:		
1,262 million shares at June 30, 2002	(21,959)	
1,210 million shares at December 31, 2001		(19,597)

TOTAL SHAREHOLDERS' EQUITY	75,118	73,161
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$148,232	$143,174

The number of shares of common stock issued and outstanding at June 30, 2002 and December 31, 2001 were 6,757,441,303 and 6,808,565,611, respectively.

EXXON MOBIL CORPORATION

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(millions of dollars)

CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 4,730	$ 9,460
Depreciation and depletion	4,040	3,847
Changes in operational working capital, excluding cash and debt	88	1,256
All other items - net	(118)	(319)
Net cash provided by operating activities	8,740	14,244
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(5,263)	(4,370)
Sales of subsidiaries, investments, and property, plant and equipment	878	745
Other investing activities - net	15	311
Net cash used in investing activities	(4,370)	(3,314)
NET CASH GENERATION BEFORE FINANCING ACTIVITIES	4,370	10,930
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to long-term debt	368	341
Reductions in long-term debt	(33)	(357)
Additions/(reductions) in short-term debt - net	(146)	(2,369)
Cash dividends to ExxonMobil shareholders	(3,121)	(3,037)
Cash dividends to minority interests	(77)	(94)
Changes in minority interests and sales/(purchases) of affiliate stock	(189)	(274)
Net ExxonMobil shares acquired	(2,369)	(2,776)
Net cash used in financing activities	(5,567)	(8,566)
Effects of exchange rate changes on cash	350	(146)
Increase/(decrease) in cash and cash equivalents	(847)	2,218
Cash and cash equivalents at beginning of period	6,547	7,080
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 5,700	$ 9,298
SUPPLEMENTAL DISCLOSURES		
Income taxes paid	$ 3,123	$ 4,182
Cash interest paid	$ 208	$ 244

EXXON MOBIL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis Of Financial Statement Preparation

These unaudited condensed consolidated financial statements should be read in the context of the consolidated financial statements and notes

~~thereto filed with the Securities and Exchange Commission in the corporation's 2001 Annual Report on Form 10-K. In the opinion of the corporation, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. The corporation's exploration and production activities are accounted for under the "successful efforts" method.~~

~~2. Recently Issued Statements of Financial Accounting Standards~~

~~In August 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143 (FAS 143), "Accounting for Asset Retirement Obligations". FAS 143 is required to be adopted by the corporation no later than January 1, 2003 and its primary impact will be to change the method of accruing for upstream site restoration costs. These costs are currently accrued ratably over the productive lives of the assets. At the end of 2001, the cumulative amount accrued under this policy was approximately $3.2 billion. Under FAS 143, the fair value of asset retirement obligations will be recorded as liabilities when they are incurred, which are typically at the time the assets are installed. Amounts recorded for the related assets will be increased by the amount of these obligations. Over time the liabilities will be accreted for the change in their present value and the initial capitalized costs will be depreciated over the useful lives of the related assets. The corporation is evaluating the impact of adopting FAS 143.~~

~~3. Merger of Exxon Corporation and Mobil Corporation~~

~~On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly-owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation. The Merger was accounted for as a pooling of interests.~~

~~In the second quarter of 2002, in association with the Merger, $41 million of before tax costs ($30 million after tax) were recorded as merger related expenses, including costs for rationalization of facilities and systems. In the second quarter of 2001, merger related costs were $167 million before tax ($95 million after tax). For the six months ended June 30, 2002, merger related expenses totaled $124 million before tax ($90 million after tax). For the six months ended June 30, 2001, merger related expenses totaled $288 million before tax ($185 million after tax).~~

~~The severance reserve balance at the end of the second quarter of 2002 is expected to be expended in 2002. The following table summarizes the activity in the severance reserve for the six months ended June 30, 2002:~~

~~Opening Balance~~	~~Additions~~	~~Deductions~~	~~Balance at Period End~~
	~~(millions of dollars)~~		
~~197~~	~~0~~	~~116~~	~~81~~

~~4. Extraordinary Gain~~

~~Second quarter 2002 results included no extraordinary gains. Second quarter 2001 included a net after tax gain of $175 million (including an income tax credit of $6 million), or $0.02 per common share, from asset divestment activities in the chemicals segment.~~

~~Results for the six months ended June 30, 2002, included no extraordinary gains. For the six months ended June 30, 2001, the net after tax gain from asset management activities and required asset divestitures totaled $215 million (including an income tax credit of $21 million), or $0.03 per common share. These net gains from asset management activities in the chemicals segment and from required asset divestitures have been reported as extraordinary items in accordance with accounting requirements for business combinations accounted for as a pooling of interests.~~

~~5. Litigation and Other Contingencies~~

~~A number of lawsuits, including class actions, were brought in various courts against Exxon Mobil Corporation and certain of its subsidiaries relating to the accidental release of crude oil from the tanker Exxon Valdez in 1989. The vast majority of the claims have been resolved leaving a few compensatory damages cases to be tried. All of the punitive damage claims were consolidated in the civil trial that began in May 1994.~~

~~In that trial, on September 24, 1996, the United States District Court for the District of Alaska entered a judgment in the amount of $5.058 billion. The District Court awarded approximately $19.6 million in compensatory damages to fisher plaintiffs, $38 million in prejudgment interest on the compensatory damages and $5 billion in punitive damages to a class composed of all persons and entities who asserted claims for punitive damages from the corporation as a result of the Exxon Valdez grounding. The District Court also ordered that these awards shall bear interest from and after entry of the judgment. The District Court stayed execution on the judgment pending appeal based on a $6.75 billion letter of credit posted by the corporation. ExxonMobil appealed the judgment. On November 7, 2001, the United States Court of Appeals for the Ninth Circuit vacated the punitive damage award as being excessive under the Constitution and remanded the case to the District Court for it to determine the amount of the punitive damage award consistent with the Ninth Circuit's holding. The Ninth Circuit upheld the compensatory damage award which has been paid. The letter of credit was terminated on February 1, 2002.~~

~~On January 29, 1997, a settlement agreement was concluded resolving all remaining matters between the corporation and various insurers arising from the Valdez accident. Under terms of this settlement, ExxonMobil received $480 million. Final income statement recognition of this settlement continues to be deferred in view of uncertainty regarding the ultimate cost to the corporation of the Valdez accident.~~

~~The ultimate cost to ExxonMobil from the lawsuits arising from the Exxon Valdez grounding is not possible to predict and may not be resolved for a number of years.~~

~~A dispute with a Dutch affiliate concerning an overlift of natural gas by a German affiliate was resolved by payments by the German affiliate pursuant to an arbitration award. The German affiliate had paid royalties on the excess gas and recovered the royalties in 2001. The only substantive issue remaining is the taxes payable on the final compensation for the overlift. Resolution of this issue will not have a materially adverse effect upon the corporation's operations or financial condition.~~

~~On December 19, 2000, a jury in Montgomery County, Alabama, returned a verdict against the corporation in a contract dispute over royalties in the amount of $87.69 million in compensatory damages and $3.42 billion in punitive damages in the case of Exxon Corporation v. State of Alabama, et al. The verdict was upheld by the trial court on May 4, 2001. ExxonMobil has appealed the judgment and believes it should be set aside or substantially reduced on factual and constitutional grounds. The Alabama Supreme Court heard oral arguments on the appeal on April 25, 2002. The ultimate outcome is not expected to have a materially adverse effect upon the corporation's operations or financial condition.~~

~~On May 22, 2001, a state court jury in New Orleans, Louisiana, returned a verdict against the corporation and three other entities in a case brought by a landowner claiming damage to his property. The property had been leased by the landowner to a company that performed pipe cleaning and storage services for customers, including the corporation. The jury awarded the plaintiff $56 million in compensatory damages (90 percent to be paid by the corporation) and $1 billion in punitive damages (all to be paid by the corporation). The damage related to the presence of naturally occurring radioactive material (NORM) on the site resulting from pipe cleaning operations. The award has been upheld at the trial court. ExxonMobil will appeal the judgment to the Louisiana Fourth Circuit Court of Appeals and believes that the judgment should be set aside or substantially reduced on factual and constitutional grounds. The ultimate outcome is not expected to have a materially adverse effect upon the~~

corporation's operations or financial condition.

