



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4561

March 17, 2011

Lisa K. Bork  
Counsel  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Re: Exxon Mobil Corporation  
Incoming letter dated January 21, 2011

Dear Ms. Bork:

This is in response to your letter dated January 21, 2011 concerning the shareholder proposal submitted to ExxonMobil by Green Century Capital Management, Michael Lazarus, The Sisters of St. Dominic of Tacoma, the Marianist Province of the United States, The Brainerd Foundation, the Congrégation des Soeurs des Saints Noms de Jésus et de Marie, Madeline B. Moore, The Sisters of St. Francis of Philadelphia, and the School Sisters of Notre Dame Cooperative Investment Fund. We also have received a letter on behalf of Green Century Capital Management dated February 18, 2011. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponents.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Gregory S. Belliston  
Special Counsel

Enclosures

cc: Sanford J. Lewis  
P.O. Box 231  
Amherst, MA 01004-0231

Exxon Mobil Corporation

March 17, 2011

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Madeline B. Moore

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

March 17, 2011

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Exxon Mobil Corporation  
Incoming letter dated January 21, 2011

The proposal requests that the board prepare a report discussing possible long-term risks to the company's finances and operations posed by the environmental, social, and economic challenges associated with the oil sands.

We are unable to concur in your view that ExxonMobil may exclude the proposal under rule 14a-8(i)(10). Based on the information you have presented, it does not appear that ExxonMobil's public disclosures compare favorably with the guidelines of the proposal. Accordingly, we do not believe that ExxonMobil may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Bryan J. Pitko  
Attorney-Advisor

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

# **SANFORD J. LEWIS, ATTORNEY**

February 18, 2011

Via email

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Shareholder Proposal Submitted to ExxonMobil regarding report on Canadian oil sands risks by Green Century Capital Management, Inc.

Ladies and Gentlemen:

Green Century Capital Management, Inc. (the "Proponent") is the beneficial owner of common stock of ExxonMobil (the "Company") and has submitted a shareholder proposal (the "Proposal") to the Company requesting a report on long-term risks to the Company's finances and operations posed by environmental, social and economic challenges associated with the oil sands. We have been asked by the Proponent to respond to the no action request letter dated January 21, 2011 sent to the Securities and Exchange Commission by the Company. The Company contends that the Proposal may be excluded from the Company's 2011 proxy statement by virtue of Rule 14a-8(i)(10) (substantially implemented).

We have reviewed the Proposal, as well as the letter sent by the Company. Based upon the foregoing, as well as the relevant rule, it is our opinion that the Proposal is not excludable by virtue of the rule. A copy of this letter is being emailed concurrently to Lisa K. Bork, ExxonMobil.

## **BACKGROUND**

Tar sands oil extraction (also known as "oil sands") was deemed "the most destructive project on Earth" in a February 2008 report by Environmental Defence, a Canadian NGO.<sup>1</sup> Mining, upgrading and refining bitumen from oil sands is "one of the most environmentally costly sources of transport fuel in the world"<sup>2</sup> -- highly resource intensive and environmentally damaging, requiring the draining of wetlands, diversion of rivers, creation of massive toxic tailing ponds, and the removal of trees and vegetation.<sup>3</sup> On top of the impacts on

<sup>1</sup> Environmental Defence, *Canada's Toxic Tar Sands: The Most Destructive Project on Earth*, 02/08, available at <http://www.environmentaldefence.ca/reports/tarsands.htm>

<sup>2</sup> *The Oil Sands Report Card*, Pembina Institute and World Wildlife Canada, 2007, p. vii.

<sup>3</sup> James Hansen, director of NASA's Goddard Institute for Space Studies, has written about the impact of oil sands development on the earth's natural carbon storage capacities:

"The tar sands of Canada constitute one of our planet's greatest threats. They are a double-barreled

air quality, water quality, wildlife, and ecosystems, oil sands are also incredibly energy intensive<sup>4</sup>, and their development and expansion will mean a significant increase in GHG emissions.<sup>5</sup>

ExxonMobil has dramatically increased investments in the oil sands over recent years through its stake in Imperial Oil and through ExxonMobil Canada. At the end of 2009, ExxonMobil's total proved reserves in the oil sands were over 2.7 billion barrels - nearly 12% of the company's total proved reserves. As a result, ExxonMobil is exposed to significant risk from economic challenges associated with oil sands development. Oil price volatility and other market forces could render the company's capital-intensive oil sands projects uneconomic, as happened to many projects in 2008.

Despite the company's significant presence in the oil sands, ExxonMobil's existing disclosure is limited and does not adequately address the risks associated with the environmental, social and economic challenges that accompany oil sands development. At the same time, some sector competitors provide more comprehensive disclosures, therefore, ExxonMobil is a laggard and its shareholders do not have access to necessary information. As a result, the Proponents requested increased company disclosure of the risks associated with oil sands development.

### THE PROPOSAL

For convenience of the Staff, the proposal in its entirety is included as Attachment A. The following is the resolve clause and supporting statement.

#### **RESOLVED:**

Shareholders request that the Board prepare a report discussing possible 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,

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threat. First, producing oil from tar sands emits two-to-three times the global warming pollution of conventional oil. But the process also diminishes one of the best carbon-reduction tools on the planet: Canada's boreal forest. This forest plays a key role in the global carbon equation by serving as a major storehouse for terrestrial carbon - indeed, it is believed to store more carbon per hectare than any other ecosystem on Earth. When this pristine forest is strip-mined for tar sands development, much of its stored carbon is lost."

*The Guardian*, February 19, 2009.

<sup>4</sup> The tar sands use 0.6 billion cubic feet per day of natural gas. In November 2007, Canada's National Energy Board released a report warning that "increasing demand [for natural gas] and gradually declining production reduces the net exports to zero by 2028 [after which] Canada becomes a net gas importer, reliant on LNG (liquefied natural gas) imports." The report goes on to predict that "Canadian natural gas production is expected to decline by almost 40 per cent by the end of 2030." The energy return on investment (EROI) of developing oil from the tar sands is between 2 to 5:1. Middle Eastern oil has an EROI of roughly 20:1. ("Five steps to success: An analysis of Obama's energy plan," University Wire, 2/24/09).

<sup>5</sup> Presently, tar sands oil extraction pumps 29.5 million tons of GHG into the atmosphere every year, or 12 per cent of Alberta's total greenhouse emissions and five percent of Canada's emissions. ([www.canadaoilsands.ca](http://www.canadaoilsands.ca))

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 2011.

#### **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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

#### **ANALYSIS**

The Company contends that its recent reports on oil sands development are responsive to the Proposal and therefore amount to substantial implementation. However, the Proposal is focused on disclosure of long-term risks to the Company's finances and operations posed by oil sands development and its environmental, social, and economic challenges. By contrast, the reports issued by the company focus on some measures the company is taking to reduce risk, but are not even minimally responsive to the Proposal's inquiry for disclosure of the risks themselves.

**In contrast to the Proposal's request for a report on possible long term risks to finances and operations posed by the environmental, social and economic challenges associated with the oil sands and "environmentally-related restrictions that might hinder or penalize operations, including those associated with water, land and tailings," the company fails to disclose numerous significant regulatory, physical, litigation and financial risks from environmental impacts associated with oil sands operations.**

Oil sands mining has a tremendous impact on the environment, requires significant quantities of water and results in massive tailings ponds. These impacts along with potential restrictions that may penalize operations could pose risks to the company's bottom line. As a result, the shareholder proposal requests a report discussing possible long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands. The proponents suggest in the supporting statement that 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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

As set forth below, there is ample evidence that the risks for which disclosure is sought are material concerns to the company and its investors. Yet the Company's existing reporting does not address these issues. The Company asserts that its generic disclosure of risk management systems and approaches, applicable to all activities, and generic references to risks in the "Risk Factor" section of its 2009 10-K provide ample disclosure of risk associated with oil sands. In fact, those disclosures are entirely uninformative to investors seeking information on oil sands related risks. For example, the company's vague references in its 10-K to "vulnerabilities to market forces", "economic conditions", and "regulatory and litigation risks" are insufficient and do not provide Proponents with the necessary information to make responsible investment decisions.

### **Water**

Oil sands mining is water-intensive: taking into account recycling, up to four barrels of water are used to extract and upgrade one barrel of synthetic crude oil.<sup>6</sup> Water scarcity, particularly in the Athabasca River Basin where most oil sands projects are located, and water pollution, are significant concerns for oil sands operators, and can present regulatory and physical risks for companies. While the company does provide limited information on specific examples where it has reduced its water use in certain instances, it fails to provide investors with adequate information on important regulatory and physical risks facing the company. The following are examples of the kinds of risks one would expect the company to be disclosing.

#### *Regulatory risks*

- In 2011 the Government of Alberta is expected to release **stricter restrictions on water withdrawals** from the Athabasca River. Depending on the final water management rules, this new guidance could have significant implications for oil sands companies that heavily rely on water withdrawals to operate.
- In situ net water use averages around one barrel of water per barrel of bitumen, less than mining projects, but in-situ projects such as Imperial's Cold Lake face new regulations on water use. In February 2009, **Alberta's Energy Resource Conservation Board released draft regulations containing tougher restrictions on water usage for operators of in-situ oil sands operators**, which also require improved measurements and formal reporting. The agency's manager told the *Edmonton Journal* that companies will have to compete for water and disposal space in the future. Also in February, the Pembina Institute, an environmental think tank with extensive expertise on the oil sands, **recommended charging for water used by the energy sector.**<sup>7</sup>

#### *Physical risks*

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<sup>6</sup> *Lines in the Sands: Oil Sands Sector Benchmarking*, Northwest and Ethical Investments, November 2009.  
[http://www.ethicalfunds.com/SiteCollectionDocuments/docs/lines\\_in\\_the\\_sands\\_full.pdf](http://www.ethicalfunds.com/SiteCollectionDocuments/docs/lines_in_the_sands_full.pdf)

<sup>7</sup> "Oilpatch to see new rules on water use -- Proposal calls for lower consumption," *The Edmonton Journal*, February 18, 2009.

In its January 2011 report titled “Canada’s Oil Sands” the company states that “Oil sands mining projects in the Fort McMurray area draw water from the Athabasca River” but the company fails to discuss the risks inherent to its dependence on this water source. For example:

- Between 1970 and 2005, the Athabasca saw its average summer flow decline by 29 percent, and climate scientists predict that average flow could decline by 24-68 percent by the end of this century.<sup>8</sup>
- According to a recent RiskMetrics/Ceres report, **“Our analysis indicates that oil sands producers dependent on securing fresh water supplies may encounter shortages by 2014 unless they make additional investments in water storage and treatment facilities.”**<sup>9</sup>

Clearly water shortage and supply poses significant risk to oil sands operations, but the company has failed to address this issue sufficiently in its reporting.<sup>10</sup>

#### **Disruptions to land—including the impact of tailings ponds**

Oil sands mining is an environmentally-damaging practice, requiring clear-cutting, strip-mining and the generation of massive toxic lakes that are visible from space. In-situ projects, while not as visibly destructive, also cause significant land disruption to allow for the maze of pipelines and wells required to extract the bitumen. All oil sands operators are required by law to provide a closure plan that will ensure a restoration of project land area to “equivalent land capability.”<sup>11</sup>

Reclamation, however, is very difficult for oil sands projects. According to the Alberta government, only 0.2% of land disturbed for oil sands development, or 1.04 kilometers, has been certified as reclaimed.<sup>12</sup> **One reason for this difficulty is that much of the original land upon which oil sands were developed consisted of wetlands, which are nearly impossible to recreate.**

**While the company does provide limited information on its efforts to reclaim its operations it does not provide adequate information on the costs associated with this**

<sup>8</sup> University of Alberta, “Running Out of Steam: Oil Sands Development and Water Use in the Athabasca-Watershed: Science and Market Based Solutions,” Environmental Research & Studies Center, May 2007.

<sup>9</sup> “Canada’s Oil Sands: Shrinking Window of Opportunity,” RiskMetrics (Yulia Reuter, Dough Cogan, Dana Sasarean, Mario Lopez Alcala, Dinah Koehler) and Ceres, May 2010, [www.ceres.org/oilsandsreport](http://www.ceres.org/oilsandsreport), p. 49.

<sup>10</sup> Contrast the disclosure of Suncor Corporation regarding regulatory risks associated with oil sands: “Some of the issues that are, or may in the future be, subject to environmental regulation include: the possible cumulative regional impacts of oil sands development; ... Withdrawals, use of, and discharges to, water; issues relating to land reclamation, restoration and wildlife habitat protection; ... U.S. implementation of regulation or policy to limit its purchases of oil to oil produced from conventional sources, or U.S. state or federal calculation and regulation of fuel lifecycle carbon content.” (Suncor 2008 Annual Report, p 20)

<sup>11</sup> [http://www.ethicalfunds.com/SiteCollectionDocuments/docs/lines\\_in\\_the\\_sands\\_full.pdf](http://www.ethicalfunds.com/SiteCollectionDocuments/docs/lines_in_the_sands_full.pdf)

<sup>12</sup> Government of Alberta, “Alberta’s Oil Sands: Facts and Stats,” [www.oilsands.alberta.ca/519.cfm](http://www.oilsands.alberta.ca/519.cfm).

**process, the regulatory risks it faces or the potential for litigation resulting from unacceptable reclamation.**

*Regulatory risk*

In February 2009, the Alberta Energy and Resources Conservation Board (ERCB) released new rules to regulate the reclamation of tailings, *Directive 074: Tailings Performance Criteria and Requirements for Oil Sands Mining Schemes*, which forces companies to reduce tailings by 50% by June 13, 2013 and requires tailings to achieve a certain level of trafficability before reclamation.<sup>13</sup> Oil sands operators are required to submit their first compliance reports for *Directive 074* by September 30, 2011, and then annually thereafter. Failure to comply with the Directive could lead to a variety of enforced penalties, including a possible suspension of company projects. In its recent report on the oil sands, Exxon mentions its Kearl oil sands project—jointly owned by ExxonMobil Canada and Imperial Oil, but fails to discuss how the project will comply with the Directive. According to a report by the Pembina Institute, “[t]he Imperial Kearl tailings management plan is not compliant with Directive 074.” The Pembina Institute reports that of the nine projects that submitted tailings management plans in accordance with the *Directive*, only two will actually achieve compliance.<sup>14</sup>

Furthermore, full compliance with the requirements of this directive is anticipated to have an impact on the company’s balance sheet. According to the recent RiskMetrics/Ceres report, “mined oil sands operators will have to include tailings treatment costs as part of their ongoing operating expenses and increase the size of their asset retirement obligations (AROs), with some remediation finished over periods of only five to eight years, rather than the entire 20–40 year span of project development.”

*Financial Risk*

A December 2009 RiskMetrics report on tailings costs notes that **reclamation costs could range from CAD\$15 to CAD\$50/ton for existing solid tailings, especially if reclamation processes such as bioremediation are deemed necessary for full reclamation.**<sup>15</sup> According to RiskMetrics, operating costs could increase CAD\$1.25 to CAD\$4.17-per-cubic-meter (or CAD\$1.46 to CAD\$4.86-per-ton) if progressive reclamation and/or recycling is required. The operating cost increase could range from CAD\$1.21 to CAD\$4.05 per barrel of production. **According to the RiskMetrics report, Imperial Oil could see an increase of 6 percent to 17 percent in its balance-sheet leverage due to higher remediation costs for existing tailings at Syncrude operations.**<sup>16</sup> The report also specifically points out ExxonMobil as

<sup>13</sup> ERCB, "Directive 074: Tailings Performance Criteria and Requirements for Oil Sands Mining Schemes," (2009), <http://www.ercb.ca/docs/documents/directives/Directive074.pdf>.

<sup>14</sup> <http://pubs.pembina.org/reports/tailings-plan-review-report.pdf>, p. 14.

