FORM 10-Q
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[✔] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from --- to ---

Commission file number 0-12014

IMPERIAL OIL LIMITED
(Exact name of registrant as specified in its charter)

CANADA	**98-0017682**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

237 Fourth Avenue S.W.	
Calgary, Alberta, Canada	**T2P 3M9**
(Address of principal executive offices)	(Postal Code)

Registrant's telephone number, including area code: 1-800-567-3776

The registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the
YES ✔ NO __

The registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted
YES ✔ NO __

The registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (see definition of "accelerated filer" and "large

Large accelerated filer ✔	Accelerated filer __
Non-accelerated filer __	Smaller reporting company __

The registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).
YES __ NO ✔

The number of common shares outstanding, as of June 30, 2013, was 847,599,011.

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In this report all dollar amounts are expressed in Canadian dollars unless otherwise stated. This report should be read in conjunction with the company's Annual Report on Form 10-K for the year ended December 31, 2012.

Statements in this report regarding future events or conditions are forward-looking statements. Actual results could differ materially due to the impact of market conditions, changes in law or governmental policy, changes in operating conditions and costs, changes in project schedules, operating performance, demand for oil and gas, commercial negotiations or other technical and economic factors.

The term "project" as used in this release can refer to a variety of different activities and does not necessarily have the same meaning as under government payment transparency reports.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

IMPERIAL OIL LIMITED

CONSOLIDATED STATEMENT OF INCOME

(U.S. GAAP, unaudited)

millions of Canadian dollars	Second Quarter **2013**	Second Quarter 2012	Six Months to June 30 **2013**	Six Months to June 30 2012
REVENUES AND OTHER INCOME				
Operating revenues (a) (b)	**7,894**	7,452	**15,893**	14,946
Investment and other income (note 3)	**64**	63	**79**	102
TOTAL REVENUES AND OTHER INCOME	**7,958**	7,515	**15,972**	15,048
EXPENSES				
Exploration	**21**	18	**44**	46
Purchases of crude oil and products (c)	**5,001**	4,645	**9,976**	9,031
Production and manufacturing (d)	**1,468**	1,247	**2,649**	2,224
Selling and general	**252**	247	**506**	531
Federal excise tax (a)	**330**	340	**656**	656
Depreciation and depletion	**452**	178	**637**	368
Financing costs (note 5)	**2**	-	**2**	-
TOTAL EXPENSES	**7,526**	6,675	**14,470**	12,856
INCOME BEFORE INCOME TAXES	**432**	840	**1,502**	2,192
INCOME TAXES	**105**	205	**377**	542
NET INCOME	**327**	635	**1,125**	1,650
PER SHARE INFORMATION (Canadian dollars)				
Net income per common share - basic (note 8)	**0.39**	0.75	**1.33**	1.95
Net income per common share - diluted (note 8)	**0.38**	0.75	**1.32**	1.94
Dividends per common share	**0.12**	0.12	**0.24**	0.24
(a) Federal excise tax included in operating revenues	**330**	340	**656**	656
(b) Amounts from related parties included in operating revenues	**364**	938	**1,225**	1,645
(c) Amounts to related parties included in purchases of crude oil and products	**1,283**	1,022	**2,526**	1,555
(d) Amounts to related parties included in production and manufacturing expenses	**84**	71	**170**	105

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(U.S. GAAP, unaudited)

millions of Canadian dollars	Second Quarter **2013**	Second Quarter 2012	Six Months to June 30 **2013**	Six Months to June 30 2012
Net income	**327**	635	**1,125**	1,650
Other comprehensive income, net of income taxes				
Post-retirement benefit liability adjustment (excluding amortization)	**-**	-	**(102)**	(117)
Amortization of post-retirement benefit liability adjustment included in net periodic benefit costs	**51**	51	**102**	99
Total other comprehensive income/(loss)	**51**	51	**-**	(18)
Comprehensive income	**378**	686	**1,125**	1,632

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED BALANCE SHEET

(U.S. GAAP, unaudited)