The U.S. Tax Court has decided the issue with respect to the pricing of crude oil purchased from Saudi Arabia for the years 1979-1981 in favor of the corporation. This decision is subject to appeal. Certain other issues for the years 1979-1993 remain pending before the Tax Court. The ultimate resolution of these issues is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

Claims for substantial amounts have been made against ExxonMobil and certain of its consolidated subsidiaries in other pending lawsuits, the outcome of which is not expected to have a materially adverse effect upon the corporation's operations or financial condition.

The corporation and certain of its consolidated subsidiaries are directly and indirectly contingently liable for amounts similar to those at the prior year-end relating to guarantees for notes, loans and performance under contracts, including guarantees of non-U.S. excise taxes and customs duties of other companies, entered into as a normal business practice, under reciprocal arrangements.

Additionally, the corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected to be fulfilled with no adverse consequences material to the corporation's operations or financial condition. The corporation's outstanding unconditional purchase obligations at June 30, 2002 were similar to those at the prior year-end period. Unconditional purchase obligations as defined by accounting standards are those long-term commitments that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing for the facilities that will provide the contracted goods or services.

The operations and earnings of the corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree by political developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the corporation vary greatly from country to country and are not predictable.

6. Nonowner Changes in Shareholders' Equity

	(millions of dollars)			
Net income	$ 2,640	$ 4,460	$ 4,730	$ 9,460
Changes in other nonowner changes in equity				
Foreign exchange translation adjustment	2,653	(514)	2,523	(1,519)
Minimum pension liability adjustment	0	0	0	0
Unrealized gains/(losses) on stock investments	39	80	91	73
Total nonowner changes in shareholders' equity	$ 5,332	$ 4,026	$ 7,344	$ 8,014

7. Earnings Per Share

Three Months Ended   Six Months Ended

	June 30,		June 30,	
	2002	2001	2002	2001
NET INCOME PER COMMON SHARE				
Income before extraordinary item (millions of dollars)	$ 2,640	$ 4,285	$ 4,730	$ 9,245
Weighted average number of common shares outstanding (millions of shares)	6,767	6,883	6,780	6,898
Net income per common share (dollars)				
Before extraordinary gain	$ 0.40	$ 0.64	$ 0.70	$ 1.35
Extraordinary gain, net of income tax	0.00	0.02	0.00	0.03
Net income	$ 0.40	$ 0.66	$ 0.70	$ 1.38
NET INCOME PER COMMON SHARE ASSUMING DILUTION				
Income before extraordinary item (millions of dollars)	$ 2,640	$ 4,285	$ 4,730	$ 9,245
Adjustment for assumed dilution	0	1	0	(2)
Income available to common shares	$ 2,640	$ 4,286	$ 4,730	$ 9,243
Weighted average number of common shares outstanding (millions of shares)	6,767	6,883	6,780	6,898
Plus: Issued on assumed exercise of stock options	64	80	64	76
Weighted average number of common shares outstanding	6,831	6,963	6,844	6,974
Net income per common share assuming dilution (dollars)				
Before extraordinary gain	$ 0.39	$ 0.63	$ 0.69	$ 1.33
Extraordinary gain, net of income tax	0.00	0.02	0.00	0.03
Net income	$ 0.39	$ 0.65	$ 0.69	$ 1.36

8. Disclosures about Segments and Related Information

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
	(millions of dollars)			
EARNINGS AFTER INCOME TAX				
Upstream				
United States	$ 674	$ 1,111	$ 1,118	$ 2,739
Non-U.S.	1,479	1,739	3,044	3,889
Downstream				
United States	234	844	248	1,253
Non-U.S.	148	423	106	1,013
Chemicals				
United States	87	149	157	194
Non-U.S.	182	168	244	323

All other	(164)	26	(187)	49
Corporate total	$ 2,640	$ 4,460	$ 4,730	$ 9,460
Extraordinary gains included above:				
Chemicals				
United States	$ 0	$ 100	$ 0	$ 100
Non-U.S.	0	75	0	75
All other	0	0	0	40
Corporate total	$ 0	$ 175	$ 0	$ 215
SALES AND OTHER OPERATING REVENUE				
Upstream				
United States	$ 982	$ 1,415	$ 1,779	$ 3,701
Non-U.S.	2,803	3,404	5,726	7,901
Downstream				
United States	12,642	14,375	22,210	27,104
Non-U.S.	29,259	31,514	55,039	63,442
Chemicals				
United States	1,895	1,841	3,371	3,806
Non-U.S.	2,364	2,354	4,382	4,799
All other	132	198	288	424
Corporate total	$ 50,077	$ 55,101	$ 92,795	$111,177
INTERSEGMENT REVENUE				
Upstream				
United States	$ 1,306	$ 1,510	$ 2,419	$ 3,074
Non-U.S.	3,298	3,350	6,046	6,777
Downstream				
United States	1,553	1,092	2,762	2,384
Non-U.S.	4,326	4,813	8,216	8,845
Chemicals				
United States	676	646	1,217	1,344
Non-U.S.	684	516	1,184	1,102
All other	76	43	142	94

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

Exxon Mobil Corporation has fully and unconditionally guaranteed the 6.0% notes due 2005 ($106 million of long-term debt at June 30, 2002) and the 6.125% notes due 2008 ($160 million) of Exxon Capital Corporation and the deferred interest debentures due 2012 ($955 million) and the debt securities due 2003-2011 ($105 million long-term and $10 million short-term) of SeaRiver Maritime Financial Holdings, Inc. Exxon Capital Corporation and SeaRiver Maritime Financial Holdings, Inc. are 100 percent owned subsidiaries of Exxon Mobil Corporation.

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

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
			(millions of dollars)			
Condensed consolidated statement of income for three months ended June 30, 2002						
Revenue						
Sales and other operating revenue, including excise taxes	$ 2,349	$ -	$ -	$ 47,728	$ -	$ 50,077
Earnings from equity interests and other						

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
revenue	2,680		(3)	716	(2,561)	832
Intercompany revenue	3,644	10	7	28,338	(31,999)	
Total revenue	8,673	10	4	76,782	(34,560)	50,909
Costs and other deductions						
Crude oil and product purchases	3,524	-	-	48,550	(29,442)	22,632
Operating expenses	1,321	1	1	4,264	(1,313)	4,274
Selling, general and administrative expenses	476	-	-	2,832	2	3,310
Depreciation and depletion	386	2	-	1,632	-	2,020
Exploration expenses, including dry holes	38	-	-	191	-	229
Merger related expenses	20	-	-	28	(7)	41
Interest expense	117	5	28	1,138	(1,237)	51
Excise taxes	-	-	-	5,650	-	5,650
Other taxes and duties	6			8,385		8,391
Income applicable to minority and preferred interests				17		17
Total costs and other deductions	5,888	8	29	72,687	(31,997)	46,615
Income before income taxes	2,785	2	(25)	4,095	(2,563)	4,294
Income taxes	145	1	(7)	1,515		1,654
Income before extraordinary item	2,640	1	(18)	2,580	(2,563)	2,640
Extraordinary gain, net of income tax						
Net income	$ 2,640	$ 1	$ (18)	$ 2,580	$ (2,563)	$ 2,640

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	(millions of dollars)					
Condensed consolidated statement of income for three months ended June 30, 2001						
Revenue						
Sales and other operating revenue, including excise taxes	$ 9,477	$	$	$ 45,624	$	$ 55,101
Earnings from equity interests and other revenue	3,687		11	960	(3,575)	1,083
Intercompany revenue	1,234	254	17	27,537	(29,042)	
Total revenue	14,398	254	28	74,121	(32,617)	56,184
Costs and other deductions						
Crude oil and product purchases	6,062			45,691	(26,022)	25,731
Operating expenses	1,499		1	4,361	(1,235)	4,626
Selling, general and administrative expenses	547	1		2,667		3,215
Depreciation and depletion	388	1		1,482		1,871
Exploration expenses, including dry holes	39	-	-	227	-	266
Merger related expenses	36	-	-	131	-	167
Interest expense	323	238	28	1,266	(1,785)	70
Excise taxes	650	-	-	4,576	-	5,226
Other taxes and duties	3	-	-	8,054	-	8,057
Income applicable to minority and preferred interests	-	-	-	83	-	83

