

**Exxon Mobil Corporation**

5959 Las Colinas Boulevard  
Irving, Texas 75039-2298  
972 444 1478 Telephone  
972 444 1488 Facsimile

**James E. Parsons**

Coordinator  
Corporate Securities & Finance



January 23, 2012

VIA E-MAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Exxon Mobil Corporation*  
*Shareholder Proposal of Green Century Capital Management et al.*  
*Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Exxon Mobil Corporation (the "Company"), intends to omit from its proxy statement and form of proxy for its 2012 Annual Meeting of Shareholders (collectively, the "2012 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof received from Green Century Capital Management; Trillium Asset Management Corp. on behalf of Michael R. Lazarus and Cynthia J. Price; the Congregation of the Sisters of the Holy Names of Jesus and Mary; the Adrian Dominican Sisters; Middlebury College Student Investment Club; the Central Pacific Province of the School Sisters of Notre Dame; Zevin Asset Management, LLC on behalf of Ellen Sarkisian; the Sisters of St. Dominic of Tacoma; the Sisters of St. Francis of Philadelphia; and Madeline B. Moore (the "Proponents").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2012 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the

Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

### **THE PROPOSAL**

The Proposal states:

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

A copy of the Proposal, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

### **BASIS FOR EXCLUSION**

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2012 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations.

### **ANALYSIS**

#### **The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Deals With Matters Related To The Company's Ordinary Business Operations.**

The Proposal may be omitted pursuant to Rule 14a-8(i)(7) because it deals with matters relating to the Company's ordinary business operations. Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual

shareholders meeting,” and identified two central considerations that underlie this policy. The first was that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The second consideration related to “the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

A proposal being framed in the form of a request for a report does not change the nature of the proposal. The Staff has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the substance of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983).

The Proposal requests a report on “possible short and long term risks to the company’s finances and operations.” The Proposal’s request for a review of certain risks does not preclude exclusion if the underlying subject matter of the proposal is ordinary business. As the Staff indicated in Legal Bulletin No. 14E (Oct. 27, 2009) (“SLB 14E”), in evaluating shareholder proposals that request a risk assessment:

rather than focusing on whether a proposal and supporting statement relate to the company engaging in an evaluation of risk, we will instead focus on the subject matter to which the risk pertains or that gives rise to the risk. . . . [S]imilar to the way in which we analyze proposals asking for the preparation of a report, the formation of a committee or the inclusion of disclosure in a Commission-prescribed document—where we look to the underlying subject matter of the report, committee or disclosure to determine whether the proposal relates to ordinary business—we will consider whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company.

The Staff has continued to concur in the exclusion of shareholder proposals seeking risk assessments when the subject matter concerns ordinary business operations. *See, e.g., The TJX Companies, Inc.* (avail. Mar. 29, 2011) (concurring in exclusion of a proposal requesting an annual assessment of the risks created by the actions the company takes to avoid or minimize U.S. federal, state and local taxes and a report to shareholders on the assessment); *Amazon.com, Inc.* (avail. Mar. 21, 2011) (same); *Wal-Mart Stores, Inc.* (avail. Mar. 21, 2011) (same); *Lazard Ltd* (avail. Feb. 16, 2011) (same); *Pfizer Inc.* (avail. Feb. 16, 2011) (same). In the present case, the Proposal is similarly structured as a request to provide an assessment of risks arising from a subject matter that includes aspects of the Company’s ordinary business operations. The Proposal seeks a review of the risks “posed by the environmental,



social and economic challenges associated with the oil sands.” As discussed in further detail below, the Proposal directly implicates the Company’s decisions relating to product development and choice of technologies. The Staff has concurred in the exclusion of proposals regarding these topics on ordinary business grounds.

*A. The Proposal Is Excludable Because It Relates To Product Development And To The Company’s Choice Of Technologies.*

It is well established that shareholder proposals relating to the development of products and product lines, including choices of processes and technologies used in the preparation of a company’s products, are excludable as relating to a company’s ordinary business operations. In *Applied Digital Solutions, Inc.* (avail. Apr. 25, 2006), the Staff concurred with the exclusion of a proposal requesting a report on the “harm the continued sale and use of [radio frequency identification] chips could have to the public’s privacy, personal safety, and financial security” because it related to the company’s ordinary business operations, specifically, product development. In *CSX Corp.* (avail. Jan. 24, 2011), the Staff concurred in the exclusion of a proposal that the company develop a kit that would allow CSX to convert the majority of its locomotive fleet to a more efficient system as relating to the company’s ordinary business, noting that “[p]roposals that concern a company’s choice of technologies for use in its operations are generally excludable under rule 14a-8(i)(7).” See also *WPS Resources Corp.* (avail. Feb. 16, 2001) (concurring in the exclusion of a proposal requesting, *inter alia*, that a utility company develop new co-generation facilities and improve energy efficiency because the proposal related to “the choice of technologies”); *Union Pacific Corp.* (avail. Dec. 16, 1996) (concurring in the exclusion of a proposal requesting a report on the status of research and development of a new safety system for railroads on the basis that the development and adaption of new technology for the company’s operations constituted ordinary business operations).

Similar to the proposals in *Applied Digital Solutions*, *CSX*, *WPS Resources* and *Union Pacific*, the Proposal relates to a specific process and technology used by the Company in developing its products. Oil sands are a naturally occurring mixture of oil, water and sand from which the oil can be extracted and then refined to produce usable fuels such as gasoline. Extraction of oil from oil sands is an alternative to other sources and technologies through which the Company’s products can be derived. For example, the Company’s Form 10-K for the year ended December 31, 2010 states that the Company also uses “biofuels, . . . natural gas liquids, as well as crude oil from OPEC countries” as sources for its liquid fuel products. Thus, the Proposal relates specifically to the Company’s decisions relating to how it develops its products and to the processes and technologies the Company chooses to use.

The extraction of oil, a necessary source from which the Company produces fuel, from oil sands is a complex process that requires the assessment of myriad operational, technical, financial, legal and organizational factors. Assessing financial and operational risks posed by the challenges associated with oil sands is an intricate process that takes into account a number of factors, including governmental rules and regulations, scientific information and new technologies. Decisions related to the use of oil sands in product development are fundamental to management's ability to run the Company on a day-to-day basis, and shareholders are not in a position to make an informed judgment on such highly technical matters. The decision regarding which technology best suits the Company in sourcing the oil it uses in developing its products can be made only after a thorough examination of a multitude of factors. Accordingly, we believe the Proposal is excludable under Rule 14a-8(i)(7) as relating to the Company's development of its products and choice of technologies.