millions of Canadian dollars	As at June 30 **2013**	As at Dec 31 2012
ASSETS		
Current assets		
Cash	**542**	482
Accounts receivable, less estimated doubtful accounts	**2,227**	1,976
Inventories of crude oil and products	**1,232**	827
Materials, supplies and prepaid expenses	**377**	280
Deferred income tax assets	**575**	527
Total current assets	**4,953**	4,092
Long-term receivables, investments and other long-term assets	**1,292**	1,090
Property, plant and equipment,	**43,874**	38,765
less accumulated depreciation and depletion	**(15,422)**	(14,843)
Property, plant and equipment, net	**28,452**	23,922
Goodwill	**224**	204
Other intangible assets, net	**53**	56
TOTAL ASSETS	**34,974**	29,364
LIABILITIES		
Current liabilities		
Notes and loans payable	**1,506**	472
Accounts payable and accrued liabilities (a) (note 7)	**4,819**	4,249
Income taxes payable	**1,062**	1,184
Total current liabilities	**7,387**	5,905
Long-term debt (b) (note 6)	**3,566**	1,175
Other long-term obligations (note 7)	**4,196**	3,983
Deferred income tax liabilities	**2,527**	1,924
TOTAL LIABILITIES	**17,676**	12,987
SHAREHOLDERS' EQUITY		
Common shares at stated value (c)	**1,566**	1,566
Earnings reinvested	**18,187**	17,266
Accumulated other comprehensive income (note 9)	**(2,455)**	(2,455)
TOTAL SHAREHOLDERS' EQUITY	**17,298**	16,377
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**34,974**	29,364

(a) Accounts payable and accrued liabilities included amounts receivable from related parties of \$128 million (2012 - amounts receivable of \$9 million).

(b) Long-term debt included amounts to related parties of \$3,434 million (2012 - \$1,040 million).

(c) Number of common shares authorized and outstanding were 1,100 million and 848 million, respectively (2012 - 1,100 million and 848 million, respectively).

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(U.S. GAAP, unaudited) inflow/(outflow) millions of Canadian dollars	Second Quarter **2013**	Second Quarter 2012	Six Months to June 30 **2013**	Six Months to June 30 2012
OPERATING ACTIVITIES				
Net income	**327**	635	**1,125**	1,650
Adjustment for non-cash items:				
Depreciation and depletion	**452**	178	**637**	368
(Gain)/loss on asset sales (note 3)	**(51)**	(55)	**(55)**	(84)
Deferred income taxes and other	**141**	169	**170**	217
Changes in operating assets and liabilities:				
Accounts receivable	**5**	(1)	**(217)**	139
Inventories, materials, supplies and prepaid expenses	**(177)**	237	**(497)**	(194)
Income taxes payable	**45**	29	**(122)**	88
Accounts payable and accrued liabilities	**113**	155	**508**	226
All other items - net (a)	**(117)**	(30)	**(214)**	(46)
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES	**738**	1,317	**1,335**	2,364
INVESTING ACTIVITIES				
Additions to property, plant and equipment and intangibles	**(1,616)**	(1,290)	**(2,961)**	(2,435)
Acquisition (note 10)	**-**	-	**(1,602)**	-
Proceeds from asset sales	**54**	61	**62**	139
Repayment of loan from equity company	**-**	5	**4**	8
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES	**(1,562)**	(1,224)	**(4,497)**	(2,288)
FINANCING ACTIVITIES				
Short-term debt - net	**348**	-	**1,035**	-
Long-term debt issued	**799**	-	**2,394**	-
Reduction in capitalized lease obligations	**(2)**	(1)	**(3)**	(2)
Issuance of common shares under stock option plan	**-**	21	**-**	43
Common shares purchased	**-**	(60)	**-**	(128)
Dividends paid	**(102)**	(102)	**(204)**	(195)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES	**1,043**	(142)	**3,222**	(282)
INCREASE (DECREASE) IN CASH	**219**	(49)	**60**	(206)
CASH AT BEGINNING OF PERIOD	**323**	1,045	**482**	1,202
CASH AT END OF PERIOD	**542**	996	**542**	996
(a) Included contribution to registered pension plans	**(178)**	(147)	**(298)**	(244)

The information in the Notes to Consolidated Financial Statements is an integral part of these statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. Basis of financial statement preparation

These unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles of the United States of America and follow the same accounting policies and methods of computation as, and should be read in conjunction with, the most recent annual consolidated financial statements filed with the U.S. Securities and Exchange Commission in the company's 2012 Annual Report on Form 10-K. In the opinion of the company, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. The company's exploration and production activities are accounted for under the "successful efforts" method.

The results for the six months ended June 30, 2013, are not necessarily indicative of the operations to be expected for the full year.

All amounts are in Canadian dollars unless otherwise indicated.