Total costs and other deductions	9,547	240	29	68,538	(29,042)	49,312
Income before income taxes	4,851	14	(1)	5,583	(3,575)	6,872
Income taxes	566	6	(4)	2,019		2,587
Income before extraordinary item	4,285	8	3	3,564	(3,575)	4,285
Extraordinary gain, net of income tax	175	-	-	(25)	25	175
Net income	$ 4,460	$ 8	$ 3	$ 3,539	$ (3,550)	$ 4,460

Condensed consolidated statement of income for six months ended June 30, 2002

Revenue						
Sales and other operating revenue, including excise taxes	$ 4,193	$	$	$ 88,602	$	$ 92,795
Earnings from equity interests and other revenue	4,891	5	1	1,343	(4,595)	1,645
Intercompany revenue	6,468	21	14	53,111	(59,614)	
Total revenue	15,552	26	15	143,056	(64,209)	94,440
Costs and other deductions						
Crude oil and product purchases	6,098			89,401	(54,854)	40,645
Operating expenses	2,444	1	1	8,072	(2,386)	8,132
Selling, general and administrative expenses	934	1		5,513		6,448
Depreciation and depletion	776	3	1	3,260		4,040
Exploration expenses, including dry holes	81			366		447
Merger related expenses	36			98	(10)	124
Interest expense	255	11	56	2,181	(2,364)	139
Excise taxes	-	-	-	10,441	-	10,441
Other taxes and duties	9	-	-	16,327	-	16,336
Income applicable to minority and preferred interests	-	-	-	32	-	32
Total costs and other deductions	10,633	16	58	135,691	(59,614)	86,784
Income before income taxes	4,919	10	(43)	7,365	(4,595)	7,656
Income taxes	189	4	(15)	2,748	-	2,926
Income before extraordinary item	4,730	6	(28)	4,617	(4,595)	4,730
Extraordinary gain, net of income tax						
Net income	$ 4,730	$ 6	$ (28)	$ 4,617	$ (4,595)	$ 4,730

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	(millions of dollars)					
Condensed consolidated statement of income for six months ended June 30, 2001						
Revenue						
Sales and other operating revenue, including excise taxes	$ 18,733	$ -	$ -	$ 92,444	$ -	$111,177
Earnings from equity interests and other						

revenue	8,039		27	2,023	(7,782)	2,307
Intercompany revenue	2,362	548	38	54,883	(57,831)	
Total revenue	29,134	548	65	149,350	(65,613)	113,484
Costs and other deductions						
Crude oil and product purchases	11,550	-	-	91,093	(52,034)	50,609
Operating expenses	3,178	1	1	8,601	(2,166)	9,615
Selling, general and administrative expenses	1,056	1	-	5,218	-	6,275
Depreciation and depletion	764	2	1	3,080	-	3,847
Exploration expenses, including dry holes	83	-	-	463	-	546
Merger related expenses	71	-	-	217	-	288
Interest expense	703	513	59	2,503	(3,631)	147
Excise taxes	1,258	-	-	9,262	-	10,520
Other taxes and duties	7	-	-	16,243	-	16,250
Income applicable to minority and preferred interests				295		295
Total costs and other deductions	18,670	517	61	136,975	(57,831)	98,392
Income before income taxes	10,464	31	4	12,375	(7,782)	15,092
Income taxes	1,219	12	(8)	4,624		5,847
Income before extraordinary item	9,245	19	12	7,751	(7,782)	9,245
Extraordinary gain, net of income tax	215					215
Net income	$ 9,460	$ 19	$ 12	$ 7,751	$ (7,782)	$ 9,460

	Exxon Mobil Corporation Parent Guarantor	Exxon Capital Corporation	SeaRiver Maritime Financial Holdings, Inc.	All Other Subsidiaries	Consolidating and Eliminating Adjustments	Consolidated
	(millions of dollars)					
Condensed consolidated balance sheet as of June 30, 2002						
Cash and cash equivalents	$ 754	$	$	$ 4,946	$	$ 5,700
Notes and accounts receivable net	2,528			17,056		19,584
Inventories	1,040			7,626		8,666
Prepaid taxes and expenses	126		21	2,040		2,187
Total current assets	4,448		21	31,668		36,137
Property, plant and equipment net	16,815	106	5	76,264		93,190
Investments and other assets	99,084		553	325,316	(406,048)	18,905
Intercompany receivables	9,431	1,377	1,439	271,368	(283,615)	
Total assets	$129,778	$ 1,483	$ 2,018	$704,616	$(689,663)	$148,232
Notes and loan payables	$	$ 10	$ 10	$ 3,682	$	$ 3,702
Accounts payable and accrued liabilities	2,665	11		21,464		24,140
Income taxes payable	486			2,914		3,400
Total current liabilities	3,151	21	10	28,060	-	31,242
Long term debt	1,285	266	1,060	4,996	-	7,607
Deferred income tax liabilities	2,931	32	300	14,118	-	17,381
Other long term liabilities	4,442	-	-	12,442	-	16,884
Intercompany payables	42,851	267	382	240,115	(283,615)	

Total liabilities	54,660	586	1,752	299,731	(283,615)	73,114
Earnings reinvested	97,327	91	(128)	53,241	(53,204)	97,327
Other shareholders' equity	(22,209)	806	394	351,644	(352,844)	(22,209)
Total shareholders' equity	75,118	897	266	404,885	(406,048)	75,118
Total liabilities and shareholders' equity	$129,778	$ 1,483	$ 2,018	$704,616	$(689,663)	$148,232

Condensed consolidated balance sheet as of December 31, 2001

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

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

Condensed consolidated statement of cash flows for six months ended June 30, 2002

Cash provided by/(used in) operating activities	$ 1,575	$ (22)	$ 8	$ 7,456	$ (277)	$ 8,740
Cash flows from investing activities						

Additions to property, plant and equipment	(833)			(4,430)		(5,263)
Sales of long term assets	74			804		878
Net intercompany investing	4,053	(12)	(8)	(4,114)	81	
All other investing, net	-	-	-	15	-	15
Net cash provided by/ (used in) investing activities	3,294	(12)	(8)	(7,725)	81	(4,370)
Cash flows from financing activities						
Additions to long term debt	-	-	-	368	-	368
Reductions in long term debt	-	-	-	(33)	-	(33)
Additions/(reductions) in short term debt net		(25)		(121)		(146)
Cash dividends	(3,121)			(277)	277	(3,121)
Net ExxonMobil shares sold/(acquired)	(2,369)					(2,369)
Net intercompany financing activity		59		22	(81)	
All other financing, net				(266)		(266)
Net cash provided by/(used in) financing activities	(5,490)	34		(307)	196	(5,567)
Effects of exchange rate changes on cash				350		350
Increase/(decrease) in cash and cash equivalents	$ (621)	$	$	$ (226)	$	$ (847)

Condensed consolidated statement of cash flows for six months ended June 30, 2001

Cash provided by/(used in) operating activities	$ 3,214	$ 31	$ 37	$ 11,446	$ (484)	$ 14,244
Cash flows from investing activities						
Additions to property, plant and equipment	(1,040)	-	-	(3,330)	-	(4,370)
Sales of long term assets	514	-	-	231	-	745
Net intercompany investing	2,268	(1,559)	(8)	(680)	(21)	-
All other investing, net	(23)	-	-	334	-	311
Net cash provided by/(used in)investing activities	1,719	(1,559)	(8)	(3,445)	(21)	(3,314)
Cash flows from financing activities						
Additions to long term debt				341		341
Reductions in long term debt	(1)	(15)		(341)		(357)
Additions/(reductions) in short term debt net	(60)	(51)		(2,258)		(2,369)
Cash dividends	(3,037)			(484)	484	(3,037)
Net ExxonMobil shares sold/(acquired)	(2,776)					(2,776)
Net intercompany financing activity		1,594	(29)	(1,586)	21	
All other financing, net				(368)		(368)
Net cash provided by/(used in) financing activities	(5,874)	1,528	(29)	(4,696)	505	(8,566)
Effects of exchange rate changes on cash	-	-	-	(146)	-	(146)
Increase/(decrease) in						

cash and cash equivalents	$ (941)	$	$	$ 3,159	$	$ 2,218
	========	========	========	========	========	========