*B. Regardless Of Whether The Proposal Touches Upon Significant Policy Issues, The Entire Proposal Is Excludable Because It Addresses Ordinary Business Matters.*

The Commission has recognized that "proposals relating to [ordinary business] matters but focusing on sufficiently significant social policy issues . . . generally would not be considered to be excludable." 1998 Release. As noted above, SLB 14E states that the excludability of a proposal related to a risk assessment hinges on whether the underlying subject matter of the risk assessment is a matter of ordinary business or a significant policy issue. While the Staff has found some environmental proposals to focus on significant policy issues, the mere fact that a proposal touches upon a significant policy issue does not mean that it *focuses* on such an issue. If it does not focus on the significant policy issue or if it focuses on matters of ordinary business in addition to a significant policy issue, as is the case here, Staff precedent indicates that the proposal is excludable.

*1. The Proposal Is Not Limited To A Significant Policy Issue.*

A proposal is excludable if it covers matters that relate to ordinary business operations in addition to a significant policy issue. For example, the proposal in *PetSmart, Inc.* (avail. Mar. 24, 2011) requested that the board require its suppliers to certify they had not violated certain acts or laws relating to animal cruelty. The Staff granted no-action relief under Rule 14a-8(i)(7) and stated, "Although the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'" See also *JPMorgan Chase & Co.* (avail. Mar. 12, 2010) (concurring in the exclusion of a proposal that requested the adoption of a policy barring

future financing of companies engaged in a particular practice that impacted the environment because the proposal addressed “matters beyond the environmental impact of JPMorgan Chase’s project finance decisions”).

Like the laws covered by the *PetSmart* proposal and the policy sought by the *JPMorgan* proposal, the Proposal seeks a report that would include matters of ordinary business in addition to a significant policy issue—the environment. The underlying subject matter of the risks addressed by the Proposal is “the environmental, social and economic challenges associated with the oil sands.” Accordingly, the subject matter of the Proposal is not, by its own terms, limited to the environment but also encompasses social and economic issues. Thus, the Proposal may be excluded pursuant to Rule 14a-8(i)(7).

## 2. The Proposal Does Not Focus On A Significant Policy Issue.

A proposal and supporting statement also are excludable if their overall focus (as opposed to the scope of the resolution) is not on a significant policy issue or other matter that is outside of ordinary business. See *Walt Disney Co.* (avail. Dec. 15, 2004) (concurring in the exclusion of a proposal because “although the proposal mentions executive compensation [a significant policy issue], the thrust and focus of the proposal is on the ordinary business matter of the nature, presentation and content of programming and film production”). For example, in *Dominion Resources, Inc.* (avail. Feb. 3, 2011), the proposal requested that the company initiate a program to provide financing to home and small business owners for installation of rooftop solar or wind power renewable generation, noting that such a program would help Dominion achieve the important goal of “stewardship of the environment.” The Staff concurred in the exclusion of the proposal, even though the proposal touched the environment, noting that the proposal related to “the products and services offered for sale by the company.”

Similar to the proposal in *Dominion Resources*, while the Proposal touches on an environmental issue, its main focus is on oil sands, a source of a product the Company produces. The Proposal is 12 paragraphs long, and the environment is not even mentioned until the fourth paragraph. Furthermore, the Proposal is more than 400 words long, and there are only a few words and phrases that directly mention the environment:

- Fourth paragraph: “environmental . . . risks”
- Fifth paragraph: “resource-intensive and environmentally damaging nature of oil sands”
- Sixth paragraph: “tailing ponds . . . can leak toxic pollutants into groundwater”
- Resolution: “environmental . . . challenges”
- Supporting Statement: “Environmentally-related restrictions and requirements”



Similar to the *Dominion Resources* proposal, the Proposal mentions and focuses on the non-environmental aspects of oil sands to such an extent that the Proposal should not be characterized as an environmental proposal. The bulk of the Proposal, including even the paragraphs that contain the above references, focuses on non-environmental issues relating to oil sands, such as the Company's ownership structure of an oil sands project and the expenses related to oil sands. Furthermore, in addition to not focusing on the environment, the Proposal also expressly states that the requested report should "address risks other than those associated with or attributable to climate change," thereby eliminating another significant policy issue from the Proposal's coverage. Because the Proposal fails to focus on a significant policy issue, it may be excluded pursuant to Rule 14a-8(i)(7).

The proposal in *Chesapeake Energy Corp.* (avail. Apr. 13, 2010) (declining to concur in the exclusion of a proposal that sought a report on various environmental issues relating to the company's hydraulic fracturing operations because "the proposal focuses primarily on the environmental impacts of Chesapeake's operations") provides a helpful contrast. That proposal's supporting statement emphasized the effect hydraulic fracturing has on the earth and discussed the chemicals that it releases into the environment, and its resolution focused solely on environmental concerns. The Proposal, however, focuses on financial and various other matters related to oil sands.

Similar to *Dominion Resources*, the overall focus of the Proposal is not limited to a significant policy issue such as the environment, and the Proposal is therefore excludable under Rule 14a-8(i)(7).

### 3. The Proposal Relates To Specific Facilities Of The Company.

Staff precedent indicates that a proposal that mentions a significant policy issue is nevertheless excludable if it relates to the closure or relocation of particular company facilities. In *Pacific Telesis Group* (avail. Feb. 2, 1989), the Staff stated that unlike "proposals dealing generally with the broad social and economic impact of plant closings or relocations[,] . . . proposals concerning specific decisions regarding the closing or relocation of particular plant facilities" are excludable. The Staff further stated that this position applies "even if such proposal deals generally with the broad social and economic [impacts] of plant closings and relocations."

This position was affirmed in *Exxon Corp.* (avail. Feb. 28, 1992). The *Exxon* proposal noted that the company "operates a wholly-owned subsidiary in Northern Ireland" and then stated certain reasons for which shareholders were concerned about the Northern Ireland operations. The resolution requested that the board "review Exxon's Northern Ireland

operations,” including the “plant location,” and prepare a report on this review. The Staff concurred in the exclusion of that part of the proposal as relating to ordinary business.

The Company has interests in the Kearl oil sands project in a joint venture with its Canadian majority-owned affiliate Imperial Oil Limited. Imperial itself also holds interests in two other oil sands projects, Cold Lake (100%) and Syncrude (25%).

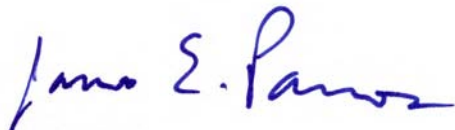
Like the *Exxon* proposal, the Proposal identifies and raises concerns about particular Company plant locations — specifically, the Kearl, Cold Lake, and Syncrude projects which are each mentioned by name in the proposal. The proposal notes the environmental challenges, the expenses and the risks due to “[p]ublic perception of oil sands development.” The clear implication of the Proposal and its request for a report is that the Company should cease its oil sands operations in Canada. Therefore, consistent with *Pacific Telesis* and *Exxon*, the Proposal is excludable pursuant to Rule 14a-8(i)(7) because it deals with the closing of particular plant facilities, even if the Proposal also is deemed to raise a significant policy issue.

### CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2012 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. If we can be of any further assistance in this matter, please do not hesitate to call me at (972) 444-1478 or Elizabeth A. Ising of Gibson, Dunn & Crutcher LLP at (202) 955-8287.

Sincerely,



James E. Parsons  
Coordinator  
Corporate Finance & Securities Law

Enclosures



Office of Chief Counsel  
Division of Corporation Finance  
January 23, 2012  
Page 9

cc: Elizabeth A. Ising, Gibson, Dunn & Crutcher LLP  
Larisa Ruoff, Green Century Capital Management  
Kristina Curtis, Green Century Capital Management  
Shelley Alpern, Trillium Asset Management Corp.  
Sister Judy Byron, OP, Adrian Dominican Sisters  
Olivia Grugan, Middlebury College Student Investment Club  
Gregory John Dier, Middlebury College Student Investment Club  
Timothy P. Dewane, Central Pacific Province of the School Sisters of Notre Dame  
Sonia Kowal, Zevin Asset Management, LLC  
Tom McCaney, Sisters of St. Francis of Philadelphia  
Madeline B. Moore

101215807.2

**EXHIBIT A**



December 13, 2011

David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298



*Via fax: 972-444-1505*

Dear Mr. Rosenthal,

Green Century Capital Management is filing the enclosed shareholder resolution for inclusion in ExxonMobil's proxy statement pursuant to Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Please list Green Century Capital Management as the lead filer of this proposal.

Green Century Capital Management is the beneficial owner of at least \$2,000 worth of ExxonMobil stock. We have held the requisite number of shares for over one year, and will continue to hold sufficient shares in the Company through the date of the annual shareholders' meeting. Verification of ownership, from a DTC participating bank, is available upon request.

While we appreciate the company's willingness to dialogue with investors on its oil sands operations, we remain concerned that the company's existing disclosure fails to provide investors sufficient information at this time. We would welcome the opportunity to discuss our concerns further. Please contact Larisa Ruoff at 617-482-0800 or [lruff@greencentury.com](mailto:lruff@greencentury.com) if the company would like to continue dialogue on this issue.

Sincerely,

Kristina Curtis  
Senior Vice President  
Green Century Capital Management

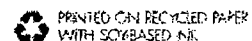
Enclosures

**SHAREHOLDER PROPOSAL**

DEC 14 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DNR: RME: RAL:  
LKB: JEP: DGH: SMD

GREEN CENTURY CAPITAL MANAGEMENT, INC.  
114 STATE STREET, SUITE 200 BOSTON, MA 02109  
tel 617-482-0800 fax 617-422-0881  
[www.greencentury.com](http://www.greencentury.com)



**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearl oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations—from exploration, to extraction, to transportation of the extracted bitumen.





SHAREHOLDER PROPOSAL

DEC 23 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

# Fax

**To:** Robert Luetgen **From:** Larisa Ruoff

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**Fax:** 972-444-1505 **Pages:** 3

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**Phone:** **Date:** December 23, 2011

---

**Re:** Green Century proof of ownership **cc:**

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☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please

**Recycle**

Dear Mr. Luetgen,

Attached, please find proof of Green Century Capital Management's ownership stake in ExxonMobil from our custodian bank, which is a DTC participant.

If you require any more information, please do not hesitate to contact me.

Regards,  
Larisa

GREEN CENTURY CAPITAL MANAGEMENT, INC.  
114 State Street, Suite 200 • Boston, MA 02109  
tel 617-482-0800 fax 617-422-0881  
www.greencentury.com



1/3



December 21, 2011

P.O. Box 1170  
Valley Forge, PA 19482-1170

www.vanguard.com

ATTN: KRISTINA CURTIS  
GREEN CENTURY CAPITAL  
MANAGEMENT INC  
114 STATE ST STE 200  
BOSTON MA 02109-2402

**SHAREHOLDER PROPOSAL**

**DEC 23 2011**

RE: Asset Verification

Dear Ms. Curtis:

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: OGH: SMD

Thank you for taking the time to contact us.

Please accept this letter as verification that the following Vanguard Brokerage Services® client continuously held 55 shares of Exxon Mobil Corp (XOM) in the below-referenced account between the dates of December 13, 2010 and December 13, 2011. This stock was held through Vanguard Marketing Corporation, a Depository Trust Company (DTC) participant, in the Vanguard Brokerage Accounts. \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Green Century Capital Management Inc.  
Individual Account

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Furthermore, please note that this security's value has been in excess of \$2,000.00 between the above referenced dates.

If you have any questions, please call Vanguard Brokerage Services® at **800-992-8327**. You can reach us on business days from 8 a.m. to 10 p.m. or on Saturdays from 9 a.m. to 4 p.m., Eastern Time.

Sincerely,

Vanguard Brokerage Services  
Retail Investor Group

AXZ

10450982

**SHAREHOLDER PROPOSAL**

**DEC 23 2011**

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

3/0

December 14, 2011

David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039-2298

SHAREHOLDER PROPOSAL

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME. RAL:  
LKB: JEP: DGH. SHD

Dear Mr. Rosenthal:

Trillium Asset Management Corp. ("Trillium") is an investment firm based in Boston specializing in socially responsible asset management. We currently manage approximately \$900 million for institutional and individual clients.

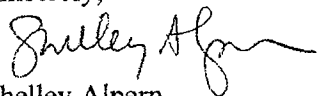
I am hereby authorized to notify you of our intention to file the enclosed shareholder resolution with Exxon Mobil Corporation on behalf of our clients Michael R. Lazarus and Cynthia J. Price, JTWROS. Trillium submits this shareholder proposal for inclusion in the 2012 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Michael R. Lazarus and Cynthia J. Price, JTWROS holds more than \$2,000 of Exxon Mobil Corporation common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2012 annual meeting. We will forward verification of the position separately. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

We would welcome discussion with Exxon Mobil Corporation about the contents of our proposal.

Please direct any communications to me at (617) 292-8026 ext. 248; Trillium Asset Management, 711 Atlantic Ave., Boston, MA 02111; or via email at [salpern@trilliuminvest.com](mailto:salpern@trilliuminvest.com).

We would appreciate receiving a confirmation of receipt of this letter via email.

Sincerely,



Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Rex W. Tillerson, Chairman, Chief Executive Officer, President

Enclosures



**WHEREAS:**

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The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

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**SUPPORTING STATEMENT:**

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- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations—from exploration, to extraction, to transportation of the extracted bitumen.