2. Business Segments

Second Quarter millions of dollars	Upstream 2013	 2012	Downstream 2013	 2012	Chemical 2013	 2012
REVENUES AND OTHER INCOME						
Operating revenues (a)	**1,383**	1,073	**6,197**	6,032	**314**	347
Intersegment sales	**1,018**	948	**412**	594	**86**	69
Investment and other income	**45**	38	**18**	22	**-**	-
	2,446	2,059	**6,627**	6,648	**400**	416
EXPENSES						
Exploration	**21**	18	**-**	-	**-**	-
Purchases of crude oil and products	**866**	740	**5,379**	5,234	**271**	282
Production and manufacturing (c)	**881**	701	**534**	499	**54**	47
Selling and general	**2**	-	**216**	222	**15**	16
Federal excise tax	**-**	-	**330**	340	**-**	-
Depreciation and depletion (c)	**147**	119	**299**	52	**3**	4
Financing costs	**-**	-	**2**	-	**-**	-
TOTAL EXPENSES	**1,917**	1,578	**6,760**	6,347	**343**	349
INCOME BEFORE INCOME TAXES	**529**	481	**(133)**	301	**57**	67
INCOME TAXES	**132**	121	**(36)**	69	**15**	18
NET INCOME	**397**	360	**(97)**	232	**42**	49
Cash flows from (used in) operating activities	**588**	599	**99**	591	**52**	99
CAPEX (b)	**1,569**	1,272	**50**	30	**2**	1

Second Quarter millions of dollars	Corporate and Other 2013	 2012	Eliminations 2013	 2012	Consolidated 2013	 2012
REVENUES AND OTHER INCOME						
Operating revenues (a)	**-**	-	**-**	-	**7,894**	7,452
Intersegment sales	**-**	-	**(1,516)**	(1,611)	**-**	-
Investment and other income	**1**	3	**-**	-	**64**	63
	1	3	**(1,516)**	(1,611)	**7,958**	7,515
EXPENSES						
Exploration	**-**	-	**-**	-	**21**	18
Purchases of crude oil and products	**-**	-	**(1,515)**	(1,611)	**5,001**	4,645
Production and manufacturing (c)	**-**	-	**(1)**	-	**1,468**	1,247
Selling and general	**19**	9	**-**	-	**252**	247
Federal excise tax	**-**	-	**-**	-	**330**	340
Depreciation and depletion (c)	**3**	3	**-**	-	**452**	178
Financing costs	**-**	-	**-**	-	**2**	-
TOTAL EXPENSES	**22**	12	**(1,516)**	(1,611)	**7,526**	6,675
INCOME BEFORE INCOME TAXES	**(21)**	(9)	**-**	-	**432**	840
INCOME TAXES	**(6)**	(3)	**-**	-	**105**	205
NET INCOME	**(15)**	(6)	**-**	-	**327**	635
Cash flows from (used in) operating activities	**(1)**	28	**-**	-	**738**	1,317
CAPEX (b)	**16**	5	**-**	-	**1,637**	1,308

(a) Includes export sales to the United States of $1,306 million (2012- $1,133 million). Export sales to the United States were recorded in all operating segments, with the largest effects in the Upstream segment.

(b) Capital and exploration expenditures (CAPEX) include exploration expenses, additions to property, plant, equipment and intangibles, additions to capital leases and acquisition.

(c) A second quarter 2013 charge in the Downstream segment of $355 million ($264 million, after-tax) associated with the company's decision to convert the Dartmouth refinery to a terminal included the write-down of refinery plant and equipment not included in the terminal conversion of $245 million, reported as part of depreciation and depletion expenses, and decommissioning, environmental and employee-related costs of $110 million, reported as part of production and manufacturing expenses. Amounts incurred in the second quarter 2013 associated with decommissioning, environmental and employee-related costs were de-minimis.

Six Months to June 30	Upstream		Downstream		Chemical	
millions of dollars	**2013**	2012	**2013**	2012	**2013**	2012
REVENUES AND OTHER INCOME						
Operating revenues (a)	**2,606**	2,468	**12,651**	11,787	**636**	691
Intersegment sales	**1,947**	2,042	**1,188**	1,388	**144**	151
Investment and other income	**47**	41	**30**	55	**-**	-
	4,600	4,551	**13,869**	13,230	**780**	842
EXPENSES						
Exploration	**44**	46	**-**	-	**-**	-
Purchases of crude oil and products	**1,723**	1,761	**10,999**	10,255	**531**	596
Production and manufacturing	**1,628**	1,292	**916**	840	**107**	92
Selling and general	**3**	2	**434**	463	**32**	33
Federal excise tax	**-**	-	**656**	656	**-**	-
Depreciation and depletion	**275**	248	**351**	108	**6**	7
Financing costs	**-**	-	**2**	-	**-**	-
TOTAL EXPENSES	**3,673**	3,349	**13,358**	12,322	**676**	728
INCOME BEFORE INCOME TAXES	**927**	1,202	**511**	908	**104**	114
INCOME TAXES	**230**	300	**130**	221	**27**	30
NET INCOME	**697**	902	**381**	687	**77**	84
Cash flows from (used in) operating activities	**464**	1,486	**735**	778	**115**	46
CAPEX (b)	**4,507**	2,417	**77**	53	**3**	2
Total assets as at June 30	**27,870**	19,146	**6,391**	6,633	**379**	368