EXXON MOBIL CORPORATION

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

FUNCTIONAL EARNINGS SUMMARY

	Second Quarter		First Six Months	
	2002	2001	2002	2001
	(millions of dollars)			
Earnings including merger effects and special items				
Upstream				
United States	$ 674	$ 1,111	$ 1,118	$ 2,739
Non U.S.	1,479	1,739	3,044	3,889
Downstream				
United States	234	844	248	1,253
Non U.S.	148	423	106	1,013
Chemicals				
United States	87	149	157	194
Non U.S.	182	168	244	323
Other operations	86	128	239	269
Corporate and financing	(220)	(7)	(336)	(75)
Merger expenses	(30)	(95)	(90)	(185)
Gain from required asset divestitures	0	0	0	40
NET INCOME	$ 2,640	$ 4,460	$ 4,730	$ 9,460
	=======	=======	=======	=======
Net income per common share	$ 0.40	$ 0.66	$ 0.70	$ 1.38
Net income per common share assuming dilution	$ 0.39	$ 0.65	$ 0.69	$ 1.36
Merger effects and special items				
Chemicals				
United States (extraordinary item)	$ 0	$ 100	$ 0	$ 100
Non U.S. (extraordinary item)	0	75	0	75
Merger expenses	(30)	(95)	(90)	(185)
Gain from required asset divestitures (extraordinary item)	0	0	0	40
TOTAL	$ (30)	$ 80	$ (90)	$ 30
	=======	=======	=======	=======
Earnings excluding merger effects and special items				
Upstream				
United States	$ 674	$ 1,111	$ 1,118	$ 2,739
Non U.S.	1,479	1,739	3,044	3,889
Downstream				
United States	234	844	248	1,253
Non U.S.	148	423	106	1,013
Chemicals				
United States	87	49	157	94
Non U.S.	182	93	244	248
Other operations	86	128	239	269
Corporate and financing	(220)	(7)	(336)	(75)

TOTAL	$ 2,670	$ 4,380	$ 4,820	$ 9,430
	=======	=======	=======	=======
Earnings per common share	$ 0.40	$ 0.65	$ 0.71	$ 1.38
Earnings per common share assuming dilution	$ 0.39	$ 0.64	$ 0.70	$ 1.36

REVIEW OF SECOND QUARTER 2002 RESULTS

Excluding merger effects and special items, estimated second quarter 2002 earnings were $2,670 million ($0.39 per share), a decrease of $1,710 million from the record second quarter of 2001. Including merger effects and special items, estimated net income of $2,640 million ($0.39 per share) decreased $1,820 million.

Revenue for the second quarter of 2002 totaled $50,909 million compared with $56,184 million in 2001. Capital and exploration expenditures of $3,393 million in the second quarter of 2002 were up $559 million, or 20 percent, compared with $2,834 million last year and were 14 percent higher than in the first quarter.

Excluding merger effects, ExxonMobil's second quarter 2002 earnings of $2,670 million were up $520 million from first quarter 2002 earnings of $2,150 million. Upstream earnings improved $144 million from the first quarter, reflecting an upward trend in crude oil prices, which more than offset seasonal reductions in natural gas volumes. Downstream earnings increased $410 million from the very weak first quarter of 2002. Industry refining and marketing margins improved in some geographic areas, but remained depressed overall. Chemicals earnings were double the first quarter of 2002. Prime product sales volumes set a quarterly record, which along with improved margins led to the earnings increase.

First half operating expenses declined $1.4 billion versus the same period last year. The decline was related to lower energy prices and additional efficiencies captured in all business lines partially offset by expenses related to new business opportunities.

Compared with last year's record second quarter, ExxonMobil's second quarter 2002 earnings, excluding merger effects and special items, were $2,670 million, down $1,710 million. The reduction in earnings reflected weakened conditions in most business segments, including lower price levels of crude oil and natural gas, significantly weaker refining margins and adverse foreign exchange effects.

Upstream earnings were $2,153 million, a decrease of $697 million from the record second quarter 2001 results. Average realizations on crude oil sales were lower than the prior year, and natural gas prices fell as well, especially in North America. Liquids production, excluding the impact of OPEC driven quota restrictions, was up slightly with new production from fields in the Gulf of Mexico, Canada and Angola offset by natural field decline. Natural gas volumes were up 1 percent, reflecting the net result of resumed operations at the Arun field in Indonesia partly offset by weather related demand in Europe which reduced gas volumes by about 5 percent. On an oil equivalent basis, excluding the effect of OPEC driven quota restrictions and reduced weather related demand in Europe, production increased 3 percent. Project schedules for long term volume increases remain on track as reflected by higher capital spending.

Downstream earnings were $382 million, down $885 million from last year's record second quarter, reflecting weak industry wide margins. Refining margins dropped in most areas worldwide, with the sharpest declines in the U.S. and Europe. Improved refining operations provided a partial offset to the margin decline. Marketing margins remained weak.

Excluding $175 million of net gains on asset management activities reported as a special item last year, chemicals earnings of $269 million were nearly double last year's second quarter due mainly to record sales volumes. Earnings from other operations of $86 million decreased $42 million from last year, primarily reflecting the absence of coal operations in Colombia which were sold during the first quarter of 2002.

Second quarter results were negatively affected by movement in foreign exchange rates. The impact was more than $100 million, or $0.02 per share versus the same period last year.

~~Second quarter 2002 net income of $2,640 million included after tax merger expenses of $30 million.~~

~~In the second quarter, ExxonMobil continued its active investment program, spending $3,393 million on capital and exploration projects, compared with $2,834 million last year, reflecting continued growth in upstream spending. Capital and exploration expenditures of $6,367 million for the first half of 2002 were up $1,017 million, or 19 percent, compared with $5,350 million last year. Upstream capital spending was up 25 percent, consistent with long term investment plans which result in expanding profitable production.~~

~~First half 2002 cash flow from operations, including asset management activities, was $9.6 billion, below last year's record $15 billion level reflecting lower earnings, but sufficiently large to exceed cash requirements to fund the corporation's growing capital expenditure program and shareholder dividends.~~

~~During the quarter, the corporation acquired 27 million shares at a gross cost of $1,105 million to offset the dilution associated with benefit plans and to reduce common stock outstanding. Shares outstanding were reduced from 6,782 million at the end of the first quarter of 2002 to 6,757 million at the end of the second quarter. Since the post merger program was started in August 2000, the corporation has acquired 255 million shares at a gross cost of $10.6 billion. Purchases may be made in both the open market and through negotiated transactions and may be discontinued at any time.~~

~~ExxonMobil's financial results for the second quarter fairly reflect our straightforward business model and have been prepared with the same rigor and discipline that have been consistently applied to our financial statements and disclosures. The company's comprehensive, well controlled financial reporting process positions appropriate senior management to make the newly required certifications. Certifications meeting the requirements of the Securities and Exchange Commission's Order No. 4 460 were filed on August 1, 2002 with regard to ExxonMobil's 2001 Form 10 K, first quarter 2002 Form 10 Q and 2002 Proxy Statement. Written statements complying with Section 906 of the Sarbanes Oxley Act of 2002 accompany this second quarter 2002 Form 10 Q.~~

~~OTHER COMMENTS ON SECOND QUARTER 2002 COMPARED TO SECOND QUARTER 2001~~

~~Upstream earnings were $2,153 million, down $697 million from the second quarter record achieved in 2001 reflecting a 6 percent decline in crude oil realizations, a 35 percent reduction in North American natural gas prices and lower natural gas liquids realizations.~~

~~Liquids production of 2,492 kbd (thousands of barrels per day) decreased from 2,539 kbd in the second quarter of 2001. Higher production in Angola, Venezuela, Malaysia and Canada was offset by OPEC driven quota restrictions and natural field declines in mature areas. Second quarter natural gas production of 9,169 mcfd (millions of cubic feet per day) compared with 9,090 mcfd last year. Improvements in Asia Pacific volumes, mainly from the return to full production levels at the Arun field in Indonesia following last year's curtailments due to security concerns, were partly offset by reduced weather related demand in Europe and natural field decline in the U.S. Total oil and natural gas producible volumes increased 3 percent versus the second quarter of last year, as resumption of production at Arun and contributions from new projects and work programs more than offset natural field declines. Taking into account OPEC driven quota restrictions and weather related demand changes in Europe, actual oil equivalent production was down 1 percent.~~

~~Earnings from U.S. upstream operations were $674 million, a decrease of $437 million from the prior year, reflecting the sharp decline in natural gas prices. Upstream earnings outside the U.S. were $1,479 million, a decrease of $260 million, reflecting lower crude oil and natural gas prices.~~

~~Downstream earnings of $382 million decreased substantially from the record second quarter of last year, reflecting significantly lower refining margins in the U.S. and Europe, with continued weakness in Asia Pacific. Marketing margins remained depressed. Petroleum product sales were 7,571 kbd, 362 kbd lower than last year's second quarter in large part due to reduced demand for aviation fuel and lower fuel oil sales.~~

~~U.S. downstream earnings were $234 million, down $610 million. Non U.S. downstream earnings of $148 million were $275 million lower than last year's~~

second quarter.

