

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

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

For the year ended December 31, 1999  
and the one month period ended December 31, 1998

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-2256

THRIFT PLAN OF EXXON CORPORATION

AND PARTICIPATING AFFILIATES

(Full title of the plan)

EXXON MOBIL CORPORATION

(Name of issuer of the securities)

5959 Las Colinas Boulevard

Irving, Texas 75039-2298

(Address of principal executive office)

THRIFT PLAN OF EXXON CORPORATION

AND PARTICIPATING AFFILIATES

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THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS  
December 31, 1999  
(millions of dollars)

	Participant Directed -----	Non-Participant Directed -----	Total -----
Assets			
Investments, at fair value: (See Note 8)	\$16,726	-	\$16,726
Exxon Mobil Corp common stock	-	\$1,737	1,737
	-----	-----	-----
Total investments	16,726	1,737	18,463
Cash	2	-	2
Amounts due from employers	-	165	165
Amounts due from employees	13	-	13
Accrued interest	31	-	31
Other receivables	6	-	6
	-----	-----	-----
Total assets	16,778	1,902	18,680
	-----	-----	-----
Liabilities			
Payables and accrued liabilities	3	12	15
Long-term notes payable	-	266	266
Commercial paper payable	-	171	171
	-----	-----	-----
Total liabilities	3	449	452
	-----	-----	-----
Net assets available for benefits	\$16,775 =====	\$1,453 =====	\$18,228 =====

The accompanying notes are an integral part of these financial statements.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS  
December 31, 1998  
(millions of dollars)

	Participant Directed -----	Non-Participant Directed -----	Total -----
Assets			
Investments, at fair value: (See Note 8)	\$ 9,912	-	\$ 9,912
Exxon Corporation Class A preferred stock	-	\$252	252
Short-term investments	-	20	20
	-----	-----	-----
Total investments	9,912	272	10,184
Cash	-	1	1
Amounts due from employers	-	6	6
Accrued interest	39	-	39
Other receivables	18	-	18
	-----	-----	-----
Total assets	9,969	279	10,248
	-----	-----	-----
Liabilities			
Payables and accrued liabilities	36	3	39
Long-term notes payable	-	125	125
	-----	-----	-----
Total liabilities	36	128	164
	-----	-----	-----
Net assets available for benefits	\$9,933	\$151	\$10,084
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS  
November 30, 1998  
(millions of dollars)

	Participant Directed -----	Non-Participant Directed -----	Total -----
Assets			
Investments, at fair value: (See Note 8)	\$ 9,964	-	\$ 9,964
Exxon Corporation Class A preferred stock	-	\$275	275
Short-term investments	-	11	11
	-----	-----	-----
Total investments	9,964	286	10,250
Amounts due from employers	-	8	8
Dividends receivable	33	-	33
Accrued interest	36	-	36
Other receivables	2	-	2
	-----	-----	-----
Total assets	10,035	294	10,329
	-----	-----	-----
Liabilities			
Payables and accrued liabilities	23	3	26
Long-term notes payable	-	125	125
	-----	-----	-----
Total liabilities	23	128	151
	-----	-----	-----
Net assets available for benefits	\$10,012 =====	\$166 =====	\$10,178 =====

The accompanying notes are an integral part of these financial statements.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
YEAR ENDED DECEMBER 31, 1999  
(millions of dollars)

	Participant Directed -----	Non-Participant Directed -----	Total -----
Contributions:			
Employer	\$ 18	\$ 101	\$ 119
Employee	180	-	180
	-----	-----	-----
Total contributions	198	101	299
	-----	-----	-----
Investment income:			
Interest	143	1	144
Dividends	137	3	140
Special surplus allocation	20	(20)	0
Net appreciation in fair value of investments	945	22	967
	-----	-----	-----
Total investment income	1,245	6	1,251
	-----	-----	-----
Interest & miscellaneous expense	-	(5)	(5)
LESOP conversions	73	(177)	(104)
Benefit payments at fair value	(638)	-	(638)
Participant withdrawals at fair value	(90)	-	(90)
Transfers in	3	-	3
Transfers out at fair value	(195)	-	(195)
Transfer in from former Mobil Savings Plan	6,218	1,405	7,623
Interfund transfers	28	(28)	-
	-----	-----	-----
Net increase	6,842	1,302	8,144
Net assets available for benefits:			
At the beginning of the year	9,933	151	10,084
	-----	-----	-----
At the end of the year	\$16,775	\$1,453	\$18,228
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
ONE MONTH PERIOD ENDED DECEMBER 31, 1998  
(millions of dollars)

	Participant Directed -----	Non-Participant Directed -----	Total -----
Contributions:			
Employer	\$ 2	\$ 9	\$ 11
Employee	17	-	17
	-----	-----	-----
Total contributions	19	9	28
	-----	-----	-----
Investment income:			
Interest	13	-	13
Dividends	-	2	2
Net depreciation in fair value of investments	(72)	(17)	(89)
	-----	-----	-----
Total investment income	(59)	(15)	(74)
	-----	-----	-----
LESOP conversions	7	(7)	-
Benefit payments at fair value	(42)	-	(42)
Participant withdrawals at fair value	(6)	-	(6)
Interfund transfers	2	(2)	-
	-----	-----	-----
Net decrease	(79)	(15)	(94)
Net assets available for benefits:			
At November 30, 1998	10,012	166	10,178
	-----	-----	-----
At December 31, 1998	\$9,933	\$151	\$10,084
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

Note 1: Description of the Plan

On November 30, 1999, a wholly-owned subsidiary of Exxon Corporation ("Exxon") merged with Mobil Corporation ("Mobil") so that Mobil became a wholly-owned subsidiary of Exxon. At the same time, Exxon changed its name to Exxon Mobil Corporation ("ExxonMobil"). Subsequently, effective December 30, 1999, the Employee Savings Plan of Mobil Oil Corporation ("Mobil Plan") with a current value of net assets totaling \$7,656 million was merged with the Thrift Plan in the Benefit Plan of Exxon Corporation and Participating Affiliates ("Thrift Plan", also called the "Thrift Fund") with the Thrift Plan being the surviving plan. The net assets of the Mobil Plan on December 30, 1999 included employer contributions receivable of \$33 million which were concurrently funded with shares from the Preferred Stock Fund (see Note 6).

The participants in the Thrift Plan are eligible employees and former employees of ExxonMobil and certain affiliated employers. The terms and conditions of the Thrift Plan are fully contained in the Thrift Plan of Exxon Corporation and Participating Affiliates document ("Plan Document") dated January 1, 1999. Effective January 1, 2000, the Plan Document was amended and the Thrift Plan was renamed the ExxonMobil Savings Plan. The Thrift Plan is an "employee pension benefit plan" described in Section 3(2) of the Employee Retirement Income Security Act of 1974 ("ERISA") and also a "defined contribution plan" described in Section 3(34) of ERISA.

The Plan permits participant contributions of up to 18 percent of compensation and employer contributions of up to 7 percent of compensation. Other Thrift Plan provisions including eligibility, enrollment, vesting, participation, forfeiture, loans, withdrawals, distributions, and federal tax treatment of a qualified plan and trust, are described in detail in the Plan Document. Also set forth in the Plan Document are the investment features of the Thrift Plan including investments in ExxonMobil stock, equity investment options, asset allocation options, fixed-income options, and capital preservation options.

The plan year of the Thrift Plan that commenced December 1, 1998, ended on December 31, 1998 as provided by a plan amendment that changed the plan year of the Thrift Fund to coincide with the calendar year.



THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

Note 2: Accounting Policies

The accounting records of the Thrift Plan are maintained on the accrual basis.

Investments are stated at current value. Current values are based on quoted prices as of the date of the financial statements, or, if market quotations are not readily available, upon estimated values obtained from a major investment securities firm. Exxon Corporation Class A preferred stock held in the Exxon Corporation Preferred Stock Fund is stated at current value as measured by the value of common shares to which it was convertible. The Merrill Lynch Floating Rate Long-Term Fixed Income Fund is stated at current value, which approximates fair value, representing the original cost, plus interest (based upon the crediting rates of the underlying contracts) reduced by administration fees, transfers out, and withdrawals. The average crediting interest rate of the Merrill Lynch Floating Rate Long-Term Fixed Income Fund for the period ended December 31, 1999 was 6.1%. Crediting rates fluctuate with the activities of the underlying contracts. This investment choice has no fixed term, nor a minimum crediting interest rate.

Net appreciation and depreciation in the current value of investments includes realized gains and losses on investments sold or disposed of during the year and unrealized gains and losses on investments held at year end.

Participant loans represent the outstanding principal balances of the loans and are valued at cost, which approximates current value.

The Thrift Plan is subject to normal risks associated with international and domestic debt and equity markets, including the investment in Exxon Mobil Corporation Common Stock.

During the year ended December 31, 1999 and the one month period ended December 31, 1998, \$398,723 and \$6,740, respectively, of employers' matching contributions were forfeited by terminating employees before those amounts became vested. Such forfeited amounts are used to fund future employer contributions.

Transfers in include participant-initiated rollovers of certain distributions from other tax-qualified plans into the Thrift Fund. Transfers out include a plan-to-plan transfer of the balances of former ExxonMobil employees who became employees of the Infineum USA, L.P. joint venture.



THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

Note 5: Expenses

Investment income from all sources is stated net of administrative expenses, which include brokerage fees on purchases and sales of ExxonMobil common stock, management fees, brokerage commissions, and administrative expenses. The participating employers also pay miscellaneous administrative expenses on behalf of the Thrift Plan.

