

MAYOR AND CITY COUNCIL  
OF BALTIMORE

Plaintiff,

v.

BP P.L.C., *et al.*

Defendants.

\* IN THE  
\* CIRCUIT COURT  
\* FOR BALTIMORE CITY  
\* Case No. 24-C-18-004219  
\* Specially Assigned to the  
\* Hon. Videtta A. Brown  
\*

\* \* \* \* \*

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S  
MEMORANDUM OF LAW IN OPPOSITION TO  
DEFENDANT EXXONMOBIL'S SUPPLEMENTAL MEMORANDUM OF LAW  
IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS  
FOR FAILURE TO STATE A CLAIM**

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The Mayor and City Council of Baltimore (the “City”) amply alleges that Exxon Mobil Corporation (“Exxon”) failed to warn and disinform about its fossil fuel products’ climatic risks. As explained in the City’s Opposition to Defendants’ Joint Motion to Dismiss for Failure to State a Claim (“Opposition”), which is incorporated by this reference, Exxon thereby committed many torts and violated the Maryland Consumer Protection Act (“MCPA”). Opp. § IV.D.1–IV.D.5.

Exxon’s supplemental memorandum (“Motion”) does not dispute that the City satisfies the ordinary pleading standard. Instead, Exxon asserts that *all* the City’s claims must meet Maryland’s particularity pleading requirement for fraud and that the requirement is not met. But only the subset of the City’s MCPA claim that is based on fraud is subject to particularity pleading, which the City’s allegations satisfies. In any event, Exxon’s particularity pleading arguments cannot justify dismissal because the City’s claims rest in substantial part on Exxon’s *simple failure to warn*, which unquestionably has nothing to do with *fraud*. And although Exxon takes issue with the Complaint’s allegations that refer to Exxon and other Defendants collectively because they acted in the same way, Maryland courts have not proscribed collective allegations, which comport with Maryland pleading principles. Exxon’s Motion should be denied. If the Court finds any shortcoming in the Complaint, the City respectfully requests leave to amend. Md. Rule 2-341.

**I. The City Amply Pleads Its Diverse Tort Claims and MCPA Claims Against Exxon.**

As Exxon recognizes, the City’s claims rest on Defendants’ “coordinated, multi-front effort” that not only spread affirmative “falsehoods,” but also involved “omissions.” Mot. at 4 (quotations omitted).<sup>1</sup> Specifically, Exxon has long studied and understood the climate change dangers posed by the normal use of its fossil fuel products on coastal communities like Baltimore. Compl. ¶¶ 30–31, 109–32. Yet, in the 1980s, Exxon and other Defendants “embarked on a

<sup>1</sup> *Accord Mayor & City Council of Baltimore v. BP P.L.C.*, 31 F.4th 178, 233 (4th Cir. 2022), *cert. denied*, 143 S. Ct. 1795 (2023) (the “Complaint clearly seeks to challenge the promotion and sale of fossil-fuel products without warning and abetted by a sophisticated disinformation campaign”).

decades-long campaign designed to maximize continued dependence on their products,” *id.* ¶¶ 141–45, by failing to warn of their products’ climatic risks and spreading disinformation about those risks to deceive consumers, *e.g.*, *id.* ¶¶ 146–48, 221, 242, 274, 295–96. In Exxon’s words, the “Exxon Position” was to “[e]mphasize the uncertainty in scientific conclusions regarding the potential enhanced Greenhouse Effect” to avoid the “development of non-fossil fuel resources” that would compete with Exxon’s fossil fuel products. *Id.* ¶ 148. For example:

- A 1996 Exxon publication denied human-caused climate change, downplayed projections showing the dangers of continued fossil fuel consumption, and included disinformation about the risks of a warmer world. *Id.* ¶ 153.
- Exxon executives propagated dissemination at high-profile events. *Id.* ¶¶ 155–56.
- Exxon published disinformation in advertisements targeted at the public. *Id.* ¶ 157.
- In 1998, the American Petroleum Institute (“API”), acting on behalf of Exxon and other Defendants, drafted a multi-million-dollar communications plan to deceive “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶¶ 158, 165.
- An Exxon staffer with roots in the tobacco industry’s deception campaigns participated in the “Global Climate Science Team” front group, which “developed a strategy to spend millions of dollars manufacturing climate change uncertainty.” *Id.* ¶ 165.
- “ExxonMobil spent almost \$31 million funding numerous organizations misrepresenting the scientific consensus that Defendants’ fossil fuel products were causing climate change, sea level rise, and injuries to Baltimore, among other coastal communities.” *Id.* ¶ 167.

Exxon not only made affirmative misrepresentations, but also failed to warn. Exxon has marketed and sold its products in Maryland through local Exxon and Mobil-branded gas stations. *Id.* ¶ 23(g). While so doing, Exxon has failed to warn about its products’ climatic dangers, *id.* ¶¶ 140–70, 295,<sup>2</sup> intending its consumers to rely on its omissions in continuing to buy its products, *id.* ¶¶ 295–96.

Exxon and other Defendants’ conduct has deceived consumers, *id.* ¶ 170, and inflated demand for their products while causing the City’s climate-related injuries, *id.* ¶¶ 179–80, 190–

<sup>2</sup> Exxon is thus wrong to suggest that the City does not allege Exxon’s misconduct in Maryland. *See* Mot. at 1. And, as the City explains in a separate brief, Exxon’s Maryland contacts justify exercising personal jurisdiction.

217, 298. Exxon has thereby actively participated in creating nuisances in Baltimore, caused foreign materials to trespass on the City's property, breached its duty to issue adequate warnings to protect those foreseeably harmed by its products' ordinary use, prevented consumers from understanding its products' dangers, and violated the MCPA. Opp. § IV.D.<sup>3</sup>

Exxon's Motion does not focus on the City's allegations about Exxon's participation in this broad deception effort. Instead, Exxon reverts to arguing that the claims against it must be dismissed because the Complaint does not isolate specific fraudulent misrepresentations by Exxon alone. Mot. at 1–2. Exxon is wrong because the City alleges how Exxon, among others, repeatedly failed to warn of and omitted material facts about the climatic risks of its fossil fuel products; describes Exxon's participation in Defendants' coordinated campaign of deception; and alleges specific misrepresentations *by or* attributable to Exxon. These allegations—taken as true and with reasonable inferences drawn in the City's favor—fully satisfy Maryland Rule 2-305's requirement to provide a “clear statement of the facts” supporting the City's claims and notify Exxon of them.

## **II. The City Satisfies the Particularity Pleading Requirement Where It Applies.**

### **A. Particularity Pleading Applies Only to Part of the City's MCPA Claim.**

Maryland's particularity pleading requirement for fraud is a “judge-made gloss on the

<sup>3</sup> In addition to the City's tort claims, the Complaint sufficiently alleges that Exxon engaged in unfair, abusive, or deceptive trade practices as prohibited by the MCPA. See Md. Code Ann., Com. Law §§ 13-301, 13-303. *First*, Exxon's false and misleading statements about climate change and its fossil fuel products' relationship to it, *e.g.*, Compl. ¶¶ 153, 155–57, are unfair or deceptive trade practices under § 13-301(1) because they have “the capacity, tendency, or effect of deceiving or misleading consumers.” *Second*, Exxon's ongoing failure to disclose its fossil fuel products' climatic risks, which has deceived consumers including the City, see Compl. ¶ 170, is an actionable “[f]ailure to state a material fact if the failure deceives or tends to deceive,” Md. Code Ann., Com. Law § 13-301(3); see also *Proctor v. Am. Offshore Powerboats, LLC*, 2005 WL 8174466, at \*2 (D. Md. Feb. 8, 2005) (denying motion to dismiss § 13-301(3) claim based on “failure to disclose the powerboat's defects and associated risks”). *Third*, Exxon's rampant deception, misrepresentations, and knowing concealment and omissions about its fossil fuel products' risks while promoting and selling those products, with the intent that consumers rely on such deception and omissions, violate § 13-301(9). See *Lloyd v. Gen. Motors Corp.*, 397 Md. 108, 150–54 (2007) (§ 13-301(9) claim stated with allegations that automakers knew the risk of injury from weak seatbacks but “engaged in a 30-year cover-up of the product malfunction” and “concealed” that defect); *Doll v. Ford Motor Co.*, 814 F. Supp. 2d 526, 545–46, 548 (D. Md. 2011) (similar). Although the Complaint expressly refers to only § 13-301(1) and (9), see Compl. ¶ 292, it thus also states a violation of § 13-301(3) against Exxon and other Defendants. Opp. at 55 n.34.



general rules of pleading.” *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 528 (2014). Maryland’s requirement thus rests on different bases than the federal one, which is grounded in a procedural rule. *Swierkiewicz v. Sorema N.A.*, 534 U.S. 506, 514 (2002) (federal particularity pleading rests on “the Federal Rules,” not “judicial interpretation” (quotations omitted)).