<sup>15</sup> *Sustainability Solutions and CFRA – Joint Report: OIL AND GAS, Tailings Pond Remediation Costs Understated*, RiskMetrics Group, 12/21/09.

<sup>16</sup> *Sustainability Solutions and CFRA – Joint Report: OIL AND GAS, Tailings Pond Remediation Costs Understated*, RiskMetrics Group, 12/21/09.

**70% owner of Imperial** and notes estimated figures for cost increases for that company as a result of its ownership of Imperial.

*Litigation risks*

In April 2008, the toxicity of the tailing ponds drew worldwide attention when 500 migrating ducks became fatally mired in a Syncrude tailing pond. The provincial and federal governments have served Syncrude joint charges under the Migratory Birds Convention Act and the Alberta Environmental Protection and Enhancement Act. In June 2010 the company was found guilty and in October the company was ordered to pay \$2.92 million.<sup>17</sup> Clearly, this illustrates that such potential disasters can have significant financial impacts and the high media profile of this case also presents potential reputational damage. ***ExxonMobil has exposure to this risk due to Imperial's ownership and operation of Syncrude.***

**In contrast to the request of the proposal for disclosure of “potential effects of Aboriginal lawsuits against the Canadian government” ExxonMobil fails to disclose those risks.**

The First Nations, the Aboriginal peoples of Canada, hold rights based in the Canadian Constitution that are at least equal to, and may exceed, those of ordinary Canadian citizens.<sup>18</sup> The First Nations occupy lands in and around the oil sands development regions of northern Alberta. They are given preferential treatment and the authority to self-govern, which means they are key players in development projects that affect them. Beyond the very straightforward issues brought to the foreground when projects, pipelines or roads cross their land, other issues pertaining to the externalities associated primarily with effects on wildlife and public health can serve as obstacles to oil sands development.

First Nations are starting to assert that development is occurring too fast. They are calling for new development to be halted in order to grant them time to figure out how to deal with existing impacts, and to plan for any future developments.

In March 2008, the Beaver Lake Cree Nation filed suit against Alberta, calling for an injunction to block more than 16,000 permits related to oil sands development. The Cree say that the development is destroying their hunting and fishing lands. In February 2009, the Co-operative Bank (UK) announced that it would provide CAD \$90,000 to fund evidence-gathering for the case, and has since provided at least another CAD \$100,000 to support the lawsuit.<sup>19</sup>

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<sup>17</sup> Jeffrey Jones, UPDATE 3-Syncrude Guilty in 1,600 Duck Deaths in Toxic Pond,” Reuters, June 25, 2010, <http://www.reuters.com/article/2010/06/25/syncrude-ducks-idUSN2525673320100625>; Ian Austen, “Syncrude Canada Fined For Duck Deaths,” The New York Times, October 22, 2010, <http://www.nytimes.com/2010/10/23/business/energy-environment/23ducksands.html>

<sup>18</sup> Section Thirty-Five of the *Constitution Act, 1982*.

<sup>19</sup> “U.K. Bank backs oil sands lawsuit,” *Edmonton Journal*, 7/5/09.

<http://www.edmontonjournal.com/Business/Bank+backs+oilsands+lawsuit/1761084/story.html>

ExxonMobil fails to mention the specific legal rights of these communities nor does it discuss the lawsuit in its recent publication, “Canada’s Oil Sands”. The Beaver Lake Cree lawsuit is particularly relevant for ExxonMobil because over 1,500 of the company’s project sites (including Imperial Oil projects) are listed in the case as in Beaver Lake Cree territory that would be directly impacted by a decision.<sup>20</sup>

According to the Canadian Boreal Initiative (CBI),<sup>21</sup> the resolution of this case will have tremendous impacts in shaping how the government discharges its obligations to consult and accommodate First Nations under the constitution.<sup>22</sup> The level of engagement required is linked to the level of the impacts. There is always a duty to consult at a minimum, but there is also a requirement to accommodate affected First Nations. This duty, which increase with increasing impacts, falls on a spectrum, ranging from ‘consulting to inform’ at the low end, to outright consent at the high end. Because of the significant impacts they create, major oil sands projects are likely to trend towards the high end of this spectrum.

Larry Innes, the Executive Director of the CBI highlighted the following risks for investors:

- “Growing legal consensus that the Government of Alberta has failed to meet obligations to consult and accommodate Aboriginal peoples in permitting developments.
- Aboriginal peoples are taking legal action to halt further developments.
- If successful, companies holding development permits may find those permits voided by government failure to consult.
- There may be absolute limits on how much development can occur within the region, given existing rights guaranteed under treaties with Aboriginal peoples.”<sup>23</sup>

If the legal opinions referenced by CBI are confirmed by the courts in present and future litigation, companies with permits granted by the Alberta province may find them nullified by this lack of consultation. If the courts place an absolute limit on infringement of First Nations

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<sup>20</sup> <http://www.beaverlakecreenation.ca/upload/documents/statementofclaim.pdf>, pp 21, 110-118, 451-457, 518-563.

<sup>21</sup> CBI is a national convener for conservation in Canada’s Boreal Forest. According to the organization: “We work with conservation organizations, First Nations, industry and other interested parties – including members of the Boreal Leadership Council – to link science, policy and conservation solutions across Canada’s Boreal Forest.” The Boreal Leadership Council, first convened in December 2003, comprised of leading conservation groups, First Nations, resource companies and financial institutions, all of which have an interest and a stake in the future of Canada’s Boreal Forest.

<sup>22</sup> Presentation by Larry Innes, Executive Director, Canadian Boreal Initiative, 9/11/08, <http://www.ceres.org/Document.Doc?id=372>.

<sup>23</sup> Presentation by Larry Innes, Executive Director, Canadian Boreal Initiative, 9/11/08, <http://www.ceres.org/Document.Doc?id=372>

rights (the remedy sought in the Beaver Lake case), then the province's decision-making processes will take considerably more time. **ExxonMobil provides no information on the long-term risks associated with its ability to withstand the significant changes that could be imposed by a favorable ruling for the Beaver Lake Cree or potential financial impacts the decision could have on the company or its operations.**

While the company argues its vague references in its 2009 10-K to "regulatory and litigation risks" would include potential Aboriginal lawsuits, Proponents contend that due to the complexity and potential impact of such legal challenges more disclosure is warranted through a specific report.<sup>24</sup> In contrast, the company asserts that its passing reference to aboriginal engagement and consultation is all that is necessary to "substantially implement" the Proposal. Contrary to the Company's assertion, the Company's existing disclosures do not provide adequate information on long-term risks.

**In contrast to the request of the proposal for discussion of "vulnerabilities to market forces that might lead to oil sands project cancellations," the Company largely ignores disclosure of the particular market forces regarding oil sands which could impact company operations and its bottom line.**

Because oil sands extraction is one of the most expensive ways of generating oil, the process is uniquely vulnerable to changing market conditions. Yet, the Company's existing disclosures failed to provide information on these risks for investors.

Due to its carbon-intensive products and long capital horizons, the oil sands sector is uniquely exposed to economic, competitive, and regulatory risks resulting from oil price volatility and other related market forces. A typical oil sands project in Alberta involves billions of dollars of capital investment, has an operations workforce of over a thousand people and a lifespan of over 50 years.<sup>25</sup>

Before the price of oil plunged in 2008, the oil sands were the world's largest industrial project. Companies had planned to spend as much as \$125 billion to expand operations toward the goal of tripling oil production over the next 10 to 15 years.<sup>26</sup> However,

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<sup>24</sup> In contrast see the disclosure of Nexen Corporation regarding risks associated with the First Nations lawsuit: "Aboriginal peoples have claimed aboriginal title and rights to a substantial portion of western Canada. Certain aboriginal peoples have filed a claim against the Government of Canada, the Province of Alberta, certain governmental entities and the regional municipality of Wood Buffalo (which includes the city of Fort McMurray, Alberta) claiming, among other things, aboriginal title to large areas of lands surrounding Fort McMurray, including the lands on which the project and most of the other oil sands operations in Alberta are located. Such claims, if successful, could have a significant adverse effect on the Long Lake Project and on us." (Nexen 2009 10-K, p 33)

<sup>25</sup> *The Oil Sands Report Card*, Pembina Institute and World Wildlife Canada, 2007, p. 3.

<sup>26</sup> The figure of \$110 billion appears in "Oil sands Mega-Project Scrapes Bottom of Oil Barrel," Inter Press Service, 7/28/06; \$125 billion (Canadian) is cited in *Driving It Home: Choosing the Right Path for Fueling North America's Transportation Future*, Natural Resources Defense Council, p. 19. (<http://www.nrdc.org/energy/drivingithome/drivingithome.pdf>)

the oil sands are the most expensive source of oil in the world, and as a result are uniquely vulnerable to low oil prices. **Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands.**<sup>27</sup> **Overall spending was cut in half during this period, which Canada's federal Environment Minister Jim Prentice dubbed a "de facto moratorium."**<sup>28</sup>

There is only a small price window at which oil sands projects are recognized to be economically viable. According to the recent RiskMetrics/Ceres report, **"One of the key risks facing investors is the narrow profit window for oil sands production. The oil sands are the world's most expensive source of new oil, and new production requires prices of at least \$65 per barrel, and potentially as high as \$95 per barrel, to make economic sense. Increasing environmental regulations, including emerging carbon limits, will cause this floor price to rise."**<sup>29</sup>

Given the long capital horizons involved in the oil sands, oil prices need to remain consistently high for decades in order for projects to earn a return. Deutsche Bank and BP, among others, have raised doubts recently about the long-term oil demand and have predicted that global demand will peak in the next 10-20 years.<sup>30</sup> ExxonMobil shareholders could see significant capital assets stranded if long term prices and price volatility render its projects uneconomic.

Due to the oil sands' remote location, labor and material costs can skyrocket when rapid development of the oil sands demands more than supply allows. According to a report published by Wood MacKenzie in March 2008, during the oil sands development boon in 2006 costs skyrocketed for mining producers an average of 32% and for in-situ producers an average of 26%.<sup>31</sup> The combination of oil price volatility, high up-front capital expenditure, and increased labor and material costs in the Alberta oil sands presents significant economic and financial risk.

ExxonMobil does not disclose sufficient information about risks specific to its increased investments in "heavy oil" (oil sands, also shale oil) projects. Proponents believe it is critical for ExxonMobil to disclose possible economic risks associated with its significant investments in the oil sands.<sup>32</sup> The failure to disclose these risks is further evidence of a lack of "substantial implementation."

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<sup>27</sup> International Energy Agency, June 2009. *Medium-Term Oil Market Report – 2009 Edition*. p.48.

<sup>28</sup> "Boom and Bust in Alberta," *Globe and Mail*, 01/31/09.

<sup>29</sup> "Canada's Oil Sands: Shrinking Window of Opportunity," RiskMetrics (Yulia Reuter, Dough Cogan, Dana Sasarean, Mario Lopez Alcala, Dinah Koehler) and Ceres, May 2010, [www.ceres.org/oilsandsreport](http://www.ceres.org/oilsandsreport), p. 2

<sup>30</sup> Deutsche Bank, "The Peak Oil Market: Price Dynamics at the End of the Oil Age," October 2009. See also: "World oil use to peak at as low as 95 mln bpd-BP," *Reuters*, 2/4/10, <http://www.reuters.com/article/idUSLDE61316Y20100204?type=marketsNews>.

<sup>31</sup> "The Cost of Playing in the Oil Sands," Wood Mackenzie, March 2008.

<sup>32</sup> Contrast the disclosure of Nexen Corporation regarding risks associated with the high prices of oil sands development: "Our heavy oil production is more expensive and yields lower prices than light oil and gas"...

Furthermore, identifying a market for oil sands product may become increasingly challenging. According to the same RiskMetrics/Ceres report, “Finding a marketplace for ever-increasing oil sands production is another major question. Presently, the vast majority of the 1.3 million barrels being produced every day flows to the United States. This market is jeopardized, however, by emerging low-carbon fuel standards in the U.S. that will require a lower carbon intensity in transportation fuels. In order to have access to these markets, oil sands output will likely have to be mixed with next-generation biofuels which are not yet being produced on a commercial scale. These fuel standards, already adopted in California, will put carbon-intensive oil sands fuel at a distinct disadvantage.”<sup>33</sup> Proponents contend it is imperative that the company address how it plans to address potential challenges around identifying buyers for oil sands product.

One of the conclusions of the RiskMetrics/Ceres report clearly articulates the financial risks companies operating in this area face and supports investors seeking increased disclosure in this area:

[G]lobal oil prices will need to remain high — possibly approaching \$100 a barrel — to justify the planned \$120 billion expansion in the oil sands region in the next decade. Oil sands producers must also be mindful that if global oil prices get too high, above \$120-\$150 a barrel, it will likely reduce global oil demand and shift markets in favor of alternative fuels. **Bottom line: oil sand producers are operating in a narrowing window of profitability. Investors are right to be pushing oil companies to provide detailed explanations on how they are responding to these wide-ranging challenges.**<sup>34</sup>

The company claims that its vague references to “economic conditions”, “other demand-related factors”, and “other supply related factors” in its 10-K provide sufficient

---

“Heavy oil is characterized by high specific gravity or weight and high viscosity or resistance to flow. Because of these features, heavy oil is more difficult and expensive to extract, transport and refine than other types of oil. Heavy oil also yields a lower price relative to light oil and gas, as a smaller percentage of high-value petroleum products can be refined from heavy oil. As a result, our heavy oil operations are exposed to the following risks:

- additional costs may be incurred to purchase diluent to transport heavy oil;
- there could be a shortfall in the supply of diluent which may cause its price to increase; and
- the market for heavy oil is more limited than for light oil making it more susceptible to supply and demand fundamentals which may cause the price to decline. (Nexen 2009 10-K, p 30)

Any one or a combination of these factors could cause some of our heavy oil properties to become uneconomic to produce and/or result in negative reserve revisions.” Nexen 10-K, 2008.

[http://www.nexeninc.com/files/Annual\\_Reports/2008\\_10k/nexen08\\_10k.pdf](http://www.nexeninc.com/files/Annual_Reports/2008_10k/nexen08_10k.pdf), pp 28-33

<sup>33</sup> “Canada’s Oil Sands: Shrinking Window of Opportunity,” RiskMetrics (Yulia Reuter, Doug Cogan, Dana Sasarean, Mario Lopez Alcalá, Dinah Koehler) and Ceres, May 2010, [www.ceres.org/oilsandsreport](http://www.ceres.org/oilsandsreport), p. 2

<sup>34</sup> “Canada’s Oil Sands: Shrinking Window of Opportunity,” RiskMetrics (Yulia Reuter, Doug Cogan, Dana Sasarean, Mario Lopez Alcalá, Dinah Koehler) and Ceres, May 2010, [www.ceres.org/oilsandsreport](http://www.ceres.org/oilsandsreport), p. 3 (emphasis added)

disclosure on the potential impact market forces could have on the company's operations. Proponents contend that given the unique economic challenges inherent to oil sands development more disclosure is necessary to provide investors information on how ExxonMobil is managing the associated risks. The Proposal seeks to provide investors with that needed information.

### **Conclusion**

Oil sands development clearly carries significant environmental, social and economic challenges. According to a recent report from Innovest, "When additional costs are considered, such as the inevitable remediation costs, carbon costs and the potential inflationary costs for materials and labor that would be imposed by the very oil prices required for profitability, it does not appear that these projects are economically viable."<sup>35</sup> Furthermore, legal challenges pose significant risks to ExxonMobil and to the entire oil sands industry.

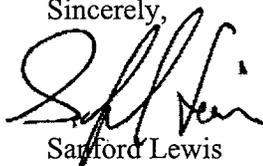
However, ExxonMobil's current disclosures do not provide investors with evidence that the company is aware of these risks and is taking action to mitigate them. As a result of this lack of disclosure, shareholders are requesting a report discussing possible long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands.