Note 6: ExxonMobil ESOP Fund (formerly Exxon Corporation Preferred Stock Fund)

An employee stock ownership plan was incorporated into the Thrift Plan on August 1, 1988. This plan is commonly referred to as the Direct Dividend Account ("DDA") and is described in detail in the Plan Document. In 1989, the plan was leveraged when the Trustee-Thrift Trust borrowed \$1.0 billion at a floating rate of interest under the terms of notes, guaranteed by Exxon Corporation. The Trustee used the proceeds of the borrowing to purchase 16,349,945 shares of newly issued Exxon Corporation Class A preferred stock ("Preferred Stock") for \$61.50 per share which was convertible into Exxon Corporation common stock. After the common stock split on March 14, 1997, when the common share price exceeded \$30.75, one share of preferred stock was convertible into two shares of common stock. When the price was \$30.75 or less, one share of preferred was convertible into common shares having a total value of \$61.50. Dividends on the Preferred Stock were cumulative and payable in an amount per share equal to \$4.68 per annum. Dividends on the Preferred Stock of \$4 million, \$2 million, and \$12 million were paid during the year ended December 31, 1999, the one month period ended December 31, 1998, and the year ended November 30, 1998, respectively, and covered interest payments of \$2 million, \$1 million, and \$8 million on the notes. During the one month period ended December 31, 1998 and the year ended November 30, 1998, 113,153 and 1,397,641 shares of Preferred Stock, respectively, were converted into common stock. During the plan year ended December 31, 1999, the remaining shares of Preferred Stock totaling 1,718,697 shares were converted to common stock.

During the year ended December 31, 1999, the one month period ended December 31, 1998, and the year ended November 30, 1998, principal payments of \$125 million, \$0 million, and \$100 million, respectively, were made on the notes. The interest rate on the notes ranged from 3.78% to 5.70% for the year ended December 31, 1999, 3.88% to 5.70% for the one month period ended December 31, 1998, and 3.94% to 5.28% for the year ended November 30, 1998. The final principal payment of \$125 million was made during 1999. The remaining Preferred Stock was converted into common stock and allocated to participant accounts as of December 31, 1999 in accordance with the Thrift Plan provisions and applicable law.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

Upon merger of the Thrift Plan and the Mobil Plan on December 30, 1999, future contributions to the employee stock ownership plan (ESOP) were eligible for funding from the ESOP trust established in November 1989 by Mobil. In 1989, the ESOP trust, supported by a Mobil guarantee, privately placed \$800,000,000 of floating interest rate notes due November 22, 2004, and used the proceeds to purchase 205,788 shares of Mobil Series B Convertible Preferred Stock at a price equal to liquidation value, or \$3,887.50 per share. Following the merger of Exxon and Mobil, each outstanding share of Mobil Series B Convertible Preferred Stock was converted into one share of ExxonMobil Class B Preferred Stock, with similar terms. In December 1999, each unit of ExxonMobil's Class B Preferred Stock was converted into 132.015 shares of ExxonMobil Common Stock, and the accrued dividends on units of ExxonMobil Preferred Stock were converted into shares of ExxonMobil Common Stock.

On February 27, 1990, the ESOP trust issued and Mobil guaranteed \$800 million of 9.17% Sinking Fund Debentures due February 29, 2000, pursuant to Rule 415 under the Securities Act of 1933. The ESOP trust used the proceeds to retire the floating interest rate notes due November 22, 2004. As of December 31, 1999, \$60.6 million of these debentures were still outstanding.

Through December 31, 1999, the ESOP trust issued and ExxonMobil guaranteed an aggregate of \$275 million of medium-term notes under a \$300 million shelf registration statement filed with the Securities and Exchange Commission pursuant to Rule 415. The proceeds of the sales of the issued notes were used to retire identical principal amounts of existing ESOP trust debt. Interest on these notes is due semi-annually. On March 12, 1999, the Securities and Exchange Commission declared effective a new shelf registration that would have permitted the offer and sale by the ESOP trust of an additional \$475 million in debt securities, guaranteed by Mobil, pursuant to Rule 415. Subsequent to the November 30, 1999 merger of Exxon and Mobil, the new shelf registration was withdrawn.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

A summary of the outstanding medium-term notes as of December 31, 1999 is as follows:

Date of Issuance -----	Amount -----	Interest Rate -----	Maturity Date -----
8/31/96	25,000,000	6.700%	8/31/00
8/31/96	15,000,000	6.625%	2/28/01
2/28/97	25,000,000	6.250%	8/31/01
2/28/97	10,000,000	6.300%	9/03/02
9/02/97	40,000,000	6.375%	8/31/01
3/02/98	25,000,000	5.875%	9/03/02
3/02/98	20,000,000	5.900%	2/28/03
8/31/98	45,000,000	5.800%	9/02/03
	----- \$205,000,000 =====		

Principal and interest payments on the debentures and medium-term notes are due semi-annually. Principal maturities by calendar year are as follows: \$85,600,000 in 2000; \$80,000,000 in 2001; \$35,000,000 in 2002; and \$65,000,000 in 2003.

On February 4, 1999, the ESOP trust established a commercial paper program under which the ESOP trust may sell to institutional investors up to \$500 million of short-term notes. The proceeds of the sales of such notes will be used for the same purposes as the proceeds of the debt securities issued by the ESOP trust under the above mentioned shelf registrations. On March 1, 1999, the ESOP trust issued and Mobil guaranteed \$115,090,808 of 4.973% notes, due August 31, 1999. The proceeds were used in part to retire in advance of their normal maturity dates \$70,000,000 of medium-term notes. On August 31, 1999, the Trust retired the 4.973% notes and issued Mobil-guaranteed notes of \$170,954,960 at 5.72%, due February 29, 2000.

Note 7: Claims Incurred But Not Paid

The Thrift Plan reports benefits paid on a cash basis as required under generally accepted accounting principles. For Form 5500 reporting purposes, claims incurred but not paid of \$19 million, \$12 million, and \$19 million for the year ended December 31, 1999, the one month period ended December 31, 1998, and the year ended November 30, 1998, respectively, are reported on an accrual basis. As such, the net assets available for benefits reflected for Form 5500 purposes are \$18,209 million, \$10,072 million, and \$10,159 million for the year ended December 31, 1999, the one month period ended December 31, 1998, and the year ended November 30, 1998, respectively.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES

NOTES TO FINANCIAL STATEMENTS

Note 8: Investments

The following presents investments that represent 5% or more of the Plan's net assets available for benefits.

	(millions of dollars)		
	December 31 1999 -----	December 31 1998 -----	November 30 1998 -----
ExxonMobil Common Stock	\$9,556	\$5,938	\$6,144
ExxonMobil Common Stock (non-participant directed)	1,737	-	-
Equity Portfolio Fund	1,146	994	944
Jennison Equity Fund	1,581	-	-

Note 9: Subsequent Events

During 2000, assets may be subject to transfer out of the ExxonMobil Savings Plan related to the accounts of participants employed by employers divested as a condition of approval by the Federal Trade Commission of the merger of Exxon and Mobil.

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
-----				
COMMON ASSET FUND				
-----				
CORPORATE BONDS				
3M DEUTSCHLAND GMBH	5.750%	07/30/01	\$ 3,000	\$ 2,947
ABBEY NATIONAL TREASURY SERV	6.250%	06/30/00	6,785	6,773
AMERICAN EXPRESS CR ACCT	6.800%	12/15/03	30,110	30,124
AMERICAN EXPRESS CR ACCT	6.400%	04/15/05	9,550	9,448
AMERICAN EXPRESS MSTR TR	5.375%	07/15/01	40,255	39,914
AMERICAN INTL GROUP INC M/T/N	4.875%	10/30/00	2,588	2,550
ASSOCIATES CORP NA M/T/N	6.200%	02/15/00	3,500	3,502
BANC ONE AUTO GRANTOR TR	6.100%	10/15/02	2,546	2,545
BANC ONE AUTO GRANTOR TR	6.550%	02/15/03	1,295	1,296
BANC ONE AUTO GRANTOR TR	6.270%	11/20/03	9,911	9,887
BANC ONE AUTO GRANTOR TR	6.290%	07/20/04	12,412	12,346
BANC ONE CR CARD MSTR TR	6.150%	07/15/02	2,750	2,748
BANKBOSTON RECR VEH	6.390%	01/15/03	7,345	7,224
BARNETT AUTO TR	6.030%	11/15/01	4,298	4,298
BAYERISCHE LANDESBANK U S FIN	6.650%	01/26/00	9,250	9,255
BAYERISCHE VEREINSBANK	8.125%	01/27/00	25,000	25,022
BELLSOUTH TELECOMM INC NT	6.500%	02/01/00	4,000	4,001
BMW VEHICLE OWNER TRUST	6.410%	04/25/03	5,000	4,973
BMW VEHICLE OWNER TRUST	6.160%	12/25/01	5,000	4,992
BP AMER INC	9.375%	11/01/00	8,500	8,696
BP AMER INC	7.875%	05/15/02	4,000	4,087
BP AMERICA INC E/M/T/N	5.750%	07/30/01	15,800	15,538
BRIDGESTONE/FIRESTONE MSTR	6.170%	07/01/03	9,167	9,159
BRITISH TELECOM PLC 6.75	6.750%	04/25/02	20,000	19,930
CALIFORNIA INFRASTRUCTURE &	6.160%	06/25/03	2,000	1,987
CALIFORNIA INFRASTRUCTURE &	6.170%	03/25/03	2,000	1,988
CALIFORNIA PETE TRANS CORP	7.350%	04/01/00	18,160	18,209
CAPITAL AUTO REC ASSET	5.580%	06/15/02	30,000	29,692
CAPITAL AUTO REC ASSET	6.250%	03/15/03	25,000	24,859
CATERPILLAR FINL ASSET TR	5.900%	03/25/02	10,000	9,968
CHASE CREDIT CD MSTR TR	6.230%	06/15/03	4,126	4,115
CHASE CREDIT MSTR CD TR	5.550%	09/15/03	32,000	31,616
CHASE CREDIT MASTER TR	6.230%	04/15/05	6,000	5,914
CHASE MANH AUTO OWNER TR	6.350%	02/15/01	1,195	1,196
CHASE MANH AUTO OWNER TR	6.500%	12/17/01	4,894	4,883
CHASE MANH AUTO OWNER TR	5.700%	09/17/01	2,742	2,738
CHASE MANH AUTO OWNER TR	5.800%	12/16/02	9,420	9,301
CHASE MANH AUTO OWNER TR	5.750%	10/15/01	6,432	6,422
CHASE MANH AUTO OWNER TR	5.850%	05/15/03	10,000	9,837
CHASE MANH GRANTOR TR	5.200%	02/15/02	1,320	1,315