Maryland’s particularity pleading requirement applies only where a plaintiff seeks “relief on the ground of fraud.” See *Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotations omitted). In Maryland, this means fraud is “[t]he basis of . . . the relief sought.” *Spangler v. Sprosty Bag Co.*, 183 Md. 166, 173 (1944). Naturally, Exxon does not and cannot identify a single decision applying Maryland’s particularity pleading doctrine to nuisance, trespass, failure-to-warn, or design defect claims like the City’s claims here, which do not require fraud as a necessary element.

In addition to these non-fraud tort claims, the City also brings an MCPA claim. Such statutory claims sound in fraud only if they include fraud as a necessary element. For example, in *Kemp v. Nationstar Mortgage Ass’n*, the Appellate Court held that a Mortgage Fraud Protection Act claim “sound[ed] in fraud” because the law required the plaintiff to show “an action made ‘with the intent to defraud.’” 248 Md. App. 1, 39–40 (2020) (quoting Md. Code Ann., Real. Prop. §§ 7-401, 7-402). Similarly, for the MCPA, the Appellate Court in *McCormick* held that an MCPA claim sounds in fraud only to the extent it involves fraud as a necessary element and thus “replicates common-law fraud.” See 219 Md. App. at 529. As in *McCormick*, the City alleges non-fraudulent MCPA violations under Md. Code Ann., Com. Law § 13-301(1) and (3) based on Exxon’s representations and omissions that had the effect, capacity, or tendency to deceive, and fraudulent violations under § 13-301(9) based on Exxon’s deceptive conduct with the *specific intent* to induce consumer reliance. Precedent compels that only the subset of the City’s MCPA claim based on § 13-301(9) is subject to particularity pleading. *McCormick*, 219 Md. App. at 529.

Defying this body of precedent, Exxon relies on federal decisions applying the Federal Rules of Civil Procedure to insist that all the City's claims are subject to particularity pleading "without regard to whether the [City] asserts . . . fraud claims" because the Complaint includes some factual allegations about Exxon's fraudulent conduct. Mot. at 4 (citing *Thomas v. Ocwen Loan Servicing, LLC*, 2017 WL 2645721, at \*4 (D. Md. June 19, 2017); *Haley v. Concoran*, 659 F. Supp. 2d 714, 721 (D. Md. 2009)).<sup>4</sup> The Court should disregard those federal cases because *McCormick* and other cases hold that Maryland's particularity pleading requirement applies only to claims for which fraud is a necessary element.<sup>5</sup> Moreover, even if Exxon were correct that the particularity pleading requirement for *fraud* applies to all the City's claims, Exxon forgets that the City's claims rest in substantial part on Exxon's *simple failure to provide warnings* to protect those foreseeably injured by the normal use of its products. This theory of liability, which does not hinge on fraud and is thus plainly exempt from particularity pleading, amply supports the City's claims.

**B. The City Permissibly Makes Some Collective Allegations.**

Exxon not only exaggerates the scope of the particularity pleading requirement, but also incorrectly asserts that the City may not meet the standard with collective allegations that refer to various Defendants collectively because they acted in the wrong way. Mot. at 1–5. Exxon is simply wrong to assert that Maryland courts have proscribed such collective allegations, whether in the particularity pleading context or the ordinary pleading context.<sup>6</sup> Rather, the City's use of the term

<sup>4</sup> See Mot. at 2 (citing *Cozzarelli v. Inspire Pharms.*, 549 F.3d 618, 629 (4th Cir. 2008) (federal particularity pleading); *Layani v. Ouazana*, 2022 WL 11949038, at \*3 (D. Md. Oct. 20, 2022) (looking for "claims that sound in fraud," not allegations); *Oliver v. Wells Fargo Bank*, 2022 WL 17978271, at \*3 n.1 (D. Md. Dec. 27, 2022) (same)).

<sup>5</sup> Likewise, Exxon's out-of-context quotations of the City's prior briefs do not show that all the City's claims sound in fraud and are subject to particularity pleading. Mot. at 4–5 (quoting myriad briefs including one where Exxon admits the City explained that its claims were based partly on Exxon's failure to "provid[e] warnings to customers").

<sup>6</sup> Exxon's citations do not show that particularity pleading cannot be satisfied where a plaintiff uses collective allegations to describe the fraud's particulars. Mot. at 3, 7–8 (citing *Heritage Harbour, L.L.C. v. John J. Reynolds, Inc.*, 143 Md. App. 698, 711 (2002) (dismissal upheld where complaint lacked "any mention of" eight of twenty defendants, and the only allegation that could possibly pertain to those eight was that all twenty "we[re] developers, architects and/or contractors who participated in the design, construction, evaluation and/or repair of" defective buildings); *Wells v. State*, 100 Md. App. 693, 703 (1994) (to assess whether the plaintiff pleaded a wanton or willful

“Defendants” is appropriate and unremarkable because Defendants engaged in similar misconduct.

What’s more, the City’s collective allegations comport with Maryland pleading principles. The Maryland Supreme Court has rejected technical pleading by requiring that “a pleading shall be simple, concise, and direct” and “shall contain only such statements of fact as may be necessary to show the pleader’s entitlement to relief.” Md. Rule 2-303(b). The Complaint, including its collective allegations, amply accomplish all the purposes of pleading: “(1) it provides notice to the parties as to the nature of the claim or defense; (2) it states the facts upon which the claim or defense allegedly exists; (3) it defines the boundaries of litigation; and (4) it provides for the speedy resolution of frivolous claims.” *Ledvinka v. Ledvinka*, 154 Md. App. 420, 429 (2003).<sup>7</sup>

Consonantly, federal courts in Maryland and elsewhere often have embraced collective allegations.<sup>8</sup> Maryland federal courts have been especially receptive of collective allegations where the plaintiff has only limited “available information” without discovery, *CASA of Md., Inc. v. Arbor Realty Tr., Inc.*, 2022 WL 4080320, at \*4 (D. Md. Sept. 6, 2022),<sup>9</sup> as is the case here

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state of mind for multiple defendants, “examin[ing] what each is charged with doing or failing to do,” and finding the thin allegations insufficient), as well as federal district court decisions that lack precedential value anywhere, such as *OceanFirst Bank N.A. v. Brink’s, Inc.*, 2022 WL 4465897, at \*2, \*6 (D. Md. Sept. 26, 2022) (observing that the federal particularity requirement ensures that a defendant receives notice of the claims against it, but not holding that collective allegations undermine notice); *Alexander Wealth Mgmt., LLC v. M&O Mktg., Inc.*, 2020 WL 1322948, at \*10 (D. Md. Mar. 20, 2020) (under the federal particularity pleading standard in a case involving a discrete and limited fraud, finding that insubstantial collective allegations of false statements made in two paragraphs did not satisfy particularity, but not announcing a more broadly applicable rule against collective allegations or identifying case law recognizing one); *Haley*, 659 F. Supp. 2d at 724 (noting a plaintiff must “specify each defendant’s participation in the alleged fraud,” but not holding that collective allegations cannot accomplish that specification)).