Six Months to June 30	Corporate and Other		Eliminations		Consolidated	
millions of dollars	**2013**	2012	**2013**	2012	**2013**	2012
REVENUES AND OTHER INCOME						
Operating revenues (a)	**-**	-	**-**	-	**15,893**	14,946
Intersegment sales	**-**	-	**(3,279)**	(3,581)	**-**	-
Investment and other income	**2**	6	**-**	-	**79**	102
	2	6	**(3,279)**	(3,581)	**15,972**	15,048
EXPENSES						
Exploration	**-**	-	**-**	-	**44**	46
Purchases of crude oil and products	**-**	-	**(3,277)**	(3,581)	**9,976**	9,031
Production and manufacturing	**-**	-	**(2)**	-	**2,649**	2,224
Selling and general	**37**	33	**-**	-	**506**	531
Federal excise tax	**-**	-	**-**	-	**656**	656
Depreciation and depletion	**5**	5	**-**	-	**637**	368
Financing costs	**-**	-	**-**	-	**2**	-
TOTAL EXPENSES	**42**	38	**(3,279)**	(3,581)	**14,470**	12,856
INCOME BEFORE INCOME TAXES	**(40)**	(32)	**-**	-	**1,502**	2,192
INCOME TAXES	**(10)**	(9)	**-**	-	**377**	542
NET INCOME	**(30)**	(23)	**-**	-	**1,125**	1,650
Cash flows from (used in) operating activities	**21**	54	**-**	-	**1,335**	2,364
CAPEX (b)	**26**	9	**-**	-	**4,613**	2,481
Total assets as at June 30	**798**	1,221	**(464)**	(127)	**34,974**	27,241

(a) Includes export sales to the United States of $2,691 million (2012- $2,038 million). Export sales to the United States were recorded in all operating segments, with the largest effects in the Upstream segment.

(b) Capital and exploration expenditures (CAPEX) include exploration expenses, additions to property, plant, equipment and intangibles, additions to capital leases and acquisition.

3. Investment and other income

Investment and other income included gains and losses on asset sales as follows:

	Second Quarter		Six Months to June 30	
millions of dollars	**2013**	2012	**2013**	2012
Proceeds from asset sales	**54**	61	**62**	139
Book value of assets sold	**3**	6	**7**	55
Gain/(loss) on asset sales, before tax	**51**	55	**55**	84
Gain/(loss) on asset sales, after tax	**38**	46	**41**	70

4. Employee retirement benefits

The components of net benefit cost were as follows:

	Second Quarter		Six Months to June 30	
millions of dollars	**2013**	2012	**2013**	2012
Pension benefits:				
Current service cost	**45**	41	**90**	80
Interest cost	**70**	72	**140**	144
Expected return on plan assets	**(81)**	(72)	**(163)**	(144)
Amortization of prior service cost	**5**	6	**11**	11
Amortization of actuarial loss	**61**	61	**121**	118
Net benefit cost	**100**	108	**199**	209
Other post-retirement benefits:				
Current service cost	**2**	2	**5**	4
Interest cost	**6**	6	**11**	11
Amortization of actuarial loss	**2**	2	**5**	4
Net benefit cost	**10**	10	**21**	19

5. Financing costs

millions of dollars	Second Quarter 2013	Second Quarter 2012	Six Months to June 30 2013	Six Months to June 30 2012
Debt related interest	**16**	5	**26**	9
Capitalized interest	**(16)**	(5)	**(26)**	(9)
Net interest expense	**-**	-	**-**	-
Other interest	**2**	-	**2**	-
Total financing costs	**2**	-	**2**	-

6. Long-term debt

millions of dollars	As at June 30 2013	As at Dec 31 2012
Long-term debt	**3,434**	1,040
Capital leases	**132**	135
Total long-term debt	**3,566**	1,175

In the second quarter of 2013, the company increased its long-term debt by $799 million by drawing on its existing facility with an affiliated company of Exxon Mobil Corporation and increased short-term debt by $348 million by issuing additional commercial paper.

Subsequent to the second quarter of 2013, the company increased its total debt outstanding by $494 million by drawing on existing facilities. The increased debt was used to finance normal operations and major projects.

Also in the second quarter of 2013, the company increased the amount of its existing $250 million unsecured committed bank credit facility to $500 million with the maturity date unchanged in March 2014. The company has not drawn on the facility.

7. Other long-term obligations

millions of dollars	As at June 30 2013	As at Dec 31 2012
Employee retirement benefits (a)	**2,593**	2,717
Asset retirement obligations and other environmental liabilities (b)	**1,248**	957
Share-based incentive compensation liabilities	**144**	117
Other obligations	**211**	192
Total other long-term obligations	**4,196**	3,983

(a) Total recorded employee retirement benefits obligations also included $52 million in current liabilities (December 31, 2012 - $52 million).

