

November 14, 2014

Client: 38126-00456

VIA E-MAIL

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Hewlett-Packard Company*  
*Stockholder Proposal of John Harrington*  
*Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Hewlett-Packard Company (the “Company”), intends to omit from its proxy statement and form of proxy for its 2015 Annual Meeting of Stockholders (collectively, the “2015 Proxy Materials”) a stockholder proposal (the “Proposal”) and statements in support thereof received from John Harrington and Mercy Investment Services, Inc. (together, the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2015 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE PROPOSAL

The Proposal states:

**Resolved**, that the shareholders request the Board of Directors to provide a comprehensive report on Hewlett-Packard's sales of products and services to the military, police and intelligence agencies of foreign countries. The report should be available to all shareholders within six months of the 2015 annual meeting, may omit classified and proprietary information, and be prepared at reasonable cost.

A copy of the Proposal, as well as related correspondence with the Proponents, is attached to this letter as Exhibit A.

## BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2015 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations.

## ANALYSIS

### **The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Addresses Matters Relating To The Company's Ordinary Business Operations.**

We believe that the Company may exclude the Proposal pursuant to Rule 14a-8(i)(7) because it deals with matters relating to the Company's ordinary business operations, specifically, decisions concerning customer relations and the sale of products and services.

Rule 14a-8(i)(7) permits the Company to omit from its proxy materials a stockholder proposal that relates to its "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. As relevant here, one of these considerations was that "[c]ertain tasks

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are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight."

Here, the Proposal involves an area of the Company's ordinary business operations, namely decisions concerning the Company's customers and the products and services provided to them. As discussed in more detail below, the Staff has concurred with the exclusion of similar stockholder proposals under Rule 14a-8(i)(7).

*A. The Proposal Is Excludable Under Rule 14a-8(i)(7) Because It Addresses Decisions Concerning The Company's Customers And The Products And Services Provided To Them.*

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations because it addresses the offering of the Company's products and services to certain types of customers. Although the Proposal relates to a report, the Commission has long held that, when applying Rule 14a-8(i)(7), such proposals are evaluated by considering the underlying subject matter of the proposal—here, sales of the Company's products and services to foreign military, police and intelligence agencies. *See* Exchange Act Release No. 20091 (Aug. 16, 1983). As discussed below, the Staff consistently has concurred that a company's decisions relating to the customers with whom it does business and the sale of its products and services are part of a company's ordinary business operations and thus may be excluded under Rule 14a-8(i)(7).

The Staff consistently has concurred in the exclusion of proposals relating to the sale of a company's products and services to particular types of customers. For example, in *Bank of America Corp.* (avail. Feb. 24, 2010) ("*Bank of America I*"), the proponent requested that the company publish a report assessing the adoption of a policy barring future financing for companies engaged predominantly in mountain top coal removal. The company argued that the proposal sought to determine, among other things, the particular customers to whom the company should provide its products and services. The Staff concurred in the exclusion of the proposal under Rule 14a-8(i)(7), noting in particular that the proposal related to the company's "decisions to extend credit or provide other financial services to particular types of customers." As the Staff further explained, "[p]roposals concerning customer relations or the sale of particular services are generally excludable under rule 14a-8(i)(7)." *See also JPMorgan Chase & Co.* (avail. Mar. 12, 2010) (concurring in the exclusion under Rule 14a-8(i)(7) of a similar mountain-top-coal-removal proposal, noting that proposals regarding the provision of "services to particular types of customers" are "generally excludable under [R]ule 14a-8(i)(7)"); *Bank of America Corp.* (avail. Jan. 6, 2010) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal requiring the company to stop accepting matricula consular cards as a form of identification, which effectively sought "to limit the

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banking services the [company could] provide to individuals the [p]roponent believe[d] [we]re illegal immigrants,” because the proposal sought to control the company’s “customer relations or the sale of particular services”); *Bank of America Corp.* (avail. Jan. 22, 2009) (same); *Wells Fargo & Co.* (avail. Feb. 16, 2006) (“*Wells Fargo I*”) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company not provide its services to payday lenders as concerning “customer relations”); *Bank of America Corp.* (avail. Mar. 7, 2005) (same).

Further, the Staff consistently has concurred in the exclusion of proposals relating to the sale of particular products. For example, in *Wells Fargo & Co.* (avail. Jan. 28, 2013, *recon. denied* Mar. 4, 2013), a proposal requested that the company prepare a report discussing the adequacy of the company’s policies in addressing the social and financial impacts of the company’s direct deposit advance lending service. The company argued that the proposal could be excluded under Rule 14a-8(i)(7) as relating to the company’s decision to offer specific lending products and services to its customers, a core feature of the ordinary business of banking. The Staff concurred in the exclusion of the proposal under Rule 14a-8(i)(7), noting in particular that “the proposal relates to the products and services offered for sale by the company.” As the Staff further explained, “[p]roposals concerning the sale of particular products and services are generally excludable under [R]ule 14a-8(i)(7).” *See also Pepco Holdings, Inc.* (avail. Feb. 18, 2011) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal that urged the company to pursue the market for solar technology and noting that “the proposal relates to the products and services offered for sale by the company”); *Wal Mart Stores, Inc. (Albert)* (avail. Mar. 30, 2010) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal requiring that all stores stock certain amounts of locally produced and packaged food as concerning “the sale of particular products”); *Wal Mart Stores, Inc. (Porter)* (avail. Mar. 26, 2010) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal “to adopt a policy requiring all products and services offered for sale in the United States of America by Wal-Mart and Sam’s Club stores shall be manufactured or produced in the United States of America” and noting that “the proposal relates to the products and services offered for sale by the company”); *The Kroger Co.* (avail. Mar. 20, 2003) (concurring in the exclusion under Rule 14a-8(i)(7) of a proposal requesting the company cease making available certain shopping cards to its customers as relating to “the manner in which a company sells and markets its products”).