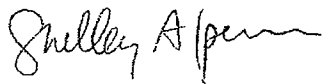
VIA E-MAIL [david.g.henry@exxonmobil.com](mailto:david.g.henry@exxonmobil.com)

Mr. David G. Henry  
Section Head, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039

Dear Mr. Henry:

Regarding the proposal concerning a Canadian oil sands report, which I have co-filed on behalf of Michael Lazarus and Cynthia Price for the 2012 Exxon Mobil Corporation Annual Meeting of Shareholders, I designate Green Century Capital Management as the lead filer to act on my behalf for all purposes in connection with this proposal. The lead filer is specifically authorized to engage in discussions with the company concerning the proposal and to agree on modifications or a withdrawal of the proposal on my behalf. In addition, I authorize Exxon Mobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Sincerely,



Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management LLC  
711 Atlantic Avenue  
Boston, MA 02111  
617-292-8026, x 248

[www.trilliuminvest.com](http://www.trilliuminvest.com)

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039



December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Ms. Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC  
711 Atlantic Ave.  
Boston, MA 02111

Dear Ms. Alpern:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Mr. Michael Lazarus and Ms. Cynthia J. Price (the "Co-filer") the proposal previously submitted by Green Century Capital Management concerning a report on Canadian Oil Sands in connection with ExxonMobil's 2012 annual meeting of shareholders. However, as noted in your letter, proof of share ownership was not included with your submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a Co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Co-filer does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b)(2)(i), sufficient proof may be in the form of a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (December 14, 2011), the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer must also include its own written statement that the Co-filer intends to continue to hold the securities through the date of the 2012 annual meeting.

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements, because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the Co-filer's broker or bank confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Alternatively, if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, the Co-filer can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.



Ms. Shelley Alpern  
Page 3

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to [proxy@exxonmobil.com](mailto:proxy@exxonmobil.com).

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,

A handwritten signature in black ink, appearing to read "David Henry", written in a cursive style.

David G. Henry  
Supervisor, Shareholder Relations

DGH/ljg

Enclosures

c: Ms. Kristina Curtis

December 29, 2011

Via FedEx

David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039-2298



SHAREHOLDER PROPOSAL

JAN - 3 2012

Re: Request for verification

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Rosenthal:

Per your request and in accordance with the SEC Rules, please find the attached authorization letter from Michael Lazarus and Cynthia Price, JTWROS as well as the letter from Charles Schwab Advisor Services verifying Michael Lazarus and Cynthia Price, JTWROS's ownership of the position.

Please contact me if you have any questions at (617) 292-8026 ext. 248; Trillium Asset Management LLC, 711 Atlantic Ave., Boston, MA 02111; or via email at [salpern@trilliuminvest.com](mailto:salpern@trilliuminvest.com).

Sincerely,

Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Rex W. Tillerson, Chairman, Chief Executive Officer, President

Enclosures

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2809  
T: 617-423-6655 F: 617-482-6179  
800-548-5684

**DURHAM**

353 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 919-688-1265 F: 919-688-1451  
800-853-1311

**SAN FRANCISCO BAY**

100 Larkspur Landing Circle, Suite 105  
Larkspur, California 94939-1741  
T: 415-925-0105 F: 415-925-0108  
800-933-4806



*charles* SCHWAB

## SHAREHOLDER PROPOSAL

JAN - 3 2012

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

December 27, 2011

Re: Mr. Michael Richard Lazarus &amp; Cynthia Price/JT Account\*\*FISMA &amp; OMB Memorandum M-07-16\*\*\*

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 470 shares of common stock Exxon Mobil Corporation. These 470 shares have been held in this account continuously for one year prior to December 14, 2011.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab and Company.

This letter serves as confirmation that the shares are held by Charles Schwab & Co, Inc.

Sincerely,

Darrell Pass  
Director

SHAREHOLDER PROPOSAL

JAN - 3 2012

December 15, 2011

Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC.  
711 Atlantic Avenue  
Boston, MA 02111

Fax: 617 482 6179

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Ms. Alpern:

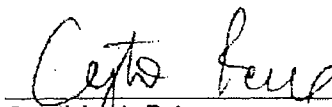
We hereby authorize Trillium Asset Management Corporation to file a shareholder resolution on our behalf at Exxon Mobil Corporation.

We are the beneficial owners, as JTWR0S of more than \$2,000 worth of common stock in Exxon Mobil Corporation that we have held continuously for more than one year. We intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2012.

We specifically give Trillium Asset Management Corporation full authority to deal, on our behalf, with any and all aspects of the aforementioned shareholder resolution. We understand that our names may appear on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

  
\_\_\_\_\_  
Michael R. Lazarus

  
\_\_\_\_\_  
Cynthia J. Price  
c/o Trillium Asset Management Corporation  
711 Atlantic Avenue, Boston, MA 02111

# *Sisters of the Holy Names of Jesus and Mary*

## *General Administration*

### SHAREHOLDER PROPOSAL

DEC 15 2011

December 14, 2011

David S. Rosenthal, Secretary  
c/o Office of The Corporate Secretary  
ExxonMobil Corporation  
5959 Colinas Blvd.  
Irving, TX 75039-2298

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: IEP: DGH: SMD

Dear Mr. Rosenthal,

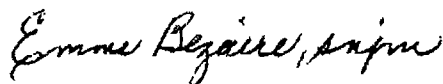
The Congrégation des Soeurs des Saints Noms de Jésus et de Marie, with headquarters in Montreal, is concerned about the significant environmental, social and economic challenges associated with the Canadian oil sands. Further, we are not satisfied that ExxonMobil has adequately reported on the potential financial and reputational risks to the Company from its oil sands operations.

We are co-filing the enclosed resolution with Green Century Capital Management for action at the annual meeting in 2012. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

The Congrégation des Soeurs des Saints Noms de Jésus et de Marie is the beneficial owner of at least \$2000 worth of ExxonMobil common stock. A letter verifying ownership in the company continuously for at least twelve months as of December 14, 2011 is enclosed. We will continue to hold the required number of shares in ExxonMobil through the annual meeting in 2012.

For matters relating to this resolution, please contact our authorized representative, Larisa Ruoff of Green Century Capital Management: 617-482-0800; or [lruff@greencentury.com](mailto:lruff@greencentury.com)

Sincerely,



Sister Emma Bézaire, s.n.j.m.  
Vice-President

Encl.: Verification of ownership  
Resolution

## *Gospel women in solidarity for liberating action*



NO. OF SHARES  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

DEC 15 2011

December 14<sup>th</sup> 2011,

SHAREHOLDER PROPOSAL

To Whom It May Concern:

This letter is to verify that Congregation des Soeurs des Saints Noms de Jésus et de Marie owns 100 shares of Exxon Mobil Corp common stock. Congregation des Soeurs des Saints Noms de Jésus et de Marie owned the required amount of securities on Dec 14, 2011 and has continuously owned the securities for at least 12 months prior to the Dec 14, 2011. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by Desjardins Trust who serves as custodian for Congregation des Soeurs des Saints Noms de Jésus et de Marie. The shares are registered in our nominee name at Desjardins Trust.