The Commission has made it clear that under Rule 14a-8(g) that "the burden is on the company to demonstrate that it is entitled to exclude a proposal." The Company has not met that burden that the Proposal is excludable under Rule 14a-8(i)(10).

Therefore, we request that the Staff inform the Company that the SEC proxy rules require denial of the Company's no-action request. In the event that the Staff should decide to concur with the Company, we respectfully request an opportunity to confer with the Staff.

Please call me at (413) 549-7333 with respect to any questions in connection with this matter, or if the Staff wishes any further information.

Sincerely,



Sanford Lewis  
Attorney at Law

cc:

---

<sup>35</sup> "The Viability of Non-Conventional Oil Development," Innovest Strategic Value Advisors Research Note, March 2009.

Park Foundation  
Lisa K Bork, Exxon Mobil, [lisa.k.bork@exxonmobil.com](mailto:lisa.k.bork@exxonmobil.com)

**Attachment A**  
**Text of the Shareholder Proposal**

### Oil Sands Resolution

#### WHEREAS:

ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2011.

**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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.





January 21, 2011

**VIA E-mail: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549

Re: **Securities Exchange Act of 1934 -- Section 14(a); Rule 14a-8**  
Omission of Shareholder Proposal -- Report on Canadian Oil Sands

Gentlemen and Ladies:

Exxon Mobil Corporation ("ExxonMobil" or the "Company") has received a shareholder proposal (the "Proposal") from Green Century Capital Management, Inc. ("Green Century") and the co-filers listed on the signature page hereof (together with Green Century, the "Proponents"), for inclusion in the Company's proxy material for its 2011 annual meeting of shareholders. ExxonMobil intends to omit the proposal from its proxy material pursuant to Rule 14a-8(i)(10) (substantial implementation). We respectfully request the concurrence of the staff of the Division of Corporation Finance (the "Staff") that no enforcement will be recommended if the Company omits the Proposal from its proxy materials. This letter and its enclosures are being sent to the Commission pursuant to Rule 14a-8(j).

### **The Proposal**

The resolution in the Proposal is as follows:

**"RESOLVED:** Shareholders request that the Board prepare a report discussing possible 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 2011."

A copy of the Proposal, along with related correspondence to and from Green Century, is set forth in Exhibit 1. A copy of correspondence to and from the other Proponents is set forth in Exhibit 2.

### **Basis for Exclusion: Substantial Implementation (Rule 14a-8(i)(10))**

#### *Background*

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976) (the “1976 Release”).

Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were “fully” effected” by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the Rule] defeated its purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the “1983 Release”). Therefore, in 1983, the Commission adopted a revision to the rule to permit the omission of proposals that had been “substantially implemented.” 1983 Release. The 1998 amendments to the proxy rules reaffirmed this position, further reinforcing that a company need not implement a proposal in exactly the manner set forth by the proponent. See Exchange Act Release No. 40018 at n.30 and accompanying text (May 21, 1998).

Applying this standard, the Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (avail. Mar. 28, 1991). In other words, substantial implementation under Rule 14a-8(i)(10) requires a company’s actions to have satisfactorily addressed both the proposal’s underlying concerns and its essential objective. See, e.g., *Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. Jul. 3, 2006); *Johnson & Johnson* (avail. Feb. 17, 2006); *Talbots Inc.* (avail. Apr. 5, 2002); *Masco Corp.* (avail. Mar. 29, 1999). Differences between a company’s actions and a stockholder proposal are permitted so long as the company’s actions satisfactorily address the proposal’s essential objective. See, e.g., *Hewlett-Packard Co.* (avail. Dec. 11, 2007) (proposal requesting that the board permit stockholders to call special meetings was substantially implemented by a proposed bylaw amendment to permit stockholders to call a special meeting unless the board determined that the specific business to be addressed had been addressed recently or would soon be addressed at an annual meeting); *Johnson & Johnson* (avail. Feb. 17, 2006) (proposal that requested the company to confirm the legitimacy of all current and future U.S. employees was substantially implemented because the company had verified the legitimacy of 91% of its domestic workforce). Further, when a company can demonstrate that it has already taken actions to address each element of a stockholder proposal, the Staff has concurred that the proposal has been “substantially implemented.” See, e.g., *Exxon Mobil Corp.* (avail. Mar. 23, 2009); *Exxon Mobil Corp.* (avail. Jan. 24, 2001); *The Gap, Inc.* (avail. Mar. 8, 1996).

The Company believes that the Proposal has been substantially implemented, and can therefore be omitted from the Company's proxy statement under Rule 14a-8(i)(10).

*Analysis*

The Proposal requests that ExxonMobil's Board prepare a report discussing "possible long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands." We believe that the information requested in such a report is already available.

We have communicated with shareholders on the topic of Canadian oil sands through a number of venues and publications, most recently in a publication entitled "*Canada's Oil Sands -- Responsible Development, Innovation, and Opportunity*," issued in January of 2011 (the "Report"). This document is enclosed as Exhibit 3 and is available on the Company's website at [www.exxonmobil.com/oilsands](http://www.exxonmobil.com/oilsands).

The Report was prepared and made available as part of ExxonMobil's ongoing efforts to keep shareholders and the public informed of our views and plans regarding significant issues relevant to our business. The Report provides comprehensive current information to our shareholders and other interested members of the public on one such important aspect of our business: development of the Canadian oil sands. Among other things, the Report includes material intended to respond to issues and questions raised in meetings with investors; in shareholder letters and email to the Company and its directors; and in new and repeat shareholder proposals.

We believe the entire Report is relevant to the subject matter of the Proposal, as it addresses the Company's views relating to environmental, social and economic issues associated with the Canadian oil sands. We call the Staff's attention to the following portions of the Report, in particular:

- (i) page 2 under "a key resource for global energy security", 4th paragraph:

Our challenge as an industry is ensuring that we move forward in developing this globally important resource [the Canadian oil sands] in a thoughtful and responsible fashion. ExxonMobil and Imperial Oil are committed to developing this vital resource in a manner that is *environmentally responsible, supports local communities and contributes to economic development and growth*.

(Emphasis added; summarizing ExxonMobil's views on the development of the oil sands with regard to the environmental and community impact.)

- (ii) the discussion of "responsible development" (beginning on page 4), which includes the statement that "our environmental policy commits us to designing, operating and managing our facilities with the goal of preventing incidents and reducing adverse

impacts", and which describes efforts to reduce greenhouse gas emissions (for example, through cogeneration and application of a new proprietary paraffinic froth treatment technology);

(iii) the discussion of ExxonMobil's efforts to improve water and tailings management at oil sands developments (beginning on page 4); for example, as stated in the second paragraph, the Company has been able to reduce freshwater use intensity at the Cold Lake facility by almost 90 percent since the project's inception, and other initiatives have the potential to reduce fresh water use by up to an additional 30 percent from current levels;

(iv) the discussion of the Company's land management and reclamation efforts at oil sands projects (beginning on page 5);

(v) the discussion of the Company's extensive work on research and development of technology that will lead to cleaner, more efficient ways of developing the oil sands (see the "Innovation" section, pages 6-7); and

(vi) the "up close" discussion of engagement of Aboriginal communities in developing our Kearl oil sands project (beginning on page 10).

We believe the Report demonstrates ExxonMobil's recognition of the importance of considering the environmental, social and economic impacts of our oil sands developments, and that it amply addresses the request made in the Proposal. Of particular note in light of the Proposal, the Report discusses environmental issues (water and tailings management, efforts to reduce greenhouse gas emissions, land reclamation and protection efforts, and the importance of innovation and technology to increase efficiency in development); social issues (specifically, the Company's efforts to develop constructive relationships with local Aboriginal communities); and economic issues (e.g., discussion of the importance of creating technologies to increase the value of heavy oil and aid in its transport).

In addition to the Report, the Company has addressed the issue of oil sands through numerous other avenues, including various publications such as the following:

- The Company's 2009 Financial & Operating Review ("F&O"). See in particular page 44, under the caption "Heavy Oil/Oil Sands," discussing the Company's Cold Lake oil sands project in Canada:

We have continuously developed and deployed new technologies over decades that have successfully raised both production and the recovery factor, which is now over 30 percent. New techniques have also reduced energy requirements and dramatically cut the amount of water that is required in the process. Innovative technology allows us to recycle 95 percent of the water used at Cold Lake.

- The Company's 2009 Corporate Citizenship Report ("CCR"). See, e.g., page 33 (recognizing the public interest in the environmental impact of oil sands development):

...we recognize there is concern among a range of stakeholders regarding the increased energy intensity and water use associated with developing oil sands - bitumen embedded in sand and clay. [...] In Canada, our affiliate Imperial Oil Limited selected the most energy-efficient and cost-effective technologies that are commercially available to minimize air emissions...

The F&O and the CCR are available on the Company's website at [www.exxonmobil.com](http://www.exxonmobil.com). A direct link to the CCR is:

[http://www.exxonmobil.com/Corporate/Imports/ccr2009/pdf/community\\_ccr\\_2009.pdf](http://www.exxonmobil.com/Corporate/Imports/ccr2009/pdf/community_ccr_2009.pdf).

In regard to risks posed by oil sands projects, as with all ExxonMobil projects, they are analyzed through a robust system of corporate policies and practices, which are formalized in several management systems rigorously applied throughout the Company across all aspects of ExxonMobil's business.

The Company has discussed extensively in public statements and documents its comprehensive approach to managing safety, health, security, environmental and social risks at our facilities worldwide. This approach is embedded in our *Operations Integrity Management System* (OIMS), introduced in 1992. OIMS has evolved over the years to enhance safety, leadership, security, environmental aspects and community involvement with regard to all our projects. As summarized in the CCR (page 15):

Today, [OIMS] provides a set of expectations embedded into everyday work processes at all levels of the organization and addresses all aspects of managing *safety, health, security, environmental, and social risks* at our facilities worldwide. It is designed to identify hazards and manage risks inherent to our operations and associated with the full life cycle of projects. [Emphasis added.]

The CCR provides more detail on OIMS, and the text of OIMS is on the Company's website at: [http://www.exxonmobil.com/Corporate/Files/OIMS\\_Framework\\_Brochure.pdf](http://www.exxonmobil.com/Corporate/Files/OIMS_Framework_Brochure.pdf).

Notably, Element 2 of OIMS is "risk assessment and management." Key processes within this element are further described on page 6 of the OIMS brochure referenced above, and include the following:

"2.1 Risk is managed by identifying hazards, assessing consequences and probabilities, and evaluating and implementing prevention and mitigation measures."

"2.2 "Risk assessments are conducted for ongoing operations, for projects and for products in order to identify and address potential hazards to personnel, facilities, the public and the environment."

"2.4 Risk assessments are updated at specified intervals and as changes occur."

"2.6 A follow-up process is in place to ensure that risk-management decisions are implemented."

Each project within the Company poses a different set of safety, security, health and environmental risks, and for each project these risks are evaluated through the framework of OIMS. Looking at the subject of the Proposal, the environmental challenges associated with the oil sands have been, and continue to be, evaluated using the framework described above.

From a financial standpoint, the risks and opportunities of each oil sands project are analyzed through a disciplined, systematic process - which applies to *all* ExxonMobil business opportunities. ExxonMobil's tenet of investing with discipline, after undertaking a thorough analysis of business risk (such as potential price fluctuations, as specifically mentioned by Proponents), is discussed in the Company's 2009 F&O (page 4):

*Projects are tested over a range of economic scenarios to ensure that risks are properly identified, evaluated and managed. This approach enables superior investment returns through the business cycle. [Emphasis added.]*

The Company further discusses this concept in the context of exploration opportunities (such as oil sands projects) (F&O, page 32):

*Once identified, opportunities are assessed and screened on a rigorous, globally consistent basis for technical and economic viability, as well as materiality. Only the most robust opportunities are selected for further evaluation and investment. [Emphasis added.]*

These statements succinctly describe the Company's diligent, thorough and rigorous process by which it identifies potential financial risks and opportunities before making its investment decisions. Oil sands projects are analyzed under this same process.

More generally, material risks associated with all the Company's operations, including oil sands, are disclosed in the Company's Annual Report on Form 10-K under "Risk Factors." Because of the breadth and scope of the Company's business, specific risk factors for each individual project are not separately outlined. In the Proposal's supporting statement, the Proponents propose possible risks to oil sands projects such as "vulnerabilities to market forces." Among the risk factors discussed in ExxonMobil's 2009 Form 10-K are "economic conditions" (such as occurrence of recessions, changes in population growth, and functioning of financial markets), "other demand-related factors" (such as changes in technology, improvements in

energy efficiency, and changes in consumer preferences), and "other supply-related factors" (such as increases in supply from new oil and gas sources and technology changes). The discussion of these risk factors addresses "vulnerabilities to market forces", as suggested by Proponents. Other risks discussed in the Form 10-K include "regulatory and litigation risks," which would cover "potential effects of Aboriginal lawsuits" and "environmentally-related restrictions," which are potential risks raised by Proponents in their supporting statement.

When a company has already acted favorably on an issue addressed in a shareholder proposal, Rule 14a-8(i)(10) provides that the company is not required to ask its shareholders to vote on that same issue. In this regard, the Staff has on numerous occasions concurred with the exclusion of proposals where the company had already addressed the items requested in the proposal. *See, e.g., Alcoa Inc.* (avail. Feb. 2, 2009) (concurring with the exclusion of a proposal requesting a report on global warming where the company had already prepared an environmental sustainability report); *Caterpillar Inc.* (avail. Mar. 11, 2008); *Wal-Mart Stores, Inc.* (avail. Mar. 10, 2008); *PG&E Corp.* (avail. Mar. 6, 2008); *Allegheny Energy, Inc. (Premoshis)* (avail. Feb. 20, 2008); *Honeywell International, Inc.* (avail. Jan. 24, 2008).

We believe that the totality of the documents discussed above demonstrates that the Company has substantially implemented the Proposal. The Report discusses in some depth the Company's views on the environmental, social and economic issues associated with oil sands projects. The other publications discussed above (OIMS, the CCR, and the F&O) describe how the Company analyzes the environmental, social and economic challenges associated with oil sands projects, and the risk factors in the Company's Form 10-K describe risks applicable to the Company's business - including oil sands projects. Together, these documents demonstrate that ExxonMobil has already addressed the matters raised by the Proposal. We thus believe the Proposal has been substantially implemented and may be omitted from the proxy material for our 2011 annual meeting under Rule 14a-8(i)(10).

## **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 2011 proxy materials. If you have any questions or require additional information, please contact me directly at 972-444-1473. In my absence, please contact James E. Parsons at 972-444-1478.

January 21, 2011

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), this letter and enclosures are being submitted to the Staff by email. A copy of this letter and the enclosures is being sent to the Proponents by overnight delivery service.

Sincerely,



Lisa K. Bork

LKB

Enclosures

cc - w/enc:

**Proponents:**

Green Century Capital Management, Inc.  
Attention: Ms. Kristina Curtis  
Senior Vice President

School Sisters of Notre Dame Cooperative Investment Fund  
Attention: Sister Ethel M. Howley, SSND

The Sisters of St. Francis of Philadelphia  
Attention: Mr. Tom McCaney  
Associate Director, Corporate Social Responsibility

Ms. Madeline B. Moore

Congregation of the Sisters of the Holy Names of Jesus and Mary  
Attention: Sister Lorraine St-Hilaire  
General Superior

Sisters of St. Dominic of Tacoma  
Attention: Ms. Connie Walsh, OP  
Treasurer

Trillium Asset Management Corporation  
Attention: Ms. Shelley Alpern  
Vice President  
Director of ESG Research & Shareholder Advocacy

The Brainerd Foundation  
Attention: Ms. Ann Krumboltz  
Executive Director

Securities and Exchange Commission

Page 9

January 21, 2011

With copy to: Walden Asset Management  
Attention: Mr. Timothy Smith

Marianist Province of the United States  
Attention: Mr. Myles McCabe  
Director of Peace and Justice

## EXHIBIT 1



# GREEN CENTURY FUNDS

SHAREHOLDER PROPOSAL

NOV 4 2010

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

November 3, 2010

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



Dear Mr. Rosenthal:

Please allow this correspondence to replace our prior submission dated October 28, 2010.