Like the proposals discussed above relating to the ordinary business decisions of selling products and customer relations, the Proposal addresses the Company’s decisions to offer its products and services to particular types of customers. The Proposal requests that the Company prepare a report on its “sales of products and services to the military, police and intelligence agencies of foreign countries.” By calling for a report on the Company’s

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provision of products and services to certain customers, the Proposal seeks to subject the Company's decisions on whether to do business with such customers to stockholder oversight. As a global provider of thousands of technology products and services, the Company interacts with hundreds of thousands of customers, and it is a fundamental responsibility of management to decide the customer bases with whom the Company should deal. In making these decisions, the Company's management must consider myriad factors, including the demand for the Company's products within each particular customer base, the tastes and preferences of various customer bases, how sales to customers will impact the Company's brand, the products made available to those customer bases by the Company's competitors and the laws where certain customer bases are located. Balancing such interests is a complex task and is "so fundamental to management's ability to run [the C]ompany on a day-to-day basis that [it] could not, as a practical matter, be subject to direct shareholder oversight." *See* 1998 Release. Accordingly, because the Proposal relates to decisions concerning the Company's customers and the products and services provided to them, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

*B. Regardless Of Whether The Proposal Touches Upon A Significant Policy Issue, The Entire Proposal Is Excludable Because It Addresses Ordinary Business Matters.*

The well-established precedent set forth above demonstrates that the Proposal addresses ordinary business matters and therefore is excludable under Rule 14a-8(i)(7). While the Staff has found some proposals addressing the issue of human rights to implicate significant policy issues, the Proposal is distinguishable from those past proposals because it is not limited to that significant policy issue. Despite the Proposal's attempt in the "Whereas" clauses to tie the Proposal to the issue of human rights, the Staff has permitted exclusion where a proposal encompasses topics that relate to ordinary business operations and are not significant policy issues, as is the case here. For example, the proposal in *PetSmart, Inc.* (avail. Mar. 24, 2011) requested that the board require its suppliers to certify they had not violated "the Animal Welfare Act, the Lacey Act, or any state law equivalents," the principal purpose of which related to preventing animal cruelty. The Staff granted no-action relief under Rule 14a-8(i)(7) and stated, "[a]lthough the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'" *See also Mattel, Inc.* (avail. Feb. 10, 2012) (concurring in the exclusion of a proposal that requested the company require its suppliers publish a report detailing their compliance with the International Council of Toy Industries Code of Business Practices, noting that the ICTI encompasses "several topics that relate to . . . ordinary

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business operations and are not significant policy issues”); *JPMorgan Chase & Co.* (avail. Mar. 12, 2010) (concurring in the exclusion of a proposal that requested the adoption of a policy barring future financing of companies engaged in a particular practice that impacted the environment because the proposal addressed “matters beyond the environmental impact of JPMorgan Chase’s project finance decisions”).

Here, the Proposal’s language is very broad, requesting a report on the Company’s sales of *any* products and services to “the military, police and intelligence agencies” of *any* foreign country. In this regard, although the Proposal’s “Whereas” clauses list several countries that the Proponents view as presenting “societal unrest and conflict,” the actual proposal is not limited to these countries. The broad language of the Proposal requires the Company to report on its business with *any* foreign military, police or intelligence agency—an especially far-reaching request given the large number of organizations that meet this criteria. In addition, the Proposal is not limited to products or services that are somehow related to human rights violations, but rather encompasses *any* product or service provided to the aforementioned customers. The Company offers one of the information-technology industry’s broadest portfolios of products and services, including computer notebooks, desktops, tablets, inkjet and laser jet printers, printing supplies, servers, routers, calculators, various software programs, data-management services, infrastructure and system-integration services, data-security and risk-mitigation services, and information-technology support. Thus, like the proposals in *PetSmart*, *Mattel* and *JPMorgan Chase*, where companies were permitted to exclude proposals despite their touching upon significant policy issues, the Proposal here addresses a broad range of customers and products and services unrelated to human rights and may be excluded under Rule 14a-8(i)(7).