Sincerely,

A handwritten signature in cursive script, reading 'Sylvie Bordeleau'.

Sylvie Bordeleau  
Senior representative  
Administration and Customer Service  
Custody Services  
Desjardins Trust

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearl oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations –from exploration, to extraction, to transportation of the extracted bitumen.





**Desjardins**  
Trust

December 14<sup>th</sup> 2011,

To Whom It May Concern:

This letter is to verify that Congregation des Soeurs des Saints Noms de Jésus et de Marie owns 100 shares of Exxon Mobil Corp common stock. Congregation des Soeurs des Saints Noms de Jésus et de Marie owned the required amount of securities on Dec 14, 2011 and has continuously owned the securities for at least 12 months prior to the Dec 14, 2011. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by Desjardins Trust who serves as custodian for Congregation des Soeurs des Saints Noms de Jésus et de Marie. The shares are registered in our nominee name at Desjardins Trust.

Sincerely,

Sylvie Bordeleau  
Senior representative  
Administration and Customer Service  
Custody Services  
Desjardins Trust

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039



December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Sister Emma Bezaire, s.n.j.m.  
Vice President  
Sisters of the Holy Names of Jesus and Mary  
80, rue Saint-Charles Est.  
Longueuil, Quebec, Canada J4H 1A9

Dear Sister Bezaire:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of the Holy Names of Jesus and Mary (the "Co-filer") the proposal previously submitted by Green Century Capital Management concerning a report on Canadian Oil Sands in connection with ExxonMobil's 2012 annual meeting of shareholders. However, proof of share ownership included with your submission is not sufficient. DesJardins Trust does not appear to be a DTC participant.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a Co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Co-filer does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b)(2)(i), sufficient proof may be in the form of a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (December 14, 2011), the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer must also include its own written statement that the Co-filer intends to continue to hold the securities through the date of the 2012 annual meeting.

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements, because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the Co-filer's broker or bank confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

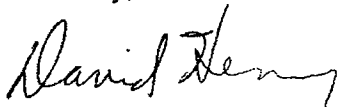
Alternatively, if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, the Co-filer can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to [proxy@exxonmobil.com](mailto:proxy@exxonmobil.com).

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,



David G. Henry  
Supervisor, Shareholder Relations

DGH/ljg

Enclosures

c: Ms. Kristina Curtis

General Administration  
Sisters of the Holy Names of Jesus and Mary  
80, rue Saint-Charles Est - Longueuil - (Québec) - J4H 1A9  
telephone : (450) 651-8104 - Finance fax : (450) 651-8635

## **FAX TRANSMISSION**

**TO:** Mr. David G. Henry  
Exxon Mobil Corporation

**DATE:** December 22, 2011

**Fax No :** 1-972-444-1505

**FROM:** Marc Beaudry for Sister Emma Bezaire, s.n.j.m.

**SUBJECT:** Response to your letter dated December 20, 2011

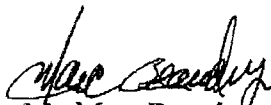
**Number of pages:** 2  
(including this one)

**Confidentiality note:** The information contained in this fax is private and confidential. If you have received this transmission by mistake, please call us immediately so that we can get it back. Thank you for your cooperation.

Dear Mr. Henry,

Please find, enclosed, a letter designating Mrs. Larisa Ruoff of Green Century Capital Management as the lead filer to act on our behalf for all purposes in connection with the proposal. The original letter will follow by Fed Ex. I would also like to inform you that Fiducie Desjardins (French name for Trust Desjardins) is a DTC participant. It is registered as Fiducie Desjardins.

Sincerely,



Mr. Marc Beaudry  
Director of Finance  
SNJM-General Administration  
[beaudrym2004@yahoo.ca](mailto:beaudrym2004@yahoo.ca)

**SHAREHOLDER PROPOSAL**

**DEC 22 2011**

**NO. OF SHARES:** \_\_\_\_\_  
**DISTRIBUTION:** DSR: RME: RAL:  
LKB: JEP: DGH: SMD

# *Sisters of the Holy Names of Jesus and Mary*

## *General Administration*

### SHAREHOLDER PROPOSAL

DEC 22 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

December 22, 2011

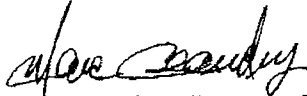
Mr. David G. Henry  
Supervisor, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039

Dear Mr. Henry:

Regarding the shareholder proposal which I have co-filed for the 2012 ExxonMobil Corporation Annual Meeting of Shareholders for the Congrégation des Soeurs des Saints Noms de Jésus et de Marie (also known as Congregation of the Sisters of the Holy Names of Jesus and Mary), I designate Larisa Ruoff of Green Century Capital Management as the lead filer to act on my behalf for all purposes in connection with this proposal. The lead filer is specifically authorized to engage in discussions with the company concerning the proposal and to agree on modifications or a withdrawal of the proposal on my behalf. In addition, I authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

My email is: beaudrym2004@yahoo.ca

Sincerely,



Marc Beaudry, director of Finance

Representative of Sr. Emma Bezaire s.n.j.m., Congrégation des Soeurs des Saints Noms de Jésus et de Marie

## *Gospel women in solidarity for liberating action*



ADRIAN DOMINICAN SISTERS  
1257 East Siena Heights Drive  
Adrian, Michigan 49221-1793  
517-266-3400 Phone  
517-266-3524 Fax

Portfolio Advisory Board

December 14, 2011

## SHAREHOLDER PROPOSAL

David S. Rosenthal, Secretary  
c/o Office of The Corporate Secretary  
ExxonMobil Corporation  
5959 Colinas Blvd.  
Irving, TX 75039-2298

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Rosenthal:

The Adrian Dominican Sisters are the beneficial owners of at least \$2000 worth of ExxonMobil common stock. A letter verifying ownership in the company continuously for at least twelve months as of December 14, 2011 is enclosed. We will continue to hold the required number of shares in ExxonMobil through the annual meeting in 2012.

We are co-filing the enclosed resolution on the Canadian oil sands with Green Century Capital Management for action at the annual meeting in 2012. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As shareholders we are concerned about the local and global environmental, social and economic challenges and risks associated with the Canadian oil sands. Further, we are not satisfied that ExxonMobil has adequately reported on the potential financial and reputational risks to the Company from its oil sands operations.

For matters relating to this resolution, please contact our authorized representative, Larisa Ruoff of Green Century Capital Management: 617-482-0800; or [lruoff@greencentury.com](mailto:lruoff@greencentury.com)

Sincerely,

*Sister Judy Byron, OP*

Sister Judy Byron, OP  
Representative of the Adrian Dominican Sisters  
1216 NE 65<sup>th</sup> Street  
Seattle, WA 98115  
[jbyron@ipjc.org](mailto:jbyron@ipjc.org)

Encl. Resolution  
Verification of ownership



**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearl oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations –from exploration, to extraction, to transportation of the extracted bitumen.