To address shareholder concerns associated with our company's investments in and development of the Canadian oil sands, 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.

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 will follow this letter. We ask that the proxy statement indicate that Green Century Capital Management is the lead filer of this resolution.

For questions or follow-up, please contact Erin Gray of Green Century by phone at (206) 315-2998, by email at [ergray@greencentury.com](mailto:ergray@greencentury.com), or by postal mail at the address below.

Sincerely,

Kristina Curtis  
Senior Vice President  
Green Century Capital Management

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)

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WITH SOYBASED INK

## Oil Sands Resolution

### WHEREAS:

ExxonMobil has significant investments in the Canadian oil sands.

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

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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.

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Shareholders request that the Board prepare a report discussing possible 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 2011.

### 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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, Texas 75039

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

**ExxonMobil**

November 8, 2010

**VIA UPS – OVERNIGHT DELIVERY**

Ms. Kristina Curtis  
Senior Vice President  
Green Century Capital Management, Inc.  
114 State Street, Suite 200  
Boston, MA 02109

Dear Ms. Curtis:

This will acknowledge receipt of the proposal concerning a Canadian oil sands report, which you have submitted on behalf of Green Century Capital Management (the "Proponent") in connection with ExxonMobil's 2011 annual meeting of shareholders. However, as stated 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 proponent 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 Proponent does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b), sufficient proof may be in the form of (1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (October 28, 2010), the Proponent continuously held the requisite number of ExxonMobil shares for at least one year; or (2) if the Proponent 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 Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, 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 Proponent continuously held the requisite number of ExxonMobil shares for the one-year period.

Ms. Kristina Curtis

Page two

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 972-444-1199.

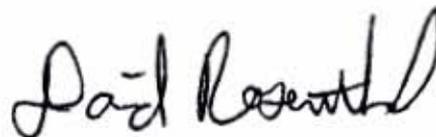
You should note that, if the proposal is not withdrawn or excluded, the Proponent or his representative, who is qualified under New Jersey law to present the proposal on the Proponent's behalf, must attend the annual meeting in person to present the proposal.

If you intend for a representative to present your proposal, you must provide documentation signed by you that specifically identifies your intended representative by name and specifically authorizes the representative to present the shareholder proposal on your behalf at the annual meeting. A copy of this authorization meeting state law requirements should be sent to my attention in advance of the meeting. Your authorized representative should also bring an original signed copy of the authorization to the meeting and present it at the admissions desk, together with photo identification if requested, so that our counsel may verify the representative's authority to act on your behalf prior to the start of the meeting.

In the event there are co-filers for this proposal and in light of the SEC staff legal bulletin 14C dealing with co-filers of shareholder proposals, we will be requesting each co-filer to provide us with clear documentation confirming your designation to act as lead filer and granting you authority to agree to modifications and/or withdrawal of the proposal on the co-filer's behalf. We think obtaining this documentation will be in both your interest and ours. Without clear documentation from all co-filers confirming and delineating your authority as representative of the filing group, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

We are interested in continuing our discussion on this proposal and will contact you in the near future.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Rosenthal". The signature is written in a cursive, flowing style.

DSR/sjn

Enclosure

**§ 240.14a-8 Shareholder proposals.**[top](#)[Link to an amendment published at 75 FR 56782, Sept. 16, 2010.](#)[Link to a delay published at 75 FR 64641, Oct. 20, 2010.](#)

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

c) *Question 3: How many proposals may I submit?* Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

d) *Question 4: How long can my proposal be?* The proposal, including any accompanying supporting

statement, may not exceed 500 words.

(e) *Question 5: What is the deadline for submitting a proposal?* (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?* (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?* Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8: Must I appear personally at the shareholders' meeting to present the proposal?* (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9: If I have complied with the procedural requirements, on what other bases may a company be permitted to exclude my proposal?* (1) Improper under state law; if the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

(2) Not proper under state law; if the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization; or (3) Improper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will presume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law*: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest*: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority*: If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Relates to election*: If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

**Question 10:** What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

2) The company must file six paper copies of the following:

i) The proposal;

ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

k) *Question 11: May I submit my own statement to the Commission responding to the company's arguments?*

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

l) *Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?*

1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

2) The company is not responsible for the contents of your proposal or supporting statement.

m) *Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?*

1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[3 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008]



"Kristina Curtis"  
<kcurtis@greencentury.com>

11/16/10 03:57 PM

To <sanda.j.nemeth@exxonmobil.com>,  
<david.g.henry@exxonmobil.com>

cc

bcc

Subject Green Century Capital Management Verification of Ownership  
for Shareholder Resolution

Attached please find correspondence and verification of ownership pertaining to Green Century Capital Management's filing of a shareholder resolution with ExxonMobil on November 3, 2010. We also faxed copies of the attached documents to Mr. Rosenthal this afternoon. Please confirm receipt and that the verification of ownership document is in good order. Thank you.

Kristina Curtis  
Senior Vice President for Finance and Operations  
Green Century Capital Management, Inc.  
President, Green Century Funds  
114 State Street, Suite 200, Boston, MA 02109  
617-482-0800 (telephone)  
617-422-0881 (fax)  
kcurtis@greencentury.com  
[www.greencentury.com](http://www.greencentury.com)

For updates on Green Century, [register](#) for our e-newsletter.

Green Century Capital Management, Inc. monitors and stores both incoming and outgoing electronic correspondence. These transmissions cannot be guaranteed to be secure, timely or error-free. This communication is not an offer, solicitation, or recommendation to buy or sell any security or other investment product.

The information contained in this communication may be confidential and/or legally privileged. Any review, use, disclosure, distribution or copying of this communication is prohibited except by or on behalf of the intended recipient. If you have received this communication in error, please notify the sender immediately by reply email and destroy all copies of the communication.



XOM Verification Letter.pdf



XOM Verification.pdf



VIA FAX - Page 1 of 2

November 16, 2010

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

Dear Mr. Rosenthal:

With this facsimile, I am forwarding ExxonMobil verification that Green Century Capital Management, Inc. (Green Century) has continuously held at least \$2,000 in market value of ExxonMobil securities entitled to vote on the proposal for at least one year as of the date Green Century submitted its shareholder proposal, November 3, 2010.

Please note that whereas Green Century originally submitted our proposal concerning a Canadian oil sands report on October 28, 2010, we wrote you on November 3, 2010 requesting to replace the October 28<sup>th</sup> proposal with a new shareholder proposal concerning the Canadian oil sands report. We submitted the new proposal to ExxonMobil on November 3, 2010.

I will email Sandra J. Nemeth and David G. Henry to confirm that ExxonMobil received the verification of ownership and that it is sufficient.

Should there be questions, please contact me at 617-482-0800 or via email at [kcurtis@greencentury.com](mailto:kcurtis@greencentury.com).

Sincerely,

Kristina Curtis  
Senior Vice President  
Green Century Capital Management, Inc.

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)





November 10, 2010

P.O. Box 1170  
Valley Forge, PA 19482-1170  
[www.vanguard.com](http://www.vanguard.com)

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

RE: Security Ownership Request

Dear Ms. Curtis:

Thank you for taking the time to contact us.

Please accept this letter as verification that the following Vanguard Brokerage Services client held 95 shares of Exxon Mobil Corp (XOM) stock in the below referenced account between the dates of November 3, 2009 and November 3, 2010.

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 Investment Group

HDV

10375862



# GREEN CENTURY FUNDS



VIA FAX – Page 1 of 2

November 16, 2010

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

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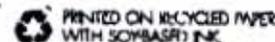
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Should there be questions, please contact me at 617-482-0800 or via email at [kcurtis@greencentury.com](mailto:kcurtis@greencentury.com).

Sincerely,

Kristina Curtis  
Senior Vice President  
Green Century Capital Management, Inc.

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)





November 10, 2010

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

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

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

RE: Security Ownership Request

Dear Ms. Curtis:

Thank you for taking the time to contact us.

Please accept this letter as verification that the following Vanguard Brokerage Services client held 95 shares of Exxon Mobil Corp (XOM) stock in the below referenced account between the dates of November 3, 2009 and November 3, 2010.

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 Investment Group

HDV

10375862

## **EXHIBIT 2**

**VIA FACSIMILE: 972-444-1606**

**Mr. David G. Henry  
Section Head, Shareholder Relations  
Exxon Mobil Corporation  
5059 Lee 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 for the 2011 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 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.**

**Sincerely,**

  
\_\_\_\_\_  
**Shelley Alper**

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

**ExxonMobil**

December 21, 2010

**VIA UPS – OVERNIGHT DELIVERY**

**Ms. Shelley Alpern**  
Vice President  
Director of ESG Research & Shareholder Advocacy  
Trillium Asset Management Corporation  
711 Atlantic Avenue  
Boston, MA 02111-2809

Dear Ms. Alpern:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Michael Lazarus (the "co-filer") the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. By copy of a letter from Charles Schwab Advisor Services, share ownership has been verified.

In accordance with SEC staff legal bulletins dealing with "co-filers" of shareholder proposals, we ask that you complete and return the enclosed form so that we may have, and be able to provide the SEC staff, clear documentation indicating which filer is designated to act as lead filer and granting the lead filer authority to agree to modifications and/or a withdrawal of the proposal on your behalf. Without this documentation clarifying the role of the lead filer as representative of the filing group, it will be difficult for us to engage in productive dialogue concerning this proposal.

Sincerely,

  
Sally M. Derkacz  
Coordinator, Shareholder Relations

Enclosure

c: Ms. Kristina Curtis

**VIA FACSIMILE: 972-444-1505**

**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 for the 2011 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 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.**

**Sincerely,**

---

**Shelley Alpern**

December 10, 2010

**SHAREHOLDER RELATIONS**

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

**DEC 13 2010**

NO. OF SHARES: \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

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.

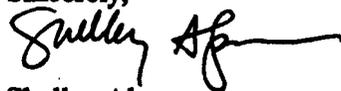
I am hereby authorized to notify you of our intention to file the enclosed shareholder resolution with ExxonMobil on behalf of our client Michael Lazarus. Trillium submits this shareholder proposal for inclusion in the 2011 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Mr. Lazarus holds more than \$2,000 of ExxonMobil 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 2011 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 ExxonMobil about the contents of our proposal.

We are co-filing this resolution with Green Century. Please direct any communications to Erin Gray of Green Century by phone at (206) 315-2998, by email at [egrav@greencentury.com](mailto:egrav@greencentury.com), or by postal mail at the address below.

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

Sincerely,



Shelley Alpern  
Vice President  
Director of ESG Research & Shareholder Advocacy  
Trillium Asset Management Corporation



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

Enclosures

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2809  
T: 617-423-6655 F: 617-482-6179  
800-548-3684

**DURHAM**

353 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 919-688-1265 F: 919-688-1451  
800-833-1311

**SAN FRANCISCO BAY**

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



## Oil Sands Resolution

### WHEREAS:

ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2010.

### 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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

December 15, 2010

Via FedEx

David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
Re: Request for verification

**SHAREHOLDER RELATIONS**

**DEC 16 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

Dear David Rosenthal:

In accordance with the SEC Rules, please find the attached authorization letter from Michael Lazarus as well as the custodial letter from Charles Schwab Advisor Services.

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

Sincerely,



Shelley Alpern  
Vice President  
Director of ESG Research & Shareholder Advocacy  
Trillium Asset Management Corporation

**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  
ADVISOR SERVICES

1958 Summit Park Dr. Orlando, FL 32810  
Tel (407) 806-6522

**SHAREHOLDER RELATIONS**

**DEC 16 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

December 14, 2010

Re: Michael Lazarus & Cynthia Jean Price Joint Account MB Memorandum M-07-16\*\*\*

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 500 shares of common stock Exxon Mobil Corporation. These 500 shares have been held in this account continuously for one year prior to December 10, 2010.

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*  
Darrell Pass  
Director

**SHAREHOLDER RELATIONS**

**DEC 16 2010**

November 4, 2010

Shelley Alpern  
Vice President  
Director of ESG Research & Shareholder Advocacy  
Trillium Asset Management Corp.  
711 Atlantic Avenue  
Boston, MA 02111

NO. OF SHARES: \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

Fax: 617 482 6179

Dear Ms. Alpern:

I hereby authorize Trillium Asset Management Corporation to file a shareholder resolution on my behalf at ExxonMobil.

I am the beneficial owner of more than \$2,000 worth of common stock in Exxon Mobil that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2011.

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

Sincerely,



\_\_\_\_\_  
Michael Lazarus

November 3, 2010

Date

c/o Trillium Asset Management Corporation  
711 Atlantic Avenue, Boston, MA 02111

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



December 16, 2010

**VIA UPS – OVERNIGHT DELIVERY**

Sister Connie Walsh, OP  
Treasurer  
Sisters of Saint Dominic of Tacoma  
935 Fawcett Ave. S  
Tacoma, WA 98402

Dear Sister Connie Walsh:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Sisters of Saint Dominic of Tacoma (the "co-filer") the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. However, the proof of share ownership included with your submission is dated December 14, 2010 and is insufficient. Your proposal was received by us on December 9.

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.

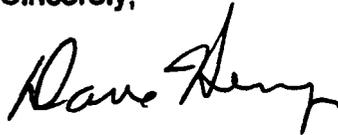
As explained in Rule 14a-8(b), sufficient proof may be in the form of (1) a written statement from the "record" holder of the co-filer's shares (usually a broker or a bank) verifying that, as of the date of receipt of the proposal (December 9, 2010), the co-filer continuously held the requisite number of ExxonMobil shares for at least one year; or (2) 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, 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.

Sister Connie Walsh, OP  
Page two

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.

In accordance with SEC staff legal bulletins dealing with "co-filers" of shareholder proposals, we ask that you complete and return the enclosed form so that we may have, and be able to provide the SEC staff, clear documentation indicating which filer is designated to act as lead filer and granting the lead filer authority to agree to modifications and/or a withdrawal of the proposal on your behalf. Without this documentation clarifying the role of the lead filer as representative of the filing group, it will be difficult for us to engage in productive dialogue concerning this proposal.

Sincerely,

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

David G. Henry  
Supervisor, Shareholder Relations

Enclosures

c: Ms. Kristina Curtis

**VIA FACSIMILE: 972-444-1505**

**Mr. David G. Henry  
Supervisor, 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 The Sisters of Saint Dominic of Tacoma for the 2011 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 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.**

**Sincerely,**

---

**Connie Walsh, OP**

**§ 240.14a-8 Shareholder proposals.**

top

[Link to an amendment published at 75 FR 56782, Sept. 16, 2010.](#)

[Link to a delay published at 75 FR 64641, Oct. 20, 2010.](#)

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?* (1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) *Question 3: How many proposals may I submit?* Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) *Question 4: How long can my proposal be?* The proposal, including any accompanying supporting

statement, may not exceed 500 words.

(e) **Question 5: What is the deadline for submitting a proposal?** (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?** (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) **Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?** Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) **Question 8: Must I appear personally at the shareholders' meeting to present the proposal?** (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) **Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?** (1) Improper under state law. If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Relates to election:* If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

(9) *Conflicts with company's proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented:* If the company has already substantially implemented the proposal;

(11) *Duplication:* If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions:* If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends:* If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10:* What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11: May I submit my own statement to the Commission responding to the company's arguments?*

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?*

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?*

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under §240.14a-6.