Excluding special items reported last year, chemicals earnings of $269 million were up $127 million from the same quarter a year ago reflecting higher volumes. Prime product sales volumes of 6,785 kt (thousands of metric tons) established a new quarterly record, supported by recent capacity additions in Singapore, and reflected higher demand in key commodity businesses across most regions which led to higher capacity utilization rates.

Earnings from other operations, including coal, minerals and power, totaled $86 million, down $42 million from last year, due to the absence of Colombian coal operations which were sold in the first quarter of 2002 and higher insurance costs. Corporate and financing expenses of $220 million increased primarily due to the impact of foreign exchange losses and also from higher pension costs.

Corporate-wide, the negative impact of foreign exchange movement on second quarter earnings, including the continuing currency devaluations in Argentina and Venezuela and the effect of a weaker U.S. dollar on financing activities, was more than $100 million, or $0.02 per share, versus the same period last year.

During the period, the company continued to benefit from the favorable resolution of tax related issues, although such benefits were greater in last year's second quarter. With a larger portion of the corporation's earnings from the non U.S. upstream, which is subject to higher tax rates, the corporation's effective tax rate in the second quarter of 2002 showed a modest increase. Higher upstream taxes in the U.K. will result from the recent North Sea tax rate increase. The impact of the U.K. 10 percent supplementary tax will be reported in the third quarter consistent with U.S. accounting standards.

Second quarter net income included $30 million of after tax merger expenses, including costs for rationalization of facilities and systems.

FIRST SIX MONTHS 2002 COMPARED WITH FIRST SIX MONTHS 2001

Excluding merger effects and special items, first half 2002 earnings of $4,820 million ($0.70 per share) decreased $4,610 million from the record first half of last year. Including merger effects and special items, first half net income of $4,730 million ($0.69 per share) decreased $4,730 million. Included in this year's first half net income was $90 million in after-tax merger expenses, while last year's first half included net favorable merger effects and special items of $30 million after tax.

Upstream earnings decreased primarily due to lower natural gas realizations, particularly in North America, which reached historical highs at the beginning of 2001. Crude oil realizations were also lower. Liquids production of 2,515 kbd decreased 64 kbd from the first half of 2001. Higher production in Angola, Venezuela and Malaysia was offset by OPEC driven quota restrictions and natural field declines in mature areas. Excluding the effect of OPEC driven quota restrictions, liquids production in 2002 was flat with the first half of 2001. First half 2002 worldwide natural gas production of 10,450 mcfd compared with 10,596 mcfd in 2001. Improvements in Asia Pacific volumes, mainly from the return to full production levels at the Arun field in Indonesia following last year's curtailments due to security concerns, were more than offset by reduced weather related demand in Europe and natural field decline in the U.S. Weather related demand in Europe reduced volumes by about 4 percent. Total oil and natural gas producible volumes increased 1 percent versus the first half of last year, as resumption of production at Arun and contributions from new projects and work programs more than offset natural field declines. Taking into account OPEC driven quota restrictions and weather related demand changes in Europe, actual oil equivalent production was down 2 percent.

Earnings from U.S. upstream operations for the first half of 2002 were $1,118 million, a decrease of $1,621 million. Earnings outside the U.S. were $3,044 million, $845 million lower than last year.

Downstream earnings decreased substantially from the first half of 2001, reflecting significantly lower refining margins in the U.S. and Europe, and continued weakness in marketing margins. Petroleum product sales of 7,623 kbd compared with 7,959 kbd in the first half of 2001.

U.S. downstream earnings were $248 million, down $1,005 million. Earnings outside the U.S. of $106 million were $907 million lower than last year.

Excluding special items recorded in 2001, first half chemicals earnings of $401 million were $59 million higher than last year reflecting increased prime product sales volumes. Sales volumes of 13,505 kt were 4 percent above last year's level.

Earnings from other operations totaled $239 million, a decrease of $30 million due primarily to the absence of Colombian coal operations which were sold in the first quarter of 2002. Corporate and financing expenses increased $261 million to $336 million, reflecting unfavorable foreign exchange effects and higher pension expenses.

MERGER OF EXXON CORPORATION AND MOBIL CORPORATION

On November 30, 1999, a wholly owned subsidiary of Exxon Corporation merged with Mobil Corporation so that Mobil became a wholly owned subsidiary of Exxon (the "Merger"). At the same time, Exxon changed its name to Exxon Mobil Corporation. The Merger was accounted for as a pooling of interests.

In the second quarter of 2002, in association with the Merger, $41 million of before tax costs ($30 million after tax) were recorded as merger related expenses, including costs for rationalization of facilities and systems. In the second quarter of 2001, merger related expenses were $167 million before tax ($95 million after tax). For the six months ended June 30, 2002, merger related expenses totaled $124 million before tax ($90 million after tax). For the six months ended June 30, 2001, merger related expenses totaled $288 million before tax ($185 million after tax).

The severance reserve balance at the end of the second quarter of 2002 is expected to be expended in 2002. The following table summarizes the activity in the severance reserve for the six months ended June 30, 2002:

Opening Balance	Additions	Deductions	Balance at Period End
	(millions of dollars)		
197	0	116	81

Cumulative merger related expenses total $2.9 billion before tax. Additional expense for facilities rationalization and systems are anticipated in the second half of 2002. Merger synergy initiatives are on track.

Results for the six months ended June 30, 2002, included no extraordinary gains. For the six months ended June 30, 2001, the net after tax gain from required asset divestments, all in the first quarter, totaled $40 million (including an income tax credit of $15 million), or $0.01 per common share. These net gains from required asset divestments have been reported as extraordinary items in accordance with accounting requirements for business combinations accounted for as a pooling of interests.

LIQUIDITY AND CAPITAL RESOURCES

Net cash generation before financing activities was $4,370 million in the first six months of 2002 versus $10,930 million in the same period last year. Operating activities provided net cash of $8,740 million, a decrease of $5,504 million from the prior year, influenced by lower net income. Investing activities used net cash of $4,370 million, compared to cash used of $3,314 million in the prior year, reflecting higher additions to property, plant and equipment.

Net cash used in financing activities was $5,567 million in the first half of 2002 versus $8,566 million in the same period last year reflecting the absence of debt reductions in the prior year.

During the first half of 2002, Exxon Mobil Corporation purchased 63 million shares of its common stock for the treasury at a gross cost of $2,555 million. These purchases were to offset shares issued in conjunction with company benefit plans and programs and to reduce the number of shares outstanding. Purchases may be made in both the open market and through negotiated transactions, and may be discontinued at any time.

Revenue for the first half of 2002 totaled $94,440 million compared to $113,484 million in the first half of 2001 reflecting lower prices.

Capital and exploration expenditures were $6,367 million in the first half 2002 compared to $5,350 million in last year's first half. In 2002, capital and exploration investments are expected to increase by 10 percent over 2001 primarily driven by ExxonMobil's large portfolio of upstream projects.

Total debt of $11.3 billion at June 30, 2002 increased $0.5 billion from year-end 2001. The corporation's debt to total capital ratio was 12.7 percent at the end of the first half of 2002, compared to 12.4 percent at year-end 2001.

Although the corporation issues long term debt from time to time and maintains a revolving commercial paper program, internally generated funds cover the majority of its financial requirements.

