







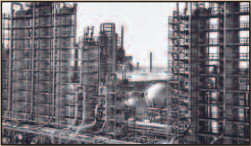











ANNIVERSARY



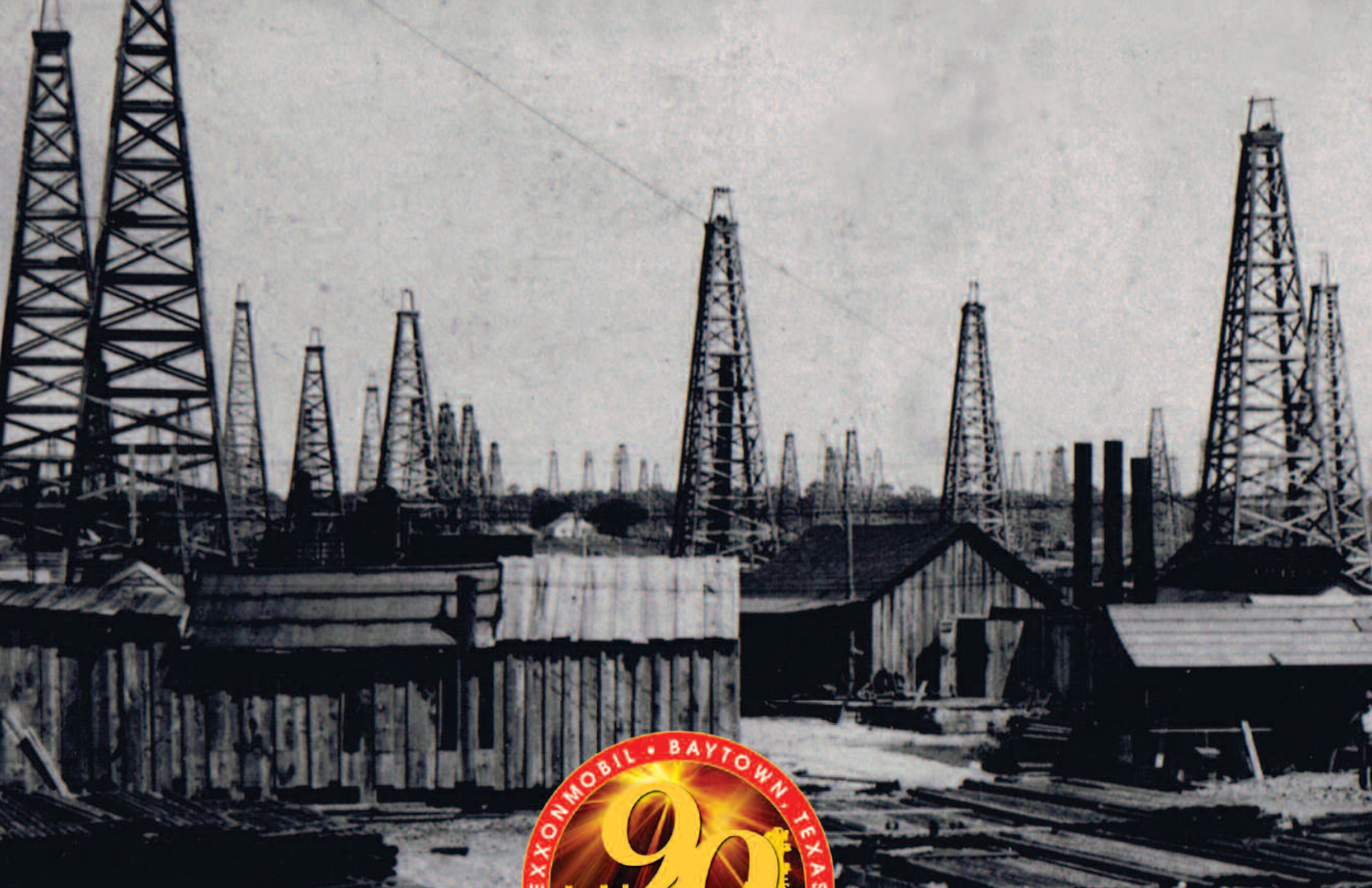
EXXONMOBIL BAYTOWN: A NINETY-YEAR LEGACY

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EXXONMOBIL BAYTOWN: A NINETY-YEAR LEGACY

Foreword

In July 1918, Humble Oil and Refining Company (Humble) made the decision to undertake the building of a refinery on a tract of 2,200 acres located 30 miles from Houston on the ship channel just above Galveston Bay. Given the location, the new refinery would later be named Baytown. On April 16, 1919, ground was broken at the property and construction began.

Ninety years later, that same facility, which was originally intended to have a crude capacity of only 2,500 barrels of oil a day, has evolved into one of the most technologically advanced petroleum and petrochemical complexes in the world. How large? The numbers speak for themselves:

- Approximately 2,200 employees and 1,200 contract personnel
- Nearly 3,500 acres, or five square miles
- A crude oil capacity of 584,000 barrels per day
- The annual production of more than 7.5 billion pounds of petrochemical products

Now known as the ExxonMobil Baytown Complex (Complex), which includes the Baytown Refinery (Refinery) and Baytown Chemical Plant (Chemical Plant), it is the largest integrated petroleum and petrochemical complex in the United States. In addition, the area surrounding the Complex – once comprised of low-lying rice fields and dense swampland and woods – has emerged as one of the Houston area's most burgeoning communities: Baytown.

Together, both Baytown and the Complex

have grown through the years – helping one another and contributing to each other's successes. In fact, one could say that neither would even exist today without the other's constant support and help. And while both the Complex and the community look much different today than they did at their founding, some things have remained constant through the years; namely, the people.

Sure, faces come and go. But the traits that were exemplified by the original engineers and laborers who built the Refinery – courage, creativity, charity and character – remain prevalent today. The people have remained our most valuable asset, and it is the people who have made the Complex the leader in our industry.

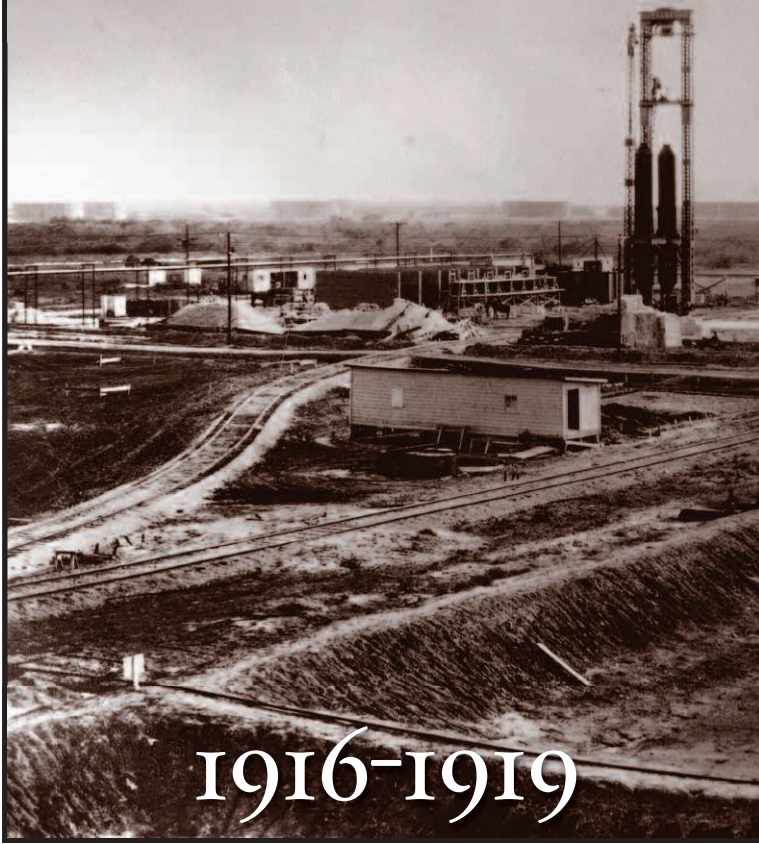
In addition, many of those same people have contributed to making the Baytown community what it is today. After all, many ExxonMobil employees reside in Baytown. The traits utilized to make ExxonMobil Baytown a great place to work have also been utilized to make the Baytown community a great place to live. In short, one should say that neither would exist today without *the people*.

To all of the countless men and women who have passed through the Complex's gates over the past 90 years and have contributed to our longstanding legacy of excellence, innovation and achievement – to all of those people, this book is dedicated to you.

This is your story.



THE EARLY YEARS



1916-1919



1916-1919 THE EARLY YEARS

The formation of Humble is not just an account of the conception of the company, but also of the men who formed it. Through hard work, astute business management and the seizing of opportunities, these men played important roles in the history of Humble, as well as the history of oil in the entire region.

In 1901, oil entrepreneurs were drawn to the region following the discovery of oil at Spindeltop near Beaumont, Texas, and the engineers, lawyers and businessmen who founded Humble were typical of these early visionaries. Nine men (Ross S. Sterling, Frank Sterling, William Stamps Farish, Robert Lee Blaffer, Harry Carothers Wiess, Charles B. Goddard, Lobel A. Carlton, Walter W. Fondren and Jesse Jones) are considered to be the founders of Humble and each served on the company's original board of directors.

All of the founders were independent oil producers in the region during the early 1900s, and after operating for several years, discovered a common problem; it was increasingly difficult to sell oil at desired prices. Additionally, the market had changed considerably and the nation's appetite for gasoline increased dramatically. William Stamps Farish was the first to propose a merger, convinced that a merger of several independent companies would secure greater bargaining power. In 1916, he became the driving force in obtaining merger support from the other would-be founders of Humble, and in 1917, an agreement was reached and all interests were merged.

Around this time, a new well was discovered in the Goose Creek Oil Field, and in July 1918, the newly formed company began building a refinery with the crude capacity of 2,500 barrels a day. However, Humble was not financially capable of completing construction immediately, and all construction was postponed until the necessary funds could be raised.

During this time, an agent for Humble began acquiring tracts of land for the Refinery and Farish began attempting to secure large, long-term loans to finance the Refinery. After several unsuccessful discussions with various banks that all labeled the Refinery as a risky operation, Farish met with Walter C. Teagle,

President of Standard Oil Company (New Jersey). Teagle was interested in obtaining a dependable source of crude oil, which could supply Humble's proposed refinery with product for processing. After long negotiations, Standard Oil Company (New Jersey) purchased 50 percent of Humble's stock with \$17 million in cash, providing Humble the necessary capital to complete the Refinery at Goose Creek. Weiss, a founding director, spearheaded the construction and operation of the Refinery and on April 16, 1919, ground was broken and the building of the Humble Refinery.

It was a long, laborious process, for the land site was a marshy, low-lying rice field surrounded by dense woods. Construction persevered through many obstacles, including rain for 100 days straight, swarms of mosquitoes and flies, and poisonous snakes. During the rains, the soil became slippery and sticky, and pockets of quicksand presented an added hazard. Work on the Refinery docks was under way by the summer of 1919.

Despite various hardships and financial obstacles, the first oil was pumped into a still on May 11, 1920, and to this day, May 11 continues to be commemorated as the founding day of the Refinery.

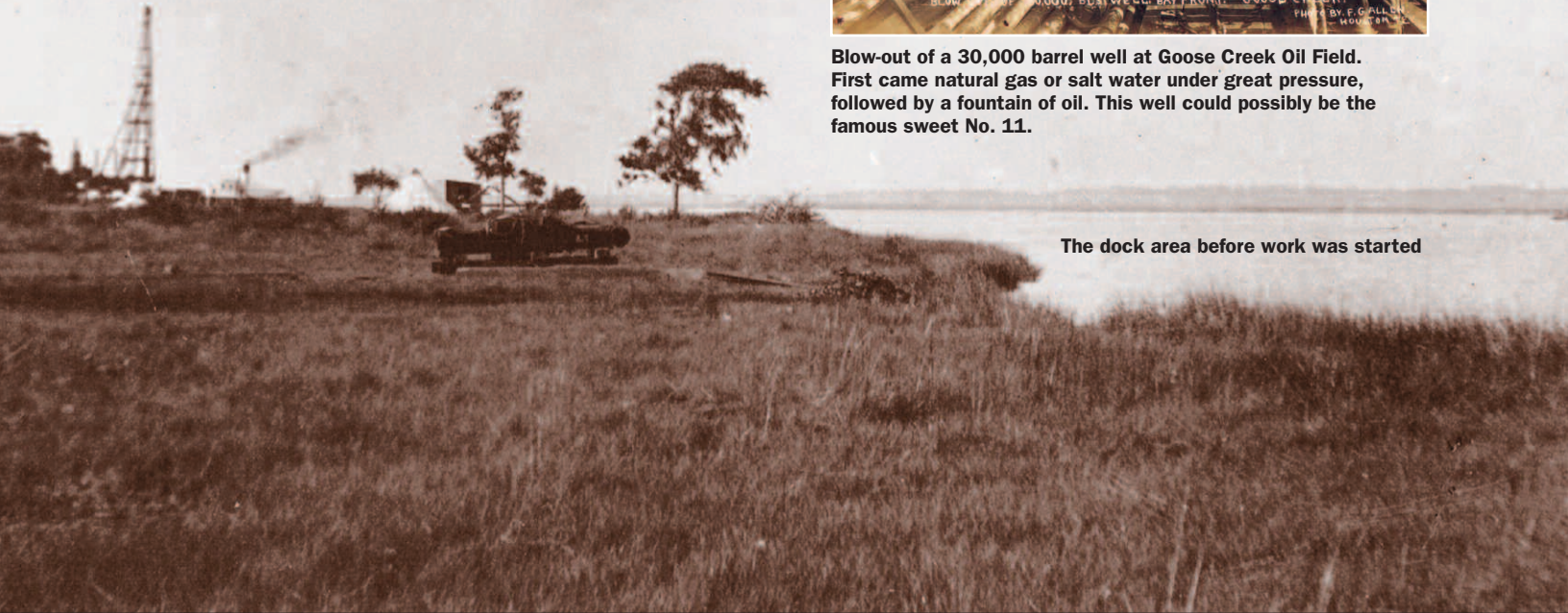
*** The original Refinery engineering crew in 1919 surveys the site while striking a purposeful pose beside a fallen tree sawed in lengths for easy removal.**



The Oakley farm house served as an office to field engineers who were supervising early construction at the Refinery.



Blow-out of a 30,000 barrel well at Goose Creek Oil Field. First came natural gas or salt water under great pressure, followed by a fountain of oil. This well could possibly be the famous sweet No. 11.



The dock area before work was started



Goose Creek Oil Field in 1916

1916-1919 THE EARLY YEARS

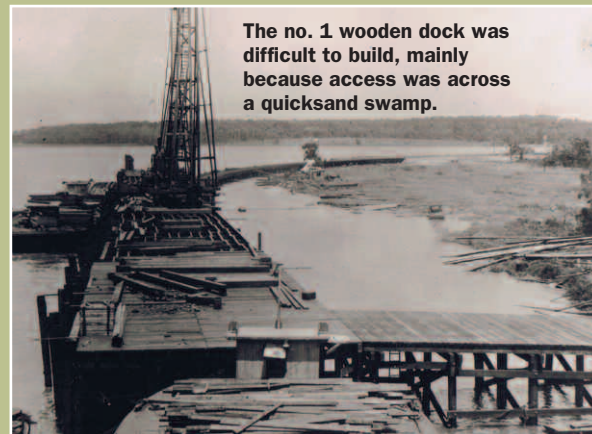


The first employees lived in tents provided by the Refinery (nicknamed “Tent City”).



Steel for the first tank is unloaded in a rice field, the present site of the Refinery.

In this view of early construction, water glistens from the plowed field, cattle graze in the distance, railroad cars are unloaded, mules pull equipment and a supervisor sits on his horse.



The no. 1 wooden dock was difficult to build, mainly because access was across a quicksand swamp.



Charles S. Stone, carrying a long whip, drives a team of 12 oxen pulling heavy equipment to the Refinery construction site in 1919. Ox cart was the only way to enter the area on account of mud and rain.

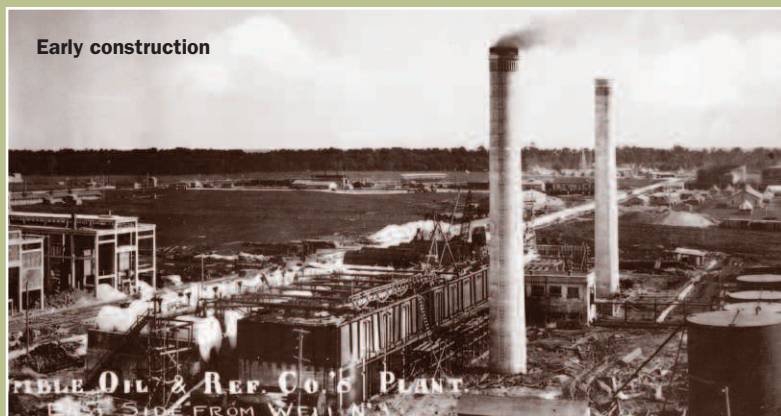


Construction progresses on battery A. Batteries of shell stills like this were among the Refinery's first distillation units. All have been replaced with more efficient pipe stills.

1916-1919 THE EARLY YEARS



A Humble Oil certificate for 100 shares

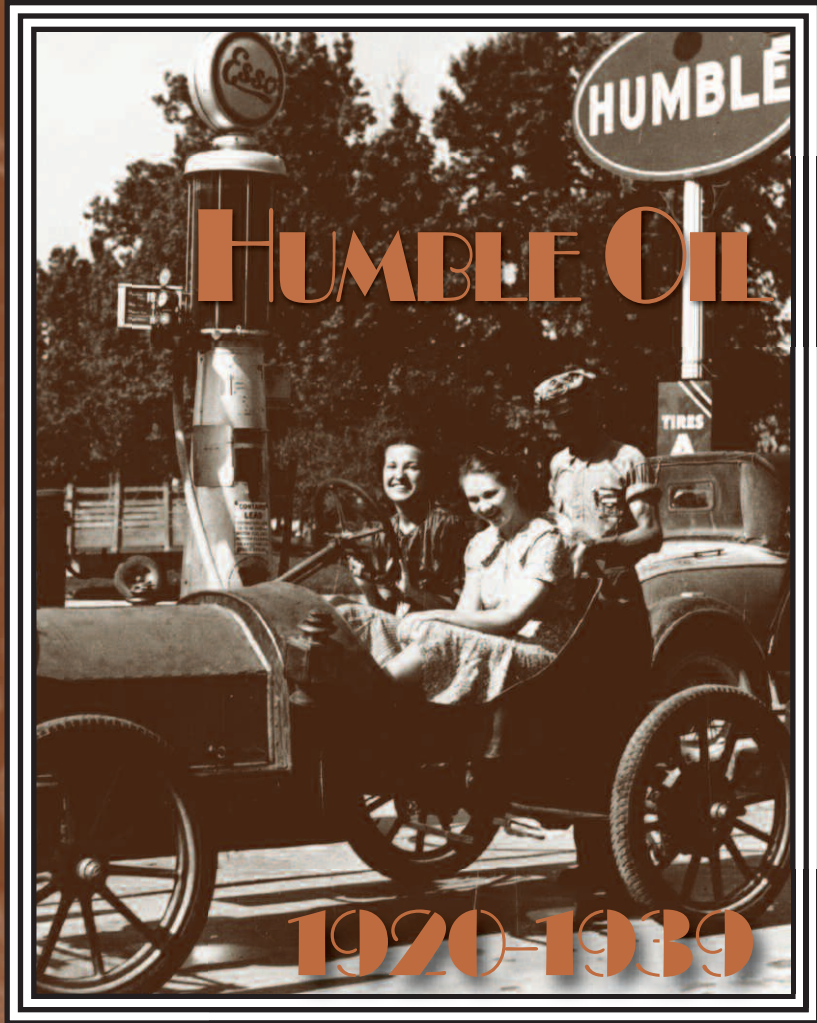


Early construction

An early shot of Main Street



The no. 1 wooden dock burned in 1920 and was replaced with concrete.