[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008]



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

**SHAREHOLDER RELATIONS**

DEC 9 2010

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_



December 14, 2010

David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Collinas Boulevard  
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 2011. 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 2011. 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, Erin Gray of Green Century Capital Management by phone at (206) 315-2998, or by email at [egrav@greencentury.com](mailto:egrav@greencentury.com).

Sincerely,

*Sister Connie Walsh, OP*

Connie Walsh, OP  
Treasurer

Encl. Resolution  
Verification of ownership

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

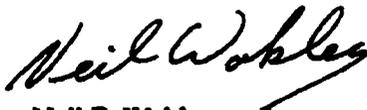
December 14, 2010

To Whom It May Concern:

This letter is to verify that Sisters of St. Dominic owns 1,500 shares of Exxon Mobil common stock. These funds have been held for more than 12 months prior to December 14th and 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 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,



Neil F. Wakley  
President

## Oil Sands Resolution

### WHEREAS:

ExxonMobil has significant investments in the Canadian oil sands.

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

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The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

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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 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 2011.

### 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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.



**SHAREHOLDER RELATIONS**

**DEC 17 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENTS \_\_\_\_\_  
ACTION \_\_\_\_\_



*PROPOS NOT OK  
PROPOSAL SUBMITTED  
DATE WAS 12/14*

December 14, 2010

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

Re: Filing of Stockholder Resolution by Marianist Province of the United States

Dear Mr. Rosenthal:

This our verification of ownership for our stock in Exxon Mobile in support of our co-filing of the shareholder resolution on Risks Associated with Oil Sands for consideration and action by the shareholders at the 2011 Annual Meeting

Sincerely,

Myles McCabe  
Director of Peace and Justice  
Marianist Province of the U.S.

PLANS NOT OK

112 S. Hanley Rd #120  
Clayton, MO 63105-3419  
314-726-2226 • 1-877-624-1980

## SHAREHOLDER RELATIONS

DEC 17 2010

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

December 13, 2010

Marianist Province of the United States  
Brother Joseph Markel Dir of Finance  
4425 W Pine Blvd  
Saint Louis, MO 63108-2301



Re: Scottrade Account # & OMB Memorandum M-07-16\*\*\*

To Whom It May Concern:

This letter is to confirm that the Marianist Province of the United States holds an active account with Scottrade and that on May 6, 2009 they bought 50 shares of ExxonMobil (XOM), which they continue to hold as of this day, December 13, 2010.

Please call if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to be "Bruce Rogers".

Bruce Rogers  
Branch Manager

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

**ExxonMobil**

December 16, 2010

**VIA UPS – OVERNIGHT DELIVERY**

**Mr. Myles McCabe  
Director of Peace and Justice  
Marianist Province of the United States  
4425 West Pine Boulevard  
St. Louis, MO 63108-2301**

**Dear Mr. McCabe:**

**This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Marianist Province of the United States (the “co-filer”) the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. However, as noted in your letter, the 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), sufficient proof may be in the form of (1) 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 of the proposal (December 14, 2010), the co-filer continuously held the requisite number of ExxonMobil shares for at least one year; or (2) 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, 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.**

Mr. Myles McCabe  
Page two

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.

In accordance with SEC staff legal bulletins dealing with "co-filers" of shareholder proposals, we ask that you complete and return the enclosed form so that we may have, and be able to provide the SEC staff, clear documentation indicating which filer is designated to act as lead filer and granting the lead filer authority to agree to modifications and/or a withdrawal of the proposal on your behalf. Without this documentation clarifying the role of the lead filer as representative of the filing group, it will be difficult for us to engage in productive dialogue concerning this proposal.

Sincerely,

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

David G. Henry  
Supervisor, Shareholder Relations

Enclosures

c: Ms. Kristina Curtis

**VIA FACSIMILE: 972-444-1505**

**Mr. David G. Henry  
Supervisor, 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 the Marianist Province of the United States for the 2011 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 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.**

**Sincerely,**

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**Myles McCabe**

**§ 240.14a-8 Shareholder proposals.**[top](#)[Link to an amendment published at 75 FR 56782, Sept. 16, 2010.](#)[Link to a delay published at 75 FR 84641, Oct. 20, 2010.](#)

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) **Question 1: What is a proposal?** A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) **Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?** (1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) **Question 3: How many proposals may I submit?** Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) **Question 4: How long can my proposal be?** The proposal, including any accompanying supporting

statement, may not exceed 500 words.

(e) **Question 5:** What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) **Question 6:** What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14e-8 and provide you with a copy under Question 10 below, §240.14e-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) **Question 7:** Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) **Question 8:** Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) **Question 9:** If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Relates to election:* If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

(9) *Conflicts with company's proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented:* If the company has already substantially implemented the proposal;

(11) *Duplication:* If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions:* If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends:* If the proposal relates to specific amounts of cash or stock dividends.

(i) *Question 10:* What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11:* May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12:* If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13:* What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14e-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14e-6.

[83 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008]



The Marianists  
PROVINCE OF THE UNITED STATES

December 14, 2010

Sent via FedEx

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

Dear Mr. Rosenthal:

I am writing you on behalf of the Marianist Province of the United States in support of the stockholder resolution on Risks Associated with Oil Sands. In brief, the proposal states that Shareholders request that the Board prepare a report discussing possible 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 2011.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Green Century Capital Management for consideration and action by the shareholders at the 2011 Annual Meeting. I hereby submit it for inclusion in the proxy statement for consideration and action by the shareholders at the 2011 annual 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 shareholders will attend the annual meeting to move the resolution as required by SEC rules.

We are the owners of more than \$2000 in shares of Exxon Mobil Corp. stock and intend to hold \$2,000 worth through the date of the 2011 Annual Meeting. Verification of ownership will follow.

We truly hope that the company will be willing to dialogue with the filers about this proposal. Please note that the contact person for this resolution/proposal will be: Erin Gray of Green Century Capital Management, Inc. at 206-315-2998 or at [ergray@greencentury.com](mailto:ergray@greencentury.com). I would like to be copied on all correspondence. Here is my email address: [mmccabe@sm-usa.org](mailto:mmccabe@sm-usa.org).

SHAREHOLDER RELATIONS

DEC 14 2010

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_



Sincerely,

A handwritten signature in black ink, appearing to read "Myles McCabe". The signature is fluid and cursive, with the first name "Myles" and last name "McCabe" clearly distinguishable.

Myles McCabe  
Director of Peace and Justice  
Marianist Province of the US

Enclosure: 2011 Shareholder Resolution - Risks Associated with Oil Sands

## **Risks Associated With Oil Sands**

**2011 – Exxon Mobil Corporation**

**WHEREAS:** ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to Ernst & Young's 2009 Business Risk Report: Oil and Gas, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2011.

**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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

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

**ExxonMobil**

December 16, 2010

**VIA UPS – OVERNIGHT DELIVERY**

Ms. Ann Krumboltz  
Executive Director  
The Brainerd Foundation  
1601 Second Avenue, Suite 610  
Seattle, WA 98101

Dear Ms. Krumboltz:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Brainerd Foundation (the "co-filer") the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. By copy of a letter from Boston Trust & Investment Management Company, share ownership has been verified.

We also acknowledge that you have designated Green Century Capital Management as the lead filer to act on your behalf for all purposes in connection with this proposal.

Sincerely,



David G. Henry  
Section Head, Shareholder Relations

c: Mr. Timothy Smith

# The Brainerd Foundation

SHAREHOLDER RELATIONS

DEC 14 2010

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

December 9, 2009

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

Dear Mr. Rosenthal:

The Brainerd Foundation is an investor in Exxon Mobil and the owner of 850 shares.

Our Foundation, based in Seattle, has a mission to protect environmental quality of the Pacific Northwest. As implied by our Mission, we are concerned that companies we invest in act responsibly especially with regard to the environment. We write today to encourage you to take steps to increase accountability related to climate risk.

Therefore, we are co-filing the enclosed shareholder resolution, for inclusion in the 2011 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the 850 Exxon Mobil shares. We are co-filing this resolution with the Green Century Capital Management as the primary filer. Proof of ownership is enclosed.

We have been a continuous shareholder for more than one year and will continue to be an investor and hold at least \$2,000 market value of the requisite number of shares through the 2011 stockholder's meeting. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

Please copy correspondent both to me and Tim Smith at Walden Asset Management which is our investment manager. ([tsmith@bostontrust.com](mailto:tsmith@bostontrust.com)).

Sincerely,



Ann Krumboltz  
Executive Director

Cc: Timothy Smith – Walden Asset Management



**Boston Trust & Investment  
Management Company**

**SHAREHOLDER RELATIONS**

**DEC 14 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

December 9, 2010

To Whom It May Concern:

Boston Trust & Investment Management Company, a state chartered bank under the Commonwealth of Massachusetts, and insured by the FDIC, manages assets and acts as custodian for the **Brainerd Foundation** through its Walden Asset Management division.

We are writing to verify that **Brainerd Foundation** currently owns **850** shares of **Exxon Mobil Corp.** (Cusip #**30231G102**). These shares are held in the name of Cede & Co. under the custodianship of Boston Trust and reported as such to the SEC via the quarterly filing by Boston Trust of Form 13F.

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

Further, it is the intent to hold at least \$2,000 in market value through the next annual meeting.

Should you require further information, please contact Regina Morgan at 617-726-7259 or [rmorgan@bostontrust.com](mailto:rmorgan@bostontrust.com) directly.

Sincerely,

**Timothy Smith**  
Senior Vice President  
Boston Trust & Investment Management Company  
Walden Asset Management

## **Oil Sands Resolution**

### **WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2011.

### **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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

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

**ExxonMobil**

December 7, 2010

**VIA UPS – OVERNIGHT DELIVERY**

Sister Lorraine St-Hilaire, snjm  
General Superior  
Sisters of the Holy Names of Jesus and Mary  
80, rue Saint-Charles Est  
Longueuil, Québec  
Canada J4H 1A9

Dear Sister St-Hilaire:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the **Congrégation des Soeurs des Saints Noms de Jésus et de Marie** the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. By copy of a letter from Trust Desjardins, share ownership has been verified.

We also acknowledge that you have designated Green Century Capital Management as the lead filer to act on your behalf for all purposes in connection with this proposal.

Sincerely,

  
Sally M. Derkacz  
Coordinator, Shareholder Relations

c: Ms. Kristina Curtis

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

DSK

*General Administration*

## SHAREHOLDER RELATIONS

DEC 6 2010

NO. OF SHARES: \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_



December 2, 2010

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

Dear Mr. Rosenthal:

The *Congrégation des Soeurs des Saints Noms de Jésus et de Marie*, with headquarters in Montreal, is concerned about the local and global environmental, social and economic challenges and risks associated with the Canadian oil sands.

We are co-filing the enclosed resolution with Green Century Capital Management. for action at the annual meeting in 2011. 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 2, 2010 is enclosed. We will continue to hold the required number of shares in ExxonMobil through the annual meeting in 2011.

For matters relating to this resolution, please contact our authorized representative, Erin Gray of Green Century Capital Management by phone at (206) 315-2998, or by email at [egrav@greencentury.com](mailto:egrav@greencentury.com).

Sincerely,

A handwritten signature in cursive script that reads "Lorraine St-Hilaire, snjm".

Sister Lorraine St-Hilaire, snjm  
General Superior

Encl.: Verification of ownership  
Resolution

*Gospel women in solidarity for liberating action*

## Verification of Ownership

---

December 2, 2010

To Whom It May Concern:

This letter is to verify that the **Congrégation des Soeurs des Saints Noms de Jésus et de Marie** owns 100 shares of Exxon Mobil Corporation common stock. The **Congrégation des Soeurs des Saints Noms de Jésus et de Marie** owned the required amount of securities on December 2, 2010 and has continuously owned the securities for at least 12 months prior to December 2, 2010. 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 Trust Desjardins who serves as custodian for the **Congrégation des Soeurs des Saints Noms de Jésus et de Marie**. The shares are registered in our nominee name at Trust Desjardins.

Sincerely,



**Annie Amyot**  
Customer Service Representative  
Custody Services

## **Oil Sands Resolution**

### **WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2011.

### **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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

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

**ExxonMobil**

November 23, 2010

**VIA UPS – OVERNIGHT DELIVERY**

**Ms. Madeline B. Moore**

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

**Dear Ms. Moore:**

**This will acknowledge receipt of your letter indicating that you wish to co-file the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. By copy of a letter from Scottrade Advisor Services, share ownership has been verified.**

**We also acknowledge that you have designated Green Century Capital Management as the lead filer to act on your behalf for all purposes in connection with this proposal.**

**Sincerely,**

  
**Sally M. Derkacz**  
**Coordinator, Shareholder Relations**

**c: Ms. Kristina Curtis**

D&N

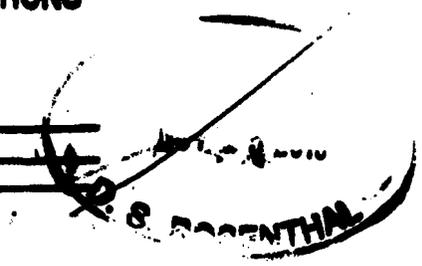
November 10, 2010

**SHAREHOLDER RELATIONS**

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

NOV 15 2010

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_



Dear Mr. Rosenthal:

I hold 500 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. The report should be available to investors by August 2011.

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

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



# **Scottrade**

**ADVISOR  SERVICES**

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

**November 10, 2010**

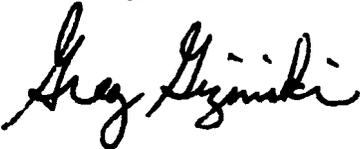
**Corporate Secretary**

**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 500 shares of Exxon Mobil continuously from October 1, 2008 to November 9, 2010 per her Scottrade statements.**

**Madeline Moore has continuously held at least \$2,000 in market value of Exxon Mobil securities entitled to be voted on the proposal at the 2011 Annual Meeting for at least one year.**

**Sincerely,**



**Greg Gizinski**

**Scottrade Advisor Services**

# FAX TRANSMITTAL COVER SHEET

Please Deliver To: Mr. David G. Henry

Company: Green Mobil Corporation

Fax Number: 972-444-1505

Total # of Pages (including cover): 2 Date: 12-7-10

From: Tom McCarty



**The Sisters of St. Francis of Philadelphia**

Office of  
**CORPORATE SOCIAL RESPONSIBILITY**

600 South Convent Road  
Aston, PA 19014

**Fax: 610-558-5855**

office  
**Phone: 610-558-7764** \*\*FISMA & OMB Memorandum M-07-16\*\*\*

Comments: Attached is the signed form designating Green Century Capital Management as lead filer on the Canadian oil sands resolution. Thank you for responding so quickly!

*The Peace of the Lord be with You!*

Visit our website: [www.osfphila.org](http://www.osfphila.org)

**CONFIDENTIALITY NOTICE**

This ~~confidential~~ communication is intended only for the addressee named above. It contains information that is ~~privileged~~, confidential or otherwise protected from use and disclosure. If you are not the intended recipient, you are hereby notified that any review, disclosure, copying or dissemination of this communication, or the taking of any action in reliance on its contents, or other use is strictly prohibited. If you have received this transmission in error, please notify us by telephone immediately so that we can arrange for its return to us. Thank you for your cooperation.