Litigation and other contingencies are discussed in note 5 to the unaudited condensed consolidated financial statements. There are no events or uncertainties known to management beyond those already included in reported financial information that would indicate a material change in future operating results or future financial condition.

The corporation, as part of its ongoing asset management program, continues to evaluate its mix of assets for potential upgrade. Because of the ongoing nature of this program, dispositions will continue to be made from time to time which will result in either gains or losses. Asset management activities in the first half of 2002 included the sale of coal operations in Colombia in the first quarter. On May 2, 2002, the corporation announced that it has reached agreement to sell its affiliated companies that hold all of the interests in Compania Minera Disputada de las Condes Limitada (a Chile copper mining business) for $1.3 billion, plus future contingent payments in the event of higher future copper prices. The sale is subject to the completion of outstanding due diligence, the completion of a definitive sale and purchase agreement and required regulatory approvals, with such work continuing into the third quarter 2002.

FORWARD LOOKING STATEMENTS

Statements in this discussion regarding expectations, plans and future events or conditions are forward-looking statements. Actual future results, including merger related expenses and synergies; financing sources; the resolution of contingencies; the effect of changes in prices, interest rates and other market conditions; and environmental and capital expenditures could differ materially depending on a number of factors, such as the outcome of commercial negotiations; changes in the supply of and demand for crude oil, natural gas and petroleum and petrochemical products; and other factors discussed above and discussed under the caption "Factors Affecting Future Results" in Item 1 of ExxonMobil's 2001 Form 10-K. We assume no duty to update these statements as of any future date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the six months ended June 30, 2002 does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2001.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On July 25, 2002, ExxonMobil Oil Corporation ("EMOC") entered into a settlement agreement with the California South Coast Air Quality Management District (the "District") relating to allegations that EMOC failed to properly calculate and/or timely transmit daily air emissions data for EMOC's Torrance refinery for compliance years 1995 through 2000, resulting in violations of various District regulations. The settlement agreement provides for the payment of a civil fine in the amount of $1.75 million.

The New York State Department of Environmental Conservation ("NYSDEC") has issued multiple Notices of Hearing and Complaint ("Notices"). The NYSDEC served a Notice on EMOC on June 21, 2002 with respect to a distribution terminal in New Windsor, New York. The Notice alleges discharges of petroleum into waters of the state which were allegedly neither timely reported nor immediately contained, in violation of the Navigation Law and the Environmental Conservation Law. The NYSDEC is seeking payment of a civil penalty in the amount of $750,000.

The NYSDEC served a Notice on EMOC on June 14, 2002 with respect to a service station in Smithtown, New York. The NYSDEC alleges that petroleum was discharged from the station into waters of the state. EMOC entered into a stipulation agreement in 1999 providing for performance of remedial activities at the site. The NYSDEC is now seeking a penalty of $1,500,000 for alleged violations of the New York Navigation Law and of the stipulation agreement.

On June 5, 2002, the NYSDEC served 23 identical Notices on EMOC, one for each of 23 service stations in New York. The NYSDEC alleges that all of the subject stations operated without being properly registered for a period of two days, in violation of the Environmental Conservation Law, and it seeks civil penalties of between $10,000 and $15,000 for each station.

The NYSDEC served a Notice on EMOC on January 14, 2002 with respect to a service station in New York, New York. The NYSDEC alleges that the service station discharged petroleum into the waters of the state and failed to provide, test and maintain cathodic protection for underground tanks and piping, in violation of the Navigation Law and the Environmental Conservation Law. The NYSDEC is seeking payment of a civil penalty in the amount of $200,000.

Settlement discussions with the NYSDEC to resolve all these matters are ongoing. The amounts of the penalties for which the corporation might ultimately be liable are unknown at this time.

Refer to the relevant portions of Note 5 on pages 7 through 9 of this Quarterly Report on Form 10-Q for additional information on legal proceedings.

Item 4. Submission of Matters to a Vote of Security Holders

At the annual meeting of shareholders on May 29, 2002, the following proposals were voted upon. Percentages are based on the total of the shares voted for and against.

Concerning Election of Directors

Nominees for Directors	Votes Cast for	Votes Withheld
Michael J. Boskin	5,520,822,890	58,194,731
William T. Esrey	5,489,925,001	89,092,620
Donald V. Fites	5,517,743,793	61,273,828
James R. Houghton	5,489,281,262	89,736,359
William R. Howell	5,485,665,488	93,352,133
Helene L. Kaplan	5,465,399,826	113,617,795
Reatha Clark King	5,489,135,076	89,882,545
Philip E. Lippincott	5,520,915,608	58,102,013
Harry J. Longwell	5,522,372,394	56,645,227
Marilyn Carlson Nelson	5,489,851,766	89,165,855
Lee R. Raymond	5,519,271,164	59,746,457
Walter V. Shipley	5,521,582,462	57,435,159

Concerning Ratification of Independent Auditors

Votes Cast For:	5,333,006,315	96.2%
Votes Cast Against:	208,760,975	3.8%
Abstentions:	37,250,331	
Broker Non-Votes:	0	

Concerning Government Service

Votes Cast For:	113,815,749	2.5%
Votes Cast Against:	4,506,322,570	97.5%
Abstentions:	124,553,855	
Broker Non Votes:	834,325,447	

Concerning Policy on Board Diversity

Votes Cast For:	334,527,021	7.2%
Votes Cast Against:	4,288,990,427	92.8%
Abstentions:	121,184,726	
Broker Non Votes:	834,315,447	

Concerning Human Rights Policy

Votes Cast For:	306,767,747	6.8%
Votes Cast Against:	4,228,298,424	93.2%
Abstentions:	209,626,003	
Broker Non Votes:	834,325,447	

Concerning Executive Compensation Factors

Votes Cast For:	363,389,223	7.9%
Votes Cast Against:	4,248,497,358	92.1%
Abstentions:	132,805,593	
Broker Non Votes:	834,325,447	

Concerning Additional Report on ANWR Drilling

Votes Cast For:	302,960,394	6.6%
Votes Cast Against:	4,285,054,813	93.4%
Abstentions:	156,676,967	
Broker Non Votes:	834,325,447	

Concerning Renewable Energy Sources

Votes Cast For:	930,638,438	20.2%
Votes Cast Against:	3,679,226,275	79.8%
Abstentions:	134,827,461	
Broker Non Votes:	834,325,447	

Concerning Amendment of EEO Policy

Votes Cast For:	1,089,160,651	23.9%
Votes Cast Against:	3,471,805,525	76.1%
Abstentions:	183,725,998	
Broker Non Votes:	834,325,447	

Concerning Shareholder Vote on Poison Pills

Votes Cast For:	2,087,168,148	44.9%
Votes Cast Against:	2,564,477,371	55.1%
Abstentions:	93,046,655	
Broker Non Votes:	834,325,447	

See also pages 3 through 7 and pages 24 through 44 of the registrant's definitive proxy statement dated April 17, 2002.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

Exhibit 3(ii) - By-Laws, as revised to July 31, 2002.

b) Reports on Form 8-K

On August 1, 2002, the registrant filed a Current Report on Form 8-K about the sworn statements filed with the Securities and

Exchange Commission by the principal executive officer and principal financial officer in accordance with Order No. 4-460 and pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

EXXON MOBIL CORPORATION

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXXON MOBIL CORPORATION

Date: August 13, 2002 /s/ DONALD D. HUMPHREYS

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

EXXON MOBIL CORPORATION

FORM 10 Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2002

INDEX TO EXHIBITS

3(ii). By Laws, as revised to July 31, 2002.