(b) Total asset retirement obligations and other environmental liabilities also included $168 million in current liabilities (December 31, 2012 - $168 million).

8. Net income per share

	Second Quarter		Six Months to June 30	
	2013	2012	**2013**	2012
Net income per common share - basic				
Net income (millions of dollars)	**327**	635	**1,125**	1,650
Weighted average number of common shares outstanding (millions of shares)	**847.6**	848.0	**847.6**	847.9
Net income per common share (dollars)	**0.39**	0.75	**1.33**	1.95
Net income per common share - diluted				
Net income (millions of dollars)	**327**	635	**1,125**	1,650
Weighted average number of common shares outstanding (millions of shares)	**847.6**	848.0	**847.6**	847.9
Effect of share-based awards (millions of shares)	**3.2**	3.6	**3.1**	3.5
Weighted average number of common shares outstanding, assuming dilution (millions of shares)	**850.8**	851.6	**850.7**	851.4
Net income per common share (dollars)	**0.38**	0.75	**1.32**	1.94

9. Other comprehensive income information

Changes in accumulated other comprehensive income:

millions of dollars	**2013**	2012
Balance at January 1	**(2,455)**	(2,238)
Post-retirement benefits liability adjustment:		
Current period change excluding amounts reclassified from accumulated other comprehensive income	**(102)**	(117)
Amounts reclassified from accumulated other comprehensive income	**102**	99
Balance at June 30	**(2,455)**	(2,256)

Amounts reclassified out of accumulated other comprehensive income - before-tax income/(expense):

	Second Quarter		Six Months to June 30	
millions of dollars	**2013**	2012	**2013**	2012
Amortization of post-retirement benefit liability adjustment included in net periodic benefit cost (a)	**(68)**	(69)	**(137)**	(133)

(a) This accumulated other comprehensive income component is included in the computation of net periodic benefit cost (note 4).

Income tax expense/(credit) for components of other comprehensive income:

	Second Quarter		Six Months to June 30	
millions of dollars	**2013**	2012	**2013**	2012
Post-retirement benefits liability adjustments:				
Post-retirement benefits liability adjustment (excluding amortization)	**-**	-	**(35)**	(40)
Amortization of post-retirement benefit liability adjustment included in net periodic benefit cost	**17**	18	**35**	34
	17	18	**-**	(6)

10. Acquisition

Description of the Transaction: On February 26, 2013, ExxonMobil Canada acquired Celtic Exploration Ltd. ("Celtic"). Immediately following the acquisition, Imperial acquired a 50-percent interest in Celtic's assets and liabilities from ExxonMobil Canada for $1,608 million, financed by a combination of related party and third party debt (see note 6 for further details). Concurrently, a general partnership was formed to hold and operate the assets of Celtic. The name of the general partnership was changed to XTO Energy Canada ("XTO Canada"). XTO Canada is involved in the exploration for, production of, and transportation and sale of natural gas and crude oil, condensate and natural gas liquids.

Recording of Assets Acquired and Liabilities Assumed: Imperial used the acquisition method of accounting to record its pro-rata share of the assets acquired and liabilities assumed. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The following table summarizes the assets acquired and liabilities assumed:

millions of dollars	
Cash	6
Accounts receivable	38
Materials, supplies and prepaid expenses	5
Property, plant and equipment (a)	2,045
Goodwill (b)	20
Total assets acquired	2,114
Accounts payable and accrued liabilities	62
Deferred income tax liabilities (c)	377
Other long-term obligations	67
Total liabilities assumed	506
Net assets acquired	1,608

(a) Property, plant and equipment were measured primarily using an income approach. The fair value measurements of the oil and gas assets were based, in part, on significant inputs not observable in the market and thus represent a Level 3 measurement. The significant inputs included Celtic resources, assumed future production profiles, commodity prices (mainly based on observable market inputs), risk adjusted discount rate of 10 percent, inflation of 2 percent and assumptions on the timing and amount of future development and operating costs. The property, plant and equipment additions were segmented to the Upstream business, with all of the assets in Canada.

(b) Goodwill was the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. Goodwill was recognized in the Upstream reporting unit. Goodwill is not amortized and is not deductible for tax purposes.

(c) Deferred income taxes reflect the future tax consequences on the temporary differences between the amount of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. The deferred income taxes recorded as part of the acquisition were:

millions of dollars	
Property, plant and equipment	414
Total deferred income tax liabilities	414
Asset retirement obligations	(17)
Other	(20)
Total deferred income tax assets	(37)
Net deferred income tax liabilities	377

Actual and Pro Forma Impact of the Acquisition:

Revenues for XTO Canada from the acquisition date included in the company's consolidated financial statement of income for the six months ended June 30, 2013 were $31 million. After-tax earnings for XTO Canada from the acquisition date through June 30, 2013 were de minimis.