**SHAREHOLDER RELATIONS**

**DEC 7 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

**VIA FIDELITY: 872-434-1885**

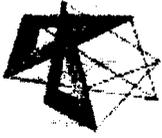
**Mr. Edward Henry  
Superior, Shareholder Relations  
ExxonMobil Corporation  
5000 West Colton Blvd.  
Irving, TX 75039**

**Dear Mr. Henry:**

**Regarding the proposal concerning a Canadian oil sands report, which I have co-filed on behalf of The Sisters of St. Francis of Philadelphia for the 2011 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 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.**

**Sincerely,**

  
\_\_\_\_\_  
**Tom McManey**



**Sandra J  
Nemeth/Dallas/ExxonMo  
bil**

**To** [trccaney@osfphil.org](mailto:trccaney@osfphil.org)

**cc**

**bcc**

**12/07/2010 09:01 AM**

**Subject** Corrected Form

**Hello, Mr. McCaney:**

**As requested, attached is the correct designation form. I apologize for the error on the form that was sent to you.**



**McCANEY designation.doc**

**If I can be of further assistance, please let me know.**

**Regards,**

**Sandy Nemeth  
Exxon Mobil Corporation  
Shareholder Relations  
5959 Las Colinas Boulevard, Room 2601  
Irving, Texas 75039  
Office Phone: (972) 444-1157  
Office Fax: (972) 444-1505  
[sandra.j.nemeth@exxonmobil.com](mailto:sandra.j.nemeth@exxonmobil.com)**

# FAX TRANSMITTAL COVER SHEET

Please Deliver To: Mr. David G. Henry

Company: Exxon Mobil Corporation

Fax Number: 972-444-1505

Total # of Pages (including cover): 3 Date: 12-6-10

From: Tom McCarey



## The Sisters of St. Francis of Philadelphia

Office of  
CORPORATE SOCIAL RESPONSIBILITY

609 South Convent Road  
Aston, PA 19014

Fax: 610-558-5855

Phone: 610-558-7764 <sup>office</sup> \*\*\*EISMA & OMB Memorandum M-07-16\*\*\*

Comments: Please call with any questions.

### *The Peace of the Lord be with You!*

Visit our website: [www.osfphila.org](http://www.osfphila.org)

-----CONFIDENTIALITY NOTICE-----

This transmittal communication is intended only for the addressee named above. It contains information that is privileged, confidential or otherwise protected from use and disclosure. If you are not the intended recipient, you are hereby notified that any review, disclosure, copying or dissemination of this transmission, or the taking of any action in reliance on its contents, or other use is strictly prohibited. If you have received this transmission in error, please notify us by telephone immediately so that we can arrange for its return to us. Thank you for your cooperation.

December 6, 2010

David G. Henry  
Supervisor, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

RE: Shareholder resolution on Canadian oil sands

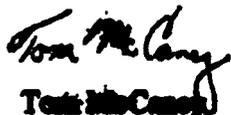
Dear Mr. Henry:

On November 22, 2010, I returned the signed form designating Green Century Capital Management as lead filer on a resolution on oil sands.

However, I just noticed that the form actually concerned greenhouse gas emissions instead. If you would, please send a corrected form to me, and I will sign and it return it to you immediately. For the sake of speed and convenience, you can email the form to [tom.mccann@esophila.org](mailto:tom.mccann@esophila.org).

Thank you for your help in this matter.

Respectfully Yours,



Tom McCann  
Assistant Director, Corporate Social Responsibility

VIA TELEPHONE: 872-494-1005

Mr. Brian B. Henry  
Supervisor, Investor Relations  
ExxonMobil Corporation  
500 Texas Avenue Blvd.  
Irving, TX 75038

Dear Mr. Henry:

Regarding the proposal concerning greenhouse gas emissions goals, which I have co-filed on behalf of The Sisters of St. Francis of Philadelphia for the 2011 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 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.

Sincerely,

  
Tom W. O'Leary



**THE SISTERS OF ST. FRANCIS OF PHILADELPHIA**

**SHAREHOLDER RELATIONS**

**NOV 29 2010**

NO. OF SHARES: \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: \_\_\_\_\_

November 22, 2010

David G. Henry  
Supervisor, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

**Re: Documents for Shareholder Resolution**

Dear Mr. Henry:

In response to your letter of November 17, 2010, explaining the need for a more recently dated share ownership letter, I have enclosed correspondence from our portfolio custodian, Northern Trust.

Also enclosed is the signed form you provided verifying the lead filer as Green Century Capital Management. Thank you for your help in this matter. If you require anything further, please don hesitate to contact me via email at [tmccaney@osfphila.org](mailto:tmccaney@osfphila.org) or by phone at 610-558-7764.

Respectfully yours,

Tom McCaney  
Associate Director, Corporate Social Responsibility

Enclosures

cc: Erin Gray, Green Century Capital Management

*[Faint, illegible text, likely bleed-through from the reverse side of the page]*

**SHAREHOLDER RELATIONS**

**NOV 29 2010**

**NO. OF SHARES** \_\_\_\_\_  
**COMMENT:** \_\_\_\_\_  
**ACTION:** \_\_\_\_\_

**VIA FACSIMILE: 972-444-1505**

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

Dear Mr. Henry:

Regarding the proposal concerning greenhouse gas emissions goals, which I have co-filed on behalf of The Sisters of St. Francis of Philadelphia for the 2011 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 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.

Sincerely,

  
\_\_\_\_\_  
Tom McCaney

The Northern Trust Company  
50 South La Salle Street  
Chicago, Illinois 60603  
(312) 630-6000



**Northern Trust**

**SHAREHOLDER RELATIONS**

**NOV 29 2010**

**NO. OF SHARES: \_\_\_\_\_**  
**COMMENT: \_\_\_\_\_**  
**ACTION: \_\_\_\_\_**

November 18, 2010

To Whom It May Concern:

This letter will verify that the Sisters of St. Francis of Philadelphia hold at least \$2,000 worth of Exxon Mobil Corp stock. These shares have been held for more than one year, as of November 8, 2010, and will be held past the time of your next annual meeting.

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

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 in their behalf.

Sincerely,

*Sanjay K. Singhal*  
Sanjay K. Singhal  
Vice President



November 17, 2010

**VIA UPS – OVERNIGHT DELIVERY**

**Mr. Tom McCaney  
Associate Director, Corporate Social Responsibility  
The Sisters of St. Francis of Philadelphia  
609 South Convent Road  
Aston, PA 19014-1207**

**Dear Mr. McCaney:**

**This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Sisters of St. Francis of Philadelphia (the "co-filer") the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. However, the proof of share ownership included with your submission is dated October 27, 2010 and is insufficient.**

**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), sufficient proof may be in the form of (1) 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 of the proposal (November 8, 2010), the co-filer continuously held the requisite number of ExxonMobil shares for at least one year; or (2) 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, 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.**

Mr. Tom McCaney  
Page two

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.

In accordance with SEC staff legal bulletins dealing with "co-filers" of shareholder proposals, we ask that you complete and return the enclosed form so that we may have, and be able to provide the SEC staff, clear documentation indicating which filer is designated to act as lead filer and granting the lead filer authority to agree to modifications and/or a withdrawal of the proposal on your behalf. Without this documentation clarifying the role of the lead filer as representative of the filing group, it will be difficult for us to engage in productive dialogue concerning this proposal.

Sincerely,



David G. Henry  
Supervisor, Shareholder Relations

Enclosures

c: Ms. Kristina Curtis

**VIA FACSIMILE: 972-444-1505**

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

**Dear Mr. Henry:**

**Regarding the proposal concerning greenhouse gas emissions goals, which I have co-filed on behalf of The Sisters of St. Francis of Philadelphia for the 2011 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 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.**

**Sincerely,**

---

**Tom McCaney**

**§ 240.14a-8 Shareholder proposals.**

[Link to an amendment published at 75 FR 85782, Sept. 16, 2010.](#)

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

**(a) Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by means a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).**

**(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.**

**(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if the many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:**

**(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or**

**(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§240.103 of this chapter), Form 4 (§240.104 of this chapter) and/or Form 5 (§240.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:**

**(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;**

**(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and**

**(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.**

**(c) Question 3: How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.**

**(d) Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 800 words.**

(e) **Question 5: What is the deadline for submitting a proposal?** (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§340.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive office not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?** (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §340.14a-8 and provide you with a copy under Question 10 below, §340.14a-8(f).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) **Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?** Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) **Question 8: Must I appear personally at the shareholders' meeting to present the proposal?** (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) **Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?** (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state,

federal, or foreign law to which it is subject;

**Note to paragraph (1)(2):** We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

**(3) Violation of proxy rules:** If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-6, which prohibits materially false or misleading statements in proxy soliciting materials;

**(4) Personal grievance; special interest:** If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

**(5) Relevance:** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

**(6) Absence of power/authority:** If the company would lack the power or authority to implement the proposal;

**(7) Management functions:** If the proposal deals with a matter relating to the company's ordinary business operations;

**(8) Relates to election:** If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

**(9) Conflicts with company's proposal:** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

**Note to paragraph (1)(9):** A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

**(10) Substantially implemented:** If the company has already substantially implemented the proposal;

**(11) Duplication:** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

**(12) Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

**(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;**

**(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or**

**(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and**

**(13) Specific amount of dividends:** If the proposal relates to specific amounts of cash or stock dividends.

**(i) Question 10: What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause or missing the deadline.**

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(c) **Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(i) **Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(ii) **Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14e-6, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following framework:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its file definitive copies of its proxy statement and form of proxy under §240.14e-6.

[53 FR 29119, May 28, 1998; 63 FR 80822, 80823, Sept. 22, 1998, as amended at 72 FR 4188, Jan. 29, 2007; 72 FR 70488, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008]



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

dfh

November 8, 2010

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

RECEIVED  
NOV 12 2010  
S.M. DERKACZ



Re: Agenda Item for 2011 Annual Shareholder Meeting

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: Erin Gray. Her number is 206-315-2998, and her email address is: [ergray@greencentury.com](mailto:ergray@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 2011 annual meeting.

Respectfully yours,

Tom McCaney  
Associate Director, Corporate Social Responsibility

Enclosures

cc: Erin Gray, Green Century Capital Management

## **Oil Sands Resolution**

### **WHEREAS:**

ExxonMobil has significant investments in the Canadian oil sands.

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

Lawsuits filed by Aboriginal peoples against the Canadian government challenge oil sands and pipeline projects even after approval. 1500 project components related to ExxonMobil are included in the Beaver Lake Cree case, one of the most high-profile cases which could potentially shut down oil sands operations.

Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

Nexen, another company in the oil sands, dedicates over three pages of its 2009 10-K to risks associated specifically with its oil sands projects, including 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 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 2011.

### **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 that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.

The Northern Trust Company  
50 South La Salle Street  
Chicago, Illinois 60603  
(312) 630-6000



**Northern Trust**

October 27, 2010

To Whom It May Concern:

This letter will verify that the Sisters of St. Francis of Philadelphia hold at least \$2,000 worth of Exxon Mobile Corp Com. 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 for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in a nominee name of the Northern Trust.

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 in their behalf.

Sincerely,

A handwritten signature in cursive script that reads "Sanjay K. Singhal".

Sanjay K. Singhal  
Vice President

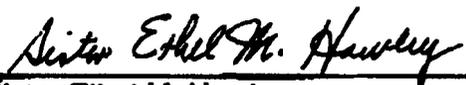
**RECEIVED****NOV 29 2010****D. G. HENRY****VIA FACSIMILE: 972-444-1505**

**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 the School Sisters of Notre Dame Cooperative Investment Fund for the 2011 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 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.

Sincerely,

  
Sister Ethel M. Howley

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

**ExxonMobil**

November 15, 2010

**VIA UPS – OVERNIGHT DELIVERY**

**Sister Ethel M. Howley, SSND  
Social Responsibility Resource Person  
School Sisters of Notre Dame Cooperative Investment Fund  
345 Belden Hill Road  
Wilton, CT 06897**

**Dear Sister Ethel Howley:**

**This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the School Sisters of Notre Dame Cooperative Investment Fund (the "co-filer") the proposal previously submitted by Green Century Capital Management concerning a Canadian oil sands report in connection with ExxonMobil's 2011 annual meeting of shareholders. By copy of a letter from State Street, share ownership has been verified.**

**In accordance with SEC staff legal bulletins dealing with "co-filers" of shareholder proposals, we ask that you complete and return the enclosed form so that we may have, and be able to provide the SEC staff, clear documentation indicating which filer is designated to act as lead filer and granting the lead filer authority to agree to modifications and/or a withdrawal of the proposal on your behalf. Without this documentation clarifying the role of the lead filer as representative of the filing group, it will be difficult for us to engage in productive dialogue concerning this proposal.**

**Sincerely,**



**David G. Henry  
Section Head, Shareholder Relations**

**Enclosure**

**c: Ms. Kristina Curtis**

**VIA FACSIMILE: 972-444-1505**

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

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**Sincerely,**

---

**Sister Ethel M. Howley**

**SHAREHOLDER RELATIONS**

**NOV 8 2010**

NO. OF SHARES \_\_\_\_\_  
COMMENT: SSND  
ACTION: \_\_\_\_\_

***School Sisters of Notre Dame Cooperative Investment Fund***  
**345 Belden Hill Road**  
**Wilton, CT 06897**

October 29, 2010

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



Dear Mr. Rosenthal:

To address shareholder concerns associated with our company's investments in and development of the Canadian oil sands, the School Sisters of Notre Dame Cooperative Investment Fund is co filing the enclosed shareholder resolution with Green Century Capital Management, 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.

The School Sisters of Notre Dame Cooperative Investment Fund 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 accompanies this letter.

For questions or follow-up, please contact Erin Gray of Green Century by phone at (206) 315-2998, or by email at [ergray@greencentury.com](mailto:ergray@greencentury.com).

Sincerely,

A handwritten signature in cursive that reads "Ethel M. Howley, SSND".

Sister Ethel Howley, SSND  
Social Responsibility Resource Person

## **Oil Sands Resolution**

### **WHEREAS:**

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

According to ExxonMobil's 2009 10-K, the oil sands represent approximately 11% of proved reserves, demonstrating our company's dependence on Canada's oil sands for long term growth.

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

The resource-intensive and environmentally damaging nature of oil sands development may introduce 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.

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Mining 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. Between oil's price drop in July 2008 and June 2009, 85% of deferred or cancelled non-OPEC production capacity was located in the oil sands. According to *Ernst & Young's 2009 Business Risk Report: Oil and Gas*, "[c]ompanies that invest in long term oil projects with a high marginal cost of production, such as... oil sands, are likely to be the most vulnerable."

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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 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 2011.

### **SUPPORTING STATEMENT:**

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- Environmentally-related restrictions that might hinder or penalize operations, including those associated with water, land and tailings;
- Potential effects of Aboriginal lawsuits against the Canadian government;
- Vulnerabilities to market forces that might lead to oil sands project cancellations.



**STATE STREET.**

**SHAREHOLDER RELATIONS**

**NOV 8 2010**

801 Pennsylvania Avenue  
Kansas City, MO 64105  
Telephone: (816) 871-4100

www.statestreet.com

**NO. OF SHARES** \_\_\_\_\_  
**COMMENT:** \_\_\_\_\_  
**ACTION:** \_\_\_\_\_

October 29, 2010

Sister Ethel Howley  
School Sisters of Notre Dame Cooperative Investment Fund  
345 Belden Hill Road  
Wilton, CT 06897-3898

Re: School Sisters of Notre Dame Cooperative Investment Fund Directed Investment –

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

Dear Sister Ethel:

This is to confirm that the following security is held in the above referenced account:

<u>Security</u>	<u>Shares</u>	<u>Acquisition Date</u>
Exxon Mobil Corp	100	6/20/2003

To the best of my knowledge, the Sisters intend to hold this security in this account at least through the date of the next annual meeting.

If you have any questions or need additional information, please call me at (816) -871-7207.

Sincerely,

Jessica Baker  
Specialized Trust Services

## EXHIBIT 3



# Canada's Oil Sands

Responsible Development,  
Innovation, and Opportunity



**ExxonMobil.**

## FOR MORE THAN 60 YEARS, Canada's energy sector has provided a reliable supply of affordable energy to U.S. markets, jobs throughout North America, tax and royalty revenues, and ever-evolving technological innovation that serves as an engine for economic growth on both sides of the border.