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
CIT RV OWNER TR	5.400%	12/15/11	\$ 4,891	\$ 4,841
CIT RV TR	5.780%	07/15/08	10,000	9,795
CITIBANK CR CARD MSTR TR I	6.550%	02/15/04	5,000	4,966
CITIBANK CR CARD MSTR TR I	5.750%	01/15/03	32,330	31,977
CITIBANK CR CARD MSTR TR I	5.850%	04/10/03	31,000	30,619
COMMERCIAL CR GROUP INC NT	8.250%	11/01/01	10,200	10,427
CORESTATES HOME EQ TR	5.100%	03/15/09	898	888
CWABS INC	7.170%	12/25/17	5,000	4,981
DAIMLER-BENZ AUTO GR TR 1997-	6.050%	03/20/05	3,900	3,885
DEERE JOHN OWNER TR	5.466%	08/15/01	10,000	9,962
DISCOVER CARD MASTER TR I	5.800%	09/16/03	17,000	16,787
DISCOVER CARD MASTER TR I	5.300%	08/15/04	20,500	19,860
DISCOVER CARD MASTER TR I	5.900%	10/15/04	2,000	1,957
DISCOVER CARD MASTER TRUST I	5.750%	10/16/03	15,180	14,964
ELI LILLY AND CO	8.125%	02/07/00	10,000	10,010
EURO INV BANK	7.625%	03/15/00	1,300	1,303
FIFTH THIRD AUTO GR TRUST	6.450%	03/15/02	3,044	3,047
FIFTH THIRD BK AUTO TR 1996-A	6.200%	09/15/01	1,844	1,844
FIRST SEC AUTO GR TR	6.300%	08/15/03	3,168	3,169
FIRST SECURITY AUTO GR TRUST	5.970%	04/15/04	17,169	17,043
FIRST SECURITY AUTO OWNR TRUS	5.492%	04/15/02	13,081	13,054
FIRST SECURITY AUTO OWNR TRUST	5.182%	06/15/01	2,263	2,263
FIRST USA BK NA WILMINGTON	6.125%	06/25/01	15,000	14,856
FLEETWOOD CR 1993-B GRANTOR TR	4.950%	08/15/08	1,145	1,111
FLEETWOOD CR 1994-B GRANTOR TR	6.750%	03/15/10	1,246	1,242
FORD CR AUTO OWNER TR	6.050%	04/15/01	1,862	1,862
FORD CR AUTO OWNER TR	5.650%	10/15/01	16,800	16,772
FORD CR AUTO OWNER TR	5.850%	10/15/01	9,422	9,405
FORD CR AUTO OWNER TR	5.310%	11/15/01	6,125	6,074
FORD CR AUTO OWNER TR	5.730%	11/15/00	200	200
FORD CR AUTO OWNER TR	5.860%	10/15/02	10,000	9,862
FORD CR AUTO OWNER TR	5.900%	06/15/02	6,300	6,234
FORD CR AUTO OWNER TR	5.800%	06/15/02	14,600	14,437
FORD CR AUTO OWNER TR	6.200%	04/15/02	6,000	5,986
GE CAP MTG SVCS INC	6.870%	09/25/08	4,275	4,257
GE CAP MTG SVCS INC	6.995%	09/25/13	5,000	4,970
GEN ELEC CAP CORP	8.000%	02/14/00	1,500	1,502
GEN ELEC CAP CORP E/M/T/N	6.250%	03/27/01	9,419	9,352
GENERAL ELEC CAP CORP M/T/N	6.020%	05/04/01	9,150	9,076
GENERAL ELEC CAP CORP M/T/N	5.770%	08/27/01	5,000	4,927
GENERAL ELEC CAP CORP M/T/N	5.280%	01/08/02	2,000	1,944
GENERAL ELEC CAP CORP M/T/N	5.890%	05/15/00	15,000	14,997
GENERAL ELEC CAP CORP M/T/N	7.265%	04/10/00	3,900	3,914



THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
GENERAL ELEC CAP CORP M/T/N	5.720%	07/16/01	\$ 8,000	\$ 7,888
GENERAL ELEC CAP CORP M/T/N	5.264%	01/07/02	2,000	1,943
GENERAL ELEC CAP CORP	7.375%	05/09/01	4,000	4,026
GILLETTE CO 5.75 03AUG2001	5.750%	08/03/01	8,082	7,940
GMAC GRANTOR TR	6.500%	04/15/02	2,672	2,673
GMACM MTG LN TR	0.000%	08/25/29	5,501	5,453
HARLEY-DAVIDSON EAGLEMARK	5.840%	10/15/03	8,054	7,977
HARLEY-DAVIDSON EAGLEMARK	6.220%	02/15/04	4,832	4,807
HELLER EQUIP ASSET RECEIVABLES	5.500%	07/13/03	10,000	9,823
HITACHI FINANCE(UK 6.625	6.625%	06/06/00	5,000	4,991
HONDA AUTO LEASE TR	5.875%	10/15/01	6,500	6,499
HONDA AUTO REC 1999-1	5.300%	09/15/02	27,500	27,069
HONDA AUTO REC 1999-1	5.186%	06/15/01	5,821	5,807
HONDA AUTO REC CL A	5.850%	02/15/03	9,485	9,466
HONDA AUTO REC GRANTOR	5.950%	05/15/03	16,968	16,908
HOUSEHOLD AFFINITY CR CD	5.600%	05/15/02	25,324	25,244
HOUSEHOLD HOME EQ LN TR	6.875%	10/20/23	10,000	9,940
IADB	9.500%	04/11/00	8,700	8,764
INT AMER DEV BANK E/M/T/N	5.300%	12/20/00	2,500	2,468
INTER-AMERICAN DEV BK	3.100%	09/17/01	3,000	2,829
INTER AMERICAN BK 5.5 E M/T/N	5.500%	12/19/00	7,000	6,924
INTER AMERICAN DEV BANK	6.375%	08/01/00	3,150	3,143
INTERNATIONAL BANK RECON+DEVP	3.000%	02/05/01	14,900	14,337
INTERNATIONAL TELECOM SATELLITE	6.750%	01/19/00	17,355	17,353
KEY AUTO FIN TR	6.150%	10/15/01	2,949	2,949
KEY AUTO FINANCE TR	6.150%	03/15/04	8,292	8,292
KFW INTL FIN INC	9.500%	12/15/00	12,710	13,069
KFW INTL FIN INC	9.125%	05/15/01	1,525	1,573
KFW INTL FINANCE 8.125 GTD NTS	8.125%	10/30/01	3,000	3,064
KIMBERLY CLARK CORP	9.000%	08/01/00	8,000	8,126
KIMBERLY CLARK CORP	8.625%	05/01/01	13,350	13,697
MELLON AUTO GRANTOR TR	5.460%	10/17/05	19,016	18,701
MERRILL LYNCH & CO INC	6.700%	08/01/00	2,840	2,844
MERRILL LYNCH & CO INC M/T/N	6.380%	07/18/00	6,400	6,405
MERRILL LYNCH & CO INC M/T/N	6.250%	07/25/00	4,755	4,755
MERRILL LYNCH & CO INC M/T/N	6.330%	08/25/00	1,000	1,000
NATIONSBANK DALLAS TX N A	6.350%	03/15/01	12,000	11,931
NORWEST CORP M/T/N	7.125%	04/01/00	1,400	1,404
NORWEST FINL INC	7.250%	03/15/00	2,500	2,505
OLYMPIC AUTOMOBILE REC TR	6.850%	06/15/01	541	541
OESTERREICHE KONTR0LBANK	9.125%	07/12/00	9,500	9,611
PREMIER AUTO TR	5.070%	07/08/02	3,950	3,879
PREMIER AUTO TR	5.690%	06/08/02	30,000	29,730

