



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

January 3, 2008

James Earl Parsons  
Counsel  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Re: Exxon Mobil Corporation  
Incoming letter dated December 11, 2007

Dear Mr. Parsons:

This is in response to your letter dated December 11, 2007 concerning the shareholder proposal submitted to ExxonMobil by Sydney K. Kay, Ph.D. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

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

Sincerely,

Jonathan A. Ingram  
Deputy Chief Counsel

Enclosures

cc: Sydney K. Kay, Ph.D.

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

CFOCC-00032009

January 3, 2008

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

Re: Exxon Mobil Corporation  
Incoming letter dated December 11, 2007

The proposal recommends that the selection process be changed to require that all nominees for director of the company be individuals who shall, for at least the past three years, have been, and currently are, the sole owner of at least three million dollars of company shares and/or individuals representing mutual, pension, state treasury funds, foundations or brokerages holding at least five million voting shares in the company.

We are unable to concur in your view that ExxonMobil may exclude the proposal under rule 14a-8(i)(6). Accordingly, we do not believe that ExxonMobil may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(6).

Sincerely,

Song Brandon  
Attorney-Adviser

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

**James Earl Parsons**  
Counsel

**ExxonMobil**

RECEIVED  
2007 DEC 12 AM 10:50  
OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE

December 11, 2007

**VIA Network Courier**

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

RE: Securities Exchange Act of 1934 -- Section 14(a); Rule 14a-8  
Omission of Shareholder Proposal Regarding Director Qualifications

Gentlemen and Ladies:

Enclosed as Exhibit 1 are copies of correspondence between Sydney K. Kay and Exxon Mobil Corporation regarding a shareholder proposal for ExxonMobil's upcoming annual meeting. We intend to omit the proposal from our proxy material for the meeting for the reasons explained below. To the extent this letter raises legal issues, it is my opinion as counsel for ExxonMobil.

**Proposal is beyond the company's power to implement.**

The proposal seeks to apply stock ownership and other qualifications for nominees to the Board of Directors.

The proposal is beyond the power of the company to implement. First, the proposal seeks to apply specific qualification standards to "ALL nominees" [emphasis in original], not just the Board's own nominees. Any shareholder has the ability to nominate a candidate for election as a director of the company and to conduct a proxy solicitation on behalf of that candidate. While the Board could in theory choose to apply the proponent's desired qualification standards to the Board's own nominees, the Board does not have the power to ensure that no other shareholder would nominate or solicit proxies on behalf of a candidate who did not meet the standards of the proposal. In addition, even if the Board has the authority to ensure that the Board's own candidates meet the requested standard at the time of first nomination, the Board does not have the ability to ensure that such directors continue to satisfy the requested standard continuously at all times in the future. For example, a nominee or director could subsequently cease to meet the requested standards as a result of events outside the control of the company,

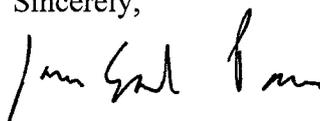
such as a change in the portfolio holdings of an institutional investor or a change in the company's stock price. The proposal does not contain any opportunity or mechanism to cure such a violation of the requested standard. Accordingly, the proposal is beyond the power of the company to implement and may be omitted from our proxy material under Rule 14-8(i)(6).

The proposal is analogous to a number of recent proposals excluded under Rule 14a-8(i)(6). 3M Company (available March 19, 2007) involved a proposal requiring four of the nine members of the company's Board of Directors to be current or former employees of the company. The staff concurred in the omission of the proposal under Rule 14a-8(i)(6), noting that "it does not appear to be within the board's power to ensure that individuals meeting the specified criteria would be elected as directors." See also First Hartford Corporation (available October 15, 2007) (proposal to require that a majority of the Board shall be independent at all times excluded under Rule 14a-8(i)(6)) and Exxon Mobil Corporation (available March 13, 2005) (proposal requiring that an independent director serve as chairman excluded under Rule 14a-8(i)(6)). See also Staff Legal Bulletin No. 14C (June 28, 2005), Question C, in which the staff explains that it will permit the exclusion under Rule 14a-8(i)(6) of proposals that seek to impose independence standards on directors but do not provide the board with an opportunity or mechanism to cure a violation of the requested standard.