1920-1939 HUMBLE OIL

While May 11, 1920, is considered the official start date for the Refinery, the facility wasn't actually completed until April 21, 1921, coinciding with San Jacinto Day, which commemorates Texas' famous battle for independence from Mexico in 1836. Construction costs had increased from a projected \$1.5 million to an actual cost of \$10 million, due largely to expanding capacity from an estimated 2,500 barrels per day to 10,000 barrels. The investment paid off; and by 1923, the Refinery was making a profit.

From there, the Refinery experienced a period of rapid growth. By August 1921, Baytown was a refinery of 20 atmospheric crude stills, 16 Burton pressure stills, four steam stills, three filter wash stills, and a full complement of agitators, treaters, filterhouses, boilerhouses and accompanying equipment. On the ship channel, a 600-foot-by-40-foot concrete dock had replaced the original timber dock destroyed by fire the previous year. Ten more crude oil stills and six steam stills were added the following year for rerunning kerosene and processing light crudes. By 1925, the Refinery had a capacity of 50,000 barrels a day.

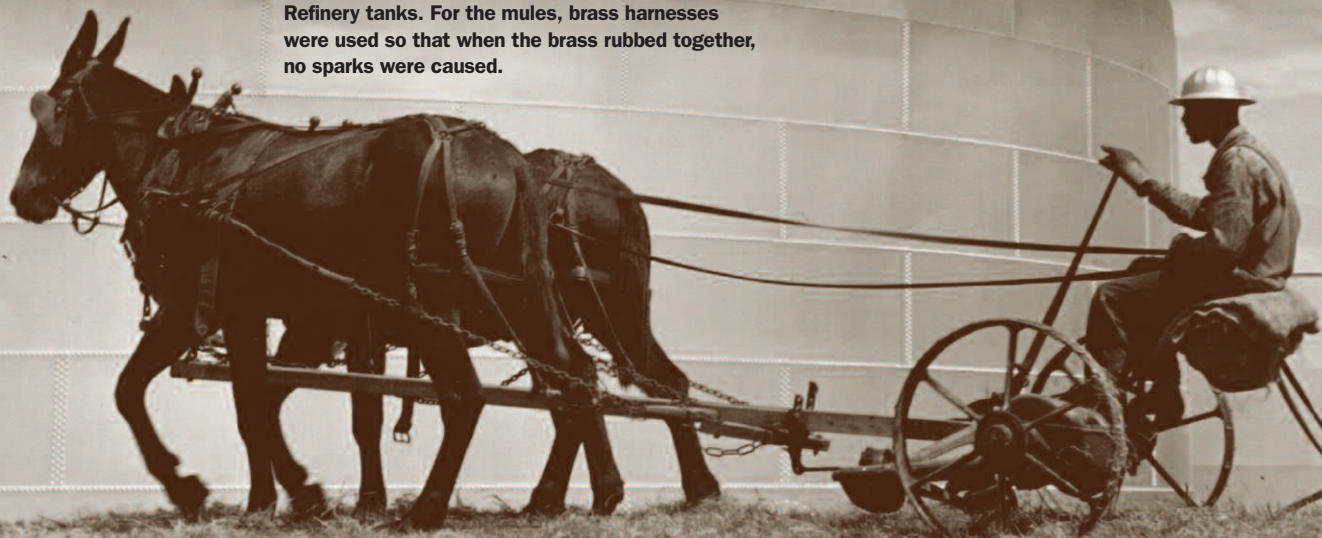


The Main Office Building and early security gate were constructed in 1920 and served the Refinery until 1964.



The first company hospital was established in 1923.

A two-mulepower vehicle is used to rake hay near Refinery tanks. For the mules, brass harnesses were used so that when the brass rubbed together, no sparks were caused.



At right: The installation of new cracking coils in 1926 not only helped to increase the Refinery's gasoline production, but also helped to improve the quality of its gasoline.

Under the direction of then Vice President Harry Wiess, a Development Department was established in 1924 with the Massachusetts Institute of Technology to bring the most advanced manufacturing techniques to Baytown – including cracking crude oil hydrocarbons to obtain a larger percentage of gasoline. By 1926, the company had installed 20 cracking coils, increasing gasoline production from 11 percent in 1923 to 22 percent in 1925. The Development Department continued research throughout the late 1920s, resulting in the conversion of early stills to vacuum distillation equipment, which allowed operations to be continuous instead of in batches and permitted higher pressures. By the end of the decade, capacity had reached 100,000 barrels a day.

As the Refinery continued expansion, the number of employees drastically increased as well, necessitating further development of the surrounding area to provide appropriate housing accommodations. In 1925, Humble implemented a policy of providing home loans to its employees so they could build their own houses in Baytown. A total of 119 acres of land located southeast of the Refinery was purchased by the company and divided into 600 lots. Depending on size and location, prices for the lots ranged from \$450 to \$800. An additional 20 acres of land west of Baytown was purchased in 1935 and resold to employees for home sites. Thanks to the Refinery, Baytown eventually grew into a substantial community.

The company installed streets, alleys, storm and sanitary sewers, a water system, and electricity in each of these residential areas. A hospital was established in 1923, and Dr. Charles M. Aves was recruited to care for the injured and establish a medical department. This facility eventually became one of the most modern medical clinics for industrial health needs in the nation, serving the Refinery for more than 20 years.

In addition to providing housing and health care, the company helped the new town organize its social life by building a community house in 1924. A aptly named the Community House, the venue was home to church services, Friday night dances, movies, holiday parties and even amateur boxing matches. Various social clubs and civic organizations ranging from the Baytown Country Club and Women's Club to the Veterans of Foreign Wars and Baytown Volunteer Fireman used the facility. At one point, an average of 275 people used the Community House daily.

But all of those social events were minor in comparison to Humble Day, the annual celebration of the first oil pumped at the Refinery.



The smaller homes with brown walls were for laborers. The larger homes with grey stucco walls and white-trim roofs were for foremen and supervisors. Two-story houses with white walls and adobe roofs signified a manager. These houses were located on Market Street across from Baytown Junior High School in the 1920s.

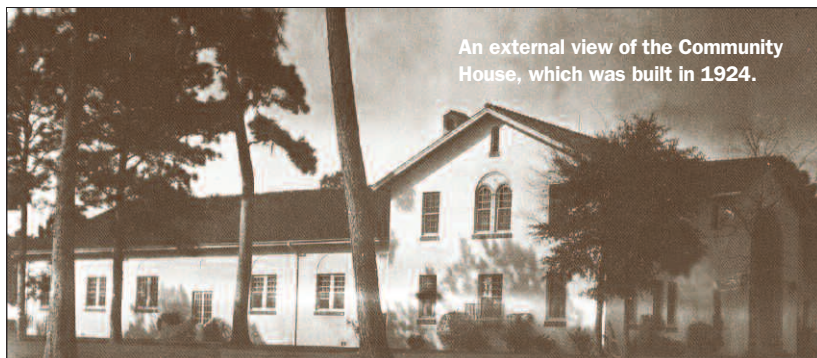


A total of 119 acres of land located southeast of the Refinery was purchased by the company and divided into 600 lots for employee housing.

Humble supervisors are shown on horseback in the early 1920s. Horses could travel in areas too muddy for wagons or other vehicles. Left to right are E.P. Abbott, Tom Maloney, Joe Cosio, D.K. Cooley, R.L. Booser and Harold Halsey.



1920-1939 HUMBLE OIL



An external view of the Community House, which was built in 1924.



Above: In addition to dances, the Community House hosted such events as church services, movies and even boxing matches.

At left: A collection of boxing clippings from the Community House



When not working, many employees and family members were in need of entertainment and extracurricular activities. The Humble Band was an outlet for such needs.



Held every May, the event always drew thousands and featured activities such as games, tournaments, live bands, rides for children and a large barbeque picnic.

Another popular recreational activity was sports, particularly baseball. Originally, the game was played informally through an interdepartmental baseball program, but eventually, the departments joined forces to create a single, semi-professional team named the Humble Oilers (Oilers). Playing throughout the Texas and Louisiana semi-professional baseball circuits, the Oilers gained a big enough following to have their own stadium built on Humble property in 1928. The ballpark quickly became a popular hangout for the people of Baytown, who took pride in having their own baseball team. The Oilers were taken so seriously, in fact, good players from around the country were “recruited” by being offered a job in the Refinery, as well as a position on the team.

These activities were a welcome distraction for the employees and their families and helped create a hometown feeling of unity – especially during the depression years. While the depression did impact the Refinery, including the delay of some projects, reduced capacity rates (from 125,000 barrels to 80,000 in 1933) and a reduction in work-hours, the community was able to weather those hard times. The company lessened the blow of the depression by implementing a “zero layoff” policy, as well as declaring a moratorium on mortgages.

Several important units were built during the depression years, including Baytown’s first pipe still, which allowed more efficient distillation of crude oil than was possible with older stills. Additionally several polymerization units were built in 1935 and 1938 to increase the octane number of motor fuels and aviation.

The Development Department also pioneered the manufacture of alkylate, which is used as a blending agent in the production of 100-octane aviation gasoline, and in 1938, the world’s first commercial alkylation plant began operating in the Refinery. This unit would prove especially useful over the next few years as the United States entered World War II.

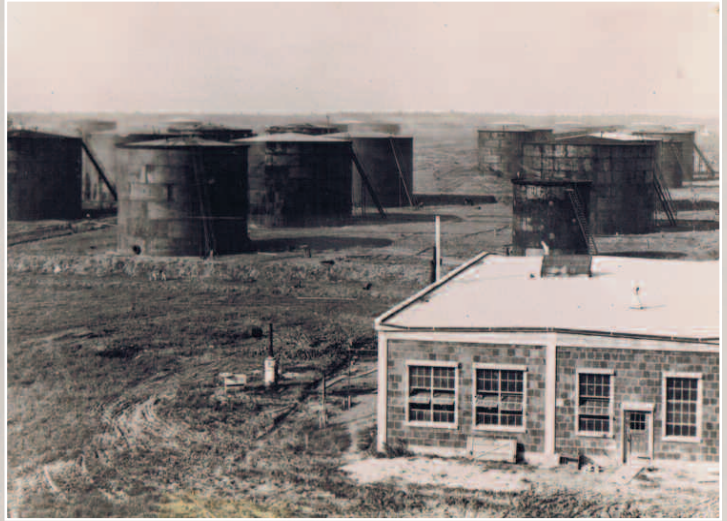
Employees took off work for the one-year anniversary of groundbreaking on April 21, 1920. A picnic, mule team tug-of-wars and footraces highlighted the day.



The Humble Oilers baseball team was a popular source of entertainment for Baytown employees in the 1920s and 30s.



The three-story research laboratory was also the Refinery's main office until a new building was built in 1927.



The Development Department was housed in the first lab building in Baytown. The tank pictured behind the building (T360 at the corner of San Jacinto and Crosby) is still standing.



The Refinery band serenades a crowd of Baytown and Houston families for Humble Day at Sylvan Beach in 1921.

1920-1939 HUMBLE OIL



Aerial view – 1930



Baytown Refinery in 1926



Early Humble ID badges

Annuitants Speak Out!

Since its early years, the Refinery has been a place of employment for various family members. In the 20s and 30s it was not uncommon for men to work alongside their fathers, brothers, cousins and nephews. Even today, second- and third-generation employees are scattered throughout the Complex. Such is the case with the Howell Brothers, who all had long careers at the Refinery – dating back to 1929. All in their 90s, the three brothers have a total of 120 years of work among them at the company.

Bill was followed by his younger brother, Dixie Howell, 94, who moved to Baytown in 1936 to work at Humble after attending Baylor University in Waco. Herschell, the youngest of his surviving siblings at 90, was the last to make it to Baytown after returning from WWII in 1950. He joined his brothers at Exxon until his retirement in 1982. Other family members also came to work at the Refinery.

Today, all three brothers look back with pride at having watched the company and its surrounding communities develop into present-day Baytown. Herschell's son, Al, continues to work at the Refinery as a planner, as well as Al's son, Matthew, who now works in Baytown – one of many third-generation employees.

Credit: *Baytown Sun*



The Howell Brothers, left to right, Herschell, Dixie and Bill

The **WAR YEARS**



1940-1945



1940-1945 THE WAR YEARS

When World War II broke out, refining was nearing the summit of an evolution that had been in progress for some time. The industry, formerly managed by “practical” men who carried out relatively elementary processes using simple equipment, was now run by scientists and engineers who developed chemically and mechanically complex processes and technologies that yielded more petrochemical products than ever before. At the center of these innovative activities was Baytown, which made numerous contributions to 20th century refining.

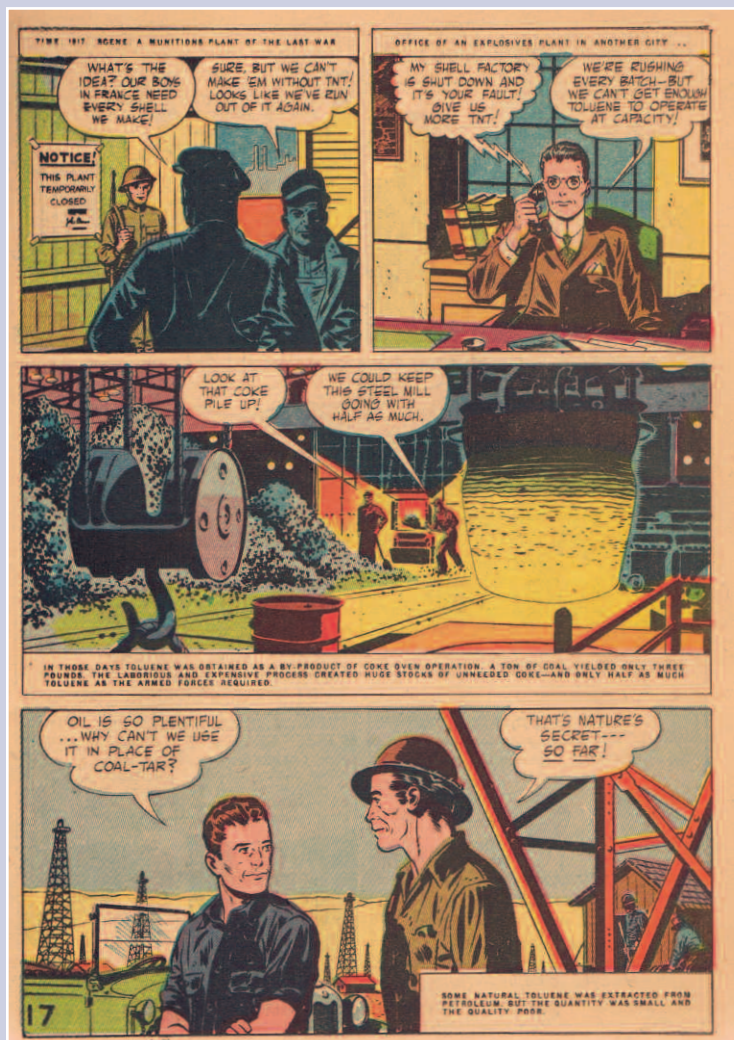
One of these contributions, as previously mentioned, was the development of the alkylation process, which produced 100-octane fuel (the most efficient and slowest-burning gasoline at the time). In turn, Baytown built several light-ends fractionating units, such as isomerization and naphtha fractionating units, to supply raw materials for alkylation. As such, by the time the United States entered War World II in late 1941, the Refinery was ready to meet the needs of the Allies for aviation gasoline. In fact, the Refinery produced more 100-octane aviation gasoline than any other refinery during World War II.

Another innovative product developed by the researchers at the Refinery was toluene, one of the key ingredients in the explosive trinitrotoluene (TNT). In October 1940, Humble entered into a contract with the U.S. War Department for the production of 30 million gallons of nitration grade toluene per year in a plant to be constructed at Baytown. The plant, called the Baytown Ordnance Works (BOW), was quickly built and became the world's first commercial synthetic toluene plant.

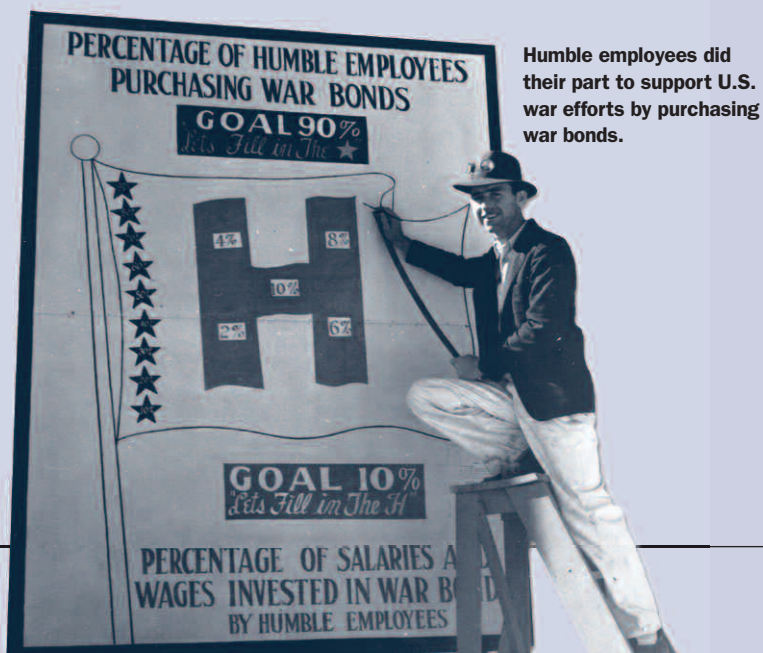
Owned by the government and operated by approximately 368 Refinery personnel, BOW delivered its first shipments of toluene on Oct. 23, 1941 – just six weeks before Pearl Harbor. BOW quickly reached its design production rate of 2,000 barrels per day and eventually began exceeding it by a substantial amount. About 10 months after production began, BOW was awarded the coveted Army-Navy “E” for “high achievement in the production of war equipment.”