<sup>7</sup> See also *Frazier v. U.S. Bank, N.A.*, 2013 WL 1337263, at \*3 (N.D. Ill. Mar. 29, 2013) (“Although Plaintiff refers to ‘Defendants’ . . . collectively, Plaintiff has provided sufficient factual detail about the nature of his allegations and about each Defendant to provide fair notice of his claims.”).

<sup>8</sup> E.g., *Crowe v. Coleman*, 113 F.3d 1536, 1539 (11th Cir. 1997) (“When multiple defendants are named in a complaint, the allegations can be and usually are to be read in such a way that each defendant is having the allegation made about him individually.”); *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 466 (D. Md. 2019) (collective allegations “provide[d] defendants with ‘fair notice’” of the claims against them “and the grounds upon which [they] rest[.]” (quotations omitted)); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at \*2–3 (D. Md. Jan. 8, 2015) (collecting cases for “presum[ption] that all allegations made against the defendants collectively applied equally to the individual defendant” and noting that “[o]n numerous occasions . . . this Court has found [ ] collective allegations . . . sufficient”).

<sup>9</sup> See also *Robertson v. Sea Pines Real Estate Cos., Inc.*, 679 F.3d 278, 291 (4th Cir. 2012) (“The requirement of nonconclusory factual detail at the pleading stage is tempered by the recognition that a plaintiff may only have so much information at his disposal at the outset.”).

given Defendants' concealment of their deception, Compl. ¶¶ 31, 166–67. In fact, some courts have recognized that group pleading can satisfy the federal particularity pleading requirement. *E.g.*, *United States v. United Healthcare Ins. Co.*, 848 F.3d 1161, 1184 (9th Cir. 2016).

**C. Particularity Pleading Is Met for the City's § 13-301(9) MCPA Claim.**

Because Exxon wrongly assumes that particularity pleading applies to all the City's claims, Exxon does not explain why *the City's § 13-301(9) MCPA claim* is insufficiently pleaded. In any event, the City amply pleads that claim by exhaustively describing the multi-decade deception and concealment campaign in which Exxon participated. *Lloyd v. General Motors Corp.*, 397 Md. 108, 150–54 (2007), similarly involved an MCPA claim alleging automakers' multi-decade effort to fraudulently conceal a product danger. The Maryland Supreme Court found particularity pleading satisfied because plaintiffs alleged defendants “ha[d] known the risk of injury,” provided “facts that support that assertion,” and alleged defendants had “engaged in a 30-year cover-up.” *Id.* at 153–54 & n.21. The court did not require greater precision. The City's allegations are more robust than those in *Lloyd*. *Cf. Antigua Condominium Ass'n v. Melba Invs. Atl., Inc.*, 307 Md. 700, 735–36 (1986) (particularity pleading satisfied with facts from which fraud may be “implied”).

Exxon's contrary arguments mostly reprise its failed arguments against collective allegations. And Exxon's reliance on the Appellate Court's decision in *McCormick*, 219 Md. App. 485, and similar decisions fails.<sup>10</sup> First, *McCormick* involved only allegations of a fraudulent, affirmative misrepresentation. 219 Md. App. at 528 (defendants' statements “intended to induce physicians . . . to rely on [certain] alleged misrepresentations”). By contrast, the City—as the plaintiffs did in *Lloyd*, 397 Md. at 150—also alleges fraudulent concealment. Compl. ¶¶ 141–70,

<sup>10</sup> See Mot. at 3 (citing *McCormick*, 219 Md. App. at 528; citing an unreported case, *Worden v. 3203 Farmington LLC*, 2023 WL 4945171, at \*9 (Md. App. Aug. 3, 2023) (unreported), despite the existence of other Maryland authorities addressing particularity pleading, thus violating Maryland Rule 1-104(a)(2)(B); and citing two factually distinct federal cases applying federal particularity pleading, *Ahumada v. Nish*, 756 F.3d 268, 280 (4th Cir. 2014), and *Dominion Fin. Servs., LLC v. Pavlovsky*, 2023 WL 3550011, at \*11 (D. Md. May 18, 2023)).

295–96. So, Exxon’s emphasis of *McCormick*’s requirement to specify “who made what false statement, when, and in what manner,” 219 Md. App. at 528, simply does not fit the City’s case, Mot. at 3. *Second*, the City’s allegations here are far more detailed than those in *McCormick*, where the plaintiff only “vague[ly] reference[d]” misrepresentations. *See* 219 Md. at 528. The City shows “who made what false statement, when, and in what manner . . . ; why the statement is false; and why a finder of fact would have reason to conclude that the defendant acted with scienter . . . and with the intention to [induce reliance].” *See id.*; *cf.* Mot. 3–4, 7. The City alleges that Exxon made many false and misleading statements that consumers relied upon, *see supra* Part I, inflating the fossil fuel market and causing the City’s injuries. Compl. ¶¶ 170, 179–80, 190–217, 298. As discussed next, Exxon additionally acted in concert with others to make similar misrepresentations.

### **III. The City Also Alleges Misrepresentations by Others that Are Attributable to Exxon.**

Even if the City’s allegations of Exxon’s own misconduct were somehow insufficient, the City links Exxon to additional misrepresentations under a concert-of-action theory. That theory “recognize[s] joint and several liability for ‘true’ joint tortfeasors” that “act in concert,” *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005), including where persons “concur[] in making [a tortious] misrepresentation,” *Purdum v. Edwards*, 155 Md. 178 (1928). “Those who actively participate in the wrongful act, by cooperation or request, or who lend aid, encouragement or countenance to the wrongdoer, or approval to his acts done for their benefit, are equally liable with him.” *Morgan*, 387 Md. at 178 (quoting Prosser, *Joint Torts and Several Liability*, 25 Calif. L. Rev. 413, 429–30 (1936)). “Express agreement is not necessary; all that is required is that there shall be a common design or understanding.” *Id.* (quotation omitted). The Maryland Supreme Court also has relied on Restatement (Second) of Torts § 876, which includes within concert-of-action instances where a defendant “does a tortious act in concert with the other or

pursuant to a common design” or “knows that the other’s conduct constitutes a breach of duty and gives substantial assistance or encouragement” nonetheless. *Morgan*, 387 Md. at 184–85.

The City alleges Exxon acted in concert with other Defendants to disseminate disinformation, Compl. ¶¶ 147, 219, 242, 254, 275, through its participation in API, *id.* ¶ 31(a). Exxon was no ordinary API member: judicially noticeable SEC filings by Exxon show that multiple Exxon CEOs *chaired* API, no less, and that senior Exxon executives were continuously involved in API for many decades.<sup>11</sup> And API was no ordinary trade association. It rather was a core locus for Exxon and other Defendants’ disinformation efforts. For example, in 1996, API “published an extensive report . . . warning against concern over [] buildup” of greenhouse gases “and any need to curb consumption” of fossil fuels, and “den[ying] the human connection to climate change.” *Id.* ¶ 154. In 1998, API developed a multi-million-dollar communications plan, expressly aiming to convince “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶ 158. API also funded junk climate science to undermine the public’s understanding of the link between climate change and fossil fuel products. *Id.* ¶ 162. Exxon, which acted in concert with API, is liable for these misrepresentations and deceptive actions by API.