If you have any questions or require additional information, please contact me directly at 972-444-1478. In my absence, please contact Lisa K. Bork at 972-444-1473.

Please file-stamp the enclosed copy of this letter and return it to me in the enclosed self-addressed postage-paid envelope. In accordance with SEC rules, I also enclose five additional copies of this letter and the enclosures. A copy of this letter and the enclosures is being sent to Dr. Kay.

Sincerely,



James Earl Parsons

JEP/jep  
Enclosures

U.S. Securities and Exchange Commission  
December 11, 2007  
Page 3

cc - w/enc:  
Sydney K. Kay, Ph.D.

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

C. 1. HHH  
0. 2. DGH

RECEIVED  
SEP 25 2007  
H. H. HUBBLE

*Sydney K Kay, Ph.D.*

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

Mr. Henry H. Hubble, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

1 October 2007

Dear Mr. Hubble:

I am submitting a Proposal, "Qualifications for Director Nominees", for Exxon Mobil's 2008 Annual Meeting.

I have continuously owned at least \$2,000 in market value of Exxon Mobil's common stock for at least one year by the date I submitted this Proposal, and I intend to continue ownership of the shares through the date of the 2008 Annual Meeting....and beyond.

Sincerely,

*Sydney K Kay*  
\_\_\_\_\_  
Sydney K. Kay, Ph.D.

SHAREHOLDER PROPOSAL

SEP 28 2007

NO. OF SHARES: 214  
DISTRIBUTION: HHH: REG: TJG:  
LKB: JEP: DGH: SMD

## QUALIFICATIONS FOR DIRECTOR NOMINEES

**WHEREAS** Most Director nominees come from businesses totally unrelated to the corporation to which they have been nominated.

**WHEREAS** It is known, throughout the financial industry, that Chairmen and CEOs have the power to appoint their own Boards of Directors. John Kenneth Galbraith, the renown economist, said it bluntly: "Senior Executives in the great corporations of this country set their own salaries.....and stock option deals...subject to the approval of the Board of Directors that they have appointed. Not surprisingly, the Directors go along ." (*The Dallas Morning News*, 1-16-2000, p. 1/10E);

**WHEREAS** Most corporate Boards in the United States consist of present or past Chairmen and/or CEOs and Presidents of other corporations who, back home, *have or had the power to nominate their own Boards of Directors;*

**WHEREAS** Directors, nominated in such a fashion, have been called "Puppets." by the author of this Proposal; "Flunkies" by David Broder of *The Washington Post*, and "Rubber-Stampers" by Steve Hamm of *BusinessWeek*;

**WHEREAS** Paul Volcher, former Chairman of the Federal Reserve Board, said, "Stock options have been the principal source of egregious excesses in executive compensation over the past decade without exception." (*Nightly Business Report*, PBS, 9-17-2002)

**WHEREAS** Arthur Levitt, past Chairman of the Securities and Exchange Commission, said, "I spoke time and time again of the failure of the Board of Directors to do anything but act like absolute lambs in the face of their management companies." (*Wall Street Week with Fortune*, 11-8-2003, PBS-TV)

**WHEREAS** Sir J. E.E. Dalberg said, "Power tends to corrupt and absolute power corrupts absolutely";

**WHEREAS** ALL the non-employee Directors, **COMBINED**, often do not own enough shares in the corporations to which they have been nominated to have *genuine feelings of fiduciary responsibility to its shareholders*. Their allegiance tends to be directed to the Chairmen or CEOs who appointed them, as revealed in the enormously distorted Compensation Packages awarded to these Principal Executives *that are often totally unrelated to corporate Performance as measured by the "Net Income" reported to the SEC and recorded in the Annual Report.*

**WHEREAS Salaried employees shall NOT qualify as Director Nominees: *Their presence on the Board corrupts and destroys its function as a truly and totally independent executive governance body.***

**WHEREAS *To have a truly and totally independent executive governance Board of Directors* the nominees must come from sources over which Chairmen, Presidents, CEOs, and the other Principal Corporative Executives have no input or control whatsoever;**