In total, BOW produced 5.5 million barrels

(continued on page 20)



Produced by Humble, the “Blockbusters from Oil” comic book provides an educational look at how refinery products contribute to the war effort.

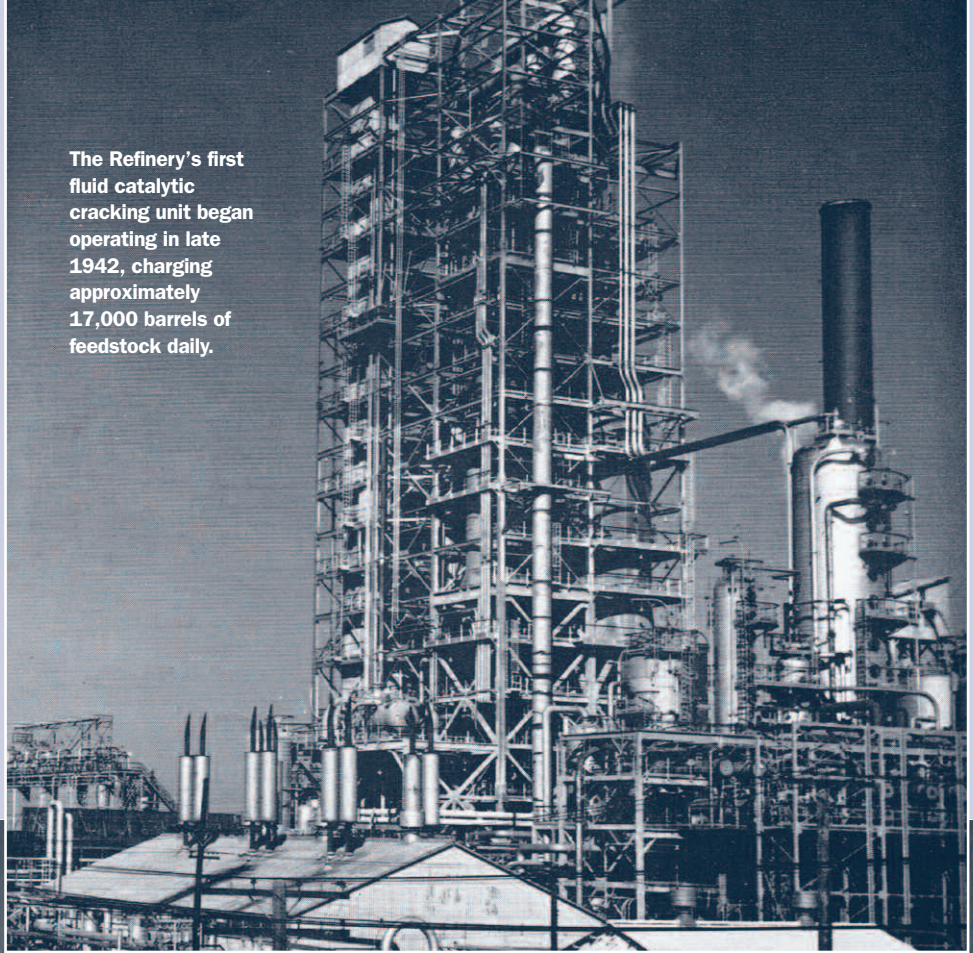




The Refinery produced nearly half of the total U.S. production of butyl rubber in 1945.



The Refinery's first fluid catalytic cracking unit began operating in late 1942, charging approximately 17,000 barrels of feedstock daily.



The second fluid catalytic cracking unit joined the company's war production efforts in January 1944, processing 18,000 barrels a day.



1940-1945 THE WAR YEARS

of toluene, meaning that the TNT in approximately two-thirds of the bombs dropped, shells fired and torpedoes launched by the U.S. military in World War II were manufactured at the BOW.

Another contribution the Refinery made to the war effort was butyl rubber, which was developed in the research laboratories of Standard Oil Company (New Jersey) and primarily used in the manufacturing of inner tubes. Facing a rubber shortage after the Japanese captured all of the islands in Southeast Asia with natural rubber plantations, the U.S. Defense Plant Corporation entered into an agreement with the Refinery for the production of butyl rubber. Built in 1943, the plant produced nearly half of the total U.S. production of butyl rubber in 1945. In addition, the Butadiene Plant, another Humble-government operation, went into service in 1943.

It was also during this period that the Refinery built some of its most productive units. As early as 1940, Humble had authorized the construction of a fluid catalytic cracking unit that offered a marked improvement over thermal cracking methods for converting fractions of crude into gasoline base stocks. The first catalytic cracking unit was completed in

1942, and a second unit was built in 1944. The first Baytown catalytic reforming unit was also constructed during this period.

On Dec. 14, 1944, the Refinery celebrated Billion Gallon Day, commemorating its production of one billion gallons of 100-octane aviation gasoline. It was the first refinery in the world to achieve this milestone. Humble gave a medal commemorating the event to every employee, and a huge celebration was held outside the Refinery's main building with more than 6,000 people in attendance. U.S. Major General Hubert R. Harmon delivered a speech to the employees and part of the event was broadcasted via radio.

In a letter sent to Humble President Harry C. Wiess, Commanding General of the U.S. Armed Forces H.H. Arnold wrote that Baytown's "outstanding contribution to our global war effort has been a major factor in our struggle toward achieving the supremacy which our airmen now maintain in every theatre of combat operations."



Experiencing a shortage of workers in World War II, the Refinery hired women. Pictured is Winifred Brown, who worked in the Refinery Machine Shop.



Even Humble employee handbooks promoted support for the war.



In this wartime view of the Refinery in the 1940s, the light-ends fractionating towers are seen in the foreground and the toluene facilities at BOW in the background.

1940-1945 THE WAR YEARS

Annuitants Speak Out!

During his 33-year career at the Refinery, annuitant John Henderson held a variety of positions – from working in the labor gang in 1939 to cleaning out sludge in the pipe stills to testing Refinery water wells. But one of his most rewarding experiences was working at BOW during World War II.

“I spent one year helping to build BOW,” Henderson said. “We produced our first tank car of toluene in late 1941 – about six weeks before Pearl Harbor. After that, we were operating non-stop.”

Living in a small garage apartment on Ohio Street at the time, Henderson has many vivid memories of those years. “We had a lights out policy because we didn’t want the plant to get hit by an enemy air strike, so every night in Baytown, the lights would go out,” he said. “Those days, we worked so hard that BOW Superintendent Doug Snyder would let us have a bash every six months, but we had to go to Houston to get refreshments and get back that same night before ‘lights out!’”

Henderson was responsible for BOW accounting and sending all bills to the government, as well as working with the government auditors on site. “The auditors were always there,” he recalled. “They would often dispute some of our purchases, and we would have to explain why the materials we selected were safer and could avoid fatalities.”

By the end of the war, BOW was producing 4,000 barrels of toluene daily and had reached 150 percent of its design capacity through fine tuning and getting more out of the existing equipment. After the war, Henderson spent a few years in Humble’s Houston offices, before moving back to Baytown where he served as manager of the Business Services Department until his retirement in 1972. More than 35 years later, he still fondly recalls the contributions BOW made to the war.



John Henderson

“While we weren’t on the firing line, our contributions were just as important as the soldiers,” he said. “Baytown played an essential role in World War II, and I’m very proud that I could be a part of it.”



The billionth gallon

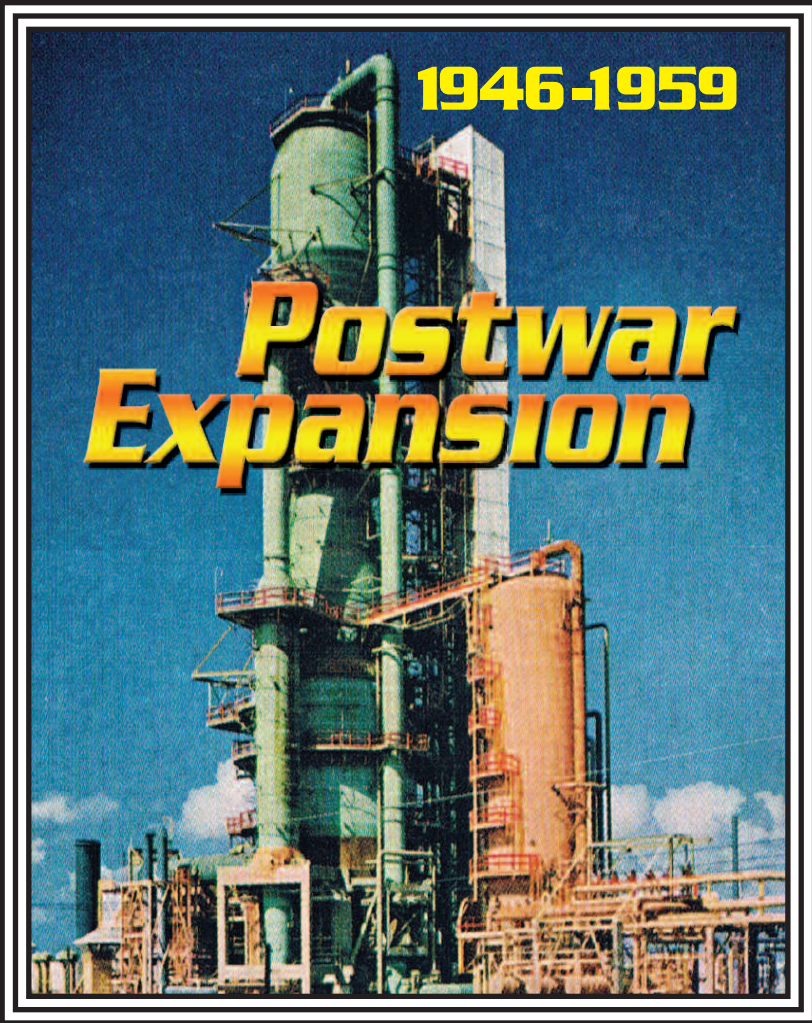
Humble President Harry C. Wiess, third from left, displays the symbolic billionth gallon to Rear Admiral William K. Smith, Bruce K. Brown and Major General Hubert R. Harmon.



These bronze medallions were presented to all Humble employees for setting a record in supplying petroleum products for the Allies during World War II.



A crowd of approximately 6,000 people attended the Billion Gallon Day ceremony at the Refinery on Dec. 14, 1944.



1946-1959

***Postwar
Expansion***



1946-1959 Postwar Expansion

The years following World War II were ones of expansion for the Refinery.

The site continued to operate BOW, which was leased from the government until 1946, when Humble purchased the plant for \$7 million. In addition, the Refinery continued the operation of the Butyl and Butadiene Plants, eventually purchasing them in 1955. But perhaps the biggest indicator of the Refinery's growth post-World War II was the employment rate.

In 1920, the number of personnel at the Refinery totaled 100, as compared to a total number of 5,935 employees company-wide. By 1946, however, the Refinery had grown to 6,879 employees – more than one-third of Humble's total employment for that year. Production capacity increased correspondingly from its modest beginnings of 10,000 barrels per day in 1920 to 200,000 barrels at the close of World War II.

By the late 1950s, capacity had risen to 300,000 barrels per day. Employment at the Refinery did begin a gradual decline as more mechanized units came into operation and more efficient methods were utilized. One such unit was the first Hydrodesulfurization Plant, which was built in 1957 and led to a significant improvement in product quality by reducing sulfur content.

Other units built in the post-war years included a benzene extraction unit, a third catalytic cracking unit with an associated fractionation unit and a second hydrodesulfurization unit. Several catalytic light-ends units (CLEUs) were added as well, increasing the production of light products. The installation of a specialty fractionating unit and a second extraction unit in 1959 helped add to the production of petroleum and petrochemical products.

While the Refinery continued to thrive after the war, so too did the surrounding community. In fact, the new employment opportunities offered at the Refinery led to the population in the Baytown area more than doubling between 1930 and 1950. This influx of new people led to the Baytown, Goose Creek and Pelly tri-cities officially consolidating in 1948 to create the City of Baytown.

(continued on next page)



Another tower is raised at CLEUs-3 in 1957 to add to the forest of towers in that area.



A group takes a guided tour through the Refinery. Started in 1948, the tour program has remained a popular staple in Baytown, annually attracting thousands of visitors throughout the world interested in seeing how a refinery and chemical plant operate. At one point, the program averaged more than 5,000 visitors a year.

(continued from page 24)

In addition, the booming population necessitated better infrastructure and quality facilities for Baytown inhabitants, particularly in the area of health. The Refinery – uniquely dedicated to improving the quality of life of its employees and inhabitants – responded by providing funding for the construction of a new, state-of-the-art hospital that would be operated by the community. As a result of the company's resources, inspiration and leadership, the San Jacinto Memorial Hospital officially opened its doors on April 18, 1948. Many Refinery employees would sit on the hospital's board of trustees in subsequent years, including Plant Manager Gordon L. Farned.

Today, the area hospital – now known as San Jacinto Methodist Hospital – continues to serve the Baytown area and stands as a lasting testament to the Refinery's unparalleled commitment to community health and welfare.



The Refinery continued to help with community activities during the 1950s. Pictured are riggers helping erect beams for Grace Methodist Church.



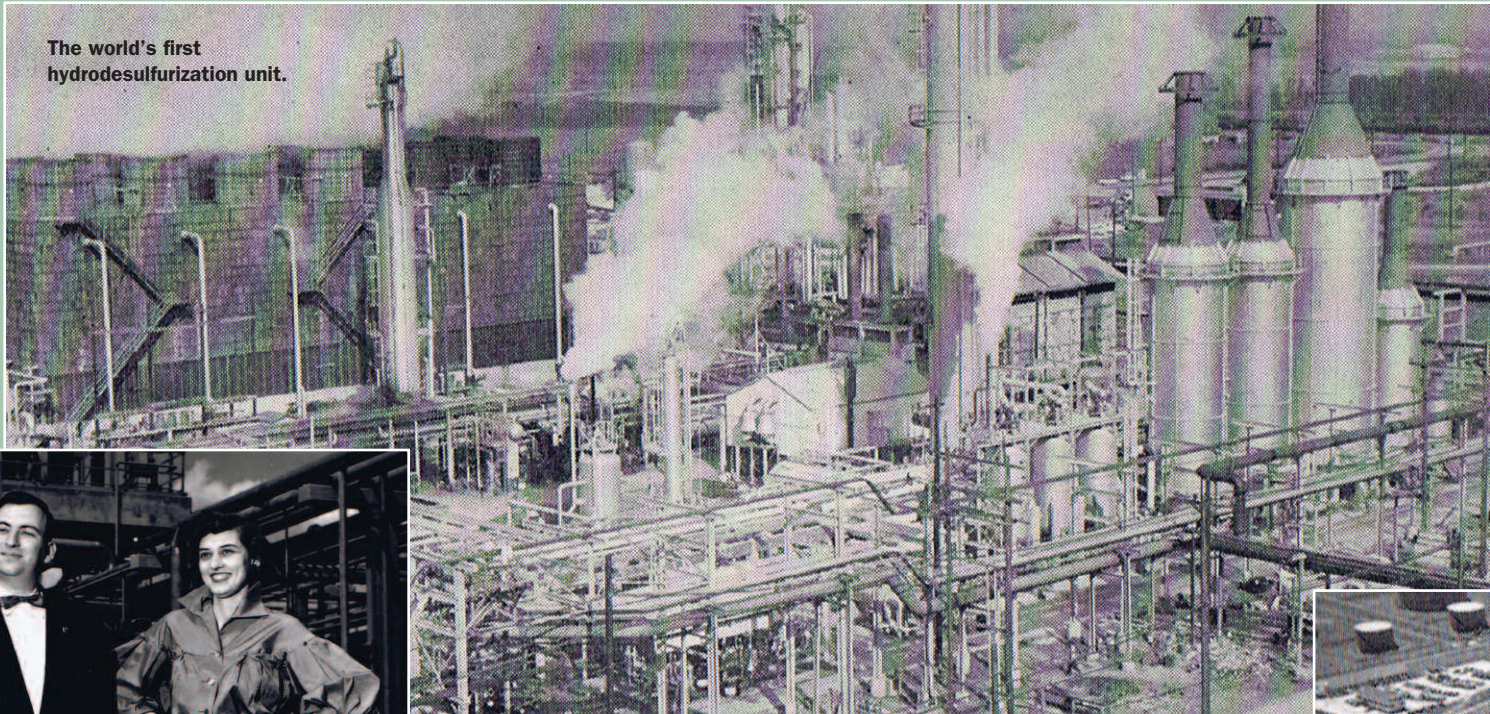
A group takes a factory tour through one of the Refinery labs.



The Refinery eventually established an emergency response team, a group of volunteer employees who were specially trained to operate firefighting equipment and vehicles in the event of a fire or other emergency.

1946-1959 *Postwar Expansion*

The world's first hydrodesulfurization unit.



Employees model outfits created out of popular synthetic fibers that come from Baytown's petrochemicals.