# Middlebury

## SHAREHOLDER PROPOSAL

**DEC 15 2011**

December 14, 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: IEP: DGH: SMD

David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Via fax: 972-444-1505

Middlebury College Student Investment Club, an association of students at Middlebury College, is filing the enclosed shareholder resolution on behalf of and with authorization of Middlebury College for inclusion in ExxonMobil's proxy statement pursuant to Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

Middlebury College is the beneficial owner of at least \$2,000 worth of ExxonMobil stock. We have held the requisite number of shares for over one year, and will continue to hold sufficient shares in the Company through the date of the annual shareholders' meeting. We are including proof of ownership from a DTC participating financial institution.

On the proxy, we request that you list "Middlebury College Student Investment Club," or alternatively, "Middlebury College Student Investment Club, on behalf of Middlebury College," as a co-filer of this proposal.

While we appreciate the company's willingness to dialogue with investors on its oil sands operations, we remain concerned that the company's existing disclosure fails to provide investors sufficient information at this time. The oil sands issue is an issue of particular interest to the Middlebury College community and we would like to ensure that ExxonMobil is dealing with any problems appropriately. We would welcome the opportunity to discuss our concerns further. Please contact Olivia Grugan, club representative, at 814-599-7948 or ogrugan@middlebury.edu if the company would like to continue dialogue on this issue.

This resolution is identical to the one filed by Green Century Capital Management. Larisa Ruoff of Green Century Capital Management will be our lead filer and she can be contacted at Green Century Capital Management, 114 State Street, Suite 200, Boston, MA 02109, 617.482.0800 or by email at lruoff@greencentury.com

Sincerely,

A handwritten signature in black ink, appearing to read "Gregory John Dier".

Gregory John Dier  
President  
Middlebury College Student Investment Club

Enclosures (3)



# Middlebury

Middlebury College  
Middlebury, Vermont 05753

Director of Investment &  
Treasury Operations

Phone 802.443.5751  
Fax 802.443.2123  
dhammel@middlebury.edu  
www.middlebury.edu

December 14, 2011

Gregory John Dier  
President  
Middlebury College Student Investment Club  
Middlebury College  
Middlebury, Vermont 05753

## SHAREHOLDER PROPOSAL

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Dier,

Middlebury College hereby authorizes the Middlebury College Student Investment Club (MSIC) to file a shareholder resolution on our behalf at Exxon Mobil Corporation and that it be included in the proxy statement in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. As the Director of Investment and Treasury Operations of Middlebury College, I have the authority to file shareholder resolutions, and to designate the MSIC to file a proposal on our behalf.

The resolution requests that the Board of Directors prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

Middlebury College is the owner of more than \$2,000 worth of stock that has been held continuously for over a year in an account directed by the MSIC. Middlebury College intends to hold the stock through the date of the company's annual meeting in 2012.

Middlebury College requests that where possible the name "Middlebury College Student Investment Club" be listed on the proxy and any other documents, or alternatively, "Middlebury College Student Investment Club, on behalf of Middlebury College."

Sincerely,

A handwritten signature in dark ink, appearing to read "Derek Hammel".

Derek Hammel  
Director, Investment and Treasury Operations  
Middlebury College

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearl oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations—from exploration, to extraction, to transportation of the extracted bitumen.

12/14/2011 23:35 FAX

005/005

Dec. 14, 2011 11:03AM 3175967082

No. 0158 P. 2/2  
**SHAREHOLDER PROPOSAL**

**DEC 15 2011**

*Charles* SCHWAB

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSS: GME: RAL:  
UKR: IEP: DCH: SMD

December 14, 2011

Accounting & OMB Memorandum M-07-16\*\*\*  
Questions: (877)561-1918X71498

Derek Hammel, Frank Huth, Patrick Norton  
Service Building 2nd Floor  
Middlebury, VT 05753

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**Share Ownership**

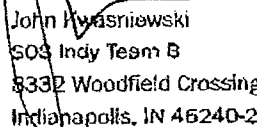
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Dear Derek Hammel, Frank Huth and Patrick Norton,

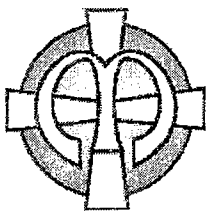
This letter is to confirm that 170 shares of Exxon Mobil Corp (symbol XOM) was purchased in this account on 10/30/2008. The total value of these shares as of the close of business on 12/13/2011 was \$13,690.10. This account is registered under the name of Middlebury College.

**Thank you for investing with Schwab.** We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at (877)561-1918X71498.

Sincerely,



John P. Wasniewski  
SOS Indy Team B  
8332 Woodfield Crossing Blvd  
Indianapolis, IN 46240-2482



School Sisters of Notre Dame, Central Pacific Province  
Office of Shalom – Justice, Peace, and Integrity of Creation  
13105 Watertown Plank Road  
Elm Grove, WI. 53122-2291  
Phone: (262) 787-1023 Fax: (262) 754-0826

## SHAREHOLDER PROPOSAL

December 12, 2001

DEC 15 2011

David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: OSR: RME: RAL:  
LKB: JEP: DGH: SMD

Re: Shareholder Proposal Regarding Oil Sands

Dear Mr. Rosenthal:

I am writing you on behalf of the Central Pacific Province of the School Sisters of Notre Dame. The School Sisters of Notre Dame are an international religious congregation committed to promoting education, human rights, and sustainable living in all aspects of ministry and life. Globally there are over 3,500 School Sisters of Notre Dame in some 36 countries across 5 continents.

The School Sisters of Notre Dame are the owners of 164 shares of Exxon Mobil Corporation stock and have continuously held shares in the Exxon Mobil Corporation since July 9, 1981. Verification of ownership of the shares is attached. We intend to hold the stock at least through the date of the annual meeting.

I am hereby authorized to notify you of our intention to co-file the enclosed resolution being submitted by Green Century Capital Management for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accord with rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934.

We look forward to discussion on this matter.

Sincerely,

Timothy P. Dewane  
Coordinator

Cc: Larisa Ruoff  
ICCR

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearn oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations –from exploration, to extraction, to transportation of the extracted bitumen.



**Zevin Asset Management, LLC**  
PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

December 14, 2011

Mr. David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

**SHAREHOLDER PROPOSAL**

*Via fax: 972-444-1505*

**DEC 14 2011**

Re: Shareholder Proposal for 2012 Annual Meeting

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Rosenthal:

Enclosed please find our letter co-filing the oil sands proposal to be included in the proxy statement of Exxon (the "Company") for its 2012 annual meeting of stockholders.