In turn, Exxon cites a bevy of *federal* cases that mostly stand for the unremarkable

<sup>11</sup> Exxon, *DEF 14A (Proxy Statement)* (Apr. 9, 2020) (excerpt attached as Ex. 1) (describing Darren Woods, Exxon’s current CEO and Chairman of the Board, as the “former Chair” of API), <https://www.sec.gov/Archives/edgar/data/34088/000119312520102226/d869473ddef14a.htm>; 8-K Ex. 99 (Feb. 27, 2004) (attached as Ex. 2) (Rex Tillerson, then-president of Exxon and a member of its board of directors, was a member of API), <https://www.sec.gov/Archives/edgar/data/34088/000003408804000054/r022704ex99.htm>; *DEF 14A (Proxy Statement)* at 8 (Apr. 17, 2003) (excerpt attached as Ex. 3) (Lee Raymond, Exxon’s then-CEO and Chairman of the Board, was then “Chairman, American Petroleum Institute”), <https://www.sec.gov/Archives/edgar/data/34088/000104746903013719/a2103052zdef14a.htm>; *DEF 14A (Proxy Statement)* at 6, 7 (Mar. 19, 1997) (excerpt attached as Ex. 4) (Lee Raymond, Exxon’s then-CEO and Chairman of the Board, was “Director and chairman, American Petroleum Institute,” and Harry J. Longwell, Exxon’s then-Senior Vice President, was an API member), <https://www.sec.gov/Archives/edgar/data/34088/0000950117-97-000421.txt>; *DEF 14A (Proxy Statement)* at 6 (Apr. 27, 1994) (excerpt attached as Ex. 5) (Lee Raymond, Exxon’s then-CEO and Chairman of the Board, was an API member, and Charles Sitter, Exxon’s then-President, was a Director of API), <https://www.sec.gov/Archives/edgar/data/34088/0000950131-95-000547.txt>. The City requests judicial notice of the facts that multiple Exxon CEOs *chaired* API that other senior Exxon executives were also involved in API. These facts are not subject to reasonable dispute because they are stated in Exxon’s submissions to the SEC. *See* Md. Rule 5-201; *see also Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006).

proposition that Exxon's mere membership in API and other groups will not suffice to *prove at summary judgment or at trial* that those groups' misrepresentations are attributable to Exxon. Mot. at 9–10.<sup>12</sup> If anything, these cases only underscore that Exxon's leadership and participation in API and other groups *can* support liability if Exxon and the group together intended to undertake and undertook unlawful conduct. Here, the City alleges that Exxon, API, and other groups worked in common to advance deception.<sup>13</sup> The City's concert-of-action allegations only reinforce its allegations of Exxon's direct misrepresentations, and further support denying the Motion.

<sup>12</sup> Most of these cases involved alleged antitrust conspiracies or antitrust concert of action, and they did not address pleading requirements. *Rojas v. Delta Airlines, Inc.*, 425 F. Supp. 3d 524, 543 (D. Md. 2019) (in a RICO suit, holding that defendant airlines' mere membership in CANAERO, a trade association that had entered the "CANAERO Contract" with the Mexican government to collect certain taxes on its behalf, did not support the view that the airlines had entered an antitrust conspiracy to collect excessive taxes *in violation of* the CANAERO Contract); *Hall v. United Air Lines, Inc.*, 296 F. Supp. 2d 652, 672 (E.D.N.C. 2003) (at summary judgment, stating that "mere membership" was insufficient to show participation in an antitrust conspiracy, then considering the antitrust-specific doctrine of "plus factors" showing a relationship going beyond mere membership); *N. Am. Soccer League, LLC v. U.S. Soccer Fed'n, Inc.*, 883 F.3d 32, 40 (2d Cir. 2018) (in the context of an appeal of a denial of a preliminary injunction, interpreting "the meaning of concerted action *in antitrust law*," and noting simply that "*not every* action by a trade association is concerted action by the association's members" (cleaned up) (emphasis added)); *Alvord-Polk, Inc. v. F. Schumacher & Co.*, 37 F.3d 996, 1007–08 (3d Cir. 1994) (similar discussion, except at summary judgment); *Southland Secs. Corp. v. INSpire Ins. Sols., Inc.*, 365 F.3d 353, 365 (5th Cir. 2004) (considering a wholly irrelevant and distinct "group pleading" doctrine under the special pleading requirement codified in the *Private Securities Litigation Reform Act* for certain securities fraud actions, concerning when a corporation's statements may be imputed to specific corporate officers); *In re Asbestos School Litig.*, 46 F.3d 1284, 1290 (3d Cir. 1994) (conspiracy and concerted action claims failed summary judgment because, among other reasons, discovery had produced "simply no evidence" that manufacturer defendant had requisite intent to further trade association's wrongful conduct); *In re Processed Egg Prods. Antitrust Litig.*, 821 F. Supp. 2d 709, 723 (E.D. Pa. 2011) (emphasizing that "active participation, rather than merely passive presence" or membership, can support an "infer[ence] [of] agreement to [a] conspiracy"); *Taylor v. Airco, Inc.*, 503 F. Supp. 2d 432, 446–47 (D. Mass. 2007) (claims failed summary judgment where "the facts in the record" did not support an inference that defendants were liable for fraud based on a trade association's misleading statements and "no evidence of record indicate[d] to what extent each Defendant controlled the contents" of the challenged publication); *N.A.A.C.P. v. Claiborne Hardware Co.*, 458 U.S. 886, 920 (1982) (even in the context of a Jim Crow-era lawsuit that went to trial in a rural Mississippi county by white merchants against Black civil rights activists, noting in dicta that civil liability might be imposed on an individual based on their NAACP membership if "the group itself possessed unlawful goals and that the individual held a specific intent to further those illegal aims").

<sup>13</sup> *Cf. In re Turkey Antitrust Litig.*, 642 F. Supp. 3d 711, 727 (N.D. Ill. 2022) ("Although opportunities to cooperate in trade associations are not ipso facto evidence of a conspiracy, when one considers them in the broader context, evidence of these opportunities plausibly helps to fill-out the picture of an alleged conspiracy." (cleaned up)); *Compass, Inc. v. Real Estate Bd. of N.Y., Inc.*, 2022 WL 992628, at \*3 (S.D.N.Y. Mar. 31, 2022) (applying the Second Circuit's rule that "there is no conceptual difficulty in treating trade associations as continuing conspiracies when they regulate areas where their members are in competition" (quotations omitted)); *Grasso Enters., LLC v. Express Scripts, Inc.*, 2017 WL 365434, at \*4 (E.D. Mo. Jan. 25, 2017) (finding that "[i]n combination with . . . [various] circumstantial elements, Defendants' and their co-conspirators' joint involvement in a trade association supports an inference of a conspiracy," and noting that "[m]embership and participation in a trade group . . . provides opportunities to conspire" (quotations omitted)).

Dated: December 12, 2023

**Respectfully submitted,**

**EBONY M. THOMPSON**  
**(CPF No. 1312190231)**  
Acting City Solicitor

/s/ Sara Gross

*Sara Gross*

Sara Gross (CPF No. 412140305)  
Chief, Affirmative Litigation Division  
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*Attorneys for Plaintiff the Mayor and City Council  
of Baltimore*



**CERTIFICATE OF SERVICE**

I hereby certify that on this 12<sup>th</sup> day of December, 2023, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendant Exxon Mobil Corporation's Supplemental Motion to Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling

Matthew K. Edling

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2023 DEC 12 PM 1:52  
CIVIL DIVISION

# EXHIBIT 1

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

**EXXON MOBIL CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_

\_\_\_\_\_

[Table of Contents](#)**Notice of 2020 Annual Meeting  
and Proxy Statement**

April 9, 2020

Dear Shareholder:

We invite you to attend the annual meeting of shareholders currently scheduled on Wednesday, May 27, 2020, at the Renaissance Dallas Hotel Conference Center, 2222 North Stemmons Freeway, Dallas, Texas 75207. The meeting will begin promptly at 9:30 a.m. Central Time. With the evolving concerns of COVID-19 and public health authority recommendations, these plans are subject to change and could evolve to a virtual meeting. We will notify you of any changes prior to the event and provide the latest status on the Investor Relations section of our website at [exxonmobil.com/investor](http://exxonmobil.com/investor). As always, our first priority remains the health and safety of our shareholders, employees, and communities.

At the meeting, you will hear a report on our business and vote on the following items:

- Election of directors;
- Ratification of PricewaterhouseCoopers LLP as independent auditors;
- Advisory vote to approve executive compensation;
- Six shareholder proposals contained in this proxy statement; and
- Other matters if properly raised.