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
PREMIER AUTO TR	5.630%	08/06/01	\$ 8,672	\$ 8,657
PREMIER AUTO TR	5.490%	02/10/03	3,000	2,948
PREMIER AUTO TR	6.250%	08/06/01	117	117
PREMIER AUTO TR	5.770%	01/06/02	14,000	13,973
PREMIER AUTO TR	5.690%	11/08/02	15,000	14,804
PROCTER & GAMBLE CO	8.700%	08/01/01	3,900	4,024
PROCTER & GAMBLE CO NT	9.625%	01/14/01	21,790	22,456
ROCKWELL INTL CORP NT	8.375%	02/15/01	1,000	1,016
SEARS CR ACCOUNT MSTR TR II	5.800%	08/15/05	5,450	5,386
SEARS CR ACCOUNT MSTR TR II	6.200%	02/16/06	4,000	3,974
SHELL CDA LTD CDN\$ DEB	8.875%	01/14/01	4,500	4,594
SMITHKLINE BEECHAM CAP INC	6.750%	10/30/01	1,015	1,012
SMITHKLINE BEECHAM CORP M/T/N	6.625%	10/01/01	1,500	1,499
SOUTHERN NEW ENGLAND M/T/N	8.000%	11/20/01	2,300	2,341
SOUTHWESTERN BELL TEL CO	6.375%	04/01/01	14,690	14,576
SOUTHWESTERN BELL TEL CO M/T/N	6.400%	04/22/02	4,500	4,433
SOUTHWESTERN BELL TEL CO M/T/N	7.000%	11/15/02	1,500	1,494
STATOIL	6.250%	10/10/00	2,640	2,629
TOYOTA AUTO REC 1999-A	5.800%	12/17/01	25,000	24,919
TOYOTA AUTO REC 1999-A	6.150%	08/16/04	6,001	5,935
TOYOTA AUTO REC GRANTOR TR	6.450%	04/15/02	6,164	6,168
UNILEVER 6.625 29MAY2001	6.625%	05/29/01	4,500	4,484
UNILEVER CAPITAL CORP	9.250%	03/29/00	29,700	29,825
UNITED PARCEL SERV	6.250%	07/07/00	27,904	27,848
USAA AUTO LN GRANTOR TR	6.100%	02/15/06	15,253	15,118
USAA AUTO LN GRANTOR TR	5.800%	01/15/05	10,009	9,922
USAA AUTO LN GRANTOR TR	6.000%	05/15/04	4,791	4,769
WACHOVIA BK N C N A BK NOTE	6.300%	03/15/01	5,000	4,972
WACHOVIA BK N C N A M/T/N	5.400%	02/20/01	13,500	13,301
WAL MART STORES	9.100%	07/15/00	34,136	34,646
WAL MART STORES	6.125%	11/21/00	5,701	5,662
WAL MART STORES INC	6.150%	08/10/01	5,000	4,964
WAL-MART STORES INC	8.625%	04/01/01	7,711	7,886
			-----	-----
TOTAL CORPORATE BONDS			\$1,441,079	\$1,434,617

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
-----				
GOVERNMENT BONDS				
FEDERAL FARM CR BKS CONS	5.125%	04/02/01	\$ 30,000	\$ 29,512
FEDERAL FARM CR BKS CONS M/T/N	4.850%	10/23/01	15,000	14,575
FEDERAL FARM CR BKS CONS M/T/N	6.450%	04/03/00	1,700	1,702
FEDERAL FARM CR BKS CONS M/T/N	5.560%	08/27/01	19,980	19,687
FEDERAL FARM CR BKS CONS M/T/N	5.570%	03/23/01	6,500	6,434
FEDERAL FARM CR BKS CONS M/T/N	6.280%	06/20/01	1,800	1,795
FEDERAL FARM CR BKS CONS M/T/N	5.800%	10/10/00	1,700	1,693
FEDERAL FARM CR BKS CONS M/T/N	4.960%	01/11/01	10,000	9,860
FEDERAL HOME LN BANK NT	7.280%	07/25/01	2,000	2,021
FEDERAL HOME LN BKS	5.375%	03/02/01	21,800	21,541
FEDERAL HOME LN BKS	5.040%	10/26/00	3,000	2,969
FEDERAL HOME LN BKS	5.630%	06/22/01	1,305	1,289
FEDERAL HOME LN BKS	5.500%	07/14/00	8,445	8,413
FEDERAL HOME LN BKS	5.620%	08/10/00	2,400	2,391
FEDERAL HOME LN BKS	5.750%	04/30/01	2,515	2,491
FEDERAL HOME LN BKS	5.645%	03/23/01	8,000	7,923
FEDERAL HOME LN BKS	5.610%	06/22/01	10,000	9,872
FEDERAL HOME LN BKS	5.710%	03/16/01	1,250	1,239
FEDERAL HOME LN BKS	5.500%	04/14/00	2,050	2,046
FEDERAL HOME LN BKS	6.580%	09/20/01	1,000	1,000
FEDERAL HOME LN BKS	5.125%	04/17/01	15,000	14,756
FEDERAL HOME LN BKS CONS	6.360%	03/21/01	1,000	998
FEDERAL HOME LN BKS CONS BD	7.260%	09/06/01	4,125	4,170
FEDERAL HOME LN BKS CONS BD	6.670%	04/06/01	1,000	1,002
FEDERAL HOME LN BKS CONS BD	6.145%	01/28/00	3,000	3,000
FEDERAL HOME LN BKS DEB	5.890%	07/24/00	1,000	998
FEDERAL HOME LN BKS DEB	4.395%	10/23/00	15,000	14,770
FEDERAL HOME LN BKS DEB	5.190%	03/01/01	10,000	9,859
FEDERAL HOME LN BKS DEB	5.010%	09/21/00	19,675	19,497
FEDERAL HOME LN BKS DEB	4.960%	09/29/00	2,000	1,981
FEDERAL HOME LN BKS DEB	4.630%	10/09/01	20,000	19,362
FEDERAL HOME LN BKS DEB	4.955%	11/20/01	10,000	9,716
FEDERAL HOME LN BKS DEB	4.885%	12/28/00	1,410	1,390
FEDERAL HOME LN BKS DEB	5.620%	01/12/01	4,000	3,969
FEDERAL HOME LN BKS DEB	4.735%	12/15/00	11,225	11,053
FEDERAL HOME LN BKS M/T/N	8.000%	09/11/01	1,000	1,023
FEDERAL HOME LN MTG CORP	7.060%	06/25/16	10,000	9,995
FEDERAL HOME LN MTG CORP DEB	6.565%	05/23/01	1,000	1,001
FEDERAL HOME LN MTG CORP REMIC	6.720%	08/25/16	9,000	8,889
FEDERAL HOME LOAN MTG 6.00	6.000%	04/25/00	17,600	17,594

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
FEDERAL HOME LN MTGE CORP	5.500%	05/15/02	\$ 28,000	\$ 27,309
FEDERAL HOME LOAN BANK	5.520%	01/22/01	1,000	991
FEDERAL HOME LOAN BANK CONS BD	5.500%	08/13/01	10,000	9,856
FEDERAL NATL MTG ASSN GTD REMIC	5.750%	09/25/07	25,000	24,507
FEDERAL NATL MTG ASSN M/T/N	6.375%	08/14/01	1,000	998
FEDERAL NATL MTG ASSN M/T/N	6.160%	04/03/01	6,000	5,979
FEDERAL NATL MTG ASSN M/T/N	6.400%	05/02/01	5,350	5,342
FEDERAL NATL MTG ASSN M/T/N	5.200%	09/14/00	22,000	21,831
FEDERAL NATL MTG ASSN M/T/N	4.450%	10/16/00	5,000	4,928
FEDERAL NATL MTG ASSN M/T/N	5.720%	01/09/01	4,000	3,974
FEDERAL NATL MTG ASSN	5.375%	03/15/02	15,000	14,634
FEDERAL NATL MTG ASSN #190778	6.000%	05/01/01	5,301	5,267
FEDERAL NATL MTG ASSN #247817	6.000%	11/01/00	558	554
FEDERAL NATL MTG ASSN #303277	6.000%	06/01/01	13,807	13,720
FEDERAL NATL MTG ASSN #313201	6.000%	06/01/01	9,499	9,384
FEDERAL NATL MTG ASSN M/T/N	6.650%	09/04/01	1,210	1,212
FEDERAL NATL MTG ASSN M/T/N	4.720%	12/11/00	5,000	4,925
FEDERAL NATL MTG ASSN M/T/N	5.490%	08/18/00	8,960	8,916
FEDERAL NATL MTG ASSN M/T/N	5.550%	08/10/00	5,000	4,979
FEDERAL NATL MTG ASSN M/T/N	6.180%	03/15/01	1,500	1,496
FEDL HOME LOAN MTG CORP	7.900%	09/19/01	1,875	1,915
FEDL HOME LOAN MTG CORP#G40343	5.500%	12/01/00	12,635	12,554
FEDL HOME LOAN MTG CORP#L80028	6.000%	07/01/00	763	759
FEDL HOME LOAN MTG CORP#M80169	6.000%	05/01/00	1,839	1,830
FEDL HOME LOAN MTG CORP#M80306	5.500%	01/01/01	2,982	2,941
FEDL HOME LOAN MTG CORP#N93561	6.000%	05/01/00	942	937
FEDL HOME LOAN MTG CORP#N94196	6.000%	08/01/00	572	569
INTER AMERN DEV BK	8.500%	05/01/01	7,800	7,993
			-----	-----
TOTAL GOVERNMENT BONDS			\$ 510,073	\$ 503,776
CERTIFICATE OF DEPOSITS				
FCC NATIONAL BANK C/D	5.550%	04/26/02	\$ 15,000	\$ 14,834
GREENWOOD TR CO DEL C/D	5.800%	03/20/00	15,000	14,997
GREENWOOD TR CO DEL C/D	5.100%	10/09/00	10,000	9,921
			-----	-----
TOTAL CERTIFICATE OF DEPOSITS			\$ 40,000	\$ 39,752
			-----	-----
TOTAL FIXED INCOME SECURITIES			\$1,991,152	\$1,978,145