Zevin Asset Management is a socially responsible investment manager which integrates financial and environmental, social, and governance research in making investment decisions on behalf of our clients. While we appreciate the Company's willingness to dialogue with investors on its oil sands operations, we remain concerned that the Company's existing disclosure fails to provide investors sufficient information at this time.

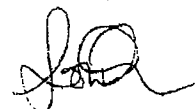
Zevin Asset Management holds, on behalf of our clients, 41,435 shares of the Company's common stock held among different custodians. We are filing on behalf of one of our clients, Ellen Sarkisian (the Proponent), who has continuously held, for at least one year of the date hereof, 301 shares of the Company's common stock which would meet the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Verification of this ownership from a DTC participating bank (number 0221), UBS Financial Services, is enclosed.

Zevin Asset Management, LLC has complete discretion over the Proponent's shareholding account at UBS Financial Services Inc which means that we have complete discretion to buy or sell investments in the Proponent's portfolio. Let this letter serve as a confirmation that the Proponent intends to continue to hold the requisite number of shares through the date of the Company's 2012 annual meeting of stockholders.

Zevin Asset Management is a co-filer for this proposal, the lead filer being Green Century Capital Management. A representative of the filer will be present at the stockholder meeting to present the proposal.

Zevin Asset Management welcomes the opportunity to discuss the proposal with representatives of the Company. Please direct any communications to me at 617-742-6666 x308 or [sonia@zevin.com](mailto:sonia@zevin.com). We request copies of any documentation related to this proposal.

Sincerely,



Sonia Kowal  
Director of Socially Responsible Investing  
Zevin Asset Management

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearn oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations—from exploration, to extraction, to transportation of the extracted bitumen.

# Zevin Asset Management

PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

December 14, 2011

## SHAREHOLDER PROPOSAL

To Whom It May Concern:

DEC 14 2011

Please find attached DTC participant UBS Financial Services custody statement of ownership statement of Exxon from Ellen Sarkisian. Zevin Asset Management, LLC is the investment advisor to Ellen Sarkisian and co-filed a share holder resolution on lobbying disclosure on Ellen Sarkisian's behalf.

This letter serves as confirmation that Ellen Sarkisian is the beneficial owner of the above referenced stock.

Sincerely,



Sonia Kowal

*Director of Socially Responsible Investing*  
Zevin Asset Management, LLC



UBS Financial Services Inc.  
One Post Office Square  
Boston, MA 02109  
Tel. 617-439-8000  
Fax 617-439-8474  
Toll Free 800-225-2385

www.ubs.com

## SHAREHOLDER PROPOSAL

December 14, 2011

DEC 14 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 301 shares of common stock in Exxon owned by Ellen Sarkisian\*\*FISMA & OMB Memorandum M-07-16\*\*\*

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of Exxon and that such beneficial ownership has continuously existed for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

This letter serves as confirmation that Ellen Sarkisian is the beneficial owner of the above referenced stock.

Zevin Asset Management, LLC is the investment advisor to Ellen Sarkisian and is planning to co-file a share holder resolution on Ellen Sarkisian's behalf.

Sincerely,

Kelley A. Bowker  
Assistant to Myra G. Kotton  
Senior Vice President/Investments

UBS Financial Services Inc. is a subsidiary of UBS AG.



*Sisters of Saint Dominic of Tacoma*  
*Preachers of peace, justice and joy . . . Seekers of Truth*

**SHAREHOLDER PROPOSAL**

**DEC 15 2011**

December 14, 2011

NO. OF SHARES: \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

David S. Rosenthal, Secretary  
c/o Office of The Corporate Secretary  
ExxonMobil Corporation  
5959 Colinas Blvd.  
Irving, TX 75039-2298

Dear Mr. Rosenthal:

The Sisters of St. Dominic of Tacoma are the beneficial owners of at least \$2000 worth of shares of ExxonMobil stock. We have been a shareholder for more than one year and will continue to hold sufficient shares in ExxonMobil through the annual meeting in 2012. A letter verifying our ownership is enclosed.

We are co-filing the enclosed resolution on the Canadian oil sands with Green Century Capital Management for action at the annual meeting in 2012. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As shareholders we are concerned about the significant environmental, social and economic challenges associated with the Canadian oil sands. Further, we are not satisfied that ExxonMobil has adequately reported on the potential financial and reputational risks to the Company from its oil sands operations.

For matters relating to this resolution, please contact our authorized representative, Larisa Ruoff of Green Century Capital Management: 617-482-0800; or [lruff@greencentury.com](mailto:lruff@greencentury.com)

Sincerely,

*Dr. Ann Marie Lustig, O-P*

Ann Marie Lustig, OP  
Vice-President, Sisters of St. Dominic of Tacoma

Encl. Resolution  
Verification of ownership

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearl oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

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Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations –from exploration, to extraction, to transportation of the extracted bitumen.

**Wakley & Robertson, Inc.**  
Investment Advisers


December 14, 2011

To Whom It May Concern:

This letter is to verify that Sisters of St. Dominic owns 1,500 shares of ExxonMobile (XOM) common stock. These securities have been held for more than 12 months prior to December 14, 2011, and it is their intention to retain these shares for at least one more year.

This security is currently held by BNY Mellon Wealth Management, who serves as custodian for Wakley & Robertson, Inc. The shares are registered in our nominee name at BNY Mellon Wealth Management.

Sincerely,



Marge Johnson  
Corporate Secretary

/mj



Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039



December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Sister Ann Marie Lustig, OP  
Vice-President  
Sisters of St. Dominic of Tacoma  
935 Fawcett Ave. S  
Tacoma, WA 98402

Dear Sister Lustig:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of St. Dominic of Tacoma (the "Co-filer") the proposal previously submitted by Green Century Capital Management concerning a report on Canadian Oil Sands in connection with ExxonMobil's 2012 annual meeting of shareholders. By copy of a letter from Wakley & Robertson, Inc. Investment Advisers, share ownership has been verified.

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and any co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,

A handwritten signature in black ink, appearing to read "David G. Henry".

David G. Henry  
Supervisor, Shareholder Relations

DGH/ljg

c: Ms. Kristina Curtis



*Sisters of Saint Dominic of Tacoma*  
*Preachers of peace, justice and joy . . . Seekers of Truth*

**SHAREHOLDER PROPOSAL**

**DEC 29 2011**

December 21, 2012

**NO. OF SHARES** \_\_\_\_\_  
**DISTRIBUTION:** DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Mr. David G. Henry  
Supervisor, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039

Dear Mr. Henry:

Regarding the shareholder proposal which I have co-filed for the 2012 ExxonMobil Corporation Annual Meeting of Shareholders, I designate Larisa Ruoff of Green Century Capital Management as the lead filer to act on my behalf for all purposes in connection with this proposal. The lead filer is specifically authorized to engage in discussions with the company concerning the proposal and to agree on modifications or a withdrawal of the proposal on my behalf. In addition, I authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

My email is: sam@tacomaop.org

Sincerely,

*Sister Ann Marie Lustig, O.P.*

Sister Ann Marie Lustig, OP  
Representative of the Sisters of St. Dominic of Tacoma



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

December 13, 2011

David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Via fax: 972-444-1505

SHAREHOLDER PROPOSAL

DEC 13 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Rosenthal:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in Exxon Mobil for several years. Our company's significant investment in the Canadian oil sands projects exposes itself to potential financial, legal and reputational risks. Environmental costs alone are reason enough to re-evaluate the long term viability of mining the oil sands.