~~EXHIBIT 3(ii)~~

~~EXXON MOBIL CORPORATION~~

~~INCORPORATED IN NEW JERSEY~~

~~BY LAWS~~

~~ARTICLE I~~

~~Meetings of Shareholders~~

~~1. Meetings of shareholders may be held on such date and at such time and place, within or without the State of New Jersey, as may be fixed by the board of directors and stated in the notice of meeting.~~

~~2. The date for each annual meeting of shareholders, fixed as provided in Section 1 of this Article I, shall be a date not more than thirteen months after the date on which the last annual meeting of shareholders was held. The directors shall be elected at the annual meeting of shareholders.~~

~~3. Special meetings of the shareholders may be called by the board of directors, the chairman of the board or the president.~~

~~4. Except as otherwise provided by statute, written notice of the date, time, place and purpose or purposes of every meeting of shareholders shall be given not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at the meeting. The business transacted at meetings shall be confined to the purposes specified in the notice.~~

~~5. Unless otherwise provided by statute the holders of shares entitled to cast a majority of votes at a meeting, present either in person or by proxy, shall constitute a quorum at such meeting. Less than a quorum may adjourn.~~

~~6. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or for the purpose of determining shareholders entitled to receive payment of any dividend or allotment of any right, or for the purpose of any other action, the board of directors may fix in advance a date as the record date for any such determination of shareholders. Such date shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.~~

~~7. The board of directors may, in advance of any shareholders' meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed by the board or shall fail to qualify, the person presiding at a shareholders' meeting may, and at the request of any shareholder entitled to vote thereat, shall, make such appointment. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the board in advance of the meeting or at the meeting by the person presiding at the meeting. Each inspector, before entering upon the discharge of the duties of inspector, shall take and sign an oath faithfully to execute such duties at such meeting with strict impartiality and according to the best of the inspector's ability.~~

~~The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. If there are three or more inspectors, the act of a majority shall govern. On request of the person presiding at the meeting or any shareholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them. Any report made by them shall be prima facie evidence of the facts therein stated, and such report shall be filed with the minutes of the meeting.~~

~~ARTICLE II~~

~~Board of Directors~~

~~1. The business and affairs of the corporation shall be managed by its board of directors consisting of not less than ten nor more than nineteen members,~~

~~who shall hold office until the next annual meeting and until their successors shall have been elected and qualified. The actual number of directors shall be determined from time to time by resolution of the board. If at any time, except at the annual meeting, the number of directors shall be increased, the additional director or directors may be elected by the board, to hold office until the next annual meeting and until their successors shall have been elected and qualified.~~

~~2. The organization meeting of the board of directors, for the purpose of organization or otherwise, shall be held without further notice on the day of the annual meeting of shareholders, at such time and place as shall be fixed from time to time pursuant to resolution of the board. Other regular meetings of the board may be held without further notice at such times and places as shall be fixed from time to time pursuant to resolution of the board. The chairman of the board, the president, any vice president who is a member of the board, or the secretary may change the day or hour or place of any single regular meeting from that determined by the board upon causing that prior notice of such change be transmitted to all directors.~~

~~Special meetings of the board may be called at the direction of the chairman of the board, of the president or of any vice president who is a member of the board, or, in the absence of such officers, at the direction of any one of the directors. Any such meeting shall be held on such date and at such time and place as may be designated in the notice of the meeting.~~

~~Notices required under this section may be transmitted in person, in writing, or by telephone, telegram, cable or radio, and shall be effective whether or not actually received, provided they are duly transmitted not less than forty-eight hours in advance of the meeting. Notice may be waived in writing before or after a meeting. No notice or waiver need specify the business scheduled for any board meeting and any business may be transacted at either a regular or special meeting.~~

~~3. Five directors shall constitute a quorum for the transaction of business, except that any directorship not filled at the annual meeting and any vacancy, however caused, occurring in the board may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the board, or by a sole remaining director. At any meeting of the board, whether or not a quorum is present, a majority of those present may adjourn the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.~~

~~4. (a) The provisions of this Section 4 of Article II shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster or from the imminent threat of such an attack or disaster. For the purpose of this Section 4 of Article II, such an emergency is defined~~

~~as any period following (i) an enemy attack on the continental United States or any nuclear or atomic disaster as a result and during the period of which the means of communication or travel within the continental United States are disrupted or made uncertain or unsafe, or (ii) a determination as herein provided that such an attack or disaster is imminent or has occurred. The commencement and termination of the period of any such emergency may be determined by the chairman of the board or, in the event of the death, absence or disability of the chairman of the board, by the president, or in the event of the death, absence or disability of both the chairman of the board and the president, by such person or persons as the board of directors may from time to time designate, but in the absence of such specific designation, by the executive or senior vice president who has been designated pursuant to the authority of Section 6 of Article IV of these by laws to exercise the powers and perform the duties of the chairman of the board and the president. To the extent not inconsistent with the provisions of this Section 4 of Article II, the by laws in their entirety shall remain in effect during any such emergency.~~

~~(b) Before or during any such emergency, the board may change the head office or designate several alternative head offices or regional offices, or authorize the officers to do so, said change to be effective during the emergency.~~

~~(c) The officers or other persons designated by title in a list approved by the board before or during the emergency, all who are known to be alive and available to act in such order of priority and subject to such conditions and for such period of time, not longer than reasonably necessary after the termination of the emergency, as may be provided in the resolution of the board approving the list, shall, to the extent required to provide a quorum at any meeting of the board, be deemed and shall have all the powers of directors for such meeting. Unless so designated, an officer who is not a director shall not~~

~~be deemed a director for the foregoing purpose.~~

~~(d) Meetings of the board may be called by any officer or director or in the absence of all officers and directors by any person designated in a list approved by the board pursuant to subsection (c) of this Section 4. Any such meeting shall be held on such date and at such time and place as may be designated in the notice of the meeting. Notice of any such meeting need be given only to such of the directors as it may be feasible to reach at the time and such of the persons designated in such list as is considered advisable in the judgment of the person calling the meeting. Any such notice may be transmitted in person, in writing, or by telephone, telegram, cable or radio, or by such other means as may be feasible at the time, shall be effective whether or not actually received and shall be given at such time in advance of the meeting as, in the judgment of the person calling the meeting, circumstances permit.~~

~~(e) Three directors shall constitute a quorum for the transaction of business.~~

~~(f) Before or during any such emergency, the board by resolution may (i) appoint one or more committees in addition to or in substitution for one or more of those appointed pursuant to the provisions of Article III of these by-laws to act during such emergency and (ii) take any of the actions listed in Section 2 of Article III of these by-laws in regard to any committee established pursuant to (i) of this subsection (f). Each such committee shall have at least three members, none of whom need be a director. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall take the action which Section 1 of Article III of these by-laws prohibits committees of the board to take.~~

~~(g) Before or during any such emergency, the board may provide and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation or any or all members of any committee of the board shall for any reason be rendered incapable of discharging their duties.~~

~~(h) No officer, director or employee acting in accordance with this Section 4 of Article II shall be liable except for willful misconduct. No officer, director or employee shall be liable for any action taken in good faith in such an emergency in furtherance of the ordinary business affairs of the corporation even though not authorized by the by-laws then in effect.~~

~~(i) Persons may conclusively rely upon a determination made pursuant to subsection (a) of this Section 4 that an emergency as therein defined exists regardless of the correctness of such determination.~~

~~5. No contract or other transaction between the corporation and one or more of its directors or between the corporation and any other corporation, firm or association of any type or kind in which one or more of its directors are directors or are otherwise interested, shall be void or voidable solely by reason of such common directorship or interest, or solely because such director or directors are present at the meeting of the board or a committee thereof which authorizes or approves the contract or transaction, or solely because such director's or directors' votes are counted for such purpose, if (a) the contract or other transaction is fair and reasonable as to this corporation at the time it is authorized, approved or ratified, or (b) the fact of the common directorship or interest is disclosed or known to the board or committee and the board or committee authorizes, approves or ratifies the contract or transaction by unanimous written consent, provided at least one director so consenting is disinterested, or by affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, or (c) the fact of the common directorship or interest is disclosed or known to the shareholders and they authorize, approve or ratify the contract or transaction.~~

~~ARTICLE III~~

~~Committees of the Board~~

~~1. The board, by resolution adopted by a majority of the entire board, may appoint from among its members an executive committee and one or more other committees, each of which shall have at least three members. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall (a) make, alter or repeal any by-law of the corporation; (b) elect any director, or remove any officer or director; (c) submit to shareholders any action that requires shareholders' approval; or (d) amend or repeal any resolution~~

~~theretofore adopted by the board which by its terms is amendable or repealable only by the board.~~

~~2. The board, by resolution adopted by a majority of the entire board, may (a) fill any vacancy in any such committee; (b) appoint one or more directors to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members; (c) abolish any such committee at its pleasure; (d) remove any director from membership on such committee at any time, with or without cause; and (e) establish as a quorum for any such committee less than a majority of the entire committee, but in no case less than the greater of two persons or one third of the entire committee.~~