For developed nations such as the United States and Canada, reliable and affordable energy enables the products and services that enrich and extend life. Energy powers computers, transportation, communications, cutting edge medical equipment and much more.

For developing nations, increasing access to modern supplies of reliable and affordable energy is focused on addressing more fundamental needs. It can significantly improve basic living conditions and help enable new opportunities for people's development and prosperity. In these countries, reliable energy supports basic health and education, expanded industry, modern agriculture, increased trade and improved transportation. These are the building blocks that help people escape poverty and create better lives.

Today most of the energy we consume comes from hydrocarbons, with crude oil being the largest source of energy, driven by demand for transportation fuels. Even with significant strides in improving energy efficiency, global energy demand is projected to be about 35 percent higher in 2030 compared to the level in 2005.

Essentially all the growth in global energy demand will occur in developing nations, where populations and economic output are expanding most rapidly. To meet this demand, all

economic sources of energy will need to be pursued, including fossil fuels, nuclear and renewables. Natural gas will be the fastest growing major energy source. Oil demand will also grow significantly and, given the depletion of existing fields, must increasingly come from more remote and challenging areas such as Canada's oil sands.

Leading authorities such as the International Energy Agency (IEA) and the U.S. Energy Information Administration (EIA) have found that Canada will play an increasingly important role in global energy markets. The majority of world oil reserves are owned or controlled by national governments. Only one-quarter of total global oil reserves are accessible for private sector investment. One half of these accessible reserves are in Canada's oil sands.

Because of Canada's embrace of sound energy policies and free trade, the energy industry has been able to invest there with confidence for decades. This long-term planning and investment has created tremendous benefits for Canada — and the world. For instance, by investing in new technologies and new processes at our Kearl and Cold Lake operations, ExxonMobil and Imperial Oil are expanding energy supplies while ensuring that Canada's energy resources are being developed in a manner that minimizes environmental impacts.

## A key resource for global energy security

The oil sands are an immense resource. About 10 percent of the resource – 170 billion barrels – is considered to be economically recoverable with today's technologies. Canada's oil sands are ranked second only to Saudi Arabia in terms of recoverable oil reserves.

Over the next two decades, production from the oil sands is expected to rise from 1.5 million barrels a day to somewhere between 3.7 million and 5.4 million barrels a day. IEA notes that the "Canadian oil sands represent one of the few growth areas among non-OPEC countries" and that "oil

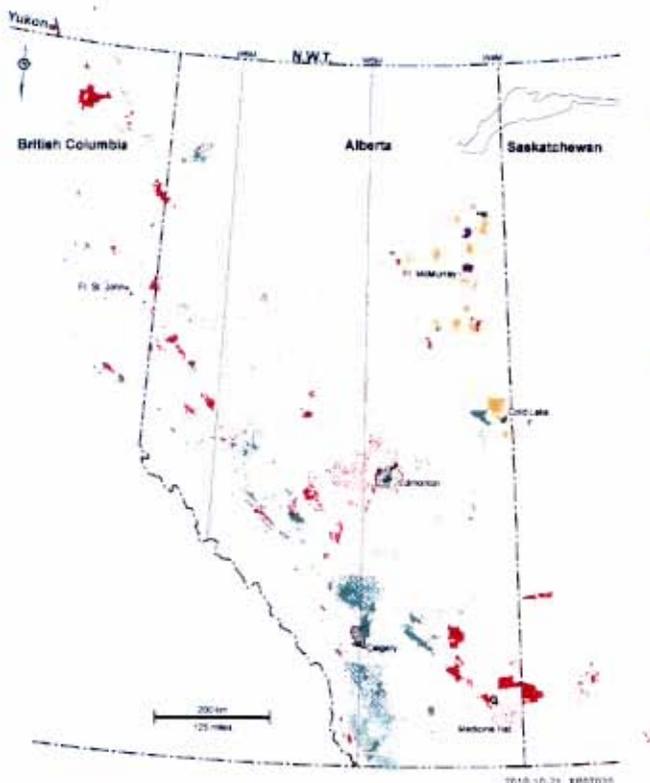
sands have the potential to make a significantly greater contribution to global energy security."

Canadian oil sands are already important to ensuring a secure North American energy supply. The U.S. is the largest market for Canadian oil sands and conventional crude, which accounts for about 20 percent of U.S. oil imports annually. According to EIA, the U.S. imported more than 700 million barrels (or almost 2 million barrels per day) of crude oil from Canada in 2009. U.S. Petroleum Administration for Defense Districts (PADDs) II (the Midwest) and IV (the Rocky Mountain region) are the

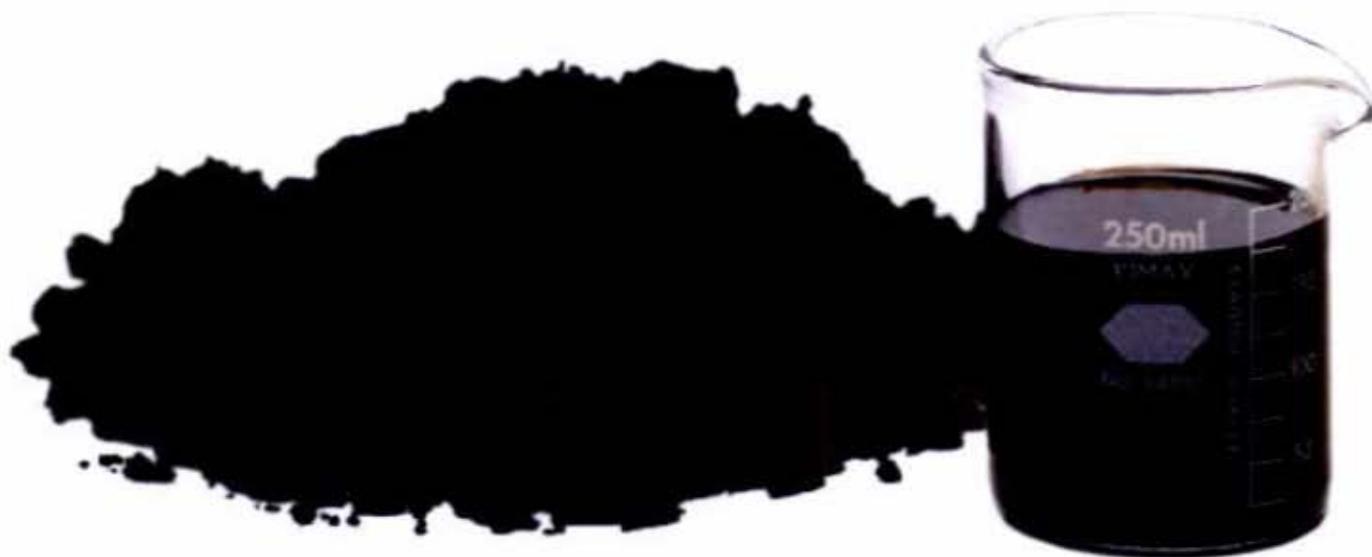
largest importing regions of Canadian oil, about 1.2 million barrels per day (bpd) and 232,000 bpd respectively.

Our challenge as an industry is ensuring that we move forward in developing this globally important resource in a thoughtful and responsible fashion. ExxonMobil and Imperial Oil are committed to developing this vital resource in a manner that is environmentally responsible, supports local communities and contributes to economic development and growth.

## ExxonMobil and Imperial Oil holdings in Canada



- Oil sands represent 11 percent of ExxonMobil's net proved reserves.
- ExxonMobil's and Imperial Oil's net proved reserves from oil sands are more than 2.4 billion barrels (year-end 2009).
- Current ExxonMobil/Imperial Oil production from oil sands exceeds 200,000 barrels per day.



## Oil sands production today

Oil sands are a naturally occurring mixture of thick, heavy oil, water and sand. The heavy oil is classified as bitumen, which has a consistency similar to that of peanut butter. Oil sands are recovered using two methods: mining and in-situ (or drilling). The method used depends on how deep the reserves are.

Canada's oil sands are located beneath approximately 54,000 square miles (140,000 square kilometers) of land.

About 1,850 square miles (4,802 square kilometers) or approximately three percent of this area contain mineable deposits. This three percent surface area contains 20 percent of the total oil sands deposits. The remaining 80 percent are recoverable using in-situ techniques, which have a significantly smaller footprint. Deposits are found in the Athabasca, Peace River and Cold Lake areas of Alberta and part of Saskatchewan, with the greatest quantity found in the Athabasca region.

Approximately 20 percent of the Canadian oil sands resource is near the surface, which facilitates recovery through mining operations that are subsequently remediated. If the bitumen is deeper underground, it is recovered using "in-situ" techniques. For in-situ recovery, water is heated and converted to steam, which is then injected into underground reservoirs that contain bitumen. The bitumen is heated by the steam, enabling it to flow to a producing well.

In-situ technologies include cyclic steam stimulation (CSS), where high-pressure steam softens and dilutes the bitumen so it can flow to the well during the production phase, and steam-assisted gravity drainage (SAGD), which injects steam into a bitumen formation with one pipe, and then brings the softened hydrocarbon to the surface with another pipe. ExxonMobil and Imperial Oil invented and held the first patents on the CSS and SAGD technologies.

Our Cold Lake operation uses CSS technology to access the in-situ resource. ExxonMobil pioneered CSS in the 1960s as a novel recovery technology for Canadian bitumen. CSS uses a single well to inject high-pressure steam into the reservoir. The well is then shut in and reversed to produce back condensed steam along with the warm, mobilized heavy oil. We now operate the world's largest thermal bitumen recovery project in Cold Lake using this process.

Selection of in-situ technology is based on the specific qualities of the reservoir and the physical properties of the bitumen.

## Responsible development

ExxonMobil and Imperial Oil are committed to operating in a way that protects the environment, complies fully with all laws and regulations, and takes into account the economic and social needs of the communities where we operate. Our environmental policy commits us to designing, operating and managing our facilities with the goal of preventing incidents and reducing adverse impacts.

### Reducing greenhouse gas emissions

The production and consumption of Canada's oil sands currently account for one-tenth of one percent of global greenhouse gas (GHG) emissions. 70 to 80 percent of the greenhouse gases are emitted during consumption (e.g., transportation), while the remaining emissions result from activities such as transporting the oil sands, heating the water used during the separation process in mining operations, and generating steam for in-situ recovery.

According to analysis by IHS CERA (Cambridge Energy Research Associates), "[t]he average oil sands import to the United States has well-to-wheels life-cycle GHG emissions about 6 percent higher than the average crude refined in the United States."

Since 1990, Canada's oil sands industry has reduced production-related emissions by almost 40 percent per barrel. ExxonMobil and Imperial Oil are committed to reducing GHG emissions at oil sands facilities by improving energy efficiency and continuing the investment in the development of new technologies.

Cogeneration is key to reducing our energy requirements and GHG emissions by providing an efficient means to produce electricity and steam at the same time. Cogeneration facilities at our Cold Lake in-situ operations have helped us reduce CO<sub>2</sub> emissions by 40 percent compared with generating electricity from coal-fired plants and processing steam from conventional boilers. Our new Kearl project and our proposed

Nabiye expansion at Cold Lake will include a combined 270 megawatts (MW) of cogeneration. We estimate that Kearl's cogeneration facility will reduce carbon dioxide emissions by half a million tons a year compared to purchased power for the first phase of the project.

We will also use a new proprietary paraffinic froth treatment technology at our Kearl oil sands mining project to remove fine clay particles and water from the bitumen and produce a product suitable for pipeline transport to market. Kearl will be the first oil sands mining operation that does not require an upgrader to make a saleable crude oil. Processing bitumen once, rather than twice (in an upgrader and a refinery), reduces life-cycle GHG emissions.

Results from a 2010 study by IHS CERA indicate that a project designed like our new Kearl operation — using advanced mining techniques, energy-saving cogeneration, and producing diluted bitumen without an upgrader — will result in about the same life-cycle greenhouse gas emissions as the average of oil refined in the United States.

### Improving water & tailings management

Oil sands production requires water to recover bitumen from the sand. The industry uses both groundwater (water from underground formations) and surface water (water from lakes and rivers) to extract bitumen from the oil sands.

ExxonMobil and Imperial Oil developed a produced water technology in the late 1970s which has allowed approximately 95 percent of produced water to be re-used for steam generation. "Produced water" is water extracted with oil and gas during production. As a result, we have been able to reduce our freshwater use intensity at our Cold Lake facility by almost 90 percent since the project's

### **Did You Know?** Alberta's Specified Gas Emitters Regulation was One of the First GHG Regulatory Regimes in the World

**Alberta's Specified Gas Emitters Regulation (SGER), which became effective July 1, 2007, requires all facilities in Alberta emitting more than 100,000 tons of CO<sub>2</sub>-equivalent per year to reduce their emissions intensity by 12 percent below a baseline based on 2003-2005 emissions.**

**New facilities or facilities in operation on or after January 1, 2000 and have completed less than 8 years of commercial operation, are required to reduce their emission intensity by two percent per year beginning the fourth year of operation.**

**SGER effectively places a cost on carbon emissions resulting from the production of oil sands.**



inception. Other conservation initiatives are underway that, if successful, will reduce fresh water use at Cold Lake by up to an additional 30 percent from current uses.

Oil sands mining projects in the Fort McMurray area draw water from the Athabasca River. About three percent of the average natural flow of the river is allocated to the oil sands industry – one of the lowest river allocations in Canada. In 2009, the oil sands industry withdrew 0.5 percent of average total Athabasca River flows.

At our Kearl oil sands mining project, we are applying innovative ways to reduce the project's impact on water resources. Using a water storage system, we will reduce water withdrawal from the Athabasca River during low-flow periods. Kearl will also use advanced tailings technologies to recycle process water and reduce water demand.

### Water recycling facility at Cold Lake.

Tailings ponds are common to all surface mining operations. Tailings contain the water, clay, sand and residual bitumen that is left over when the bitumen is separated from the sand. The ponds help separate the solids from the water so the water may be recycled into the process again. They also serve as storage facilities, allowing water to be stored for low flow periods when water availability is restricted.

During and after mining, the tailings ponds are reclaimed. Tailings are returned to the mine site as part of the overall mine closure and reclamation process. No tailings water can be released to the Athabasca River or any other watercourse. The possibility of seepage is anticipated when tailings ponds are engineered and built, and containment systems and monitoring wells are required. We are supporting additional research and development activities to further enhance the management of tailings ponds.

Our researchers are currently working on a number of new technologies that could lead to a bitumen extraction process that significantly reduces water use, eliminates tailings ponds and reduces greenhouse gas intensity. This research effort will take time, but ultimately, these

technologies could be applied to future oil sands opportunities.

On December 13, 2010, Canada's oil sands mining developers announced groundbreaking cooperation on tailings research and development with a view to streamline work on eliminating tailings ponds. The companies, including Imperial Oil, have agreed to pool their scientific research, share their findings, and eliminate proprietary intellectual property on past efforts. Collaborators will also make past research available to peers, government, academia, and others with an interest in improving tailings management.

### Reclaiming & protecting the land

The plans for our Kearl project include a major commitment to progressive land reclamation where land used early in the project will be reclaimed as mining is expanded to new areas. In developing our reclamation plans for Kearl, we have worked closely with neighboring oil sands operations to make sure that drainage, reclamation and closure plans are integrated. We also continue to engage local stakeholders in reclamation planning so that reclaimed lands will provide improved wildlife capabilities and will be accessible for traditional land use by the local community.

### *Did You Know? Alberta's Directive 074:*

- **Requires the reduction of tailings and the establishment of target dates for closure and reclamation of tailings ponds.**
- **Between 2012 and 2016, requires the implementation of plans to virtually eliminate growth in wet tailings.**
- **After 2016, industry must process wet tailings at the same rate they are produced.**

In-situ operations have a surface footprint similar to conventional oil and gas development, and we have developed an innovative approach to further reduce the surface footprint at our Cold Lake operation. Our "megapad" approach for Cold Lake and Nabiye expansion allows us to increase the number of wells drilled from a single surface location allowing more efficient resource recovery and reduced development costs. Surface use requirements will be reduced by more than 40 percent with this new approach.