Only shareholders of record on April 2, 2020, or their valid proxy holders may vote at the meeting. Attendance at the meeting is limited to shareholders or their proxy holders and ExxonMobil guests. Only shareholders or their proxy holders may address the meeting.

This booklet includes the formal notice of the meeting and proxy statement. The proxy statement tells you about the agenda, procedures, and rules of conduct for the meeting. It also describes how the Board operates, gives information about our director candidates, and provides information about the other items of business to be conducted at the meeting.

Financial information is provided separately in the booklet, 2019 Financial Statements and Supplemental Information, enclosed with the proxy materials or made available online to all shareholders.

Your vote is important. Even if you own only a few shares, we want your shares to be represented at the meeting. You can vote your shares by Internet, toll-free telephone call, or proxy card. A Summary of 2020 Proxy Voting Results will be available at [exxonmobil.com](http://exxonmobil.com) after the annual shareholders meeting.

To attend the meeting in person, please follow the instructions on page 6. An audio webcast and a report on the meeting will be available on our website at [exxonmobil.com](http://exxonmobil.com).

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen A. Littleton".

Stephen A. Littleton  
Secretary

A handwritten signature in black ink, appearing to read "Darren W. Woods".

Darren W. Woods  
Chairman of the Board

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**Darren W. Woods**


**Principal occupation:**  
Chairman of the Board and  
Chief Executive Officer,  
Exxon Mobil Corporation

Age 55  
Director since 2016

**Committees:**  
Finance, Executive

**Background:**

- **Global business leadership** at Exxon Mobil Corporation as Chairman and Chief Executive Officer since 2017; as President in 2016; and as Senior Vice President in 2014 and 2015. He also served as Vice President, and President, ExxonMobil Refining & Supply Company from 2012 to 2014.
- **Operational and commodity business** experience with positions of increasing responsibility in domestic and international business operations at ExxonMobil Refining & Supply Company, ExxonMobil Chemical Company, and Exxon Company International
- **Business affiliations:** Business Roundtable, American Petroleum Institute (former Chair), Business Council, Center for Strategic and International Studies (Trustee), Oil and Gas Climate Initiative, and National Petroleum Council (Vice Chair)
- **Scientific and environmental experience:** ExxonMobil Chemical Company and ExxonMobil Refining & Supply Company

**Current public company directorships:** None

**Previous public company directorships:** Imperial Oil Ltd. (April 2013 to July 2014)

**DIRECTOR COMPENSATION**

Director compensation elements are designed to:

- Ensure alignment with long-term shareholder interests;
- Ensure the Company can attract and retain outstanding director candidates who meet the selection criteria outlined in the Guidelines for Selection of Non-Employee Directors, which can be found on the Corporate Governance section of our website;
- Recognize the substantial time commitment necessary to oversee the affairs of the Corporation; and
- Support the independence of thought and action expected of directors.

Non-employee director compensation levels are reviewed by the Board Affairs Committee each year, and resulting recommendations are presented to the full Board for approval. The Committee uses an independent consultant, Pearl Meyer, to provide information on current developments and practices in director compensation. Pearl Meyer is the same consultant retained by the Compensation Committee to advise on executive compensation, but performs no other work for ExxonMobil.

ExxonMobil employees receive no additional pay for serving as directors.

Non-employee directors receive compensation consisting of cash and equity in the form of restricted stock. Non-employee directors are also reimbursed for reasonable expenses incurred to attend Board meetings or other functions relating to their responsibilities as a director of Exxon Mobil Corporation.

The annual cash retainer for non-employee directors is \$110,000 per year. The Chairs of the Audit and Compensation Committees receive an additional \$10,000 per year. The Lead Director receives an additional \$50,000 per year.

A significant portion of director compensation is granted in the form of restricted stock to align director interests with the interests of our long-term shareholders. The annual restricted stock award grant for incumbent non-employee directors is 2,500 shares. A new non-employee director receives a one-time grant of 8,000 shares of restricted stock upon first being elected to the Board.

# EXHIBIT 2



EX-99 3 r022704ex99.htm

Exhibit 99

News Release

ExxonMobil

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
972 444 1107 Telephone  
972 444 1138 Facsimile

Contact: Tom Cirigliano  
ExxonMobil  
972-444-1109

FOR IMMEDIATE RELEASE  
THURSDAY, FEBRUARY 26, 2004

REX TILLERSON ELECTED PRESIDENT OF EXXON MOBIL CORPORATION  
AND A MEMBER OF THE BOARD OF DIRECTORS

IRVING, TEXAS, February 26 -- At its regularly scheduled February meeting yesterday, the ExxonMobil board of directors elected Senior Vice President Rex Tillerson president of the corporation and a member of its board of directors, effective March 1.

With the addition of Mr. Tillerson, the ExxonMobil board is now comprised of 13 directors, 10 of whom are non-employees.

Mr. Lee Raymond, 65, continues his position as chairman of the board and chief executive officer of the corporation.

On July 25, 2001, the board requested and Mr. Raymond agreed to defer his retirement beyond the normal date of August 2003. The board did not set any specific time but said it would, as in the past, continue to monitor progress in implementing its orderly plan to assure continuity in superior corporate management, which has been the hallmark of ExxonMobil.

There has been no change in the board's position as a result of today's announcement.

Mr. Tillerson, 51, was elected to the position of senior vice president of the corporation on August 1, 2001.

- more -

A native of Wichita Falls, Texas, Mr. Tillerson earned a Bachelor of Science in Civil Engineering at the University of Texas at Austin before joining Exxon Company, U.S.A. (EUSA) in 1975 as a production engineer. He held several engineering, technical and supervisory assignments in the EUSA Production Department throughout Texas and in 1987 was named business development manager in the EUSA Natural Gas Department, where his responsibilities included developing long-range plans for commercialization of Alaska and Canadian Beaufort Sea gas.

In 1989, he became general manager of EUSA's Central Production Division, responsible for oil and gas production operations throughout a large portion of Texas, Oklahoma, Arkansas and Kansas.

Mr. Tillerson moved to Dallas in 1992 as production advisor to Exxon Corporation and then to Florham Park, New Jersey, as coordinator of Affiliate Gas Sales in Exxon Company, International.

Three years later he was named president of Exxon Yemen Inc. and Esso Exploration and Production Khorat Inc., and in January 1998 became vice president of Exxon Ventures (CIS) Inc. and president of Exxon Neftegas Limited. In those roles, he was responsible for Exxon's holdings in Russia and the Caspian Sea as well as the Sakhalin I Consortium operations offshore Sakhalin Island, Russia.

In December 1999, he became executive vice president of ExxonMobil Development Company.

Mr. Tillerson is a member of the U.S.-Russia Business Council, the Engineering Foundation Advisory Council for the University of Texas at Austin, the Society of Petroleum Engineers and the American Petroleum Institute.

# EXHIBIT 3

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Use these links to rapidly review the document

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Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**☒ Definitive Proxy Statement☐ Definitive Additional Materials☐ Soliciting Material Pursuant to §240.14a-12**EXXON MOBIL CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Notice of 2003 Annual Meeting  
and Proxy Statement  
Including  
Financial Statements

YOUR VOTE IS IMPORTANT  
PLEASE VOTE YOUR SHARES PROMPTLY

**Notice of Annual Meeting**

*May 28, 2003*

**and Proxy Statement**



Dear Shareholder:

We invite you to attend the annual meeting of shareholders on Wednesday, May 28, 2003, in Dallas, Texas. The meeting will begin promptly at 9:00 a.m. At the meeting, you will hear a report on our business and have a chance to meet your directors and executives.

This booklet includes the formal notice of the meeting, the proxy statement and financial statements. The proxy statement tells you about the agenda, procedures, and rules of conduct for the meeting. It also describes how the Board operates, gives personal information about our director candidates, and provides information about the other items of business to be conducted at the meeting.

Financial statements are included with this proxy statement as Appendix A. The summary annual report mailed with this booklet includes summary financial statements. The 2003 Incentive Program, our new Corporate Governance Guidelines and the charters of our Audit, Compensation, and Board Affairs Committees, are attached to the proxy statement as Appendices B through F.