~~3. Actions taken at a meeting of any such committee shall be reported to the board at its next meeting following such committee meeting; except that, when the meeting of the board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the board at its second meeting following such committee meeting.~~

~~ARTICLE IV~~

~~Officers~~

~~1. The board of directors at the organization meeting on the day of the annual election of directors shall elect a chairman of the board, a president, one or more vice presidents as the board may determine, any one or more of whom may be designated as executive vice president or as senior vice president or in such special or limiting style as the board may determine, a secretary, a treasurer, a controller, a general counsel, and a general tax counsel. The chairman of the board and the president shall each be a director, but the other officers need not be members of the board.~~

~~2. The board of directors may from time to time elect, or authorize an officer of the corporation to appoint in writing, assistant secretaries, assistant treasurers, assistant controllers, and such other officers as the board may designate.~~

~~3. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in these by-laws, or as may be determined by resolution of the board not inconsistent with these by-laws.~~

~~4. The chairman of the board shall be chief executive officer of the corporation and shall preside at all meetings of shareholders and directors. Subject to the board of directors, the chairman of the board shall have general care and supervision of the business and affairs of the corporation. In the absence of the president, the chairman of the board shall exercise the powers and perform the duties of the president.~~

~~5. The president shall, subject to the board of directors, direct the current administration of the business and affairs of the corporation. In the absence of the chairman of the board, the president shall preside at meetings of the shareholders and directors and exercise the other powers and duties of the chairman.~~

~~6. In the event of the death, absence, or disability of the chairman of the board and the president, an executive or senior vice president may be designated by the board to exercise the powers and perform the duties of those offices.~~

~~7. The secretary shall give notice of all meetings of the shareholders and of the board of directors. The secretary shall keep records of the votes at elections and of all other proceedings of the shareholders and of the board. The secretary shall have all the authority and perform all the duties normally incident to the office of secretary and shall perform such additional duties as may be assigned to the secretary by the board, the chairman of the board or the president.~~

~~The assistant secretaries shall perform such of the duties of the secretary as may be delegated to them by the secretary.~~

~~8. The treasurer shall be the principal financial officer of the corporation. The treasurer shall have charge and custody of all funds and securities of the corporation; receive and give receipts for monies paid to~~

~~the corporation, and deposit such monies in the corporation's name in such banks or other depositories as shall be selected for the purpose; and shall~~

~~cause money to be paid out as the corporation may require. The treasurer shall have all the authority and perform all the duties normally incident to the office of treasurer and shall perform such additional duties as may be assigned to the treasurer by the board of directors, the chairman of the board or the president.~~

~~The assistant treasurers shall perform such of the duties of the treasurer as may be delegated to them by the treasurer.~~

~~9. The controller shall be the principal accounting and financial control officer of the corporation. The controller shall be responsible for the system of financial control of the corporation, including internal audits, the maintenance of its accounting records, and the preparation of the corporation's financial statements. The controller shall periodically inform the board of directors of the corporation's financial results and position. The controller shall have all the authority and perform all the duties normally incident to the office of controller and shall perform such additional duties as may be assigned to the controller by the board of directors, the chairman of the board or the president.~~

~~The assistant controllers shall perform such of the duties of the controller as may be delegated to them by the controller.~~

~~10. The general counsel shall advise the board of directors and officers on legal matters, except those relating to taxes. The general tax counsel shall advise the board of directors and officers on legal matters relating to taxes. Each shall perform such additional duties as may be assigned to either of them by the board of directors, the chairman of the board or the president.~~

~~11. Any vacancy occurring among the officers, however caused, may be filled by the board of directors except that any vacancy in the office of an assistant secretary, assistant treasurer or assistant controller appointed by an officer of the corporation may be filled by the officer, if any, then authorized by the board to make appointments to such office.~~

~~12. Any officer may be removed by the board with or without cause, and any assistant secretary, assistant treasurer or assistant controller appointed by an officer of the corporation may be removed with or without cause by the officer, if any, then authorized by the board to make appointments to such office.~~

~~ARTICLE V~~

~~Divisions and Division Officers~~

~~1. The board of directors may from time to time establish one or more divisions of the corporation and assign to such divisions responsibilities for such of the corporation's business, operations and affairs as the board may designate.~~

~~2. The board of directors may appoint or authorize an officer of the corporation to appoint in writing officers of a division. Unless elected or appointed an officer of the corporation by the board of directors or pursuant to authority granted by the board, an officer of a division shall not as such be an officer of the corporation, except that such person shall be an officer of the corporation for the purposes of executing and delivering documents on behalf of the corporation or for other specific purposes, if and to the extent that such person may be authorized to do so by the board of directors. Unless otherwise provided in the writing appointing an officer of a division, such person's term of office shall be~~

~~for one year and until that person's successor is appointed and qualified. Any officer of a division may be removed with or without cause by the board of directors or by the officer, if any, of the corporation then authorized by the board of directors to appoint such officer of a division.~~

~~3. The board of directors may prescribe or authorize an officer of the corporation or an officer of a division to prescribe in writing the duties and powers and authority of officers of divisions.~~

~~ARTICLE VI~~

~~Transfer of Shares~~

~~1. Shares of the corporation shall be transferable on the records of the corporation in accordance with the provisions of Chapter 8 of the Uniform Commercial Code (New Jersey Statutes 12A:8-101 et seq.), as amended from time to time, except as otherwise provided in the New Jersey Business Corporation~~

~~Act (New Jersey Statutes 14A:1 1 et seq.).~~

~~2. In the case of lost, destroyed or wrongfully taken certificates, transfer shall be made only after the receipt of a sufficient indemnity bond, if required by the board of directors, and satisfaction of other reasonable requirements imposed by the board.~~

~~3. The board of directors may from time to time appoint one or more transfer agents and one or more registrars of transfers. All share certificates shall bear the signature, which may be a facsimile, of a transfer agent and of a registrar. The functions of transfer agents and registrars shall conform to such regulations as the board may from time to time prescribe. The board may at any time terminate the appointment of any transfer agent or registrar.~~

~~ARTICLE VII~~

~~Fiscal Year~~

~~The fiscal year of the corporation shall be the calendar year.~~

~~ARTICLE VIII~~

~~Corporate Seal~~

~~1. The corporate seal is, and until otherwise ordered by the board of directors shall be, a circle containing the words "EXXON MOBIL CORPORATION, CORPORATE SEAL, 1882, NEW JERSEY" and may be an impression thereof or printed or other facsimile reproduction.~~

~~2. The impression of the seal may be made and attested by either the secretary or an assistant secretary for the authentication of contracts and other papers requiring the seal.~~

~~ARTICLE IX~~

~~Amendments~~

~~The board of directors shall have the power to make, alter and repeal the by laws of the corporation, but by laws made by the board may be altered or repealed, and new by-laws made, by the shareholders.~~

~~ARTICLE X~~

~~Indemnification~~

~~1. The corporation shall indemnify to the full extent from time to time permitted by law any director or former director or officer or former officer made, or threatened to be made, a party to, or a witness or other participant in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, legislative, investigative, or of any other kind, by reason of the fact that such person is or was a director, officer, employee or other corporate agent of the corporation or any subsidiary of the corporation or serves or served any other enterprise at the request of the corporation (including service as a fiduciary with respect to any employee benefit plan of the corporation or any subsidiary of the corporation) against expenses (including attorneys' fees), judgments, fines, penalties, excise taxes and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, or any appeal therein. No indemnification pursuant to this Article X shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the corporation has given its prior consent to such settlement or other disposition.~~

~~2. As any of the foregoing expenses are incurred, they shall be paid by the corporation for the director or former director or officer or former officer in advance of the final disposition of the action, suit or proceeding promptly upon receipt of an undertaking by or on behalf of such person to repay such payments if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.~~

~~3. The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person indemnified may be entitled.~~

~~4. The rights provided to any person by this Article X shall be enforceable against the corporation by such person, who shall be presumed to have relied~~

~~upon it in serving or continuing to serve as a director or in any of the other capacities set forth in this Article X. No elimination of or amendment to this Article X shall deprive any person of rights hereunder arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice to such person of such elimination or amendment. The rights provided to any person by this Article X shall inure to the benefit of such person's legal representative.~~