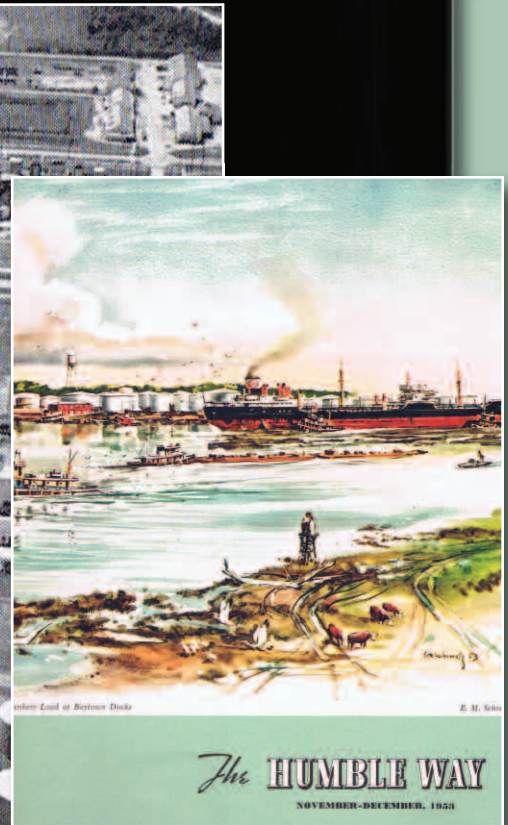
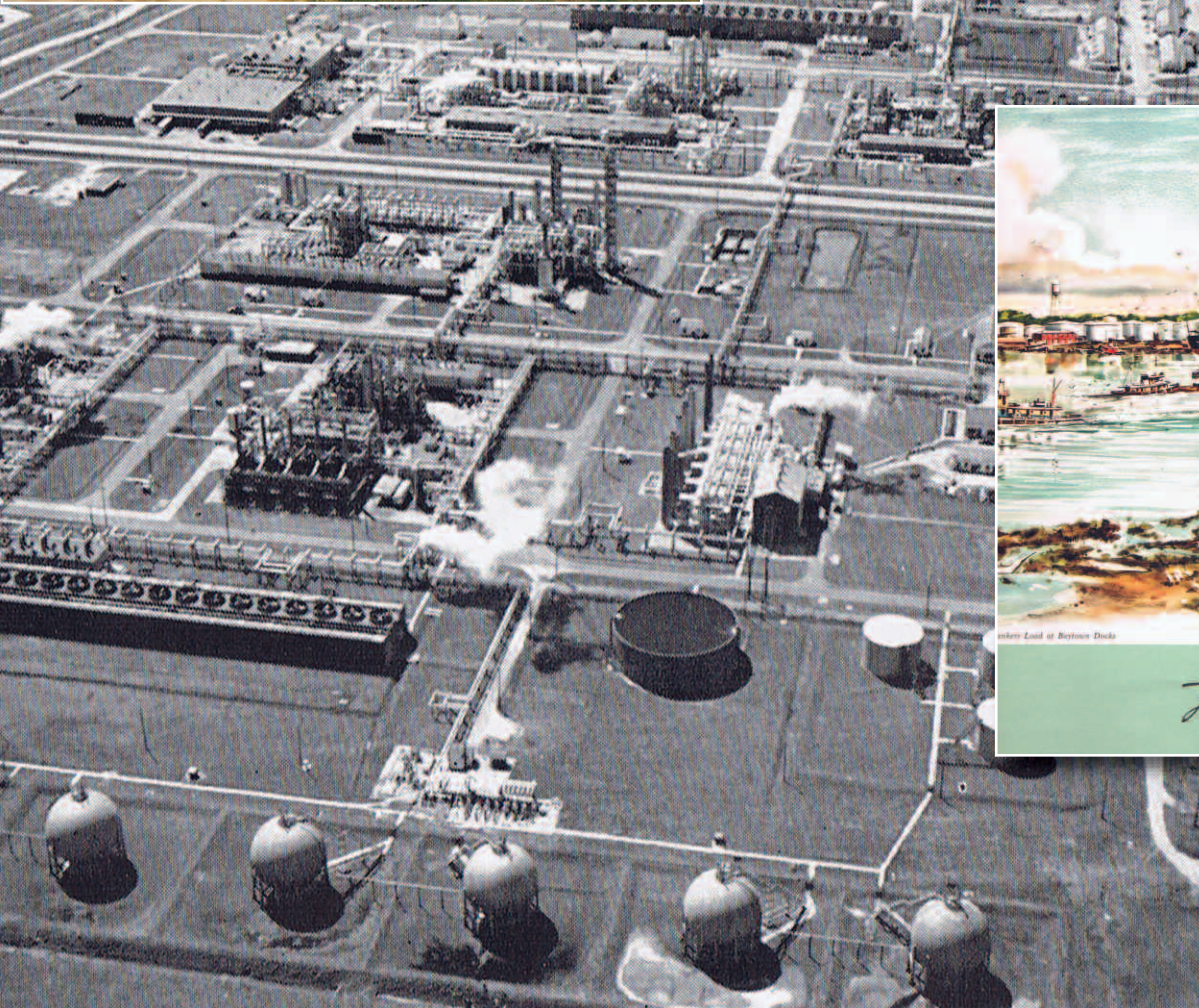


The Refinery eventually purchased the Butyl and Butadiene plants from the federal government in 1955.





At left: The installation of a specialty fractionating unit in 1959 helped add to the production of petroleum and petrochemical products.



The HUMBLE WAY
NOVEMBER-DECEMBER, 1953

This portrait of tankers at the Baytown Docks was created by E.M. Schwetz and appeared in the November-December 1953 issue of the *Humble Way*.

The Butadiene Plant, foreground, and Butyl Plant are shown via an aerial view circa 1955.

1946-1959 Postwar Expansion

Attendance for Humble Day in 1954 peaked at close to 20,000 people. Many employees who fought during the war proudly wore their uniforms to the events.

A Refinery security guard posts directions to the latest Humble Day site.



A family enjoys a picnic near a tank farm during Humble Day festivities.

Annuitants Speak Out!

Annuitant Lawrence Riley has much of which to be proud. In addition to working in the Refinery for 40 years, being a part of the Engineering Department during World War II and helping to produce the aviation fuel needed for victory, and subsequently serving as manager of employee relations, Lawrence was one of the employees who helped to establish San Jacinto Memorial Hospital. "The fact that I had a leading hand in building this facility is probably what I'm most proud of," Riley said.

The decision to give Baytown a hospital was made by Humble management and the Board of Directors in 1946. Because building such a facility required land, company management appointed a committee of six employees to scout and obtain land, of which Riley was a member. "It took us several years, but eventually, we found the land and a hospital was built. The facility was built, run and maintained by Humble and at no cost to the community," Riley said.

Even when the hospital was handed over to the Methodist Church (thereby changing the name from San Jacinto Memorial to San Jacinto Methodist), Riley was involved. "I was elected to the hospital board of trustees in the early 60s, and in the 70s, I was elected chairman of the board for the hospital – a role I hold to this day," Riley said.



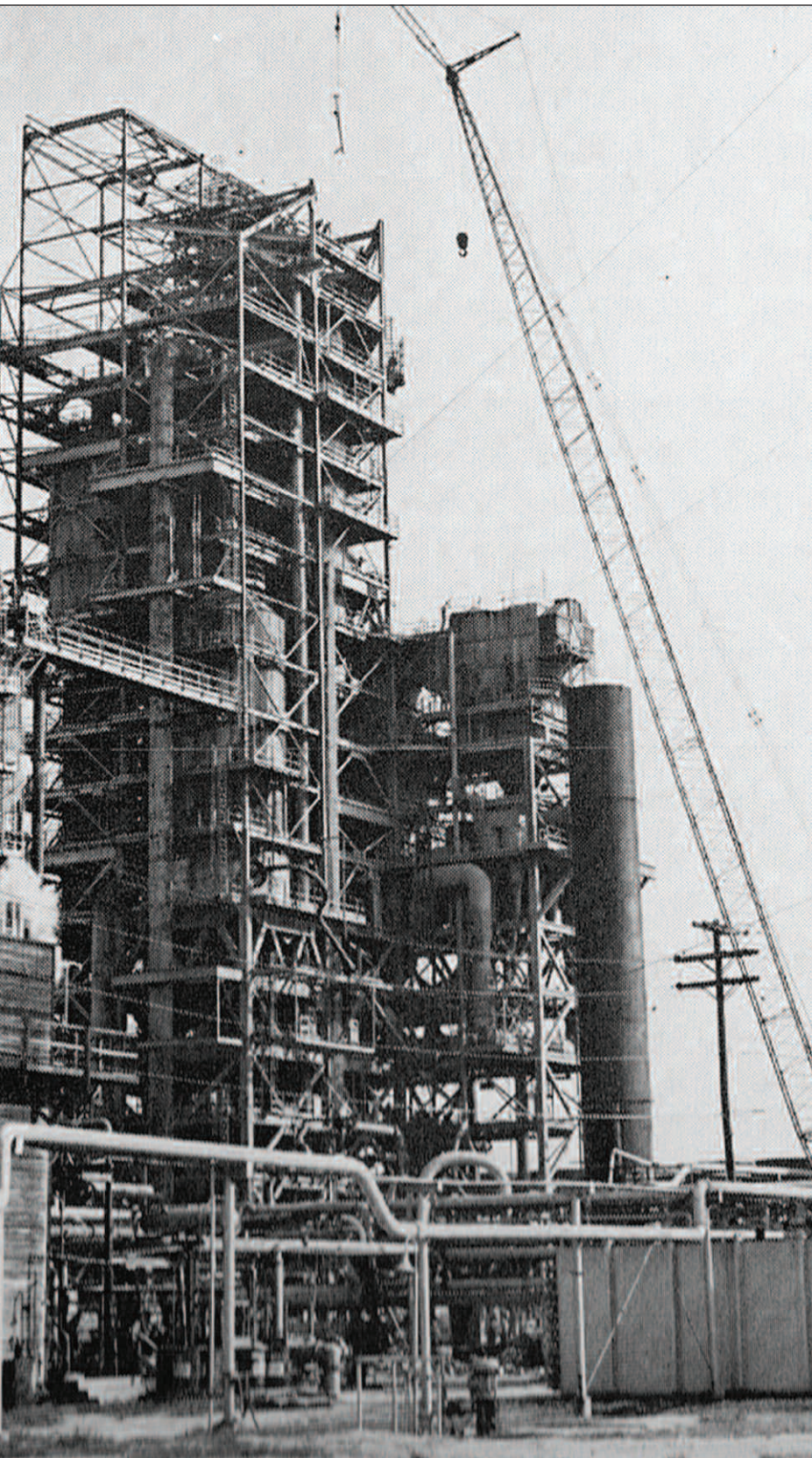
Lawrence Riley

ORGANIZATIONAL CHANGES 1960-1972





1960-1972 ORGANIZATIONAL CHANGES



The 1960s represented a period of transition for the Refinery. While operations continued to grow with the addition of a linear paraffin unit and xylene extraction unit in 1964, changes were afoot from an organizational standpoint. In 1965, it was announced that the Refinery and Chemical Plant would have separate managements, with both managers reporting to the manufacturing division of Humble. In June 1966, the Chemical Plant separated from the Refinery altogether and was given the name of Enjay Chemical Company (Enjay). Humble leased to Enjay all of the land containing chemical facilities (about 944 acres) for a period of 99 years and provided Enjay with professional services such as medical, accounting, technical, etc. Likewise, Enjay provided Humble with certain services.

In addition to the internal split, things were changing between the company and the Baytown community. Prior to the 1948 consolidation of the tri-cities, Humble played a much larger role in the life of the community. Because there was no municipal government in those days, Humble had to assume responsibility for the civic improvement of the area for its employees and their families. In addition, they served as a banker, landlord, health care provider and recreation counselor. In other words, the life of the town centered around a single industry – the community was the Refinery and the Refinery was the community.

But after the 1948 consolidation, things began to shift. The city of Baytown's population jumped to 26,000 residents, only 6,000 of which were employed by the company. And while many of the employees continued to serve in various government and civic organizations throughout the city, more people unaffiliated with Humble began to dominate the town's civic and social affairs. This trend was only heightened in the 1960s and early 1970s, with more industries moving to town and the city's population growing to 46,000, only a few thousand of which were Refinery employees.

Eventually, such longstanding institutions as the Community House – no longer the thriving social center of the community – were

Dismantling continues on FCCU-1, which began operation in 1942 and was shut down for the last time in October 1963.

dismantled in the early 1960s and replaced with an oil tank farm. Likewise, the Humble Oilers baseball team was disbanded in 1953. The stadium that had drawn crowds numbering in the thousands was turned into a tank farm; the stands donated to the Goose Creek school district.

A final signal of change was the company itself. Over the years, Standard Oil Company (New Jersey) had been accumulating shares of stock in Humble. By 1959, it had a 98.27 percent stock interest in Humble. That same year, the Humble Board of Directors voted for a merger of their company with Standard Oil Company (New Jersey). These plans were finalized and the sale was made effective in December 1959.

The Refinery continued to operate under the Humble name until 1972 when the shareholders of Standard Oil Company (New Jersey) voted on a name change for itself and its affiliates. Three years earlier, Standard Oil Company (New Jersey) began a study to choose a name that would unify company products under a single, distinctive identity rather than the array of trademarks under which they had previously been marketed. The study resulted in the coining of the word Exxon; thus, Standard Oil Company (New Jersey) became known as Exxon Corporation.

Likewise, the Refinery was now one of the Exxon refineries. The chemical facility became known as Exxon Chemical Company U.S.A., later changed in 1980 to Exxon Chemical Americas.

Despite all of these changes, both plants continued to improve and expand their operations. In 1967, Hydrocracking Unit 1 came on-stream, controlled from the new Fuels Control Center with a digital process control computer. In 1969, Hydrofiners 3 and 4 went into operation as did the aromatics extraction unit (Hydrofiner 3 was later replaced by the more efficient Hydrofiner 5 in 1971). In addition, the capacity of the light-ends fractionation unit was increased by building a larger and more efficient fractionating tower.

Shortly after Hydrofiner 3 was completed, Hydrofiner 4 was brought online in March 1969. Pictured are, left to right, G.R. Beard, operations, and electricians H.J. "Bud" Davis and Jerry Anthony at an electrical junction during Hydrofiner 4 startup.



Although Humble and Enjay were still closely connected in the 1960s, the Chemical Plant was its own organization, and new signs at various plant entrances reflected that relationship.



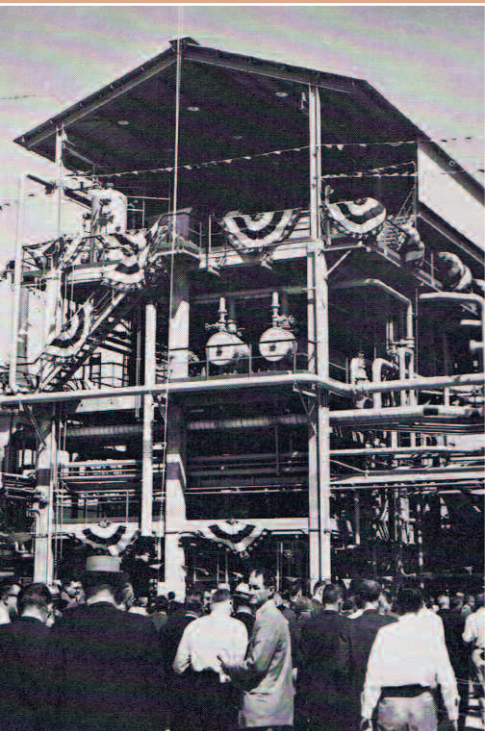
The old three-story brick building that had served as the Refinery's main office in 1920 was torn down in 1964 – another sign of change in Baytown.



1960-1972 ORGANIZATIONAL CHANGES



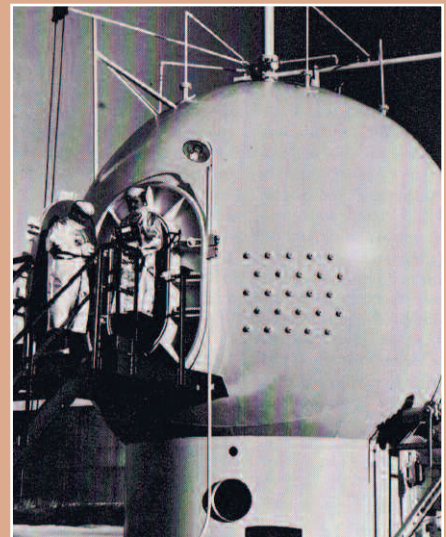
In 1965, a groundbreaking ceremony was held for the new hydrocracking unit. Pictured are, left to right, J.H. Dunn, Rigging; E.T. Davis, M&C; Frank Darrow, contractor rep; Pete Hargrave, M&C; E.E. Buchschacher, FCCU-3; H.H. Meier, refinery manager; C.J.H. Wahlstrom, Technical; H.M. Arno, Technical; G.P. Reynolds, Fuels; W.B. Nethery Jr., Technical; B.S. Greenwood, Fuels; E.L. McGee, Technical; L.D. Meckel, FCCU-3; John Moore, Technical; R.P. Larkins, Fuels; A.B. O'Brien, Purchasing; L.D. Braswell, Technical.



An important milestone in the Refinery's increasing petrochemical production was the completion of a polyolefin unit in 1961.

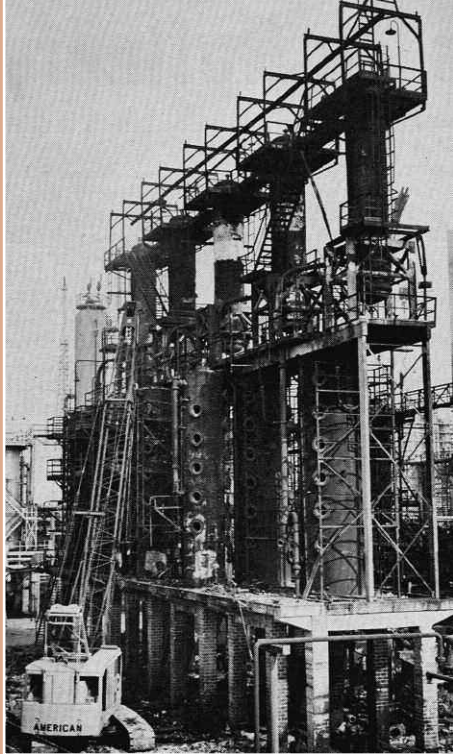


The Chemical Plant's aromatics extraction unit, under construction in the background, was started up in August 1969. In the foreground, operating personnel A.M. Wallingford and Ron Mahaffey discuss construction.



In 1963, the Refinery began supplying the space program with fuel for rockets. As part of the project, an 18-foot sphere, pictured above, was constructed to simulate upper atmosphere and space conditions for scientists at Esso Research and Engineering Company to conduct tests on solid fuels for rockets.





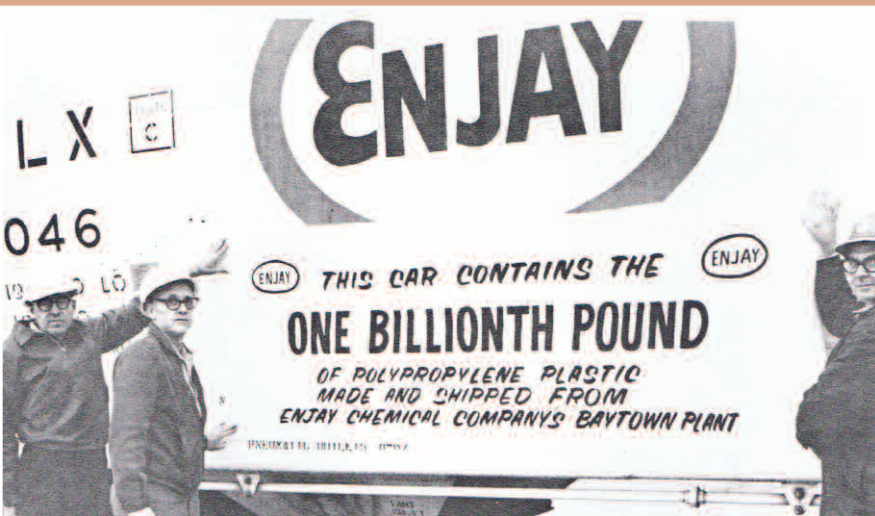
The last of the old cracking coils disappeared after being built in 1926 to make room for newer, more efficient units.