Even if you only own a few shares, we want your shares to be represented at the meeting. You can vote your shares by internet, toll-free telephone call, or proxy card. If you vote this year's proxy via the internet, you can elect to access future proxy statements and annual reports on our internet site. If you are a registered shareholder, you can choose to discontinue receiving more than one annual report.

To attend the meeting in person, please follow the instructions on page 2. If you are not able to attend, you may listen to a live audiocast of the meeting on the internet. Instructions for listening to this audiocast will be available at our internet site, [www.exxonmobil.com](http://www.exxonmobil.com), approximately one week prior to the event. A report on the meeting will be available on our internet site.

Sincerely yours,



Lee R. Raymond  
Chairman of the Board

April 17, 2003

---

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF EXXON MOBIL CORPORATION**

***Time:***

Doors open: 8:00 a.m., Central Time  
Meeting begins: 9:00 a.m., Central Time

***Date:***

Wednesday, May 28, 2003

***Place:***

Morton H. Meyerson Symphony Center  
2301 Flora Street  
Dallas, Texas 75201

***Purpose:***

- Elect directors
- Ratify appointment of independent auditors
- Approve the 2003 Incentive Program
- Vote on 12 shareholder proposals
- Conduct other business if properly raised

Only shareholders of record on April 7, 2003, may vote at the meeting. Only shareholders or their proxy holders and ExxonMobil guests may attend the meeting. Guests are not permitted to speak at the meeting.

**Your vote is important. Please vote your shares promptly. To vote your shares, use the internet; or call the toll-free telephone number as described in the instructions on your proxy card; or complete, sign, date, and return your proxy card.**



Patrick T. Mulva  
Secretary

April 17, 2003

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## GENERAL INFORMATION

### *Who May Vote*

Shareholders of ExxonMobil, as recorded in our stock register on April 7, 2003, may vote at the meeting.

### *How to Vote*



and Tourism Council; Advisory Board, Curtis L. Carlson School of Management, University of Minnesota. Mrs. Nelson is the recipient of numerous awards, including three honorary doctorate degrees. She was named Minnesotan of the year in 2002.

*Age 63*

Director since 1991

#### **Lee R. Raymond**



*Age 64*

Director since 1984

Chairman of the Board and Chief Executive Officer, Exxon Mobil Corporation. Holds bachelor's and Ph.D. degrees in chemical engineering. Since joining the ExxonMobil organization in 1963, Mr. Raymond has held a variety of management positions in domestic and foreign operations, including Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon Company, International; Exxon Enterprises; Esso Inter-America, Inc. Elected Senior Vice President and Director of Exxon in 1984, President in 1987, Chairman and Chief Executive Officer in 1993, and added title of President in 1996. Director, J.P. Morgan Chase & Co.; United Negro College Fund. Chairman, American Petroleum Institute. Trustee and Vice Chairman, American Enterprise Institute. Trustee, Wisconsin Alumni Research Foundation. Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Secretary of Energy Advisory Board; Singapore-US Business Council; Trilateral Commission; University of Wisconsin Foundation.

#### **Walter V. Shipley**



*Age 67*

Director since 1998

Retired Chairman of the Board, The Chase Manhattan Corporation and The Chase Manhattan Bank, a banking and finance company. Holds bachelor of science degree. Joined Chase Bank in 1956. Held a variety of management positions. Director, Verizon Communications; Wyeth. Chairman and Director, Goodwill Industries of Greater New York & Northern New Jersey, Inc. Chairman, Wallace-Reader's Digest Funds. Trustee, American Museum of Natural History. Member, The Business Council.

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#### **Director Relationships**

ExxonMobil and its affiliates have business relationships in the ordinary course of business with companies for which our non-employee directors serve as executives, but these relationships are not material by any reasonable standard. Although we have from time to time engaged the Skadden Arps law firm, Mrs. Kaplan is "Of Counsel," not a partner of that firm. She does not share in the firm's profits or work on ExxonMobil business.

#### **DIRECTOR COMPENSATION**



# EXHIBIT 4

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0000950117-97-000421

CONFORMED SUBMISSION TYPE: DEF 14A

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 19970430

FILED AS OF DATE: 19970319

SR0S: NYSE

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	EXXON CORP
CENTRAL INDEX KEY:	0000034088
STANDARD INDUSTRIAL CLASSIFICATION:	2911
IRS NUMBER:	135409005
STATE OF INCORPORATION:	NJ
FISCAL YEAR END:	1231

FILING VALUES:

FORM TYPE:	DEF 14A
SEC ACT:	1934 Act
SEC FILE NUMBER:	001-02256
FILM NUMBER:	97558899

BUSINESS ADDRESS:

STREET 1:	5959 LAS COLINAS BLVD
CITY:	IRVING
STATE:	TX
ZIP:	75039-2298
BUSINESS PHONE:	9724441000

MAIL ADDRESS:

STREET 1:	P O BOX 4276
CITY:	HOUSTON
STATE:	TX
ZIP:	77210-4276

FORMER COMPANY:

FORMER CONFORMED NAME:	STANDARD OIL CO OF NEW JERSEY
DATE OF NAME CHANGE:	19721123

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<TYPE>DEF 14A

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<DESCRIPTION>EXXON CORPORATION DEF 14A

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SCHEDULE 14A  
(Rule 14a-101)

## INFORMATION REQUIRED IN PROXY STATEMENT.

## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ [X]Filed by a party other than the Registrant ☐ [ ]

Check the appropriate box:

☐ [ ] Preliminary Proxy Statement☐ [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))☒ [X] Definitive Proxy Statement☐ [ ] Definitive Additional Materials☐ [ ] Soliciting Material Pursuant to 'SS' 240.14a-11(c) or 'SS' 240.14a-12

## EXXON CORPORATION

.....  
(Name of Registrant as Specified In Its Charter).....  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

.....  
(2) Aggregate number of securities to which transaction applies:.....  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):.....  
(4) Proposed maximum aggregate value of transaction:.....  
(5) Total fee paid:.....  
☐ [ ] Fee paid previously with preliminary materials.☐ [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the

previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

.....

(2) Form, Schedule or Registration Statement No.:

.....

(3) Filing Party:

.....

(4) Date Filed:

.....

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#### EXXON CORPORATION

Notice of  
Annual Meeting  
April 30, 1997  
and  
Proxy Statement

[TIGER]

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[Logo] CORPORATION  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders to be held in Dallas, Texas, on Wednesday, April 30, 1997.

By attending the meeting, you will have an opportunity to hear a report on the operations of your Corporation and to meet your directors and executives.

This booklet includes the notice of the meeting and the proxy statement which contains information about the functions of your Board of Directors and its committees and personal information about each of the nominees for the Board. It also includes three Board of Directors proposals and two shareholder proposals, with the Board's position on each.

It is important that your shares be represented at the meeting regardless of the size of your holdings. I urge you to complete, sign, date, and return your proxy card promptly.

If you plan to attend the meeting, please mark your proxy card in the space provided for that purpose. An admission ticket is included with the proxy card

for each shareholder of record and each participant in Exxon's Shareholder Investment Program (including IRA accounts) and the Exxon Thrift Plan. If you did not receive an admission ticket, please advise the shareholder of record (your bank, broker, etc.) that you wish to attend. That firm must provide you with evidence of your ownership which will enable you to gain admittance to the meeting.

The Board of Directors has approved a two-for-one stock split effective March 14, 1997. We anticipate the new share certificates will be distributed to shareholders around April 11, 1997.

A report on the annual meeting will be included in the June issue of Exxon Perspectives, the Corporation's periodic report to shareholders.