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	CURRENT VALUE
-----				
SHORT TERM INVESTMENTS				
BEAR STEARNS MASTER NOTE		02/01/00	\$ 5,031	\$ 5,031
GOLDMAN SACHS & CO MASTER NOTE		02/01/00	11,046	11,046
COLLECTIVE SHORT TERM INVEST FD		01/00/00	48,494	48,494
SEI DAILY INCOME TR PRIME OBLIG CL-A#34		01/00/00	30,976	30,976
			-----	-----
TOTAL SHORT TERM INVESTMENTS			\$ 95,547	\$ 95,547
PARTICIPANT LOANS				
(ANNUAL INTEREST RATES				
FROM 9.0 TO 7.5,				
MAXIMUM PERIOD OF				
REPAYMENT IS 60 MONTHS)				
		N/A	\$ 152,410	\$ 152,410
			-----	-----
TOTAL COMMON ASSET INVESTMENTS			\$2,239,109	\$2,226,102
			=====	=====

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
SCHEDULE H - ITEM 4i  
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/99  
(thousands of dollars)

FUND/ISSUE	SHARES/ UNITS (000'S)	COST (\$000'S)	CURRENT VALUE (\$000'S)
-----			
COMMON STOCK FUND			
-----			
*EXXONMOBIL CORPORATION COMMON STOCK	118,619		\$9,556,257
REGISTERED INVESTMENT COMPANIES:			
-----			
*MERRILL LYNCH INSTITUTIONAL FUND MASSACHUSETTS FINANCIAL SERVICES COMPANY MFS EMERGING GROWTH FUND	122,945		\$ 122,945
*MERRILL LYNCH GLOBAL ALLOCATION FUND FRANKLIN CUSTODIAN FUNDS, INC. FRANKLIN U.S. GOVERNMENT SECURITIES FUND	3,007		\$ 200,266
AIM CHARTER FUND	5,127		\$ 71,885
FRANKLIN TEMPLETON GROUP TEMPLETON FOREIGN FUND	13,916		\$ 90,873
FRANKLIN TEMPLETON GROUP TEMPLETON DEVELOPING MARKETS TRUST	5,940		\$ 109,763
	6,505		\$ 72,989
	2,460		\$ 38,394
COMMON COLLECTIVE TRUSTS:			
-----			
BARCLAYS GLOBAL INVESTORS EQUITY FUND	3,251		\$1,145,539
BARCLAYS GLOBAL INVESTORS EXTENDED EQUITY INDEX FUND	14,378		\$ 397,669
*MERRILL LYNCH EQUITY INDEX TRUST BARCLAYS GLOBAL INVESTORS BALANCED FUND INDEX FUND	1,734		\$ 175,436
	6,536		\$ 77,112
OTHER INVESTMENTS:			
-----			
JENNISON EQUITY FUND	12,225		\$1,580,777
*MERRILL LYNCH FLOATING RATE LONG- TERM FIXED INCOME FUND	797,029		\$ 797,029

THRIFT PLAN OF EXXON CORPORATION  
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 SCHEDULE H - ITEM 4i  
 SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
 12/31/99  
 (thousands of dollars)

FUND/ISSUE	SHARES/ UNITS (000'S)	COST (\$000'S)	CURRENT VALUE (\$000'S)
-----			
*PARTICIPANT LOANS			
-----			
(ANNUAL INTEREST RATES FROM 6.0% TO 9.0%, MAXIMUM PERIOD OF REPAYMENT IS 60 MONTHS)			\$ 63,543
TOTAL PARTICIPANT-DIRECTED INVESTMENTS			----- \$16,726,579 -----
ESOP FUND:			
-----			
*EXXONMOBIL CORPORATION COMMON STOCK (non-participant directed)	21,555	\$ 640,385	\$1,736,532
TOTAL NON-PARTICIPANT-DIRECTED INVESTMENTS		----- \$ 640,385	----- \$1,736,532
TOTAL ASSETS HELD FOR INVESTMENT PURPOSES			----- \$18,463,111 =====

\* Party-in-interest as defined by ERISA

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/98  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----					
COMMON ASSET FUND					
-----					
CORPORATE BONDS					
3M DEUTSCHELAND GM 5.75	5.750%	07/30/99	\$ 3,000	\$ 3,044	\$ 3,054
ABBEY NATIONAL	6.250%	06/30/00	6,785	6,798	6,860
AMER EXPR MASTER TR	5.375%	07/15/01	40,255	40,139	40,301
AMER INTL GRP INC M/T/N	6.250%	08/16/99	20,000	19,966	20,135
AMER INTL GRP INC M/T/N	6.050%	11/01/99	5,250	5,245	5,288
AMER INTL GRP INC M/T/N	4.875%	10/30/00	2,588	2,582	2,578
ASSOC CORP NORTH AMER	6.625%	07/15/99	2,325	2,329	2,340
ASSOC CORP N AMER M/T/N	6.470%	05/17/99	3,000	3,000	3,013
ASSOC CORP N AMER M/T/N	5.440%	01/29/99	2,900	2,898	2,900
ASSOC CORP N AMER M/T/N	6.200%	02/15/00	3,500	3,514	3,532
ASSOC CORP N AMER NTS	6.250%	03/15/99	3,725	3,725	3,732
AUSTRIA REP	9.125%	04/25/99	7,000	7,051	7,087
BANC ONE AUTO GRANTOR TR	6.100%	10/15/02	7,059	7,072	7,104
BANC ONE AUTO GRANTOR TR	6.550%	02/15/03	3,407	3,403	3,438
BANC ONE AUTO GRANTOR TR	6.270%	11/20/03	19,538	19,603	19,758
BANC ONE AUTO GRANTOR TR	6.290%	07/20/04	16,258	16,369	16,457
BANKBOSTON RECR VEH	6.390%	01/15/03	14,690	14,760	15,169
BARNETT AUTO TR	6.030%	11/15/01	13,500	13,510	13,591
BARNETT AUTO TR	5.920%	07/15/00	6,787	6,802	6,796
BAYER USA INC	7.750%	10/28/99	10,950	11,088	11,141
BAYERISCHE LANDESBANK GIROZENTRALE M/T/N	6.550%	07/19/99	10,000	9,998	10,075
BAYERISCHE LANDESBANK GIROZENTRALE M/T/N	6.125%	10/22/99	10,000	9,972	10,120
BAYERISCHE LANDESBANK U S FIN M/T/N	6.650%	01/26/00	9,250	9,322	9,429
BAYERISCHE VEREINSBANK	8.125%	01/27/00	25,000	25,407	25,687
BELLSOUTH CAP FDG CORP SER A M/T/N	8.650%	10/01/99	2,700	2,744	2,768
BELLSOUTH TELECOMM INC NT	6.500%	02/01/00	4,000	4,015	4,060
BOATMENS AUTO TR 95-A A-3	6.100%	05/15/00	1,544	1,544	1,547
BP AMER INC	9.375%	11/01/00	7,500	8,019	8,052
BP AMER INC M/T/N	6.923%	01/15/99	7,000	7,002	7,003
BP AMERICA INC	5.750%	07/30/01	15,800	16,047	15,978
BRIDGESTONE/FIRESTONE MSTR	6.170%	07/01/03	10,000	10,045	10,124
BRITISH PETROLEUM AMER	9.750%	03/01/99	14,450	14,483	14,540
BRITISH TELECOM FIN INC	9.375%	02/15/99	17,210	17,265	17,286
CALIF INFRASTRUCTURE &	6.160%	06/25/03	2,000	2,000	2,045
CALIF INFRASTRUCTURE &	6.010%	06/25/01	2,978	2,981	2,978
CALIF INFRASTRUCTURE &	6.170%	03/25/03	2,000	2,000	2,028



THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/98  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
CALIF PETE TRANS CORP	7.350%	04/01/00	\$ 18,160	\$ 18,481	\$ 18,614
CASE EQUIP LN TR	6.150%	09/15/02	2,023	2,023	2,025
CHASE CREDIT CD MSTR TR	6.230%	06/15/03	4,126	4,130	4,195
CHASE CREDIT MSTR CD TR	5.550%	09/15/03	15,000	14,950	15,085
CHASE MAN AUTO OWNER TR	6.350%	02/15/01	8,000	7,998	8,063
CHASE MAN AUTO OWNER TR	5.700%	09/17/01	5,000	4,988	5,023
CHASE MAN AUTO OWNER TR	5.750%	10/15/01	10,000	9,999	10,055
CHASE MAN AUTO OWNER TR	5.747%	08/15/00	12,300	12,319	12,342
CHASE MAN CR CD MSTR TR	6.730%	02/15/03	10,500	10,500	10,562
CHASE MAN GRANTOR TR	6.000%	09/17/01	3,349	3,351	3,360
CHASE MAN GRANTOR TR	5.900%	11/15/01	3,989	3,990	3,999
CHASE MAN GRANTOR TR	5.200%	02/15/02	4,166	4,163	4,168
CHESAPEAKE & POTOMAC TEL CO MD	5.875%	09/15/99	11,000	10,980	11,055
CIT RV OWNER TR	5.400%	12/15/11	7,246	7,240	7,256
CITIBANK CR CD MSTR TR I	5.750%	01/15/03	22,825	22,916	23,058
CITIBANK CR CD MSTR TR I	5.850%	04/10/03	11,000	11,037	11,086
CORESTATES HOME EQ TR	5.100%	03/15/09	1,808	1,808	1,794
CR LOCAL DE FRANCE DEB	8.875%	10/18/99	22,871	23,310	23,472
CTS HOME EQUITY LN TR	7.700%	09/15/06	1,845	1,868	1,841
DAIMLER-BENZ AUTO GR TR	5.850%	05/15/02	3,295	3,295	3,296
DAIMLER-BENZ VEH TR	5.850%	07/20/03	9,682	9,686	9,725
DAIMLER-BENZ AUTO GR TR 1997-A A	6.050%	03/20/05	8,048	8,053	8,114
DEUTSCH BANK FIN INC	9.375%	06/21/99	3,469	3,516	3,528
DISCOVER CARD MSTR TR I	5.400%	11/16/01	14,686	14,647	14,694
DISCOVER CARD MSTR TR I	5.800%	09/16/03	12,000	11,964	12,052
DISCOVER CARD MSTR TR I	5.750%	10/16/03	5,000	4,974	5,043
EKSPORTFINANS AS EMTN	7.740%	05/06/99	1,400	1,404	1,411
ELI LILLY AND CO	8.125%	02/07/00	10,000	10,221	10,255
EURO INV BANK	7.625%	03/15/00	1,300	1,325	1,333
EUROPEAN INVT BK M/T/N	8.875%	02/15/99	8,500	8,523	8,535
EUROPEAN INVT BK M/T/N	6.330%	10/01/99	13,000	13,004	13,079
EUROPEAN INVT BK M/T/N	7.350%	06/01/99	9,000	9,031	9,085
FIFTH THIRD AUTO GR TR	6.450%	03/15/02	9,139	9,176	9,221
FIFTH THIRD BK AUTO TR 1996-A	6.200%	09/15/01	6,594	6,594	6,629
FIRST SEC AUTO GR TR	6.250%	01/15/01	526	528	526
FIRST SEC AUTO GR TR	6.300%	08/15/03	7,665	7,680	7,669
FIRST SEC AUTO GR TR	5.970%	04/15/04	31,105	31,209	31,343
FIRST SEC AUTO OWNER TR	5.182%	06/15/01	20,000	20,000	20,012
FLEETWOOD CR 1993-B GR TR	4.950%	08/15/08	1,600	1,596	1,594
FLEETWOOD CR 1994-B GR TR	6.750%	03/15/10	1,757	1,753	1,780
FORD CR AUTO OWNER TR	6.750%	09/15/00	6,281	6,282	6,332

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DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
FORD CR AUTO OWNER TR	6.100%	03/15/00	\$ 2,154	\$ 2,154	\$ 2,159
FORD CR AUTO OWNER TR	6.050%	04/15/01	6,075	6,081	6,115
FORD CR AUTO OWNER TR	5.650%	10/15/01	30,450	30,448	30,590
FORD CR AUTO OWNER TR	5.850%	10/15/01	10,000	10,066	10,087
FORD CR AUTO OWNER TR	5.800%	10/15/00	19,073	19,088	19,154
FORD CR AUTO OWNER TR	5.730%	11/15/00	3,100	3,112	3,112
FORD CR GRANTOR TR	5.900%	10/15/00	5,385	5,391	5,398
GE CAP MTG SVCS INC	7.200%	09/15/11	278	298	277
GEN ELEC CAP CORP	8.000%	02/14/00	1,500	1,531	1,542
GEN ELEC CAP CORP E/M/T/N	6.250%	03/27/01	9,419	9,585	9,380
GEN ELEC CAP CANADA	8.750%	10/25/99	2,974	3,037	3,048
GEN ELEC CAP CORP	7.375%	05/09/01	4,000	4,172	4,165
GEN ELEC CAP CORP M/T/N	8.100%	01/26/99	2,000	2,003	2,003
GEN ELEC CAP CORP M/T/N	5.890%	05/15/00	15,000	15,118	15,156
GEN ELEC CAP CORP M/T/N	5.190%	02/12/99	5,000	5,000	4,999
GEN ELEC CAP CORP M/T/N	5.480%	03/01/99	5,000	4,991	5,002
GEN ELEC CAP CORP M/T/N	7.265%	04/10/00	3,900	3,952	4,005
GEN ELEC CAP CORP M/T/N	5.210%	02/09/99	5,000	4,999	4,999
GEN ELEC CAPITAL	6.875%	06/03/99	3,430	3,443	3,447
GMAC GRANTOR TR	6.500%	04/15/02	7,015	7,013	7,075
HALIFAX BUILDING SOCIETY	6.625%	07/26/99	20,000	20,045	19,731
HEWLETT-PACKARD FIN CO M/T	6.500%	12/30/99	8,000	8,040	8,080
HITACHI FINANCE UK PLC	6.625%	06/06/00	5,000	5,021	5,013
HONDA AUTO REC CL A	5.850%	02/15/03	21,088	21,091	21,199
HONDA AUTO REC GRANTOR	5.950%	05/15/03	16,254	16,288	16,360
HOUSEHOLD AFFINITY CR CD	5.600%	05/15/02	27,626	27,536	27,764
IADB	9.500%	04/11/00	8,700	9,049	9,135
IBRD	4.500%	08/26/99	10,089	9,995	10,057
INT AMER DEV BANK E/M/T/N	5.300%	12/20/00	2,500	2,533	2,497
INTER AMER BK 5.5 E M/T/N	5.500%	12/19/00	7,000	6,968	7,018
INTER AMERICAN DEV BANK	6.375%	08/01/00	3,150	3,205	3,197
INTER AMER DEV BK M/T/N	5.600%	05/28/99	26,930	26,858	26,964
INTER-AMERICAN DEV BK	3.100%	09/17/01	3,000	2,880	2,829
INTL BK FOR RECON & DEV COLTS	9.625%	04/28/99	5,000	5,048	5,075
INTL TELECOM SATELLITE	6.750%	01/19/00	17,355	17,449	17,572
INTL BANK RECON DEV 3.0	3.000%	02/05/01	14,900	14,203	14,211
KEY AUTO FIN TR	6.150%	10/15/01	6,000	5,999	6,054
KEY AUTO FIN TR	6.050%	09/15/03	8,000	8,014	8,043
KEY AUTO FINANCE TR	5.850%	03/15/03	533	533	534
KEY AUTO FINANCE TR	6.150%	03/15/04	9,641	9,671	9,751
KEYCORP AUTO GRANTOR TR	5.800%	07/15/00	914	914	914
KFW INTL FIN INC	9.500%	12/15/00	12,710	13,549	13,736
KFW INTL FIN INC	9.125%	05/15/01	1,525	1,674	1,658

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DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
KFW INTL FIN INC GTD NT	8.850%	06/15/99	\$ 21,180	\$ 21,448	\$ 21,530
KFW INTL FIN INC-M/T/N	9.020%	02/23/99	5,000	5,018	5,025
KFW INTL FIN 8.125 GTD NTS	8.125%	10/30/01	3,000	3,255	3,218
KIMBERLY CLARK CORP	9.000%	08/01/00	5,000	5,220	5,288
KIMBERLY CLARK CORP	8.625%	05/01/01	8,350	8,848	8,980
KREDIETBANK INTL FIN	6.125%	04/29/99	20,000	19,984	20,360
LBK RHEIN-PFALZ GI M/T/N	6.100%	10/28/99	32,100	32,037	32,221
LILLY ELI & CO M/T/N	7.100%	02/16/99	1,000	1,001	1,002
MBNA MASTER CR CARD TR	5.400%	09/15/00	7,131	7,105	7,119
MCDONALDS COR M/T/N SER B	8.375%	10/29/99	2,100	2,134	2,154
MCDONALDS CORPORATION	6.625%	12/20/99	1,540	1,549	1,553
MERRILL LYNCH & CO INC	6.700%	08/01/00	2,840	2,877	2,894
MERRILL LYNCH & CO INC M/T	6.380%	07/18/00	6,400	6,477	6,488
MERRILL LYNCH & CO INC M/T	6.250%	07/25/00	4,755	4,817	4,826
MERRILL LYNCH & CO INC M/T	6.330%	08/25/00	1,000	1,008	1,017
MMCA AUTO OWNER TR	5.700%	11/15/00	857	858	857
MORGAN J P & CO INC M/T/N	6.000%	03/18/99	20,000	19,987	20,022
NATIONSBANK AUTO GR TR	5.850%	06/15/02	3,575	3,575	3,588
NATIONSBANK AUTO OWNR TR	6.375%	07/15/00	11,212	11,213	11,237
NATL AUSTRALIA BK 6.00	6.000%	03/26/99	6,000	5,998	6,008
NAVISTAR FIN 95-A OWNR TR	6.550%	11/20/01	1,381	1,385	1,382
NEW ENGLAND TEL & TEL CO	6.150%	09/01/99	2,000	1,994	2,014
NIPPON TEL & TEL	9.000%	07/19/99	2,630	2,664	2,676
NISSAN AUTO REC GR TR	6.100%	08/15/01	3,621	3,623	3,628
NORWEST AUTOMOBILE TR	5.900%	03/15/00	11,055	11,052	11,070
NORWEST CORP M/T/N	7.125%	04/01/00	1,400	1,419	1,428
NORWEST CORP M/T/N	7.125%	09/09/99	3,000	3,012	3,038
NORWEST CORP M/T/N	7.625%	10/15/99	1,000	1,013	1,018
NORWEST CORP M/T/N	6.250%	04/15/99	6,150	6,153	6,172
NORWEST FINL INC	7.250%	03/15/00	2,500	2,538	2,553
NORWEST FINL INC M/T/N	6.375%	10/01/99	4,250	4,243	4,286
OEST KONTROLLBANK 7.50	7.500%	11/15/99	2,733	2,794	2,781
OESTERREICHE KONTROLBANK	9.125%	07/12/00	9,500	9,885	10,014
OESTERREICHISCHE					
KONTROLLBANK M/T/N	8.700%	07/13/99	8,000	8,092	8,152
OLYMPIC AUTO REC TR	6.850%	06/15/01	1,362	1,362	1,363
PITNEY BOWES CR CORP M/T/N	6.540%	07/15/99	10,000	10,014	10,071
PNC STUDENT LN TR I	6.138%	01/25/00	16,565	16,587	16,608
PREMIER AUTO TR	5.690%	06/08/02	12,000	11,999	12,089
PREMIER AUTO TR	5.630%	08/06/01	10,000	9,999	10,047
PREMIER AUTO TR	6.000%	05/06/00	1,048	1,049	1,049
PREMIER AUTO TR	6.350%	01/06/00	861	861	862
PREMIER AUTO TR	6.500%	03/06/00	7,103	7,108	7,118
PREMIER AUTO TR	6.250%	08/06/01	1,000	1,004	1,006