**THEREFORE, IT is RECOMMENDED that, to return ethics to the selection process, beginning with the 2009 Annual Meeting of the shareholders, to qualify for nomination to the Board of Directors ALL nominees shall be:**

**1. Individual Investors who shall, *for at least the past three (3) years, have been, and currently are, the sole owner of at least three million dollars (\$3,000,000) of the corporation's shares, and/or:***

**2. Individuals representing Mutual, Pension, State Treasuries of Teacher, Labor or Employee Funds, Foundations or Brokerages holding *at least five million (5,000,000) voting shares* in the corporation to which they stand for nomination.**

# ExxonMobil

October 4, 2007

## VIA UPS – OVERNIGHT DELIVERY

Dr. Svdnev K. Kav

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

Dear Dr. Kay:

This will acknowledge receipt of the proposal concerning nominee qualifications that you have submitted in connection with ExxonMobil's 2008 annual meeting of shareholders.

Since your name appears in the company's records as a shareholder, we were able to verify your share ownership. You should note that you or your representative, who is qualified under New Jersey law to present the proposal on your behalf, must attend the annual meeting in person to present the proposal.

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

In the event there are co-filers for this proposal and in light of the SEC staff legal bulletin 14C dealing with co-filers of shareholder proposals, we will be requesting each co-filer to provide us with clear documentation confirming your designation to act as lead filer and granting you authority to agree to modifications and/or withdrawal of the proposal on the co-filer's behalf. We think obtaining this documentation will be in both your

interest and ours. Without clear documentation from all co-filers confirming and delineating your authority as representative of the filing group, and considering the recent SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Sincerely,

A handwritten signature in black ink, appearing to read "James A. Hubble". The signature is written in a cursive style with a large, looping initial "J".



"QuantumView"  
<QuantumViewNotify@  
ups.com>

To denise.k.lowman@exxonmobil.com  
cc  
bcc

10/05/07 10:39 AM

Subject UPS Delivery Notification, Tracking Number  
1Z75105X0196006599

Please respond to  
auto-notify@ups.com

\*\*\*Do not reply to this e-mail. UPS and Exxon Mobil Corp. will not receive your reply.

**At the request of Exxon Mobil Corp., this notice is to confirm that the following shipment has been delivered.**

### **Important Delivery Information**

**Delivery Date / Time:** 05-October-2007 / 9:31 AM  
**Driver Release Location:** PORCH

### **Shipment Detail**

**Ship To:**

Dr. Sydney K. Kay  
Dr. Sydney K. Kay

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

**UPS Service:**

NEXT DAY AIR

**Shipment Type:**

Letter

**Tracking Number:**

1Z75105X0196006599

**Reference Number 1:**

0137/6401

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RECEIVED  
OCT 19 2007  
H. H. HUBBLE

*Sydney K. Kay, Ph.D.*

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

Mr. Henry H. Hubble  
Vice President, Investor Relations and Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

18 October 2007  
SHAREHOLDER RELATIONS

OCT 22 2007

NO. OF SHARES \_\_\_\_\_  
COMMENT: \_\_\_\_\_  
ACTION: SNO/LSF

Dear Mr. Hubble:

I hope to attend the Annual Meeting of Exxon Mobil in person to present my Proposal, "Qualifications for Director Nominees". If I am not able to make it, my representative will have a statement, signed by me and notarized that s/he is standing in my place. If it is not the *original*, it will be an exact copy. If this does not meet your requirements, please let me know as soon as possible, so that I may get an opinion from the SEC. I will also notify her/him to have their Driver's License with them, if it has a photograph of them on it. Or a Passport. Or some other document that will meet the requirements.

I'll also tell them to inquire as to the location of the Admission Desk, so they can go there first, if it is before going through Security or go to the right place after going through Security.

Lastly, a question totally unrelated to "business": What is your *middle* name???? With all three names beginning with the same letter, were you teased about it in your preteen years? High school and college years? Did you have a nickname? Right now, your last name has a lot of telescopic meaning; did any puns carry over to you? I think that it was made or controlled by a company located in my native state: Connecticut.

Sincerely,

*Sydney K Kay*