Startup of the linear paraffins unit took place in 1964.



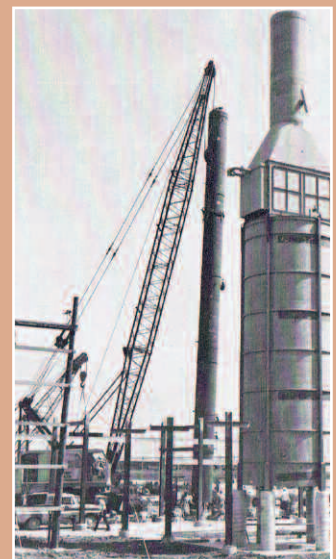
The two main towers at Hydrofiner 3 are raised into place. The unit was officially completed in 1969.



In December 1971, the Baytown Plastics Plant produced its billionth pound of polypropylene. The milestone was commemorated with an open house celebration for employees and their families.

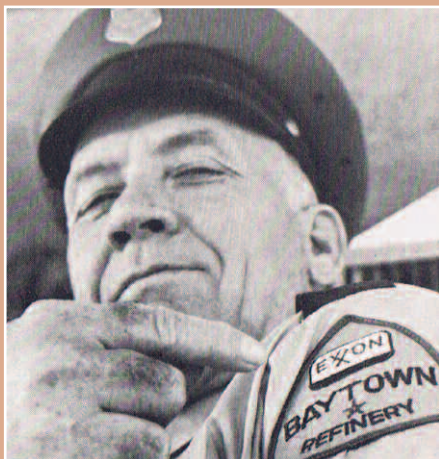


The world-famous Tiger became a popular symbol of Enco and Humble products in the 1960s and was featured in numerous advertisements that encouraged people to "put a Tiger in their tank."



The Baytown skyline continued to change in 1966, with such projects as the Phenol Plant 2 expansion, left, Hydrocracking Unit 1, center, and the Chemical Plant's new Ethylbenzene Unit, right, taking place.

1960-1972 ORGANIZATIONAL CHANGES



The changeover to Exxon officially took place on January 1, 1973.



In 1973, all brand names associated with Humble and Standard Oil Company (New Jersey) were consolidated under one name: Exxon.

Construction of the Main Offsite Building on Decker Drive resulted in the consolidation of more than 800 supervisory, technical and staff employees scattered throughout the plants in old buildings. The office building was completed in 1971.



Annuitants Speak Out!

To attract new employees, as well as retain existing ones, companies need to provide benefits. Hence, the Refinery formed the Baytown Mutual Benefit Association, fondly called the MBA, in 1920.



Doris Sherron

Doris Sherron, who worked at the MBA from 1963 until she retired in 1999, recalled that it was based on an HMO model, which at the time was unique – a dues paying system with free service. “Employees paid a fee of \$5 to be enrolled and a monthly payroll deduction of \$.50 in exchange for any service, including medications, for free,” Sherron said. “The clinic became so popular, that within two years, they had to move to a larger area and patients eventually had to pay the wholesale price for their drugs.”

In 1938, the MBA moved into a building on a site next to the post office on Market Street. The facility housed several physicians who were paid on a fee-per-patient basis. “As the Refinery began to hire more people, Baytown became a good choice for employment, not just with Refinery workers, but also with physicians looking for a place to establish their practice,” Sherron said.

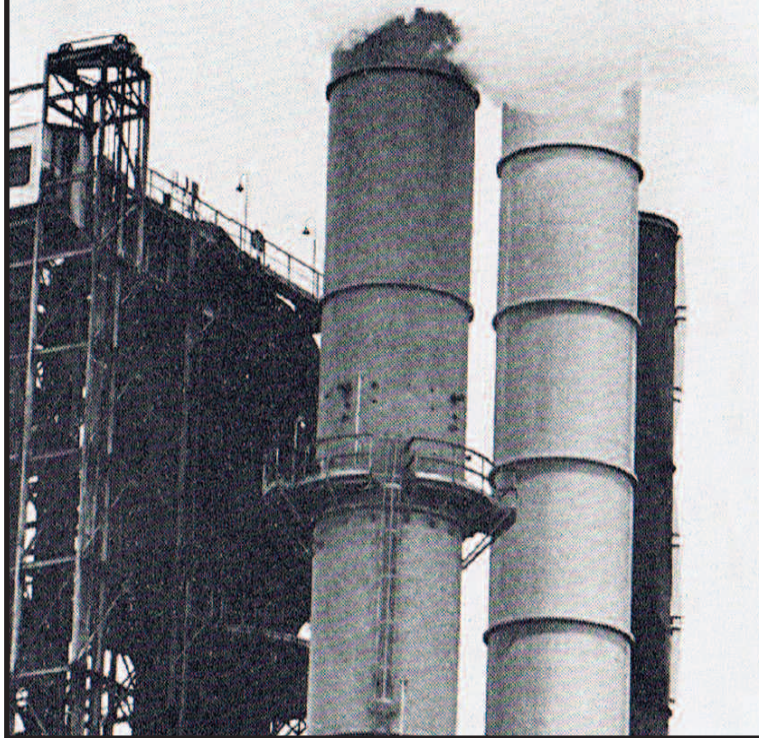
Eventually, Humble became Exxon, at which time many MBA members – 6,000 strong at that point – took the company’s insurance plan. “With retiree enrollment now increasing, we began filling the clinic on insurance and Medicare, as well as supplying medical specialists on a part-time basis,” Sherron said. “This was expensive, yet we did our best to keep the monthly dues low.”

In 1989, the MBA leased office space at the original San Jacinto Methodist Hospital where it was able to supply more physicians and have its own medical supply business. Eventually, however, the program became too expensive and was discontinued in 2003.

“I truly enjoyed my experience working with the MBA, as well as the many physicians and employees who stayed with us for so many years,” said Sherron.

FURTHER EXPANSION

1973-1985





1973-1985 FURTHER EXPANSION



Pipe still 8

Operations continued at the Complex in the 1970s – only now under the Exxon banner rather than Humble Oil. It was at this time that the demand for oil began to skyrocket as the industry entered a new “boom” period. The number of employees continued to climb, doubling between 1973 and 1980, while production capacity continued to increase. However, this was not enough to compensate for the growing shortage of refining capacity in the United States, as well as the shortage of crude oil supply throughout the world. In order to meet the demand for petroleum, the Refinery determined that a major expansion was necessary, and the Baytown Fuels Expansion (BTFE) project was developed.

Designed to increase supplies of low-sulfur fuel oil (LSFO) to supplement natural gas used in Gulf Coast utility and industrial plants, the BTFE project represented one of the largest and most complex technical achievements in the company’s history. About 1,500 man-years of technical efforts were devoted through the three years of planning, design, engineering and start-up phases. Sixty miles of pipe connected more than 300 vessels, 30 furnaces and a half-million horsepower of rotating equipment over a 100-acre site.

In May 1977, the BTFE project came online at a cost of approximately \$475 million. Upon completion, the expanded area consisted of an atmospheric pipe still, a wide-cut naphtha hydrofining unit, a powerformer, crude light end towers, kerosene and light gas oil hydrofining units, a residfiner, a hydrogen plant, sulfur recovery units, and a water treating plant. This area would eventually be known as the Fuels North area of the Refinery. The project increased plant capacity to 640,000, officially making Baytown the largest refinery in the United States.

By 1978, the need to supplement declining natural gas with LSFO had not materialized. Therefore, BTFE financial performance became highly dependent upon the price of clean products and fuel oil relative to crude oil. These pressures gave birth to the “series” operation, which utilized a residfiner and Pipe Still 7 in an innovative tandem operation to reduce heavy fuel oil production while maintaining clean product volumes.

As product quality continued to improve, the Refinery and Chemical Plant also launched a

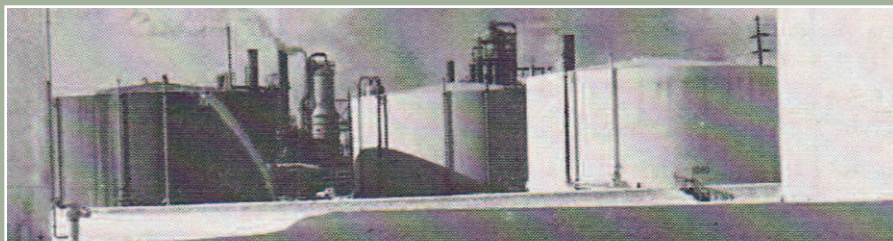
site-wide effort in the 1970s to substantially reduce its energy consumption and improve efficiency. Using new techniques and energy saving practices, the Complex was able to reduce its energy use by one-third between 1972 and 1979.

In 1983, a massive project called the Baytown Refinery Upgrade Project (BRUP) was approved to convert residuum oil to lighter, cleaner products. The scope of the project would be a refurbished Flexicoking Unit designed to convert the residual oil from the vacuum tower at Pipe Still 7 into lighter gas oils and low Btu gas.

Other major activities associated with BRUP included the installation of a new vacuum tower to process the bottoms from Pipe Still 8, the conversion of the Refinery's Residfiner 1 to a Gofiner, and the expansion of the Sulfur Conversion Unit 2 and the site's wastewater treatment system. The project was completed in 1986, signifying the beginning of a new era for the Refinery.



Oil Movements Chief Operator L.H. Hales applies a big "X" on a tank, which meant it would be torn down as part of a storage tank modernization program to replace 100 tanks with 36 larger tanks by 1975.



On Jan. 11, 1973, three inches of snow fell on the Complex, the first measurable snowfall in 13 years.

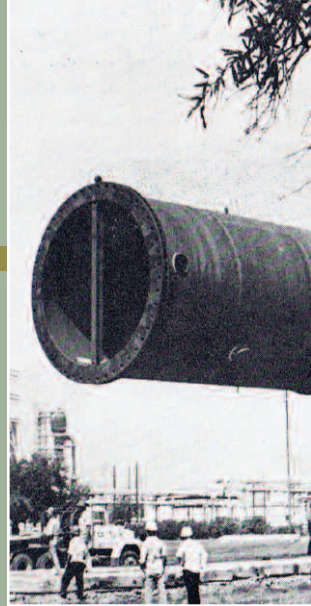
Bulldozers are used to strengthen the earthen levees in the dock area to reduce the threat of hurricanes.



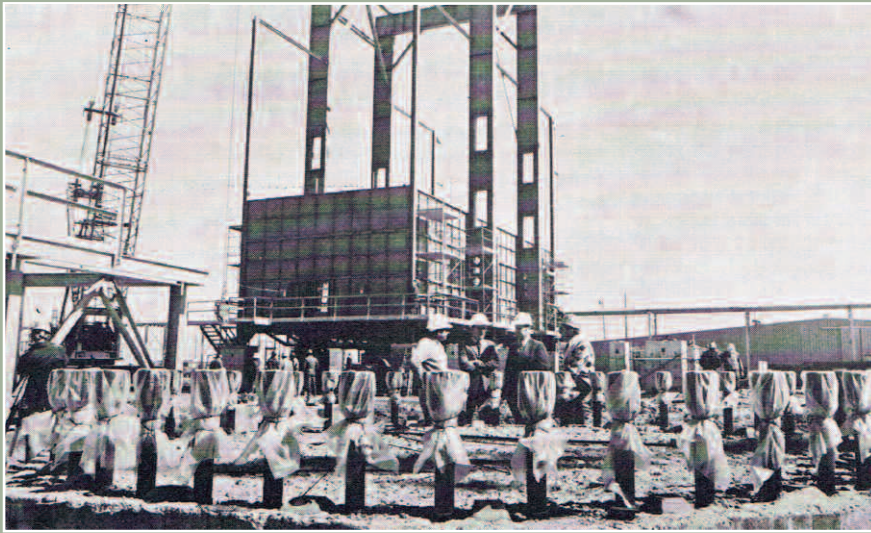
Due to the energy crisis of the early 1970s, carpooling becomes a popular option for employees, including, from left to right, Dan Foley, Kris Ramanadhan, Tom Altman, Bill Schultz, Rob Casagrande and Sharon Novak.



1973-1985 FURTHER EXPANSION



The 615-ton atmospheric tower for Pipe Still 8 is unloaded at the docks in September 1975.



Shown at the foundation for a Pipe Still 8 vessel are, from left to right, Assistant Construction Manager Neil MacFarlane, Baytown Project Director Bill Craft, Operating Department Head Clean Easley and BTFE Construction Manager Bob Thonus.



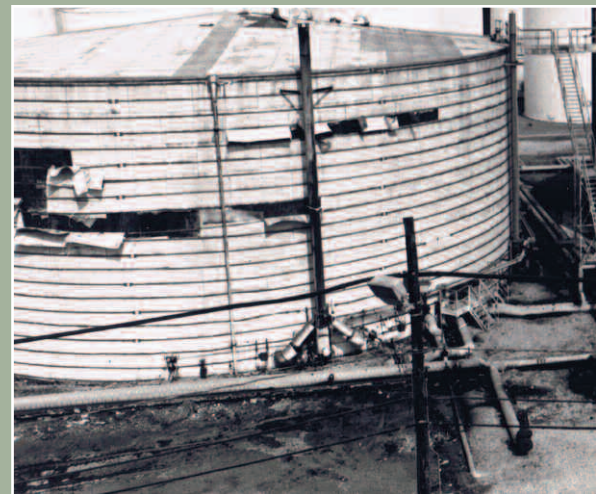
Kenny Neatherlin and Sara Bailey are shown during BTFE start-up at a valve where feed entered the large Hydroformer 4.

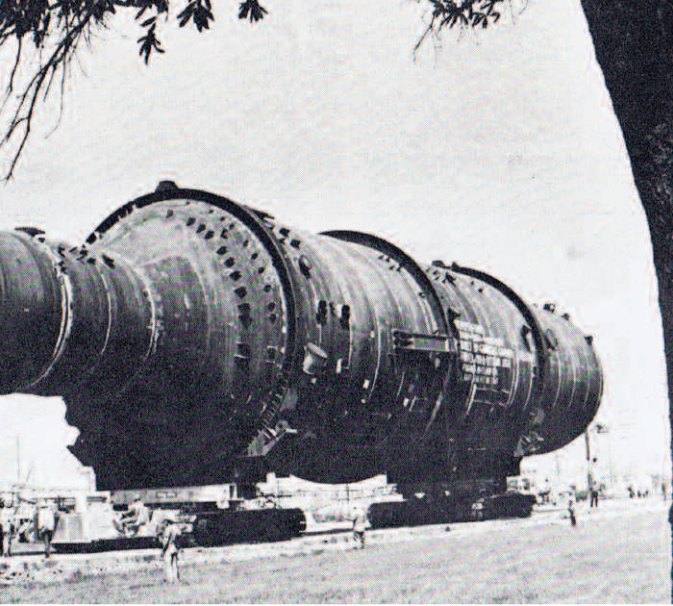


Process employees Willie Olivarez, Gerry Miller and Andy Page begin start-up of the BTFE equipment at crude light-ends facilities.

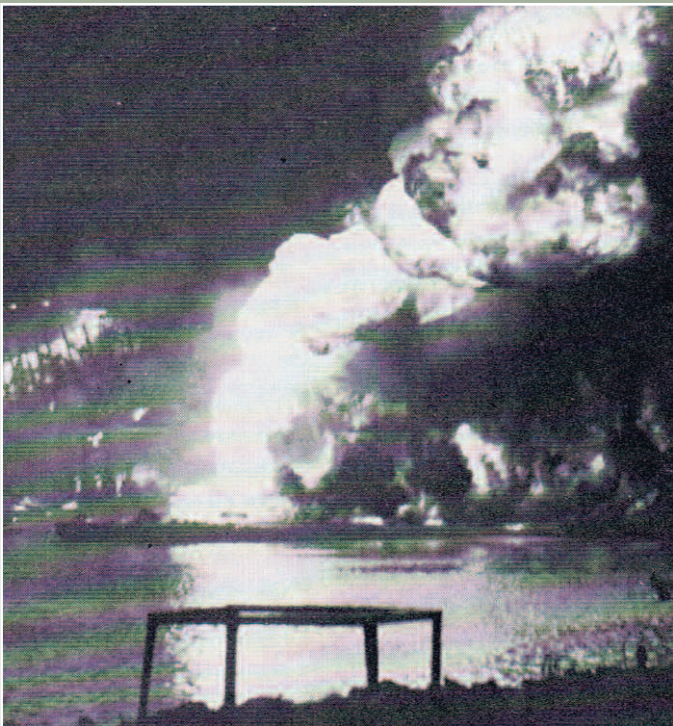


Reggie Kelly, left, and Leo Guerra, right, work in the flexicoking unit area.

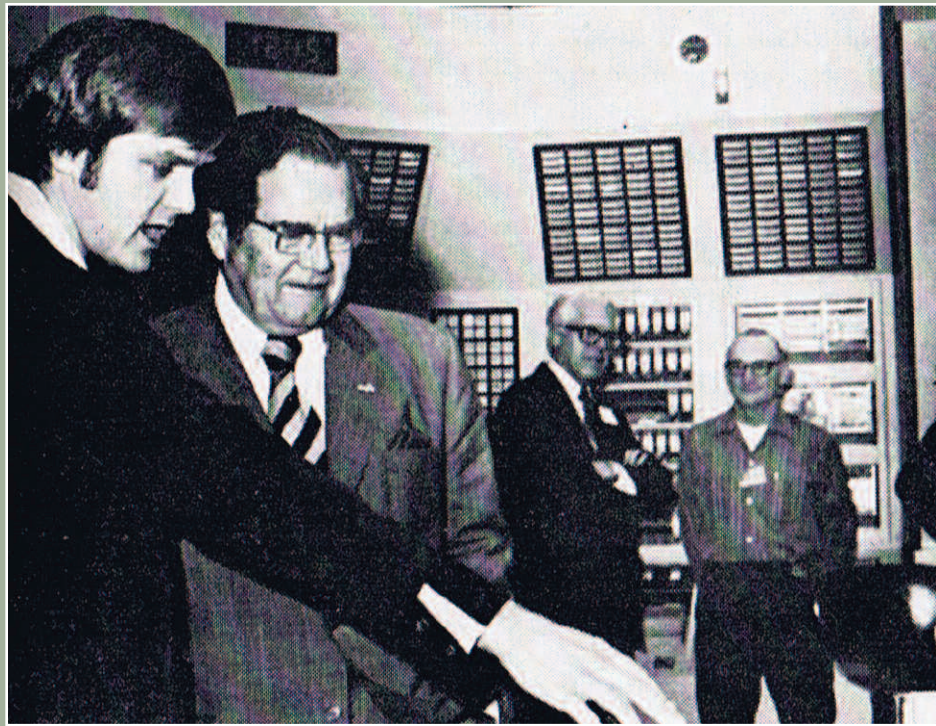




In 1973, a wet gas scrubber was installed on FCCU-2 to improve air emissions from the cat cracker. FCCU-3 would receive its own scrubber two years later.