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DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
PREMIER AUTO TR	6.120%	06/06/00	\$ 14,237	\$ 14,236	\$ 14,282
PREMIER AUTO TR	5.770%	01/06/02	14,000	14,000	14,095
PREMIER AUTO TR	6.150%	03/06/00	3,084	3,085	3,089
PROCTER & GAMBLE CO	8.700%	08/01/01	1,900	2,072	2,062
PROCTER & GAMBLE CO NT	9.625%	01/14/01	21,790	23,316	23,724
RABOBANK NEDERLAND M/T/N	5.950%	10/06/99	15,000	14,999	15,109
ROCKWELL INTL CORP	8.875%	09/15/99	10,250	10,453	10,501
ROCKWELL INTL CORP NT	8.375%	02/15/01	1,000	1,050	1,060
SEARS CR ACCT MSTR TR II	6.250%	01/15/03	6,167	6,196	6,173
SEARS CR ACCT MSTR TR II	6.500%	10/15/03	18,333	18,331	18,443
SHELL CDA LTD CDN\$ DEB	8.875%	01/14/01	4,500	4,764	4,815
SHELL OIL CO NT	6.625%	07/01/99	8,800	8,806	8,862
SW BELL TEL CO	6.375%	04/01/01	3,200	3,230	3,276
SW BELL TEL CO M/T/N	6.400%	08/18/99	4,000	4,008	4,028
STANDARD CR CD MSTR TR	5.500%	02/07/00	16,750	16,749	16,751
STANDARD CR CD MSTR TR 1	6.800%	04/07/01	2,000	2,001	2,008
STANDARD CR CD MSTR TR I	5.900%	02/07/01	27,425	27,421	27,444
STATOIL	6.625%	09/27/99	10,000	10,052	10,075
STATOIL	6.250%	10/10/00	2,640	2,656	2,666
TMS HOME EQUITY LN TR	5.175%	07/15/06	612	620	610
TOKYO METROPOLIS JAPAN	8.700%	10/05/99	2,000	2,034	2,050
TOYOTA AUTO RECEIVABLES	6.300%	07/20/01	6,613	6,614	6,635
TOYOTA AUTO REC GR TR	6.450%	04/15/02	14,555	14,575	14,685
UNILEVER 6.625 29MAY2001	6.625%	05/29/01	4,500	4,648	4,611
UNILEVER CAPITAL CORP	9.250%	03/29/00	29,700	30,591	30,999
UNILEVER NV EURO MTN US\$	8.000%	12/08/99	7,000	7,124	7,158
UNITED PARCEL SERV	6.250%	07/07/00	27,904	28,068	28,183
USAA AUTO LN GRANTOR TR	5.800%	01/15/05	12,426	12,419	12,519
USAA AUTO LN GRANTOR TR	6.000%	05/15/04	8,362	8,391	8,415
USAA CAP CORP M/T/N	6.550%	09/20/99	10,000	10,027	10,097
WACHOVIA BK N C N A M/T/N	7.050%	06/09/99	15,000	15,038	15,117
WACHOVIA BK N C N A M/T/N	7.000%	05/12/99	5,800	5,806	5,836
WACHOVIA BK N C N A M/T/N	5.375%	01/04/99	5,650	5,650	5,650
WACHOVIA BK N C N A M/T/N	6.000%	03/15/99	2,450	2,450	2,454
WACHOVIA BK N C N A M/T/N	5.400%	02/20/01	5,000	5,004	5,003
WACHOVIA BK N C N A M/T/N	5.840%	11/29/99	5,000	5,001	5,029
WACHOVIA BK N C N A M/T/N	6.700%	04/14/99	1,000	1,001	1,004
WAL MART STORES	9.100%	07/15/00	26,651	27,909	28,244
WAL MART STORES	6.125%	11/21/00	5,701	5,736	5,758
WAL MART STORES INC NT	6.125%	10/01/99	4,000	3,996	4,022
WAL-MART STORES INC	8.625%	04/01/01	4,711	5,072	5,066
TOTAL CORPORATE BONDS			\$1,741,782	\$1,753,757	\$1,762,828

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DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
GOVERNMENT BONDS					
FED FARM CR BKS CONS M/T/N	5.500%	04/01/99	\$ 15,000	\$ 15,017	\$ 15,012
FED FARM CR BKS CONS M/T/N	6.450%	04/03/00	1,700	1,731	1,729
FED FARM CR BKS CONS M/T/N	5.800%	10/10/00	1,700	1,725	1,723
FED FARM CR BKS CONS M/T/N	5.570%	03/23/01	6,500	6,575	6,579
FED FARM CR BKS CONS M/T/N	6.280%	06/20/01	1,800	1,865	1,851
FED FARM CR BKS CONS M/T/N	5.560%	08/27/01	19,980	20,461	20,255
FED FARM CR BKS CONS M/T/N	4.850%	10/23/01	15,000	15,112	14,925
FED HOME LN BANK NT	7.280%	07/25/01	2,000	2,122	2,106
FED HOME LN BKS	5.500%	04/14/00	2,050	2,065	2,063
FED HOME LN BKS	5.500%	07/14/00	8,445	8,507	8,507
FED HOME LN BKS	5.620%	08/10/00	1,000	1,010	1,010
FED HOME LN BKS	5.040%	10/26/00	3,000	2,997	3,003
FED HOME LN BKS	5.710%	03/16/01	1,250	1,266	1,269
FED HOME LN BKS	5.750%	04/30/01	2,515	2,573	2,553
FED HOME LN BKS	5.630%	06/22/01	1,305	1,333	1,322
FED HOME LN BKS	5.610%	06/22/01	10,000	10,211	10,128
FED HOME LN BKS	6.580%	09/20/01	1,000	1,047	1,038
FED HOME LN BKS CONS	6.360%	03/21/01	1,000	1,034	1,028
FED HOME LN BKS CONS BD	6.145%	01/28/00	3,000	3,044	3,038
FED HOME LN BKS CONS BD	6.670%	04/06/01	1,000	1,041	1,034
FED HOME LN BKS CONS BD	7.260%	09/06/01	4,125	4,383	4,350
FED HOME LN BKS DEB	5.890%	07/24/00	1,000	1,014	1,013
FED HOME LN BKS DEB	5.010%	09/21/00	19,675	19,685	19,684
FED HOME LN BKS DEB	4.960%	09/29/00	2,000	2,002	1,998
FED HOME LN BKS DEB	4.395%	10/23/00	15,000	14,862	14,850
FED HOME LN BKS DEB	4.735%	12/15/00	11,225	11,187	11,174
FED HOME LN BKS DEB	4.885%	12/28/00	1,410	1,405	1,408
FED HOME LN BKS DEB	4.630%	10/09/01	20,000	19,968	19,785
FED HOME LN BKS DEB	4.955%	11/20/01	10,000	9,968	9,977
FED HOME LN BKS M/T/N	8.000%	09/11/01	1,000	1,082	1,073
FED HOME LN MTG CORP DEB	4.950%	02/22/99	5,000	4,996	4,998
FED HOME LN MTG CORP DEB	6.565%	05/23/01	1,000	1,041	1,034
FED HOME LN MTG CORP NTS	4.950%	02/22/99	10,000	9,986	9,997
FED HOME LOAN	5.520%	01/22/01	1,000	1,011	1,010
FED HOME LOAN BANK	9.300%	01/25/99	8,280	8,297	8,299
FED HOME LOAN BANK CONS BD	5.500%	08/13/01	10,000	10,085	10,108
FED HOME LOAN MTG	6.000%	04/25/00	17,600	17,907	17,796
FED NATL MTG ASSN DEB	8.550%	08/30/99	5,120	5,197	5,235
FED NATL MTG ASSN DEB	7.680%	11/22/99	2,465	2,496	2,523
FED NATL MTG ASSN DISCT	0.000%	04/01/99	10,000	9,768	9,772
FED NATL MTG ASSN M/T/N	5.200%	01/25/99	5,000	5,000	5,000