Sincerely yours,

/s/ Lee R. RAYMOND  
L. R. RAYMOND  
Chairman of the Board

March 19, 1997

-----  
YOUR VOTE IS IMPORTANT  
PLEASE COMPLETE, SIGN, DATE, AND PROMPTLY RETURN  
YOUR PROXY CARD IN THE ENCLOSED ENVELOPE  
-----

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Notice of  
Annual Meeting  
of  
Shareholders

The annual meeting of shareholders of the Corporation will be held at the Morton H. Meyerson Symphony Center, 2301 Flora Street, Dallas, Texas, on Wednesday, April 30, 1997, beginning at 10:00 a.m., Central Daylight Time, for the following purposes:

to elect directors;

to consider and act upon:

a proposal concerning amendment of the 1993 Incentive Program, which is RECOMMENDED by the Board of Directors;

a proposal concerning performance-based incentive awards, which is RECOMMENDED by the Board of Directors;

a proposal concerning ratification of the appointment of independent public accountants, which is RECOMMENDED by the Board of Directors;

the shareholder proposals set forth on pages 20 through 22, which are OPPOSED by the Board of Directors; and

to transact any other business which properly may be brought before the meeting.

Shareholders of record at the close of business on March 3, 1997 will be entitled to vote at the meeting.

By order of the Board of Directors,

/s/ T. P. TOWNSEND  
T. P. TOWNSEND  
Secretary

Exxon Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
March 19, 1997

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## Proxy Statement

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## GENERAL INFORMATION

Attendance at the annual meeting of shareholders is limited to shareholders of record or their proxies, beneficial owners of Exxon stock having evidence of ownership, and guests of the Corporation.

Any shareholder or shareholder's representative who, because of a disability, may need special assistance to allow him or her to participate at the annual meeting of shareholders may request reasonable assistance from the Corporation by contacting Exxon Corporation, Investor Relations, P.O. Box 140369, Irving, TX 75014-0369, (972) 444-1157. To provide the Corporation sufficient time to arrange for reasonable assistance, please submit all requests

president and chief operating officer in 1980, chief executive officer in 1982, and chairman in 1983. Retired April 1994. Director, Campbell Soup Company. Chairman of the board and director, Fox Chase Cancer Center. Trustee, The Penn Mutual Life Insurance Company. Board of overseers, The Huntsman Center for Competition and Innovation, The Wharton School, University of Pennsylvania. Member, The Business Council.

</TABLE>

\*See Notes on page 8.

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HARRY J. LONGWELL  
Senior Vice President

Member -- Board Advisory Committee  
on Contributions and Public Issues  
Committee

Director since 1995	Age 55
Exxon shares owned*	66,962

[Photo] Principal responsibilities include the Corporation's oil, gas, coal and minerals exploration and production activities; venture operations in the Commonwealth of Independent States and China; Exxon Coal and Minerals Company; Exxon Exploration Company; Exxon Production Research Company; human resources. Received bachelor's degree in petroleum engineering from Louisiana State University in 1963. Joined the Exxon organization in 1963 and held various managerial positions in domestic and foreign operations. Became vice president -- production, Exxon Company, U.S.A. in 1983; vice president, Esso Europe Inc. in 1986; vice president -- exploration and production, senior vice president -- exploration, production, and gas, and executive vice president, Exxon Company, International in 1987, 1988, and 1990, respectively; president, Exxon Company, U.S.A. in 1992. Elected senior vice president of the Corporation in January 1995 and director in October 1995. Director, U.S.-China Business Council; Louisiana State University Foundation; United Way of Dallas. Board of visitors, University of Texas M. D. Anderson Cancer Center. Member, American Petroleum Institute; Society of Petroleum Engineers.

MARILYN CARLSON NELSON  
Director and Vice Chairman,  
Carlson Holdings, Inc.

Member -- Audit Committee, Board  
Advisory Committee on Contributions,  
and Board Affairs Committee

Director since 1991	Age 57
Exxon shares owned*	7,800

[Photo] Received bachelor's degree in international economics from Smith College. Joined Carlson Holdings, Inc. (travel, hotels, restaurants, and marketing services) in 1989 as a director and senior vice president and became vice chairman in 1991. Co-chairman, Carlson Wagonlit Global Travel Company, 1994. Director, Carlson Companies, Inc.;

U.S. West, Inc.; Fund for Democracy and Development; Hubert H. Humphrey Institute of Public Affairs; United States National Tourism Organization; World Travel and Tourism Council; United Way of America, 1984-90. Trustee, Macalester College, 1974-80; Smith College, 1980-85. Chairman, Minnesota Super Bowl 1992 Task Force. Member, Bretton Woods Committee; Center for International Leadership; Committee for Economic Development (CED); Committee of 200. Awards, Career Achievement, Sales and Marketing Executives of Minneapolis; Directors' Choice Award, National Women's Economic Alliance Foundation; Extraordinary Leadership, Greater Minneapolis Chamber of Commerce; 1995 Woman of the Year, Roundtable for Women in Foodservice; 'Others' Award, Salvation Army. Holds honorary degrees of Doctor of Humane Letters from The College of St. Catherine and Gustavus Adolphus College.

</TABLE>

\*See Notes on page 8.

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LEE R. RAYMOND  
Chairman of the Board and  
Chief Executive Officer

Chairman -- Executive Committee and  
Finance Committee

Director since 1984	Age 58
Exxon shares owned*	116,903

[Photo] Received bachelor's degree in chemical engineering from the University of Wisconsin in 1960 and Ph.D. in the same discipline from the University of Minnesota in 1963. Joined the Exxon organization in 1963 as a production research engineer in Tulsa, Oklahoma. Held various positions with Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon International Company; Exxon Enterprises. Became president of Esso Inter-America Inc. in 1983. Elected senior vice president and director of the Corporation in 1984, president in 1987, became chairman and chief executive officer in 1993, and added title of president in 1996. Director, J. P. Morgan & Co. Incorporated; Morgan Guaranty Trust Company of New York; United Negro College Fund. Director and chairman, American Petroleum Institute. Trustee, Southern Methodist University; Wisconsin Alumni Research Foundation. Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Singapore-U.S. Business Council; Trilateral Commission; University of Wisconsin Foundation.

ROBERT E. WILHELM  
Senior Vice President

Member -- Board Advisory Committee  
on Contributions and Public Issues  
Committee

Director since 1992	Age 56
Exxon shares owned*	73,910



# EXHIBIT 5

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CONFORMED SUBMISSION TYPE: DEF 14A

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 19950426

FILED AS OF DATE: 19950310

SROS: NYSE

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:	EXXON CORP
CENTRAL INDEX KEY:	0000034088
STANDARD INDUSTRIAL CLASSIFICATION:	PETROLEUM REFINING [2911]
IRS NUMBER:	135409005
STATE OF INCORPORATION:	NJ
FISCAL YEAR END:	1231

FILING VALUES:

FORM TYPE:	DEF 14A
SEC ACT:	1934 Act
SEC FILE NUMBER:	001-02256
FILM NUMBER:	95519734

BUSINESS ADDRESS:

STREET 1:	225 E JOHN CARPENTER FRWY
CITY:	IRVING
STATE:	TX
ZIP:	75062-2298
BUSINESS PHONE:	2144441000

MAIL ADDRESS:

STREET 1:	P O BOX 4276
CITY:	HOUSTON
STATE:	TX
ZIP:	77210-4276

FORMER COMPANY:

FORMER CONFORMED NAME:	STANDARD OIL CO OF NEW JERSEY
DATE OF NAME CHANGE:	19721123

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<DESCRIPTION>DEFINITIVE SCHEDULE 14A

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

☐ [ ] Preliminary Proxy Statement ☐ [ ] CONFIDENTIAL, FOR USE OF THE  
COMMISSION ONLY (AS PERMITTED BY  
RULE 14A-6(E)(2))

☒ [X] Definitive Proxy Statement

☐ [ ] Definitive Additional Materials

☐ [ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

EXXON CORPORATION

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2)  
or Item 22(a)(2) of Schedule 14A.

☐ [ ] \$500 per each party to the controversy pursuant to Exchange Act Rule  
14a-6(i)(3).