As a faith-based investor, I am hereby authorized to notify you of our intention to submit this shareholder proposal with Green Century Capital Management. I submit it for inclusion in the proxy statement for consideration and action by the next stockholders meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the shareholder meeting to move the resolution. We hope that the company is willing to continue to dialogue with the filers about this proposal. Please note that the contact person for this resolution will be: Larisa Ruoff. Her number is 617-482-0800, and her email address is: [lruff@greencentury.com](mailto:lruff@greencentury.com).

As verification that we are beneficial owners of common stock in Exxon Mobil, I enclose a letter from Northern Trust Company, our portfolio custodian/holder of record attesting to the fact. These shares have been held continuously for at least twelve months and it is our intention to keep these shares in our portfolio beyond the date of the 2012 annual meeting.

Respectfully yours,

Tom McCaney  
Associate Director, Corporate Social Responsibility

Enclosures

cc: Larisa Ruoff, Green Century Capital Management

**WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

ExxonMobil owns 69.6 percent of Imperial Oil, one of Canada's largest oil companies. Imperial is 100 percent owner of the Cold Lake oil sands project and is the operator and 25 percent owner of Syncrude. ExxonMobil and Imperial jointly own and operate 100 percent of the Kearn oil sands project.

According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. One thousand five hundred project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the high-profile cases which could potentially shut down oil sands operations.

Developing the oil sands' tar-like bitumen is expensive, with multi-decade payback horizons. Volatile oil prices and changing demand can impact the viability of these projects.

In its 2010 10-K, Nexen, another company in the oil sands, states, "[o]ur oil sands projects face additional risks compared to conventional oil and gas production," and references risks related to "Aboriginal claims" and "Public perception of oil sands development."

Shareholders believe ExxonMobil has not adequately reported on how possible risks associated with oil sands projects may impact our company's long term financial performance, given our company's significant investments in this area.

**RESOLVED:**

Shareholders request that the Board prepare a report discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The report should be prepared at reasonable cost, omit proprietary and legal strategy information, address risks other than those associated with or attributable to climate change, and be available to investors by August 2012.

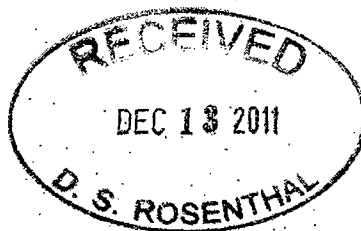
**SUPPORTING STATEMENT:**

The Board shall determine the scope of the report. Proponents believe risk information of interest to shareholders could include, among other things, assessing the impact of worst-case along with reasonably likely scenarios regarding:

- Environmentally-related restrictions and requirements that might hinder or penalize operations, including those associated with water, land, non-carbon air emissions, reclamation and tailings;
- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations—from exploration, to extraction, to transportation of the extracted bitumen.



**Northern Trust**



50 S LaSalle Street  
Chicago IL 60603

December 13, 2011

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia holds 32 shares of Exxon Mobil Corp stock. These shares have been held for more than one year and will be held at the time of your next annual meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Sister Nora M. Nash and/or Thomas McCaney are representatives of the Sisters of St. Francis of Philadelphia and are authorized to act on their behalf.

Sincerely,

*Sanjay K. Singhal*

Sanjay K. Singhal  
Vice President

December 14, 2011

SHAREHOLDER PROPOSAL

DEC 15 2011

Mr. David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Dear Mr. Rosenthal:

I hold 451 shares of Exxon Mobil Corporation. I am joining with other shareholders to request that the Board prepare a report, at reasonable cost and omitting proprietary information, discussing the magnitude of negative impacts of a strategic focus on unconventional oil on the long-term viability of our business.

I am filing this resolution in cooperation with the primary filer, Green Century Capital Management, Inc. and hereby support its inclusion in the proxy statement in accordance with Rule 14(a)(8) of the General Rules and Regulations of the Securities and Exchange Act of 1934. Green Century Capital Management, Inc. is authorized to negotiate on my behalf, to include withdrawing the resolution if appropriate.

Verification of beneficial ownership is included in with this letter. I intend to maintain ownership of at least \$2,000 of company shares that I have held for at least one year at the time of the filing of this shareholder proposal through the date of the next stockholder's annual meeting.

Respectfully Yours,

  
Madeline B. Moore

**WHEREAS:**

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According to ExxonMobil's 2010 10-K, oil sands represent approximately 11 percent of proved reserves, demonstrating our company's significant reliance on Canada's oil sands for long term growth.

There are significant environmental, social and economic risks associated with oil sands.

The resource-intensive and environmentally damaging nature of oil sands development have introduced regulatory, operational, liability and reputational risks to oil sands companies.

The persistence of tailing ponds, which can leak toxic pollutants into groundwater, may present risks along with significant reclamation costs not currently carried on our balance sheet. While companies are required to provide reclamation costs to the Alberta government, investors still have very limited information on the full costs associated with the reclamation liabilities companies carry.

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- Aboriginal lawsuits against the Canadian government; and
- Public opposition throughout the lifecycle of oil sands operations -from exploration, to extraction, to transportation of the extracted bitumen.



P.O. Box 31565  
St. Louis, MO 63131-0565  
Advisors: 1-877-726-8741  
314-965-1555

December 14, 2011

Corporate Secretary

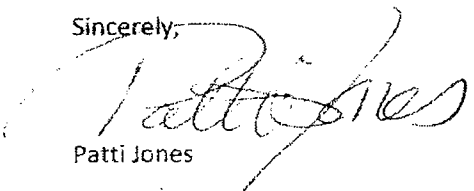
Dear Corporate Secretary:

Please accept this letter as documentation that Scottrade acts as custodian for Madeline Moore.

Further we are writing this letter to verify that Madeline Moore held at least 400 shares of Exxon Mobil continuously from October 1, 2008 to December 14, 2011 per her Scottrade statements.

Madeline Moore has continuously held at least \$2000.00 in the market value of Exxon Mobil securities entitled to be voted on the proposal at the 2012 Annual Meeting for at least one year.

Sincerely,



Patti Jones

Scottrade Advisor Services