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DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
FED NATL MTG ASSN M/T/N	5.090%	02/08/99	\$ 5,000	\$ 5,000	\$ 5,000
FED NATL MTG ASSN M/T/N	4.950%	02/22/99	10,000	9,995	9,997
FED NATL MTG ASSN M/T/N	4.940%	02/23/99	5,000	4,992	4,998
FED NATL MTG ASSN M/T/N	5.400%	03/12/99	5,000	4,995	5,002
FED NATL MTG ASSN M/T/N	5.550%	03/12/99	2,030	2,027	2,032
FED NATL MTG ASSN M/T/N	6.000%	03/26/99	5,000	4,999	5,009
FED NATL MTG ASSN M/T/N	6.090%	06/14/99	5,000	4,999	5,023
FED NATL MTG ASSN M/T/N	6.070%	07/01/99	5,000	4,999	5,026
FED NATL MTG ASSN M/T/N	5.550%	08/10/00	5,000	5,078	5,043
FED NATL MTG ASSN M/T/N	5.490%	08/18/00	8,960	9,036	9,030
FED NATL MTG ASSN M/T/N	5.200%	09/14/00	22,000	22,227	22,076
FED NATL MTG ASSN M/T/N	4.450%	10/16/00	5,000	4,956	4,955
FED NATL MTG ASSN M/T/N	4.720%	12/11/00	5,000	4,983	4,976
FED NATL MTG ASSN M/T/N	6.180%	03/15/01	1,500	1,546	1,537
FED NATL MTG ASSN M/T/N	6.160%	04/03/01	6,000	6,165	6,141
FED NATL MTG ASSN M/T/N	6.400%	05/02/01	5,350	5,521	5,506
FED NATL MTG ASSN M/T/N	6.375%	08/14/01	1,000	1,040	1,032
FED NATL MTG ASSN M/T/N	6.650%	09/04/01	1,210	1,268	1,258
FED NATL MTG ASSN POOL #	9.550%	03/10/99	1,800	1,809	1,814
FED NATL MTG ASSN POOL #190778	6.000%	05/01/01	8,528	8,499	8,526
FED NATL MTG ASSN POOL #247817	6.000%	11/01/00	1,189	1,183	1,189
FED NATL MTG ASSN POOL #303277	6.000%	06/01/01	20,470	20,423	20,464
FED NATL MTG ASSN POOL #313201	6.000%	06/01/01	14,086	14,071	14,106
FED NATL MTGE ASSN	8.700%	06/10/99	1,000	1,005	1,015
FEDL HOME LOAN MTG CORP	7.900%	09/19/01	1,875	2,025	2,009
FEDL HOME LOAN MTG CORP GRP #G40276	6.500%	12/01/99	5,196	5,244	5,194
FEDL HOME LOAN MTG CORP GRP #G40343	5.500%	12/01/00	18,788	18,837	18,757
FEDL HOME LOAN MTG CORP GRP #L80028	6.000%	07/01/00	1,266	1,267	1,267
FEDL HOME LOAN MTG CORP GRP #M80142	6.000%	10/01/99	1,625	1,632	1,623
FEDL HOME LOAN MTG CORP GRP #M80169	6.000%	05/01/00	3,505	3,519	3,509
FEDL HOME LOAN MTG CORP GRP #M80306	5.500%	01/01/01	3,913	3,927	3,907
FEDL HOME LOAN MTG CORP GRP #N93561	6.000%	05/01/00	1,453	1,452	1,454

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/98  
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----					
FEDL HOME LOAN MTG CORP GRP #N94196	6.000%	08/01/00	\$ 788	\$ 794	\$ 788
INTER AMERN DEV BK	8.500%	05/01/01	7,800	8,343	8,400
STUDENT LN MKTG ASSN NT	4.500%	08/02/99	35,575	35,221	35,475
-----					
TOTAL GOVERNMENT BONDS			\$ 492,052	\$ 495,153	\$ 494,395
CERTIFICATE OF DEPOSITS					
BANKERS TR CO C/D	5.800%	02/08/99	\$ 10,000	\$ 9,997	\$ 10,012
BAYERISCHE LANDESBANK N Y INSTL C/D	5.220%	02/12/99	5,000	5,001	5,001
GREENWOOD TR CO DEL C/D	5.800%	03/20/00	15,000	14,958	15,146
GREENWOOD TR CO DEL C/D	5.100%	10/09/00	10,000	9,964	9,965
-----					
TOTAL CERTIFICATE OF DEPOSITS			\$ 40,000	\$ 39,920	\$ 40,124
-----					
TOTAL FIXED INCOME SECURITIES			\$2,273,834	\$2,288,830	\$2,297,347
SHORT TERM INVESTMENTS					
COMMERCIAL PAPER					
AMER EXPR CR CORP CPDS	N/A	01/04/99	\$ 35,000	\$ 34,910	\$ 34,904
ASSOC CORP OF NA C/P DISC	N/A	01/04/99	10,000	9,928	9,926
GEN ELEC CAP CORP CPIB	5.040%	01/12/99	20,000	20,000	20,000
GEN MTRS ACCEP CORP C/P CPDS	N/A	01/05/99	60,000	59,844	59,836
-----					
TOTAL COMMERCIAL PAPER			\$ 125,000	\$ 124,682	\$ 124,666
COLL SHORT TERM INVST FD	N/A	N/A	\$ 37,013	\$ 37,013	\$ 37,013
CS FIRST BOSTON MSTR NOTE INC	N/A	N/A	24	24	24
GOLDMAN SACHS & CO MSTR NOTE	N/A	N/A	24,000	24,000	24,000
-----					
TOTAL SHORT TERM INVESTMENTS			\$ 186,037	\$ 185,719	\$ 185,703

THRIFT PLAN OF EXXON CORPORATION  
 AND PARTICIPATING AFFILIATES  
 ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
 12/31/98  
 (thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----					
PARTICIPANT LOANS (ANNUAL INTEREST RATES FROM 9.0 TO 6.5, MAXIMUM PERIOD OF REPAYMENT IS 60 MONTHS)	N/A		\$ 152,716	\$ 152,716	\$ 152,716
-----					
TOTAL COMMON ASSET INVESTMENTS			\$2,612,587	\$2,627,265	\$2,635,766
			=====	=====	=====



THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
12/31/98  
(thousands of dollars)

FUND/ISSUE	SHARES/ UNITS (000'S)	COST (\$000'S)	CURRENT VALUE (\$000'S)
-----			
EXXON CORPORATION PREFERRED STOCK FUND			
-----			
EXXON CORPORATION CLASS A PREFERRED STOCK (thousands of shares)			
	1,719	\$105,700	\$251,359
SHORT TERM INVESTMENTS			
BEAR STEARNS MASTER NOTE	\$ 1,964	\$ 1,964	\$ 1,964
COLL SHORT TERM INVST FD	963	963	963
GEN ELEC CAP CORP DISC C/P CPDS 01/19/99	17,000	16,918	16,918
MORGAN STANLEY GRP INC MSTR NOTE	1,000	1,000	1,000
	-----	-----	-----
TOTAL SHORT TERM INVESTMENTS	\$20,927	20,845	20,845
	-----	-----	-----
TOTAL PREFERRED STOCK FUND		\$126,545	\$272,204
EXXON CORPORATION COMMON STOCK FUND			
-----			
EXXON CORPORATION COMMON STOCK (thousands of shares)	81,205	\$2,475,960	\$5,938,151
EQUITY PORTFOLIO FUND			
-----			
BARCLAYS GLOBAL INVESTORS EQUITY FUND (thousands of units)	3,417	\$ 422,547	\$ 994,460
EXTENDED MARKET PORTFOLIO FUND			
-----			
BARCLAYS GLOBAL INVESTORS EXTENDED EQUITY INDEX FUND (thousands of units)	16,483	\$ 240,892	\$ 343,988

THRIFT PLAN OF EXXON CORPORATION  
AND PARTICIPATING AFFILIATES  
ITEM 27d-SCHEDULE OF REPORTABLE TRANSACTIONS  
DECEMBER 31, 1998

(thousands of dollars)

Identity of Party Involved: Exxon Corporation  
Description of Asset: Exxon Corporation Common Stock

Total Number Of Purchases	Total Number of Sales	Total Dollar Value of Purchases	Total Dollar Value of Sales	Net Gain
-----	-----	-----	-----	-----
922,195	1,337,437	\$57,005	\$99,144	\$14,683

Schedule prepared following the alternative format prescribed at 29 CFR 2520.103-6(d)(2) for a series of transactions involving securities of the same issue as described at 29 CFR 2520.103-6(c)(1)(iii).

Report of Independent Accountants

To the Trustee of the Thrift Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Thrift Plan of Exxon Corporation and Participating Affiliates (the "Plan") at December 31, 1999, December 31, 1998, and November 30, 1998, and the changes in net assets available for benefits for the year ended December 31, 1999 and the one month period ended December 31, 1998, in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP  
Houston, Texas  
June 23, 2000

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this Annual Report to be signed by the undersigned hereunto duly authorized.

THRIFT PLAN OF EXXON CORPORATION

AND PARTICIPATING AFFILIATES

(Name of Plan)

/s/ J. E. Bayne

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J. E. Bayne  
Pursuant to delegation by  
Administrator-Finance

Dated: June 23, 2000

EXHIBIT INDEX

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EXHIBIT

SUBMISSION MEDIA

23. Consent of PricewaterhouseCoopers LLP,  
Independent Accountants,  
Dated June 23, 2000

Electronic

EXHIBIT 23

CONSENT OF INDEPENDENT ACCOUNTANTS  
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We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-72955) of Exxon Mobil Corporation of our report dated June 23, 2000 relating to the financial statements of the Thrift Plan of Exxon Corporation and Participating Affiliates, which appears in this Form 11-K.

PricewaterhouseCoopers LLP  
Houston, Texas  
June 23, 2000