Transaction costs related to the acquisition were expensed as incurred and were de minimis in the six months ended June 30, 2013.

Pro forma revenues, earnings and basic and diluted earnings per share information as if the acquisition had occurred at the beginning of 2013 or the comparable prior reporting period is not presented, since the effect on Imperial's consolidated second quarter 2013 financial results or the comparable prior reporting period, would not have been material.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

OPERATING RESULTS

The company's net income for the second quarter of 2013 was $327 million or $0.38 a share on a diluted basis, compared with $635 million or $0.75 a share for the second quarter of 2012, a decrease of 49 percent. Net income in the first six months of 2013 was $1,125 million or $1.32 a share on a diluted basis, versus $1,650 million or $1.94 a share for the first half of 2012. Earnings in both the second quarter and first half of 2013 included a non-cash after tax charge of $264 million associated with the conversion of the Dartmouth refinery to a fuels terminal.

Other factors contributing to lower second quarter earnings included lower industry refining margins of about $285 million, higher start-up related operating costs at Kearl of about $90 million and lower bitumen production and higher maintenance costs at Cold Lake totalling about $80 million. These factors were partially offset by favourable impacts of about $220 million associated with improved refinery operations and lower maintenance activities, higher liquids realizations of about $130 million and higher volumes at Syncrude of about $45 million.

For the six months, other factors contributing to lower earnings included lower industry refining margins of about $155 million, higher start-up related operating costs at Kearl of about $145 million, lower liquids realizations of about $140 million and lower bitumen production and higher maintenance costs at Cold Lake totalling about $85 million. These factors were partially offset by lower royalty costs of about $195 million and improved refinery operations and lower refinery maintenance activities totalling about $105 million.

Upstream

Net income in the second quarter was $397 million, $37 million higher than the same period of 2012. Earnings increased primarily due to higher liquids realizations of about $130 million, higher volumes at Syncrude of about $45 million and lower royalty costs of about $35 million due to higher cost recovery for capital investments. These factors were partially offset by higher start-up related operating costs at Kearl of about $90 million. Sales of Kearl diluted bitumen continue to be expected in the third quarter of 2013. Earnings were also negatively impacted by lower bitumen production and higher costs at Cold Lake totalling about $80 million due to planned maintenance activities.

Net income for the six months of 2013 was $697 million, $205 million lower than the same period of 2012. Earnings decreased primarily due to higher start-up related operating costs at Kearl of about $145 million, lower liquids realizations of about $140 million and lower bitumen production and higher maintenance costs at Cold Lake totalling about $85 million. These factors were partially offset by lower royalty costs of about $195 million.

The price differential between Brent crude oil, the benchmark for Atlantic basin markets, and West Texas Intermediate (WTI), a common benchmark for mid-continent North American oil markets, narrowed to $8.27 a barrel in U.S. dollars in the second quarter of 2013 and to $13.15 a barrel in U.S. dollars in the first six months of 2013, compared to $14.86 and $15.19 a barrel, respectively, in the corresponding periods last year. As discounts for WTI crude oil decreased, the company's average realizations in Canadian dollars on sales of conventional and synthetic crude oils increased about seven and 12 percent, respectively, in the second quarter of 2013 and about one and four percent, respectively, in the first six months of 2013. The company's average bitumen realizations in Canadian dollars in the second quarter of 2013 also increased about 15 percent to $65.66 a barrel as the price spread between light crude oil and Cold Lake bitumen narrowed. However, in the first six months of 2013, the company's average bitumen realizations in Canadian dollars were still down about 12 percent at $54.03 a barrel. The company's average realization on natural gas sales of $3.50 a thousand cubic feet for both second quarter and first six months of 2013 was higher by about $1.70 and $1.41 a thousand cubic feet, respectively, versus the same periods in 2012.

Gross production of Cold Lake bitumen averaged 144 thousand barrels a day during the second quarter of 2013, down eight thousand barrels a day from the same period last year. Lower volumes were primarily due to the largest-ever preventive maintenance of the Mahkeses facilities. The maintenance activities have been successfully completed, and the plant has returned to normal operations. For the six months, gross production averaged 154 thousand barrels a day, compared with 155 thousand barrels in the first half of 2012.

The company's share of Syncrude's gross production in the second quarter was 68 thousand barrels a day, up from 60 thousand barrels in the second quarter of 2012. Increased production was due to lower maintenance activities partially offset by the negative impact of weather on mine operations in mid-June. Planned maintenance activities of one of the three cokers originally scheduled for later in the year was advanced into June and is scheduled to complete by early August. During the first six months of 2013, the company's share of Syncrude's gross production was 67 thousand barrels a day essentially unchanged from the same period in 2012.