In January 1977, a fire occurs at Dock 2 as the Exxon San Francisco was loading gasoline, but is under control in about two hours.



In October 1977, Texas Governor Dolph Briscoe attends the BTFE dedication. Pictured is Roger Jordan, left, who explains the Fuels North console to the governor while Exxon President Randall Meyer and Lee Prigmore, right, look on.



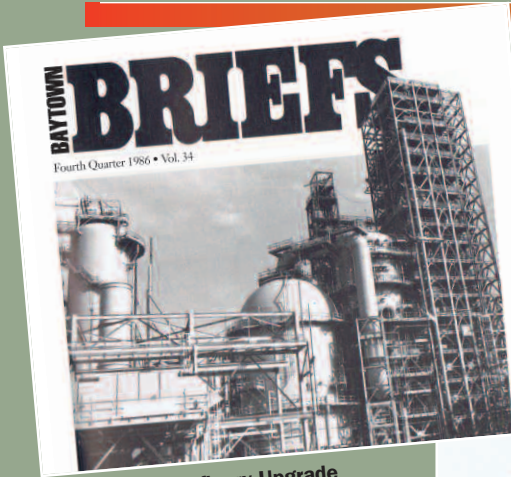
In August 1983, Hurricane Alicia struck the Complex with Category 3-force winds, causing an extensive amount of damage.



Construction on the Baytown Fuels Expansion Project officially got under way in August 1973 when Baytown Mayor Tom Gentry broke ground at a site south of Park Street.



1973-1985 FURTHER EXPANSION



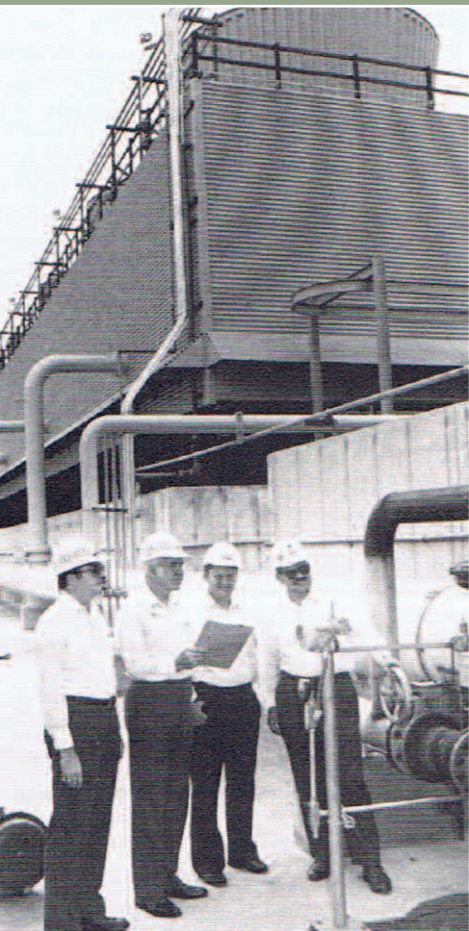
The Baytown Refinery Upgrade Project was completed in 1986 and included a flexicoking unit (pictured), Pipe Still 8 and new sulfur recovery facilities.



Refinery Manager Marshall Sprigg, Project Executive Bill Reymond, Project Director Dean Dahlen and Design and Engineering Manager Bob Payne look over plans for the Refinery Upgrade Project.



Several vessels that form the core of the flexicoking unit are erected as part of BRUP.



Two new cooling towers are installed as part of BRUP. Pictured looking at the piping for CT 84 are John Rowland, Ed Williams, Bob Earhart and Jim Maple.



Construction commences on the Chemical Plant Administration Building in 1981. Later known as the Central Administration Building (CAB), this facility would house most of the Complex's management.

CHALLENGES AND MERGERS



1986-1999



1986-1999 CHALLENGES AND MERGERS

The mid- to late-1980s represented a period of unique challenges for Baytown employees. In 1985, the energy market collapsed, resulting in a drastic decline in crude oil and product prices, as well as many refineries around the world being forced out of business by the tough, competitive market. These external challenges were compounded for Exxon when in March 1989 it experienced a serious operational accident; the Exxon Valdez ran aground in Alaska's Prince William Sound.

Regardless of the economic climate and public sentiment toward Exxon at the time, the Complex and its employees continued to focus on producing quality products in a reliable and safe manner, all the while renewing its investment in environmental protection and the community.

One of the ways the Complex was able to weather the market collapse was by investing in the previously mentioned Baytown Refinery Upgrade Project, which improved profitability



The Complex's lagoon system has processed wastewater since the 1960s.

and helped the Complex to emerge as a leader in the 1990s. A major part of that project was the installation of the Flexicoking Unit, a 30,000 barrel per day unit that produces desirable, high value products from low value tarry residue.

In addition, the Refinery installed a methyl tertiary butyl ether (MTBE) unit in 1993, which produces an oxygen-containing blending component needed for the manufacture of cleaner burning gasoline with reduced carbon monoxide and other emissions. Likewise the Chemical Plant installed a polypropylene unit, called Line 8, in 1997, which increased the plant's polypropylene capacity by more than 50 percent, as well as a new syngas unit in 1998.

It was also during this time that the Complex renewed its efforts to protect the surrounding environment, a company priority that dated back to the 1960s. At that time, a 350-acre lagoon system was developed to biologically process wastewater by utilizing a blend of both bacteria and algae to decompose organics. In the mid-80s, two new wastewater oxidation basins were added to enhance biological treatment by increasing the amount of oxygen available to the bacteria that clean the water. Such enhancements resulted in birds using the area as a nesting habitat, including the endangered least tern.

In addition, the Complex was one of the founding members of the Houston Regional Monitoring Corporation in the early 1980s, which continues to operate a number of air monitors throughout East Harris County that collects and tests the air for more than 150 different chemicals and compounds. With such innovations as wet gas scrubbers, flare control systems and advanced valve packing materials that reduce hydrocarbon emissions, these monitors show that the Complex continues to reduce its emissions.

The 80s and 90s were also characterized by continuous involvement in the local community, particularly in the area of education. Not only did the company donate more than \$1 million to build Baytown Junior School, but



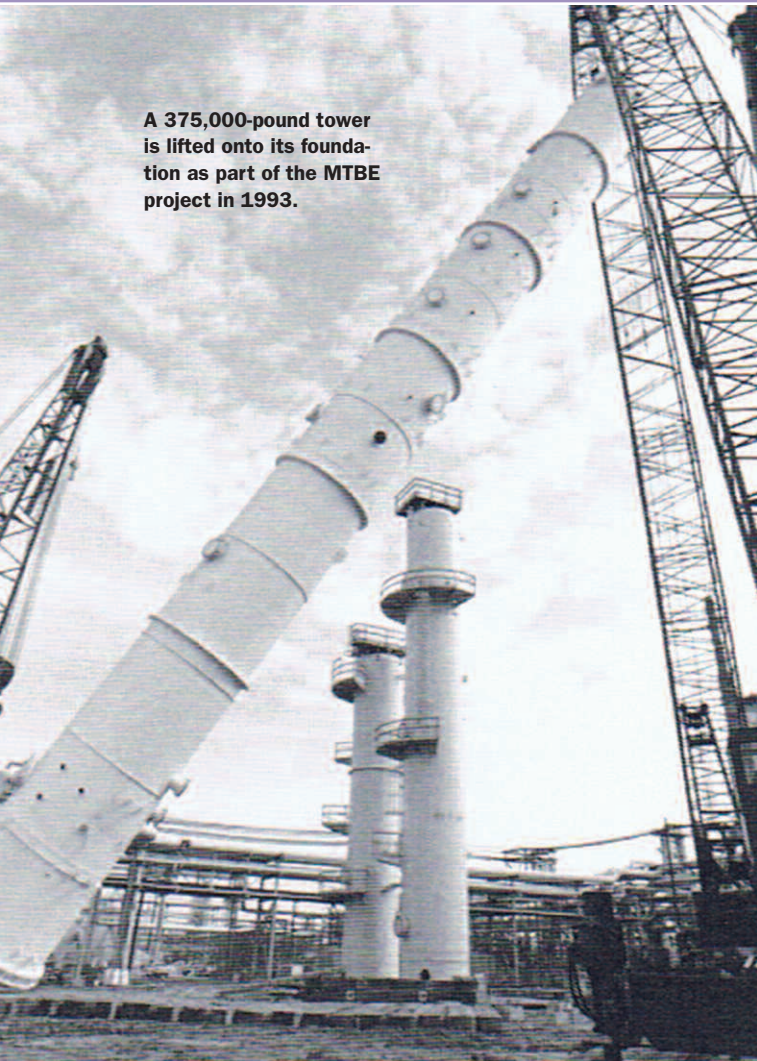
Exxon Baytown continues its successful United Way campaign, raising a record \$501,000 in 1988. Eventually, the company would contribute in excess of \$1 million annually.

Complex employees volunteered countless hours to programs such as Junior Achievement and Partners in Education activities. In addition, the Complex established itself as the single largest giver in the annual Baytown Area United Way Campaign, consistently setting new contribution records every year. Such efforts ensured Exxon's continued success in the Baytown area despite the challenges posed by market conditions.

Then, in 1998, Exxon and Mobil signed a definitive agreement to merge and form a new company called Exxon Mobil Corporation, the largest company in the world. After shareholder and regulatory approvals, the merger was completed on November 30, 1999, reuniting Standard Oil Company (New Jersey) (Exxon) and Standard Oil Company (New York) (Mobil), which had been forcibly separated by government order nearly a century earlier. This reunion resulted in the largest merger in corporate history.

1986-1999 CHALLENGES AND MERGERS

A 375,000-pound tower is lifted onto its foundation as part of the MTBE project in 1993.



BAYTOWN BRIEFS

IN THIS ISSUE

United Way volunteers, Corvette Challenge team, Exxon Day, new ERE division

July 1988



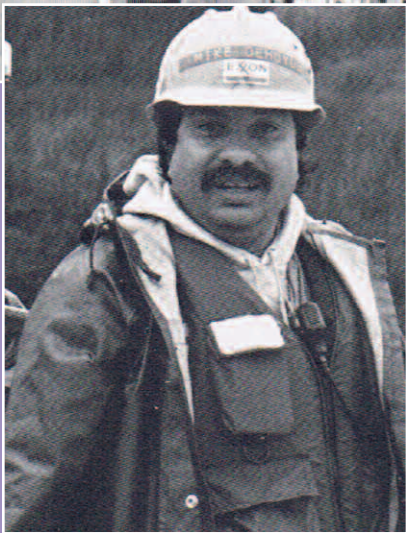
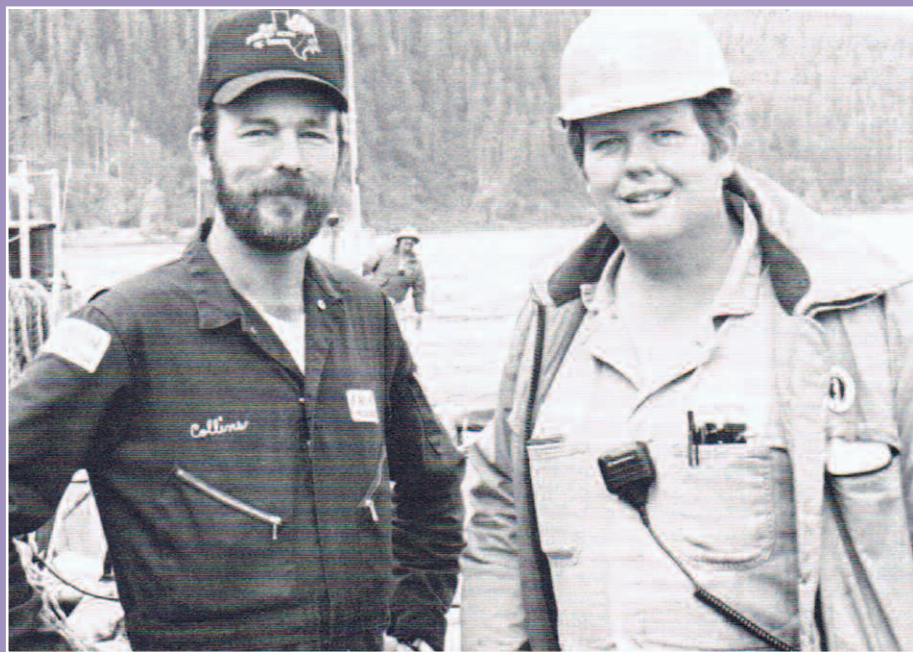
At right: Gregg Stephens posts a "Nesting in Progress" sign in the Refinery. For years, the endangered least terns have found the Refinery a perfect place to nest and raise their young.



Lee Morgandoller of Defense Contract Management Area Operations, left, presents a recognition plaque to Refinery Manager Sherman Glass and U.S. Marine Corporal Juan Aguilar of the Fuels South Department for "extraordinary efforts in support of Operation Desert Storm."



In January 1994, FCCU-2 celebrated its 50th birthday. Pictured is John Broyles of Fuels South looking over a feed pump, one of the original pieces of FCCU-2.



Thirty-seven Baytown Refinery employees brought their skills to Alaska to assist with the Valdez cleanup. Pictured are Ernest Mitchell and Ken Campbell, above left, Carl Collins and Gary Frierson, above right, and Mike DeHoyos, left.



As part of its 70th anniversary, the Complex was recognized as an official Texas historical site. Pictured are A.E. Archer Jr., left, Jimmy Carroll and Al Davis unveiling the historical marker.



1986-1999 CHALLENGES AND MERGERS



The Refinery provided military jet fuel to the U.S. Department of Defense in 1996 and 1997.



Cutting the ribbon for the opening of MTBE is Fuels South Administrative Assistant Almada Conway, fourth from left. Assisting are Malcomb Wilder, left, Bob Saterbak, Jimmie Jackson and Ben Markham.



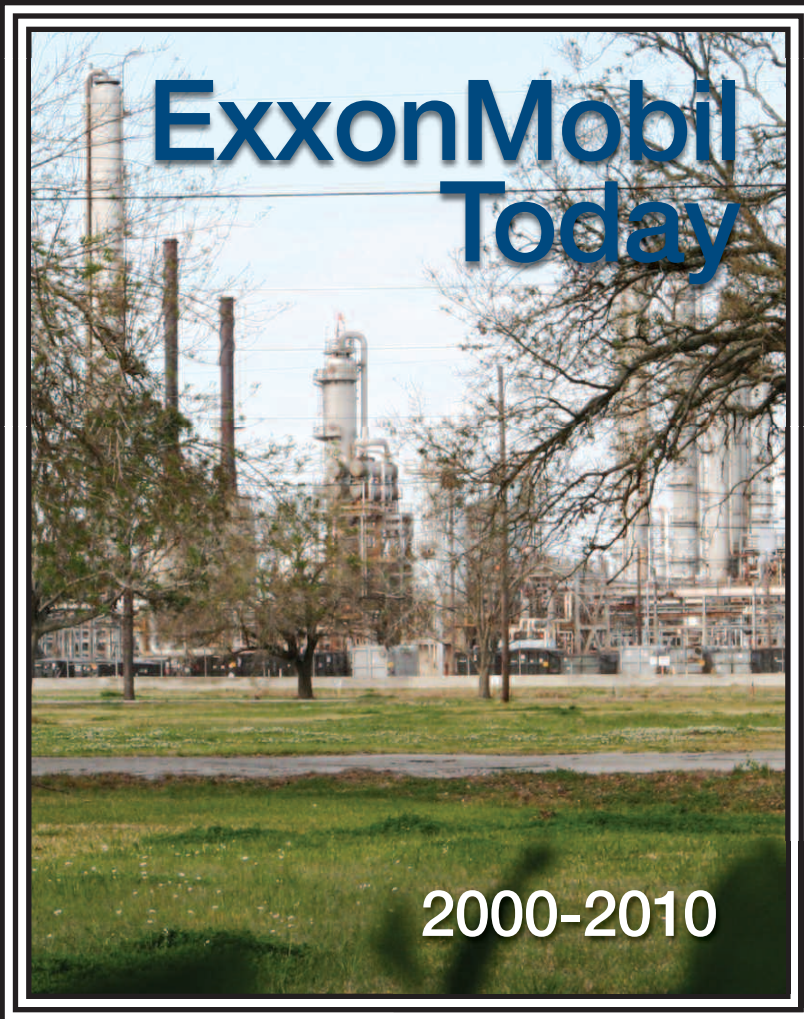
Breaking ground on a new Exxon Lubricant Basestock Plant in 1998 are GDS President Jim Walters, Baytown Mayor Pete Alfaro, Baytown Refinery Manager Sherri Stuewer, Refinery Technical Manager Jim Spry, Exxon Petroleum Specialties Manager Erv Burbach, Exxon Petroleum Specialties Advisor Amy Claxton, Fluor Daniel Petroleum Operations Vice President Bell Zelle, Refinery Process Manager Kenny Warren, Project Executive Gautam Shah and Refinery Mechanical Manager Mike Murray.



The new ExxonMobil logo

The Chemical Plant installed the Line 8 Polypropylene Unit in 1997. Posing in front of the new unit are "cowboy" safety regulation employees Scott Piepho, Doug Pitts, Mike Rodriguez, Barfield Nettles, Steve Hadley, Bryan Nethery and David Garcia.







2000-2010 ExxonMobil Today

The Complex entered the new millennium as a virtually new organization, with policies from both Exxon and Mobil merging to create new cultures, new objectives and, in some cases, new leadership. In spite of this rapid change, the one component that made the Complex a leader in the industry – employees dedicated to safety, innovation and operational excellence – remained constant.

While the company landscape continued to change, so too did the Baytown skyline. In 2001, the Complex completed its first delayed coking unit, which processes the heaviest and toughest molecules in crude oil and breaks them down into cleaner products such as gasoline and diesel.