We have an ongoing program to reclaim land impacted by the Cold Lake operation. So far, more than 1,500 acres of disturbed land have been permanently reclaimed. Over the last decade, land reclamation at the operation has

included planting more than 800,000 trees and shrubs. The predominant species planted are white spruce, aspen, Jack pine, birch, willow and alder. All of these species are indigenous to the area.

Reclamation plans at our Cold Lake operation are designed to address local environmental ecosystems such as wetlands. We have recently teamed with Ducks Unlimited Canada on a pilot project to determine how best to restore the natural functions of a wetland when reclaiming a well site in the area. Early indications from ongoing monitoring have shown positive results with signs of re-vegetation.

## Innovation

From the outset, the key to oil sands development has been constantly evolving technology. While the record of innovation is not unique to oil sands, it provides an excellent example of what has been occurring for decades of human progress enabled by advances in energy-related technologies and fuel sources. An unwavering commitment to innovation and technology will continue to enable substantial progress over time, expanding opportunities for the economic and responsible development of oil sands resources to support growing energy needs. Investing in research and technology with constancy of purpose is critical to finding cleaner, more efficient ways of developing the oil sands.

Over the past 40 years, ExxonMobil has invested more than 2,000 work years in heavy oil research alone. These heavy oil research efforts include developing proprietary in-situ recovery processes, enhancing surface-related technologies to improve the economics of mining operations, and creating technologies to increase the value of heavy oil and aid in its transport.

Imperial Oil's Calgary research center is considered one of the leading oil sands research facilities in the world. Imperial has held more than 160 upstream patents since 1961, including the first patents on cyclic steam stimulation (CSS) and steam-assisted gravity drainage (SAGD), two key processes used across the industry in bitumen recovery. Today, those inventions are continually being refined at the center to improve productivity and environmental performance.

In addition to the research that is carried out at our own Calgary research laboratory, we sponsor a wide range of energy research programs at Canadian universities and other institutions.



Wetlands reclamation

## Supporting oil sands research

Imperial Oil is the founding sponsor of the Centre for Oil Sands Innovation (COSI) at the University of Alberta. The aim of this unique Canadian center of excellence is to conduct breakthrough research that reduces the use of water and energy and decreases the footprint of oil sands development.

The COSI research portfolio continues to grow and now engages researchers from six Canadian universities. Researchers are working on more than 20 research projects in four key program areas aimed at advancing responsible development of Alberta's oil sands and improved environmental performance. Since 2005, we have contributed \$10 million and more than \$1 million of in-kind support to COSI and, in 2010, we renewed our commitment by pledging another \$10 million over five years.

Current projects involve more than 100 research personnel from the University of Alberta, the University of British Columbia, the University of Victoria, the University of Ottawa, the University of Toronto, Queen's University and the National Research Council. In the constant pursuit of excellence in research at COSI, contacts have been established with universities in the United States, Germany and Australia.

Researchers are working on a number of different technology projects, including non-aqueous extraction of bitumen. This research could lead to important breakthroughs in bitumen recovery, water use and management of tailings.

We also continue to be one of several oil sands operators funding leading-edge research conducted by the Canadian Oil Sands Network for Research and Development (CONRAD). Since 2006, we have contributed \$1.3 million to

support research conducted under CONRAD, including programs aimed at remediation and reclamation oil sands mining sites.

## Exploring new recovery technologies

After more than a decade of research and pilot testing, we are deploying a new technology called LASER (liquid addition to steam to enhance recovery) that complements our cyclic steam stimulation processes. LASER, an enhancement of the CSS process, co-injects low concentrations of pipeline diluent (gas condensate) with steam.

The diluent helps to further reduce the viscosity of the bitumen and aids its ability to flow. The condensed water, diluent and heated oil are produced back from the same well after a soak phase. This process results in improved, more efficient oil production. By adding the diluent, the technology enables more resource to be recovered from mature wells for the same amount of steam injected in traditional CSS production. The LASER technology has the potential to reduce GHG intensity by more than 25 percent.

Recently, we commissioned a pilot project at Cold Lake that adds light hydrocarbon solvent to SAGD wells (SA-SAGD), which is recovered during production. By adding solvent to steam, we can produce more bitumen with the same amount of steam, resulting in lower energy and GHG emission intensity. The objective is to improve the SAGD process similar to the improvements LASER has shown over traditional CSS. This technology has the potential to enhance recovery for certain reservoirs in the Cold Lake and Athabasca areas. Steam injection for the pilot project's well pairs is underway. The pilot project received recognition from the Alberta government through the Innovative Energy Technologies Program.

We also piloted a steam-flooding technology to improve resource recovery in mature portions of the field at Cold Lake. Results confirmed that the technology can improve resource recovery and reduce GHG emission intensity by up to 30 percent. We are evaluating expanding use of the technology to other parts of the Cold Lake operation.

We are also developing a cyclic solvent process (CSP) that injects solvent to reduce the viscosity of bitumen deposits and facilitate economic recovery. By avoiding the use of steam to mobilize the bitumen deposits, the process significantly improves energy efficiency and reduces CO<sub>2</sub> emission intensity by about 90 percent.

The Kearn Project will use our proprietary paraffinic froth treatment technology (PFT) to process bitumen on-site to where it can be blended with natural gas condensates to create a diluted bitumen product. Diluted bitumen is suitable for transportation direct to market via pipeline from the mine site. This process eliminates the cost and environmental impacts of an on-site upgrader. Since Kearn will be connected to a substantial North American pipeline system, diluted bitumen can be transported directly to refineries that are already configured to process heavy oil and bitumen.

Non-Aqueous Extraction (NAE) is an emerging technology that has the potential to virtually eliminate the need for water and thus revolutionize bitumen extraction recovery for oil sands mining operations. NAE will rely on incorporating a naturally occurring light hydrocarbon liquid from natural gas production into the bitumen recovery process and has the potential to create dry tailings and eliminate the need for wet tailings ponds.

## Up close:

### Deploying tomorrow's technologies today at Kearl

Located 70 km north of Fort McMurray is the Kearl oil sands project, jointly owned between Imperial Oil (operator) and ExxonMobil Canada. The Kearl project will eventually produce up to 345,000 bpd (initial development will produce more than 110,000 bpd), offsetting declines in conventional oil production and helping meet North America's energy demands for years to come.

With 4.6 billion barrels of recoverable bitumen resource, Kearl is one of Canada's largest and highest quality oil sands deposits. There is minimal exploration risk because the ore is close to the surface and the volume and quality of the resource has been thoroughly assessed.



Current plans do not include traditional on-site bitumen upgrading facilities for the initial development. Our patented paraffinic froth treatment (PFT) process provides low cost, low impact upgrading necessary to ship this product to existing refineries. Options for refining or sale of the diluted bitumen product, including possible integration with North American refineries owned by ExxonMobil and Imperial Oil, are being evaluated.

#### Minimizing environmental impact

Air emissions and their cumulative effects are a key focus area. Kearl has selected the most energy-efficient, commercially proven and economically viable technologies available to minimize emissions and greenhouse gases. Kearl will use cogeneration for steam and electricity production, a low-energy extraction process to recover bitumen, and heat integration between the extraction and PFT facilities to minimize energy consumption.

The PFT process removes a portion of the heavy end of the barrel (asphaltenes) using less energy than would be required to remove the same heavy ends in a coker at an upgrader, reducing life-cycle greenhouse gas emissions. Kearl's cogeneration facilities will reduce carbon dioxide emissions by half a million tons a year compared to purchased power for the first phase of the project.

We believe the most effective way to reduce greenhouse gases is to continue to improve energy efficiencies. Over the lifetime of the project, new technologies will be evaluated and applied to improve efficiencies and further reduce emis-

sions. Energy audits and benchmarking performance measurements will drive these improvements.

We are also constructing water storage to reduce water withdrawals from the Athabasca River during low flow periods, and are conserving the topsoil and peat that we need to remove to prepare the site for development. The same topsoil and peat will be used to progressively reclaim the land once an area is no longer being mined.

We have already started to reclaim land at the river water intake, planting hillsides with grasses to stabilize the slope and mitigate erosion, and we continue to engage local stakeholders in our reclamation planning so that the lands reclaimed will be accessible for traditional use by the local Aboriginal community.

Together, ExxonMobil and Imperial Oil have a strong track-record of developing new technologies and establishing clear goals that guide project planning and execution. Over the life of the project, Kearl will incorporate ongoing improvements that will maximize efficiencies and decrease environmental impacts.

#### Regulatory compliance

The Kearl project was subject to a joint review by provincial and federal government representatives and 16 days of public hearings in late 2006. The panel thoroughly reviewed various stakeholder concerns, such as: social and economic effects, mine plan and resource conservation, tailings management, reclamation, air emissions, surface water, aquatic resources, traditional land use

#### Land reclamation



and human health. The Alberta government granted its approval of the project through an Order-in-Council in May 2007. Canada's federal government followed with their approval through an Order-in Council in August 2007. The project received the necessary federal authorization in June 2008 to allow work at the site.

Kearl's tailings plan was approved with conditions by Alberta's Energy Resources Conservation Board August 11, 2010 in accordance with Directive 074. The directive applies to all minable oil sands operations.

## Highlights

**Kearl**  
OIL SANDS

- **A plan for the project life of over 40 years, production capacity up to 345,000 bpd.**
- **One external tailings area that will be emptied and reclaimed as soon as space is available to process and return the remaining tailings into mined-out areas of the pit. These activities will be conducted in compliance with government regulations.**
- **Staged development plans for extensions to Kearl Lake that will compensate for the disturbance of fish habitat in the mining area.**
- **One integrated, progressive reclamation plan for the whole lease area that optimizes the balance between developed, undisturbed and reclaimed areas.**
- **One comprehensive environmental and socio-economic assessment that addresses the benefits and impacts over the entire life of Kearl.**

## Opportunity

Today, every dollar invested in the oil sands creates about \$8 in economic activity, with much of that value generated outside Alberta – in Canada, the United States and around the world. Five decades of oil sands research and development has enabled a new North American economic engine and resulted in a secure, reliable, and easily transported source of energy for both Canada and the United States.

According to the Canadian Energy Research Institute (CERI), “[w]hat is often not clearly understood is that the large investment in the oil sands industry contributes to increased economic activity in the rest of North America by stimulating demand for goods and services across a wide range of industries.”

As oil sands production increases, CERI estimates that 343,000 new U.S. jobs will be created in between 2011 and 2015. CERI projects increases in equipment manufacturing to support

this increased production. Demand for U.S. goods and services will increase throughout that time period. According to CERI, Canadian oil sands will add an estimated \$34 billion to U.S. GDP in 2015, \$40.4 billion in 2020, and \$42.2 billion in 2025.

Almost every community in Canada has been touched by oil sands development through the stimulating impact it has on job creation and economic growth. CERI estimates that in 25 years, close to one million Canadians will be employed in the petroleum industry, and almost half of those positions can be attributed to oil sands investment and development. Over the next 25 years, oil sands development is expected to contribute \$1.7 trillion to the Canadian economy, or roughly \$68 billion per year. CERI also estimates annual government revenues of \$19.6 billion, including income tax, royalties, corporate tax, provincial sales tax, Goods and Services Tax (GST), and property tax.

## Up close:

### Aboriginal engagement and consultation

Our goal is to establish lasting relationships built on mutual trust and respect with Aboriginal communities located near where we explore, develop and operate throughout Canada. Engaging Aboriginal communities in open and honest consultation helps us understand their perspectives on issues that matter to both of us, and also deal constructively with differing views.

Effective consultation is founded on respect; respect for the legal rights of Aboriginal people, as well as their traditional practices, activities, language and decision-making processes. We have developed a corporate Aboriginal consultation protocol to provide practical information on Aboriginal engagement to our managers and leaders who regularly work with Aboriginal stakeholders.

In developing our Kearl Project, we have established advisory committees with the Athabasca Chipewyan First Nation and the Mikisew Cree First Nation as well as an Elder's council with the Fort McKay First Nation. The groups, which include Imperial staff and community residents, allow our Aboriginal neighbors to have ongoing communication with Imperial on the project and its impacts. Elders from Fort McKay and Fort Chipewyan have participated in tours of the project site,





where they learned more about the project and had an opportunity to discuss concerns, including access to the lease area for trapping. In response, we revised access management plans to ensure trappers can safely access traplines in lease areas not actively being mined.

Our operations and growth projects present many career opportunities. Our goal is to ensure that Aboriginal people have the background and skills they need to take advantage of them, while also helping to meet our business needs for personnel. Supporting education and training programs to build workforce capacity in Aboriginal communities just makes good sense for everyone. At our Cold Lake operation, for example, we have worked with local contractors to organize

a job shadowing day for Aboriginal high school students interested in careers in the trades.

Supporting Aboriginal businesses helps our company by ensuring we have the goods and services we need to support our growth projects and existing operations, and it helps Aboriginal communities by fostering entrepreneurship and creating employment in the community. In conjunction with the Nabiye expansion at our Cold Lake operation, for example, we hosted an Aboriginal Business Open House at the Bonnyville Centennial Centre to allow local Aboriginal people and businesses greater access to business opportunities. Attendees at the open house were able to learn about our procurement, contracting and qualification process.

#### Aboriginal employees in Canada

We are also very proud to support "Indigenous Women in Community Leadership", a new program offered by the Coady International Institute at St. Francis Xavier University. The program is designed to support First Nations, Métis and Inuit women in strengthening and building their communities. The program seeks to engage the next generation of Indigenous women leaders and provide them with a foundation of practical leadership skills and experience, benefit from the wisdom of established Indigenous women leaders, produce inspiring resources that can be used to demonstrate successful Indigenous community development, and support active community-driven development.

## Conclusion

The oil sands are a significant, secure energy resource for the United States and an engine of economic growth for North America, but we recognize that with this opportunity comes a significant responsibility.

Developing the oil sands has been a journey in which the goal to continuously improve on current practices has led to the creation of more efficient and environmentally effective technologies. From the first hot water extraction process developed in the 1920s, which unlocked the potential of Canada's world-class resource, to today's emerging mining and in-situ technologies, it has been innovation that has opened new opportunities, improved economic performance and reduced the industry's environmental footprint. Technological innovation cannot be scheduled, but with the size and quality of the research effort underway, as well as ExxonMobil's and Imperial Oil's com-

mitments to improving performance, we will continue to make significant progress.

We must maintain the strong balance between development and protection of the environment. IHS CERA noted in its report, *The Role of Canadian Oil Sands in U.S. Oil Supply*, that "[e]nergy security does not need to be at odds with the environment. Innovation in oil sands has been a constant theme. Since its inception, the industry has made and continues to make major technological strides in optimizing resources, innovating new processes, reducing costs, increasing efficiency, reducing greenhouse gas emissions, and reducing its environmental impact." These results demonstrate a strong industry commitment, and our Kearl and Cold Lake projects are clear examples of the ability to expand energy supplies while ensuring that Canadian resources are developed in ways that minimize environmental impact.

**ExxonMobil**

**Imperial Oil**



CAUTIONARY STATEMENT: Plans and projections in this document are forward-looking statements. Actual future results, including emissions reductions, resource recoveries and the impact of new technologies, could differ materially due to factors including changes in long-term oil or gas prices or other market conditions affecting the oil and gas industries; changes in law or government regulation; technical difficulties; future technological developments by ExxonMobil or others; and other factors discussed under the heading "Factors Affecting Future Results" in the "Investors" section of our website at [www.exxonmobil.com](http://www.exxonmobil.com).