Gross production of conventional crude oil averaged 22 thousand barrels a day in the second quarter, versus 20 thousand barrels in the corresponding period in 2012. Gross production averaged 20 thousand barrels a day in the first half of 2013, unchanged from the same period in 2012.

Gross production of natural gas during the second quarter of 2013 was 204 million cubic feet a day, up from 195 million cubic feet in the same period last year. Higher production volumes reflected the contributions from XTO Canada (formerly Celtic) and the Horn River pilot which more than offset normal field decline. Gross production of natural gas during the six months of 2013 was 195 million cubic feet a day, essentially unchanged from 197 million cubic feet in the same period last year.

On April 26, production from the first of three proprietary paraffinic froth treatment trains began at the Kearl initial development. The process is producing pipeline quality bitumen as planned. For the quarter, Kearl’s production volume contribution was low, at four thousand barrels a day as synchronizing facilities and working toward stable operations was the focus. Line-fill operations are advanced, and diluted bitumen sales are expected to begin in the third quarter. We expect to reach 110,000 barrels a day (78,000 barrels a day Imperial’s share) later in 2013.

Downstream

Net income was negative $97 million in the second quarter versus $232 million in the second quarter of 2012. Earnings in the second quarter of 2013 included a non-cash after tax charge of $264 million associated with the conversion of the Dartmouth refinery to a fuels terminal. Earnings were also negatively impacted by lower industry refining margins of about $285 million resulting from the narrowing price differential between Brent and WTI crude oils. These factors were partially offset by favourable impacts of about $220 million associated with improved refinery operations and lower refinery maintenance activities.

Six months net income was $381 million, a decrease of $306 million over the same period in 2012. Earnings in the first half of 2013 included a non-cash after tax charge of $264 million associated with the conversion of the Dartmouth refinery to a fuels terminal. Earnings were also negatively impacted by lower industry refining margins of about $155 million resulting from the narrowing price differential between Brent and WTI crude oils. These factors were partially offset by favourable impacts of about $105 million associated with improved refinery operations and lower refinery maintenance activities.

Chemical

Net income was $42 million in the second quarter versus $49 million in the same quarter last year. Lower sales volumes for chemical products were partially offset by higher polyethylene margins. Six months net income was $77 million, down $7 million over the same period in 2012.

Corporate and Other

Net income effects from Corporate and Other were negative $15 million in the second quarter, versus negative $6 million in the same period of 2012. For the six months of 2013, net income effects from Corporate & Other were negative $30 million, versus negative $23 million last year.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow generated from operating activities was $738 million in the second quarter, versus $1,317 million in the corresponding period in 2012. Lower cash flow was primarily associated with inventory build as a result of lower pipeline apportionment and the start-up of Kearl initial development, versus an inventory draw during the same period in 2012 following planned refinery maintenance. Year-to-date cash flow generated from operating activities was $1,335 million, compared with $2,364 million in the same period last year. Lower cash flow was primarily due to lower net income and working capital effects.

Investing activities used net cash of $1,562 million in the second quarter, compared with $1,224 million in the same period of 2012. Additions to property, plant and equipment were $1,616 million in the second quarter, compared with $1,290 million during the same quarter 2012. Expenditures during the quarter were primarily directed towards the advancement of Kearl expansion and Cold Lake Nabiye projects. The Kearl expansion is expected to bring on additional production of 110,000 barrels of bitumen a day, before royalties, of which the company's share would be about 78,000 barrels a day. Start-up is expected late 2015. The Nabiye expansion at Cold Lake is expected to bring on additional production of more than 40,000 barrels of bitumen a day, before royalties. Start-up is expected to be late 2014.

Cash from financing activities was $1,043 million in the second quarter, compared with cash used in financing activities of $142 million in the second quarter of 2012. In the second quarter, the company increased its long-term debt level by $799 million by drawing on an existing facility and issued additional commercial paper which increased short-term debt by $348 million. Subsequent to the second quarter of 2013, the company increased its total debt outstanding by $494 million by drawing on existing facilities. The increased debt was used to finance normal operations and major projects.

The above factors led to an increase in the company's balance of cash to $542 million at June 30, 2013, from $482 million at the end of 2012.