Since that time, most projects have been designed to improve the Refinery's environmental compliance and efficiency. In 2003, the

Chemical Plant personnel oversee the installation of new equipment and the modification of existing facilities to improve the site's efficiency and reliability.



The cogeneration unit utilizes advanced technology to capture and recycle excess heat from the generation of electricity. The Baytown unit generates enough power to supply the normal energy needs of at least 100,000 homes in the United States.



The Chemical Plant recently completed a major expansion to increase its halobutyl manufacturing capacity by 60 percent.

Refinery installed Hydrofining Unit 9, which utilizes ExxonMobil-patented technology to make low sulfur motor gasoline, and in 2009, construction began on Hydrofining Unit 10, which, upon completion, will substantially increase the Complex's low-sulfur diesel production capabilities.

In addition, the company's continuous commitment to energy efficiency has led to the use of such innovative technologies as cogeneration, which utilizes advanced technology to capture and recycle excess heat from the generation of electricity. In 2006, the Complex installed a cogeneration unit at the Baytown Olefins Plant that serves as a power source to the Complex, while helping to reduce area emissions. Finally, several major turnarounds in the Chemical Plant have helped to increase the site's butyl capacity, further distancing itself as a world leader in petrochemicals.

Along with the Complex's constant environmental improvement, the site has also steadily improved its safety performance. With a dedication to the ultimate goal of Nobody Gets Hurt, the Complex has fine-tuned its procedures and risk-assessment tools in recent years, resulting in numerous employee and contractor safety records.

Another "first" took place in 2005 when the Complex voluntarily shut down all operations in preparation of Hurricane Rita. While the hurricane fortunately missed the Complex, in 2008, Hurricane Ike struck the Baytown area head on, leaving mass devastation in its wake. The Complex received minimal damage, but surrounding residents were not as lucky. In response, the company made a large donation to the United Way for immediate hurricane relief, while hundreds of ExxonMobil volunteers assisted at various agencies to get the Baytown area back on its feet. Such cooperation only helped to strengthen ExxonMobil's longstanding relationship with the community.

All of the success experienced in recent years – be it safety, environmental, reliability or community – has been made possible by ExxonMobil Baytown employees. Despite the corporate and operational changes that have taken place at the Complex through the years, the employees have remained the foundation of the company's success and the primary reason the Complex is celebrating its 90th anniversary.



In 2009, Fuels South completed successful turnarounds of the Fluid Catalytic Cracking Unit 3, Catalytic Light Ends Units and the Alkylation Unit. It was one of the largest turnarounds in Complex history, including 1.1 million man-hours and a peak daily workforce of 2,300 personnel.



The Complex completed its delayed coking unit in 2001.

2000-2010 ExxonMobil Today



Hydrofining Unit 9



Wally Wise, a turtle mascot of the Local Emergency Planning Committee (LEPC), and ExxonMobil, teaches elementary school children how to shelter in place in case of a chemical emergency.



ExxonMobil and the City of Baytown often conduct joint trainings to ensure company and emergency response personnel are able to work together in the event of a large-scale emergency.



In 2008, Hurricane Ike struck the Complex with Category 2-force winds.



The Complex makes frequent donations to city landmarks such as the Baytown Firefighters Memorial, which was erected in 2008.



To assist the Baytown area with the hurricane recovery effort, ExxonMobil donated \$500,000 to the Baytown Area United Way.



Since World War II, the Complex has remained supportive of our veterans. In 2009, employee servicemen and women presented Baytown management with a plaque and tiger sculpture in recognition of that support.



Kids At Work is an event where the children and grandchildren of employees come to the Complex to learn about how what we do here affects their everyday lives.



Corporate executives such as Steve Pryor, ExxonMobil Chemical Company President (above), and Sherman Glass, ExxonMobil Refining & Supply President (left), frequently travel to the Complex to conduct forums and answer employee questions.

2000-2010 ExxonMobil Today



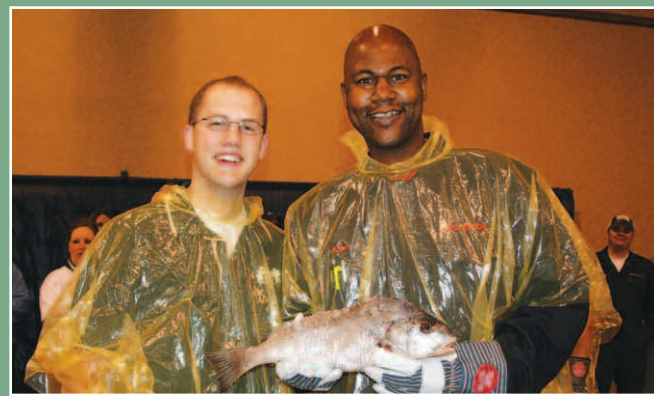
The Baytown Area Tour Program remains strong after more than 60 years. Pictured is Chemical Plant Manager Zeb Nash with students getting ready to tour the Complex.



Each year, the Complex recognizes Refinery and Chemical Plant employees and teams who have gone above and beyond to assist the organization in meetings its goals at the Shared Visions Realized Awards.



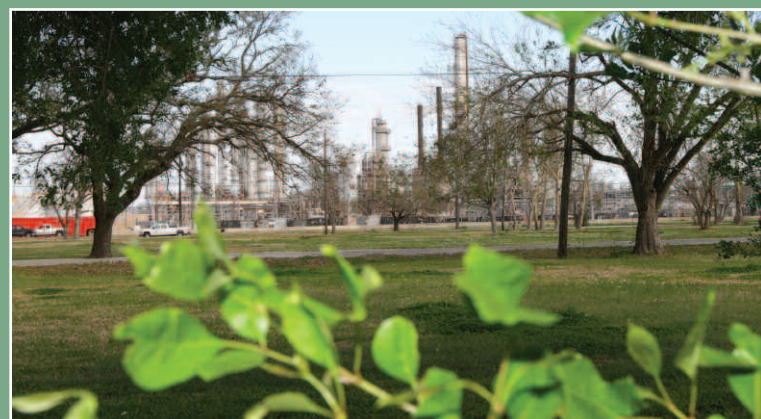
Construction on Hydrofining Unit 10



In 2007, Complex employees participated in FISH! trainings, which were teambuilding sessions designed to encourage workers to have fun at work and create a positive work environment.



The ExxonMobil Board of Directors Public Issues and Contributions Committee was very complimentary of the Complex's operations and community commitment during its site visit in 2009.



In 1992, a greenbelt enhancement program was initiated in an effort to create a buffer around the entire Complex, as well as beautify the surrounding perimeter (photo taken in 2009).

Baytown Refinery Managers



C.M. Husted
1919-1922



R.E. Powell
1922-1935



Gordon Farned
1935-1961



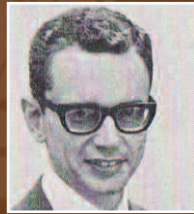
Herb Meier
1961-1968



Frank Turpin
1968-1970



Ed DiCorcia
1970-1973



Jo Graves
1973-1976



Ron Haddock
1976-1978



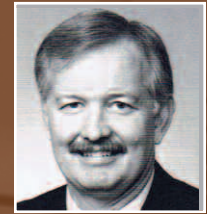
Marshall Sprigg
1978-1984



Dick Rabinow
1984-1987



Sherman Glass Jr.
1987-1991



Ben Markham
1991-1993



Sherri Stuewer
1993-1998



Steve Hart
1998-2002



Mike Brown
2002-2004



Chris Erickson
2004-2007



Gary Wilson
2007-2010



Steve Cope
2010-Present

Baytown Chemical Plant Managers



John Coates
1965-1967



Gene Gillis
1967-1969



Rod Grandy
1969-1971



Ed Gangluff
1971-1973



John Costolnick
1973-1976



John Coates
1976-1978



William L. Senn Jr.
1978-1981



Charlie Seay
1981-1986



Keith Fulton
1986-1991



Ray Floyd
1991-1998



Jose Leon
1998-2001



Stephane de Mahieu
2001-2004



Zeb Nash
2004-2009



Joe Blommaert
2009-Present



NOBODY GETS HURT

From the moment the Refinery began operating 90 years ago, safety has always been an important part of everybody's job. Unfortunately, in the early years, it was not always the industry's top priority.

In the formative stages of our industry, shortcuts were taken, safety equipment was not worn and unsafe activities would take

place, until eventually, a disabling injury would occur, or in some cases, worse. Most people believed that such accidents were inevitable, either because there wasn't a safer way to do things or because safe practices would lead to a loss in productivity or even profitability.

Fortunately, most

On April 24, 1940, the Refinery achieved the first, consecutive million man-hours of work without a disabling injury. The milestone was celebrated with a replica of the San Jacinto Monument, which was built by adding a small section to the replica for each day that passed without an injury. Superintendent Gordon Farned mounted the final star atop the replica when the milestone was achieved.

employees learned early on that by working safely every day and having zero injuries, productivity would not only remain consistent, it would actually increase. Therefore, safety rules and procedures were established throughout the Refinery, goals and objectives were put into place, accidents were investigated to determine root causes, and incentives were provided for having zero injuries. Eventually, attitudes changed, resulting in a new safety culture.

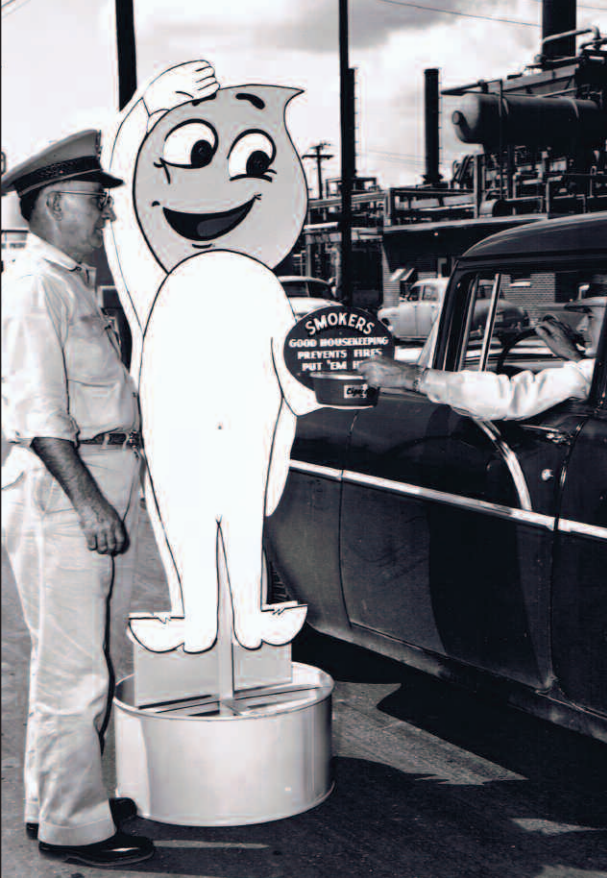
Since then, safety has continued to improve, year after year. Various safety programs have been put into place, each building upon previous successful programs. Ultimately, these programs have culminated in the concept that zero injuries can truly be a reality. With the ultimate goal of Nobody Gets Hurt, Complex employees have achieved numerous safety records in recent years, including reaching a record 307 days – or 3.5 million work-hours – without a recordable injury or illness. Since then, Complex employees have twice reached 180 days without an injury – unheard of prior to 2008 – and continue to raise the bar for safety in Baytown.

But employees will not rest until Nobody Gets Hurt becomes a reality. Until then, they will continue to look to the next milestone. Employees realize the importance of taking responsibility for their safe work behavior, as well as their teammates. The latest program, Not In My House, reminds employees to be active participants in behavior-based safety and to be accountable for the actions of others, especially if they could result in an injury. This not only takes being observant and willing to intervene and correct any unsafe behavior, but also knowing what to look for.

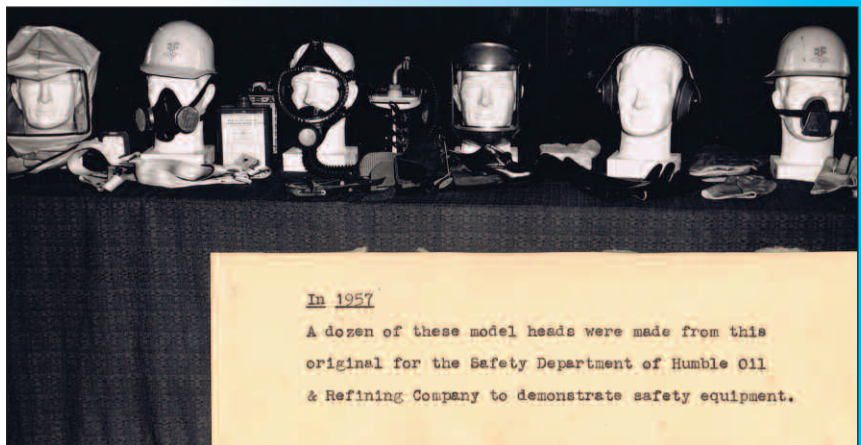
By helping to identify and correct these unsafe behaviors, employees are not only encouraging a Total Safety Culture here at the Complex, but they will also be ensuring we reach our ultimate goal of Nobody Gets Hurt!

Representatives of the various Baytown laboratory divisions proudly display a banner acclaiming their safety mark, which set a world record. Pictured are: standing, left to right, Adrienne Huckaby, G.E. Spencer, C.H.R. Burroughs, Carolyn W. Jules; kneeling, left to right, J. Mills, W.L. Matthews, V.L. Murdock, H.C. Eastwood, D.E. Nicholson, L.A. Rizzuto.





Happy, Humble's safety mascot, reminds employee O.R. Wilson to put out his cigarette butt prior to entering the plant in this 1961 photo. Guard George Harper looks on.



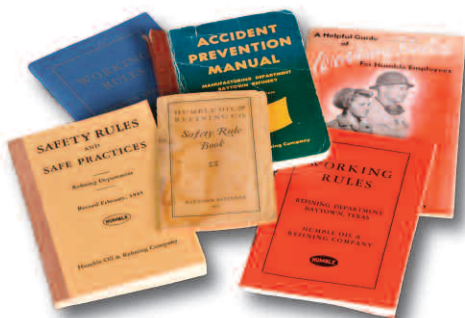
In 1957, the Safety Department uses model heads to demonstrate safety equipment use.



In the 1970s, a "mock" funeral is held for Mr. Disabling Injury, with the hope he will never raise his ugly head again.



Several members of the Complex' fire team formed a rescue team in 1976. Pictured are, from left, front row: Kent Burris, Steve McCaleb, Ken Conerly, Gary Sanders, Gerald Wooster; from left, back row: Donnie Settle, Lee Ray Kaderli, Ray Herrod, Louis Padar, Roy Cutbirth, Robert Reichle and Glyn Walker.



In 1978, security improvements were made at the Complex, including better exit-entry features, more perimeter lighting and radar guns.

NOBODY GETS HURT



Refinery employees receive the 1990 President's Safety Award. Pictured are, from left front row, Carlos Ledesma, Donnell Davis, Larry Leonard; second row, A.E. Archer, Neal Humphrey, Haz Garza, Vic Llorens, Glenda Castillo, Sally Bird, Bill Stevens, Richard Silva; third row, Donald Knutson, Larry Tekker, Gary Wilson.



Each year, the Complex holds on-site safety fairs that provide employees and family members with on- and off-the-job safety tips in a fun, carnival-style environment.



2010 Air Incident Reduction Team



2009 Field Awareness Safety Team



Sherman Glass was on hand to present the President's Safety Award to various representatives of the Refinery in 2009.





Emergency Response volunteers participate in training exercises at the Brayton Fire Training Field at Texas A&M University.



2009 Rescue Team



2006 Hazmat Team

2008 Medical Team



The Complex commemorated reaching a record 307 days without a recordable injury or illness with a big celebration in Tiger Gym.



Various consoles throughout the Complex celebrate safety milestones every year.



In February 2008, Complex employees achieved 180 consecutive days without a recordable injury for the first time in Complex history.



TOGETHER WE ARE STRONGER

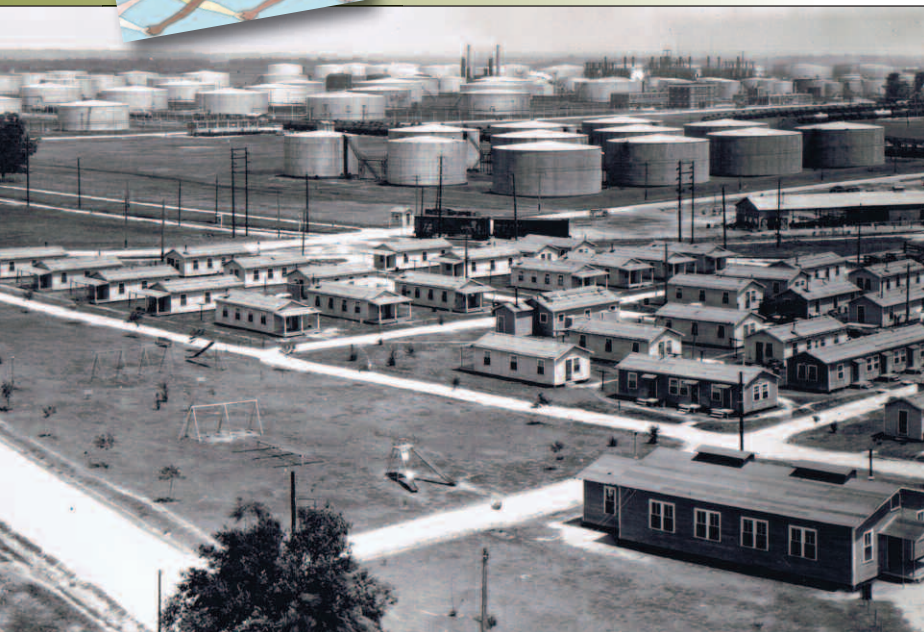
At the Complex, there is a strong belief that all employees' individual and cultural differences should be respected and valued, all employees should feel included, and all employees should be able to contribute and achieve their ultimate potential. In doing so, the Complex will meet its business objectives and become a much stronger organization overall. It wasn't always that way.

In 1920, the same laws, rules of segregation and racial tensions that permeated throughout American society were also prevalent in Baytown. Hispanic and African-American

workers were employed by the Refinery, but they were denied many rights and privileges extended to their co-workers. Only whites could work in operations, while the Hispanics and African-Americans would usually work in the labor gang digging ditches. There was no such thing as "equal pay," and minorities could only live in certain designated housing areas.

Outside of the workplace was no different. Hispanic and African-American employees had their own dances, schools for children (which were constructed by the Refinery), and social clubs. Because African-Americans couldn't take part in Humble Day activities, they formed the Refinery Club and would hold their own Refinery Day every summer. In addition, the Hispanic employees created the Sociedad Mutualista in 1918, which served as the voice of the Hispanic community in Baytown and focused on promoting Mexican culture, welfare, education and recreational activities.