☐ [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which  
the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ [ ] Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Notes:

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[EXXON LOGO]

225 E. John W. Carpenter Freeway  
Irving, TX 75062-2298

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders which will be held in Fort Worth, Texas, on Wednesday, April 26, 1995.

By attending the meeting, you will have an opportunity to hear a report on the operations of your Corporation and to meet your directors and executives.

This booklet includes the notice of the meeting and the proxy statement which contains information about the functions of your Board of Directors and its committees and personal information about each of the nominees for the Board. It also includes one Board of Directors proposal and two shareholder proposals, with the Board's position on each.

It is important that your shares be represented at the meeting regardless of the size of your holdings. I urge you to complete, sign, date, and return your proxy card promptly.

If you plan to attend the meeting and are a shareholder of record, please mark your proxy card in the space provided for that purpose. An admission ticket is included with the proxy card for each shareholder of record. However, if your shares are not registered in your own name, please advise the shareholder of record (your bank, broker, etc.) that you wish to attend. That firm must provide you with evidence of your ownership which will enable you to gain admittance to the meeting.

A report on the annual meeting will be included in the June issue of Exxon Perspectives, the Corporation's quarterly report to shareholders.

Sincerely yours,

[SIGNATURE OF LEE R. RAYMOND LOGO]

L. R. RAYMOND  
Chairman of the Board

March 10, 1995

YOUR VOTE IS IMPORTANT  
PLEASE COMPLETE, SIGN, DATE, AND PROMPTLY RETURN YOUR PROXY CARD IN THE  
ENCLOSED ENVELOPE

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Notice of  
Annual Meeting  
of  
Shareholders

The annual meeting of shareholders of the Corporation will be held at the Fort Worth/Tarrant County Convention Center Theatre, 1111 Houston Street, Fort Worth, Texas, on Wednesday, April 26, 1995, beginning at 10:00 a.m., Central Daylight Time, for the following purposes:

to elect directors;

to consider and act upon:

- . a proposal concerning ratification of the appointment of independent public accountants, which is RECOMMENDED by the Board of Directors;
- . the shareholder proposals set forth on pages 16 and 17, which are OPPOSED by the Board of Directors; and

to transact any other business which properly may be brought before the meeting.

Shareholders of record at the close of business on February 27, 1995 will be entitled to vote at the meeting.

By order of the Board of Directors,

[SIGNATURE OF T. P. TOWNSEND LOGO]

T. P. TOWNSEND  
Secretary

Exxon Corporation  
225 E. John W. Carpenter Freeway  
Irving, TX 75062-2298  
March 10, 1995  
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Proxy Statement

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Scott Paper Company  
Vice Chairman--Board  
Compensation  
Committee  
Member--Board Advisory  
Committee  
on Contributions and  
Nominating Committee

Director since 1986  
Age 59

Exxon shares owned\*  
3,700

APPEARS HERE] food distribution from Michigan State University. Joined Scott Paper Company (sanitary paper, printing and publishing papers, and forestry operations) in 1959. Elected vice president--marketing in 1972, director in 1978, president and chief operating officer in 1980, chief executive officer in 1982, and chairman in 1983. Retired April 1994. Director, Campbell Soup Company; Fox Chase Cancer Center. Trustee, The Penn Mutual Life Insurance Company. Board of overseers, The Dartmouth Institute; the Huntsman Center for Global Competition; The Wharton School, University of Pennsylvania. Member, The Business Council.

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\*See Notes on page 8.

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MARILYN CARLSON NELSON  
Director and Vice Chairman,  
Carlson Holdings, Inc.

Member--Audit Committee,  
Board  
Advisory Committee on  
Contributions,  
and Nominating Committee

Director since 1991  
Age 55  
Exxon shares owned\*  
3,800

Received bachelor's degree in international economics from Smith College. Joined Carlson Holdings, Inc. (travel, hotels, restaurants, and marketing services) in 1989 as a director and senior vice president and became vice chairman in December 1991. Owner, Minnesota Banc Holding Company, which owns Citizens State Bank of Waterville, Minnesota and Citizens State Bank of Montgomery, Minnesota. Served as Chairman of Citizens State Bank of Waterville, Minnesota, 1975-94 and of Citizens State Bank of Montgomery, Minnesota, 1992-94. Director, Carlson Companies, Inc.; First Bank System; U.S. West, Inc.; Hubert H. Humphrey Institute of Public Affairs; United Way of America, 1984-90. Trustee, Macalester College, 1974-80; Smith College, 1980-85. Chairman, Minnesota Super Bowl 1992 Task Force. Member, Bretton Woods Committee; Center for International Leadership; Committee for Economic Development (CED); Committee of 200. Awards, Career Achievement, Sales and Marketing Executives of Minneapolis; Directors' Choice Award, National Womens Economic Alliance Foundation; Extraordinary Leadership, Greater Minneapolis Chamber of Commerce; "Others" Award, Salvation Army. Holds honorary degrees of Doctor of Humane Letters from The College of St. Catherine and Gustavus Adolphus College.

LEE R. RAYMOND  
Chairman of the Board and  
Chief Executive Officer

Chairman--Executive Committee  
and Finance Committee

Director since 1984  
Age 56  
Exxon shares owned\*

APPEARS HERE] Received bachelor's degree in chemical engineering from the University of Wisconsin in 1960 and a Ph.D. in the same discipline from the University of Minnesota in 1963. That year, joined Exxon as a production research engineer in Tulsa, Oklahoma. Held various positions with Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon International Company; Exxon Enterprises. Became president of Esso Inter-

87,043

America Inc. in 1983. Elected senior vice president and director of the Corporation in 1984, president in 1987, and became chairman and chief executive officer in 1993. Director, J. P. Morgan & Co. Incorporated; Morgan Guaranty Trust Company of New York; American Petroleum Institute; New American Schools Development Corporation; United Negro College Fund. Trustee, Southern Methodist University; Wisconsin Alumni Research Foundation. Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Trilateral Commission; University of Wisconsin Foundation.

CHARLES R. SITTER  
President

Chairman--Board Advisory  
Committee  
on Contributions  
Vice Chairman--Executive  
Committee  
and Finance Committee  
Member--Public Issues  
Committee

Director since 1985

Age 64

Exxon shares owned\*

121,018

[PHOTO  
APPEARS  
HERE]

Holds bachelor's degree from George Washington University and master's degree from the Fletcher School of Law and Diplomacy. Joined the Exxon organization in 1957 and spent most of his early career in positions concerned with the Corporation's operations in the Asia-Pacific area, including assignments in India and Australia. Joined Exxon Company, U.S.A. in 1973, becoming manager of its Supply Department in 1974 and senior vice president in 1976. Elected vice president--corporate planning, Exxon Corporation, in 1979 and executive vice president, Esso Europe Inc., in 1981. Returned to Exxon Company, U.S.A. as executive vice president in 1983. Elected senior vice president and director of the Corporation in 1985 and president in 1993. Member, The Conference Board; board of visitors, Fletcher School of Law and Diplomacy; board of overseers, Hoover Institute. Director, American Petroleum Institute; Council for Aid to Education; Dallas Citizens Council; Junior Achievement of Dallas; United Way of Metropolitan Dallas.

\*See Notes on page 8.

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JOHN H. STEELE  
President Emeritus,  
Corporation of  
Woods Hole Oceanographic  
Institution

Member--Nominating Committee  
and  
Public Issues Committee

Director since 1989

Age 68

Exxon shares owned\*

4,023

[PHOTO  
APPEARS  
HERE]

Received bachelor of science degree in 1946 and doctorate of science in 1963 from University College, London University. With Marine Laboratory, Aberdeen, Scotland as marine scientist, 1951-66; senior principal scientific officer, 1966-73; deputy director, 1973-77. Joined Woods Hole Oceanographic Institution, Massachusetts, in 1977 as director. Elected president of Corporation of Woods Hole Oceanographic Institution in 1984. Retired November 1991. Award, Alexander Agassiz Medal, National Academy of Sciences. Trustee, Robert Wood Johnson Foundation. Member, National Geographic Society's Committee for Research and