Subsequent to the second quarter, the company has entered into additional long-term pipeline transportation agreements to ship heavy crude oil blend. These agreements, which have a total commitment of about $3 billion, will support the company's long-term growth in oil sands production. The company expects to fulfill these commitments in the normal course of business.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Information about market risks for the six months ended June 30, 2013 does not differ materially from that discussed on page 23 in the company's Annual Report on Form 10-K for the year ended December 31, 2012 and Form 10-Q for the quarter ended March 31, 2013 except for the following:

Earnings sensitivity (a) millions of dollars after tax		
Nine dollars (U.S.) a barrel change in crude oil prices	+ (-)	390
Nine cents decrease (increase) in the value of the Canadian dollar versus the U.S. dollar	+ (-)	575

(a) The amount quoted to illustrate the impact of the sensitivity represents a change of about 10 percent in the value of the rate at the end of the second quarter 2013. The sensitivity calculation shows the impact on annual net income that results from a change in one factor, after tax and royalties and holding all other factors constant. While the sensitivity is applicable under current conditions, it may not apply proportionately to larger fluctuations.

The sensitivity of net income to changes in crude oil prices increased from the first quarter of 2013 by about $6 million (after tax) a year for each one U.S. dollar change. The sensitivity of net income to changes in the Canadian dollar versus the U.S. dollar increased from the first quarter of 2013 by about $7 million (after tax) a year for each one-cent change. The increase in both areas was primarily a result of the impact of production from the Kearl initial development which began in the second quarter of 2013.

Item 4. Controls and Procedures.

As indicated in the certifications in Exhibit 31 of this report, the company’s principal executive officer and principal financial officer have evaluated the company’s disclosure controls and procedures as of June 30, 2013. Based on that evaluation, these officers have concluded that the company’s disclosure controls and procedures are effective in ensuring that information required to be disclosed by the company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

There has not been any change in the company's internal control over financial reporting during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities (1) (2)

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
April 2013 (Apr 1- Apr 30)	0	0	0	41,508,309
May 2013 (May 1 – May 31)	0	0	0	41,411,918
June 2013 (June 1 – June 30)	0	0	0	41,310,354

(1) On June 21, 2012, the company announced by news release that it had received final approval from the Toronto Stock Exchange for a new normal course issuer bid and will continue its share repurchase program. The new program enables the company to repurchase up to a maximum of 42,379,951 common shares, including common shares purchased for the company's employee savings plan, the company’s employee retirement plan and from Exxon Mobil Corporation during the period June 25, 2012 to June 24, 2013. The program ended on June 24, 2013.

(2) On June 21, 2013, the company announced by news release that it had received final approval from the Toronto Stock Exchange for a new normal course issuer bid and will continue its share repurchase program. The new program enables the company to repurchase up to a maximum of 1,000,000 common shares, including common shares purchased for the company's employee savings plan, the company’s employee retirement plan and from Exxon Mobil Corporation during the period June 25, 2013 to June 24, 2014. If not previously terminated, the program will end on June 24, 2014.

The company will continue to evaluate its share-purchase program in the context of its overall capital activities.

Item 6. Exhibits.

(31.1) Certification by the principal executive officer of the company pursuant to Rule 13a-14(a).

(31.2) Certification by the principal financial officer of the company pursuant to Rule 13a-14(a).

(32.1) Certification by the chief executive officer and of the company pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350.

(32.2) Certification by the chief financial officer and of the company pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350.

SIGNATURES

Pursuant to the requirements of the *Securities Exchange Act* of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IMPERIAL OIL LIMITED
(Registrant)

/s/ Paul J. Masschelin

Date: August 6, 2013 --

(Signature)
Paul J. Masschelin
Senior Vice-President, Finance and Administration and Controller
(Principal Accounting Officer)

/s/ Brent A. Latimer

Date: August 6, 2013 --

(Signature)
Brent A. Latimer
Assistant Secretary

Exhibit (31.1)

CERTIFICATIONS

I, Richard M. Kruger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Imperial Oil Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2013

/s/ Richard M. Kruger

Richard M. Kruger
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Paul J. Masschelin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Imperial Oil Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2013

/s/ Paul J. Masschelin

Paul J. Masschelin
Senior Vice-President, Finance and
Administration and Controller
(Principal Financial Officer)

Exhibit (32.1)

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act* of 2002, the undersigned, Richard M. Kruger, the chief executive officer of Imperial Oil Limited (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2013, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of section 13(a) or 15(d) of the *Securities Exchange Act* of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 6, 2013

/s/ Richard M. Kruger

Richard M. Kruger
Chairman of the Board, President and
Chief Executive Officer

Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350

For purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act* of 2002, the undersigned, Paul J. Masschelin, the chief financial officer of Imperial Oil Limited (the "Company"), hereby certifies that, to his knowledge:

(i) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2013, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of section 13(a) or 15(d) of the *Securities Exchange Act* of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 6, 2013

/s/ Paul J. Masschelin
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Paul J. Masschelin
Senior Vice-President, Finance and
Administration and Controller
(chief financial officer)