Once desegregation and the American Civil Rights Movement paved the way for increased tolerance and racial equality in the late 60s, many of the previous barriers that had existed in Baytown were quick to fall down. Even dating back to World War II, employee relations began to improve with the hiring of women to replace the men who were fighting overseas. Eventually, Hispanic and African-American employees were able to hold positions of increasing authority, and the need for



An aerial view of El Campo, the Community House for Hispanic families within the boundaries of the Refinery. At lower right was Community House no. 2 (also known as El Salon to the Hispanic employees), which was used for dances and other social events.



The African-American employees would use Community House no. 2 to hold their own dances, church services and live entertainment.



A group of Hispanic Boy Scouts play the National Anthem during a 1950s Mexican Independence Day celebration at Community House no. 2.

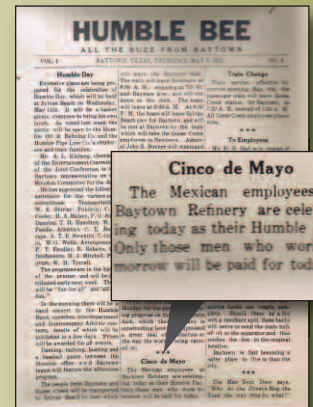
separate social events soon vanished.

By the 1980s, a diverse workforce was not just acknowledged; it was encouraged and sought after as part of the company's core values. In 1989, the Chemical Plant Manager Keith Fulton led a task group to study how the company was doing relative to diversity and international focus. The study results led to the recommendation that Chemical Plant set up a core group to serve as a pilot for the rest of the company. This pilot effort resulted in the formation of the Diversity Pioneers in 1990. The mission of this group continues to provide education, remove boundaries, support the retention of a premier workforce from the broadest possible pool and act as diversity role models.

The efforts of the group eventually led to the formation of such affinity groups as the Black Employee Success Team (BEST), the Global Organization for the Advancement of

Latinos (GOAL), the Women's Interest Network (WIN), People for the Respect, Inclusion and Diversity of Employees (PRIDE) and the Asian Connection for Excellence (ACE). In addition, dates of cultural significance such as Black History Month and Cinco de Mayo have become large-scale celebrations in which employees, annuitants and the entire Baytown community take part. Only recently, Women's History Month, Asian History Month and LGBT History Month have also been recognized and celebrated.

Such events have enabled employees to draw strength from one another's differences, resulting in each individual achieving their personal best, regardless of gender, race, color or creed. It is no coincidence that the Refinery and Chemical Plant have only recently achieved record performances, for as the saying goes – Together We Are Stronger.



Contrary to today, Cinco de Mayo was a celebration not supported by management in the early years as indicated by this clip that appeared in a 1921 issue of the Humble Bee.



Dissatisfied with their facility, the leaders of the Hispanic community approached Humble asking that adequate educational facilities and teachers be provided for the Hispanic children. The company built the Baytown Mexican School in 1928, which was later renamed Lorenzo de Zavala Elementary School. The school shut down in 1968 (a new elementary school named after Lorenzo de Zavala was opened in 1992).



A musical legacy began in 1937 with the formation of La Tipica, the first Mexican-American all girl, 40-piece touring orchestra, by Antonio Banuelos at Lorenzo de Zavala Elementary.



Unable to play on the Humble Oilers baseball team, the Hispanic employees formed their own team, known as the 997 (named after Humble's famous motor oil).



Refinery Day was held every June and featured barbeque, games and dancing. Pictured are, left to right, Robert Durio dancing with Argyneel Brown (hidden), Curtis St. Julian and Edna Ann West, Stanly Barrett and Mary Lee Simon, and an unidentified couple.

TOGETHER WE ARE STRONGER



Black History Month has been celebrated at the Complex since 1994.



The Asian Connection for Excellence started a Baytown chapter in 2008, further strengthening the Complex's commitment to diversity and inclusiveness.



The 2008 Diversity Pioneers



Each year, the Baytown Area Women's Interest Network organizes Introduce a Girl to Engineering Day, an outreach event designed to create excitement and generate interest in the science and engineering fields among middle school girls through interactive activities.



People for the Respect, Inclusion, and Diversity of Employees (PRIDE) is another recent affinity group launched in Baytown.

Annuitants Speak Out!

When Annuitant Ray Wilson came to the Complex in 1977, he was quick to notice the lack of black managers. "The Complex had a few black first-line supervisors; otherwise, it was still very hard for most of the white employees to be able to view Hispanics or African-Americans in leadership positions," he said.

Although the plant had desegregated in the late 60s and minorities were finally able to work in Operations (rather than just as laborers), a degree of racial tension still existed, especially as the corporate hierarchy remained predominantly white. "Sexism existed as well," Wilson said. "I can recall employees trying to sabotage the women in Operations because they felt they were taking a man's job."

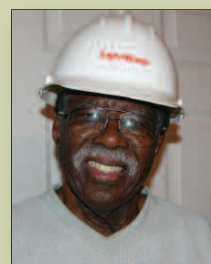
Regardless, Wilson began to see changes as more minorities were promoted to second- and first-line positions – a move that was met with some resentment. "In the 70s, there was a big push to diversify the workforce and the company had targets," Wilson said. "A few employees made negative comments about these workers and affirmative action, in general, but it wasn't like Exxon was hiring less qualified or inferior workers."

This tension was addressed in the early 80s, when a consultant came to the Complex to provide diversity training. According to Wilson, the consultant was able to show the employees their similarities and how their differences helped to strengthen the overall Complex. Similar trainings were held throughout the company for several years.

"Of course, things didn't change overnight after the diversity training, and racism and sexism still existed, but as people have become more educated and knowledgeable, the problem has gradually gotten smaller and smaller," he said.

Retired since 1999, Wilson had a very successful career at the Complex, eventually being promoted to Chief Console Operator in 1983 and was assigned briefly as a supervisor at the storehouse before returning to operations where he worked until retirement. And while he did observe some instances of insensitivity during his 23-year career, he looks back fondly on those days and feels that ExxonMobil is ultimately heading in the right direction.

"ExxonMobil has and will continue to succeed in the area of diversity – simply because the company believes in doing what's right – both for economic, as well as moral, reasons."



Ray Wilson



HOT OFF THE PRESS

In March 1921, the Refinery issued the inaugural copy of its company newsletter, the *Humble Bee*. In the first issue, the editors – A.T.E. Newkirk and T.H. Hamilton – wrote, “The publication of a company magazine makes but another step forward in our industrial life, clearly indicating an earnest effort of a progressive organization to keep pace with the times.”

Since that time, the Baytown area has witnessed various incarnations of the company magazine – all dedicated to serving as a purveyor of inter-company news, information and more. There have been progressions in terms of quality, content and frequency, as well as regressions when budgets ran thin or employee interest waned. Nevertheless, the magazine would find a way to change with the times, appealing to employee sensibilities and serving as a constant snapshot of a company in various stages of its “industrial life” and evolution.

The *Humble Bee* lasted until 1958. In the four decades of its existence, the publication underwent several makeovers. Early issues included poems, quips, columns on work ethic, and even jokes and humorous articles designed to bolster employee morale and nurture Baytown’s small town values. The *Humble Bee* would faithfully report on all local sports events and social occurrences at the Humble Club. Each volume carried at least one article on safety, keeping the topic at the forefront of people’s minds, as well as a section dedicated to new ideas and procedural improvements developed by employees themselves. All the while, the pictures became bigger and more colorful, while the page count steadily increased.

Eventually, the *Humble Bee* was replaced with the *Baytown Briefs*. Adopting a tabloid/newspaper format and black-and-white pictures, the *Briefs* reported on company operations in a more journalistic fashion; befitting of a company that – at the time – was undergoing numerous operational changes. Lasting more than 40 years, the *Briefs* also experienced change, eventually covering only Refinery activities, while Chemical Plant interests were represented in a publication called *BTCP* in 1983 (the name changed to *Chem Plant News* in 1986 and *ChemConnection* in 1993).

Both *Baytown Briefs* and *ChemConnection* were discontinued in 1997 and replaced with *Baytown Connection*, which, in the spirit of teamwork and synergy, covered Refinery, Chemical Plant, and research and engineering activities. The publication ceased production in 2002.

Today, with the advent of new technologies, Baytown employees get their news and company updates through a variety of communication vehicles. Whether it’s a monthly electronic newsletter sent via e-mail or a weekly news update from Baytown Area Online, the

company’s local intranet site, communications are sent with the effortless click of a mouse in today’s Complex. Publications, however, remain a vital component. With the recent implementation of *Baytown Area Bridge*, which continues the longstanding tradition of a company newspaper, area employees and their families once again have a publication they can look forward to receiving every quarter.



Socorro Miranda holds a copy of the February 1946 *Humble Bee* featuring her bridal photo on the cover. Socorro was married to Antonio Renteria who worked at the Butyl Rubber Plant.





OUR COMMUNITY

When the Refinery was first built, there was nothing in the way of a community. As such, the company helped to establish one by providing housing, a social center and various recreational activities outside of the workplace for its employees. In those days, the community and the Refinery were synonymous with one another.

Once the tri-cities consolidated to form the City of Baytown in 1948 and the increasing population began to outnumber Humble per-

Since then, the Complex and has been a strong community partner through volunteerism, contributions and two-way dialogue with the community. Plant managers and supervisors will go out into the community for speaking engagements, while schools, neighbors and community leaders, in turn, will come to the plant for tours, meetings and information sessions.

Since 2001, the company has eclipsed the \$1 million mark during its annual United Way

Campaign, recently contributing a record \$1.85 million in 2009. In addition, more than 2,000 employees donate blood annually, helping numerous patients throughout the Baytown and Houston areas.

Today, volunteerism remains strong in Baytown, with more than 1,300 Complex employees participating in volunteer activities on a regular basis. The Complex particularly prides itself on its commitment to improving math and science education. Whether it's serving as a Junior Achievement instructor or conducting a classroom experiment through the com-

pany's innovative Science Ambassador Program, employees can be seen participating in various educational activities throughout the year.

The company has also remained a strong supporter of Relay for Life, Habitat for Humanity, Meals on Wheels and various other charitable events dedicated to improving the quality of life in the Baytown area.



ExxonMobil donates \$40,000 to another Habitat for Humanity project.

sonnel, the Refinery assumed a less prominent role in municipal activities. However, the Refinery, driven by the employees who resided in the area, continued to support and maintain a steady relationship with the Baytown community, lending equipment to erect church steeples, providing donations to the local United Fund (later known as United Way) and volunteering at various community functions.



Employees provide donations to the United Fund campaign (now known as the United Way).



The first-ever Complex blood drive was held in February 1979 and was a success, with more than 1,000 pints of blood collected. Thirty years later, more than 2,000 donors participate in Complex blood drives annually.



ExxonMobil donated a record \$1.85 million to the 2009 Baytown Area United Way Campaign. It is the eighth year in a row that ExxonMobil has donated more than \$1 million.



The Complex has been a longtime sponsor of Relay for Life, a relay fundraiser organized by the American Cancer Society to raise money for cancer research.



Working on a foundation for Habitat for Humanity are George Cruz, left, and Robert Yznaga.

OUR COMMUNITY



In 1987, the Complex launched its “Refiner of the Year” program to recognize civic leaders for their contributions to the Baytown area and its citizens. Past recipients have included, from left, Charles Shaffer (1994), Eddie Gray (1996), Bobby Rountree (1998) and Don Murray (2009).



In 2009, ExxonMobil strengthened its partnership with Lee College by donating \$250,000 to create the ExxonMobil Process Technology Program. A longtime supporter of the school, the company has donated more money to Lee College than any other two-year college in the United States.



Many ExxonMobil volunteers also serve as Big Brothers and Big Sisters to underprivileged youth.



Many ExxonMobil annuitants become leaders in the community after retirement, such as Ruben de Hoyas who serves as president of the Baytown Hispanic Chamber of Commerce.



Employees participate in numerous educational programs, such as Science Ambassadors, to teach students – from elementary through high school – about math and science. Pictured is Marieke Lahey teaching a student about rocks and minerals.



Hundreds of ExxonMobil employees participate in the United Way Days of Caring every year.



ExxonMobil has always been an industry leader in support of Lee College. Pictured is Steve Ames, left, visiting with Chuck Carter, Lee College process and instrumentation instructor, and Richard Tunstall, lead instrumentation instructor, at the industrial pilot plant the company donated \$6,000 to build on campus.



Ken Hall gets a lot of class participation in his Junior Achievement second grade class.



Approximately 150 Exxon volunteers built an extensive handicapped-accessible playground at Goose Creek Park on West Texas Avenue. Pictured are: Camille Borowiak of the Baytown Parks and Recreation Department, Jim Dodson of Basic Chemicals Americas, Reymond Herrin and Robert Villaneuva of the Refinery and Gary Fischer of the Baytown Olefins Plant.



The Complex holds numerous blood drives throughout the year.



OUR PEOPLE

As we look back on 90 years of innovations, achievements and industry leadership, we see that for every technical breakthrough achieved, every new energy-saving process developed, every new unit built, every dollar contributed to improving the community, every safety milestone reached, and every year that the Complex has operated successfully in the Baytown area – none of it would have been possible without the courage, creativity, charity and character of our most valuable resource: the people.



And no matter how many technologies and automated processes are developed in the coming years, nothing will ever replace the ingenuity, spirit and commitment of those men and women – past, present and future – who work at the Complex.

On the front cover of this book, the subtitle reads *A 90-Year Legacy*. What exactly is a legacy? According to Webster's Dictionary, a legacy is defined as something handed down by an ancestor or predecessor from the past. It is a term that is definitely applicable here

at the Complex.



Indeed it is a family. It is a place where every one is valued, every one is appreciated, and every one works together in a spirit of cooperation and teamwork. It is a legacy that has gone on for 90 years and will continue to do so for many years to come.

Until then, there is only one thing left to do:

To all of the machinists, welders, pipefitters, boilermakers, electricians, carpenters, mechanics, instrument technicians, process technicians, console operators, engineers, security personnel, professionals, support staff, administrators, emergency response team members, superintendents, lab workers, analysts, contractors, laborers, trainers, custodians, facilities support personnel, and countless others who have passed through the Complex gates over the past 90 years and have contributed to our longstanding legacy of excellence, innovation and achievement – to all of those people, we thank you.

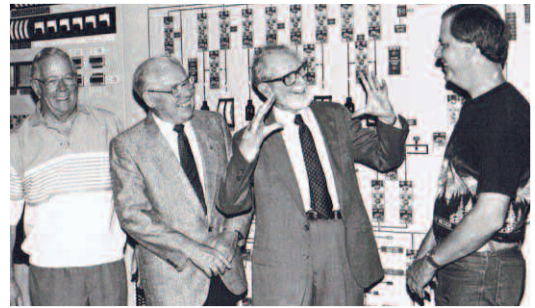
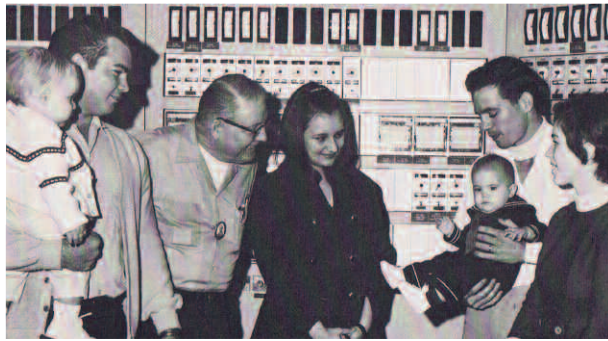
Happy 90th Anniversary!

Happy 90th Anniversary!

Happy 90th Anniversary!

Happy 90th Anniversary!





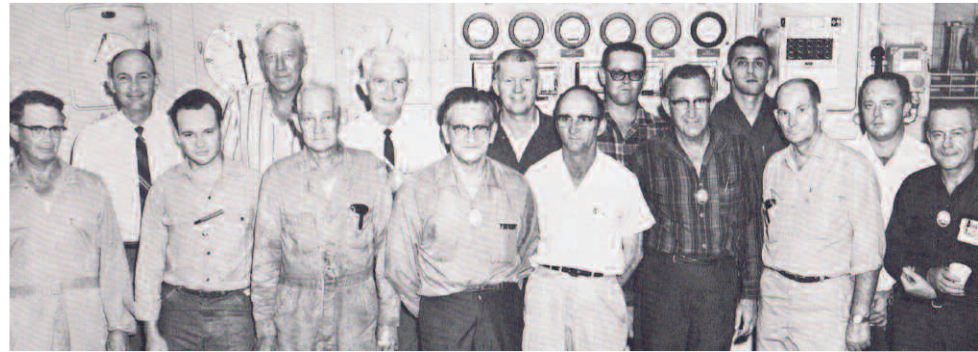
Tiger travels to Travis

Refinery Manager Ben Markham, right, shares an Exxon Tiger poster with Travis Elementary School students Cecil Carter, Keli Garcia and Robbey Price. The refinery and Travis are Partners in Education. Throughout the year, the refinery provides tutors and guest speakers, recognizes academic achievement, provides snacks and hosts the Christmas choir.



OUR PEOPLE





OUR PEOPLE





EXXONMOBIL BAYTOWN: A NINETY-YEAR LEGACY

Acknowledgments

This 90th anniversary book could not have happened without the willing participation of our Baytown Complex annuitants, who were instrumental in gathering years' worth of historical data and photos and reviewing the work. In particular, we wish to thank our historical and technical advisors Sara Bailey and Eugenia Rios. These two retirees – both Baytown Historical Museum board members – dedicated countless hours researching and collecting photos chronicling ExxonMobil's storied history in Baytown, as well as advising on what to include, who to interview and where to go for important content. This book truly could not have happened without their guidance and wisdom, and for their contributions, we thank them.

We also wish to thank Terri Presley of the Baytown Historical Museum, for allowing us to conduct research at one of Baytown's most valuable institutions. The book was a lot of work to put together; however, a substantial amount of research had already been completed by former Lee College students and local historians who put together the Baytown Complex's 75th anniversary book in 1995. We wish to recognize those individuals for their commitment to ExxonMobil's history: Laura Acosta, June Begeman, Donna Bonin, D.J. Brewer, Sandra Ehlert, Tess Fagala, Ralph Fusco, Telisia Hair, Diane Krizak, Donna Morrison, P. Paige Norwood, Mary Page, Nikolas Reigleman, and Buck Young. Additional content was also collected from archived issues of the *Baytown Sun*, as well as the award-winning books, *Baytown Vignettes*, *Touchstone* and *The History of Humble Oil*.

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