The Proposal also fails to avoid exclusion as focusing on a significant policy issue for a second reason: there is no nexus between the objective of the Proposal and the Company. The Staff stated in Staff Legal Bulletin No. 14E (Oct. 27, 2009) that a stockholder proposal focusing on a significant policy issue “generally will not be excludable under Rule 14a-8(i)(7) as long as a sufficient nexus exists between the nature of the proposal and the company.” Thus, the Staff has allowed the exclusion of proposals where a company’s conduct only has a limited connection to the conduct with which the Proposal is concerned. For instance, in *Bank of America I*, discussed above, the proposal raised a significant policy issue related to the environmental effects of mountain top coal removal. But, as noted in the company’s no-action request, the company was not engaging in conduct directly linked to environmental degradation, but was “merely providing products and services to one of its customers.” In addition, the company pointed out that it was not offering a product that was directly used in mountain top coal removal (e.g., explosives), but rather providing only banking products. The Staff permitted exclusion, stating that “the proposal addresses matters

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beyond the environmental impact of Bank of America's project finance decisions, such as Bank of America's decisions to extend credit or provide other financial services to particular types of customers." *Cf. PNC Financial Services Group, Inc.* (avail. Feb. 13, 2013) (denying exclusion of a proposal requesting a report on "the greenhouse gas emissions resulting from [the company's] lending portfolio and [the company's] exposure to climate change risk" where the company had a policy of "eco-conscious" lending and of not doing business with companies that received a majority of their production from mountain top coal removal). Similarly, in *Wells Fargo I*, also cited above, the company acknowledged that the proposal, which requested that the company not provide financing to payday lenders, raised the significant policy issue of predatory loans. However, the company argued that the proposal was not concerned with whether the company itself engaged in predatory lending practices, but only with whether the company provided funds that could potentially later be used by payday lenders to provide such loans. The Staff permitted exclusion under Rule 14a-8(i)(7).

Likewise, in the instant case, the Company's product portfolio consists of, among other things, computer notebooks, desktops, tablets, inkjet and laser jet printers, printing supplies, servers, routers, calculators, various software programs and information-technology, all of which are unrelated to the Proposal's reference to human rights. Thus, to the extent the Proposal touches upon this issue, it has no nexus with the Company, and the Proposal may be excluded under Rule 14a-8(i)(7).

### CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2015 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8653 or Katie Colendich, the Company's Senior Counsel, at (650) 857-4217.

Sincerely,



Amy Goodman

Enclosures

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cc: Katie Colendich, Hewlett-Packard Company  
John Harrington, Harrington Investments, Inc.  
Valerie Heinonen, Mercy Investment Services, Inc.

101826457.4

**EXHIBIT A**



FACSIMILE TRANSMISSION SHEET

To: Corporate Secretary FROM: Virginia Cao Janos  
 COMPANY: Hewlett-Packard DATE: October 6, 2014  
 FAX NUMBER: (650) 857-4837 TOTAL NUMBER OF PAGES (INCLUDING COVER): 3  
 TELEPHONE NUMBER: \_\_\_\_\_ SENDER'S REFERENCE NUMBER: 800-788-0154  
 RE: Shareholder Proposal

URGENT     FOR REVIEW     PLEASE COMMENT     PLEASE REPLY     PLEASE RECYCLE

NOTES/COMMENTS:

Dear Corporate Secretary,

Please see the enclosed shareholder resolution and file letter. If you have any questions, don't hesitate to contact me.

Kind Regards,  
 Virginia Cao Janos  
 Portfolio Manager  
 Harrington Investments  
 800-788-0154  
 virginia@harringtoninvestments.com



October 6, 2014

Corporate Secretary  
Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, CA 94304

**RE: Shareholder Proposal**

Dear Corporate Secretary,

As a beneficial owner of Hewlett-Packard company stock, I am submitting the enclosed shareholder resolution for inclusion in the 2015 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (the "Act"). I am the beneficial owner, as defined in Rule 13d-3 of the Act, of at least \$2,000 in market value of Hewlett-Packard common stock. I have held these securities for more than one year as of the filing date and will continue to hold at least the requisite number of shares for a resolution through the shareholder's meeting. Proof of Ownership from Charles Schwab & Company will be forthcoming. I or a representative will attend the shareholder's meeting to move the resolution as required.

Sincerely,



John Harrington  
President

## HEWLETT-PACKARD RESOLUTION ON FOREIGN SALES

**Whereas**, Hewlett-Packard is one of the largest technology companies in the world with over 317,000 employees worldwide, generating revenues of \$112 billion in 2013. Hewlett-Packard's product portfolio consists of consumer PC's, tablets, commercial printer hardware and security intelligence/risk management solutions. The company's brand is known worldwide.

**Whereas**, as a global corporation, Hewlett-Packard faces increasingly complex problems as the international, social, and cultural context within which HP operates changes. Companies face ethical and legal challenges arising from diverse cultural, political and economic contexts in countries in which HP operates such as China, Colombia, Philippines, Russia, Syria and Israel and the Occupied Palestinian territories, for example.

**Whereas**, we believe that societal unrest and conflict in countries where Hewlett Packard does business will continue, if not intensify. The Arab Spring has led to increased volatility in the Middle East, and other regions are not immune: witness Russian and Ukraine or China and Hong Kong as examples. Governments and/or militaries will be involved in this unrest and conflict either by initiating or responding with violence, repressive actions and/or population control measures against civilian populations. With the nature of Hewlett-Packard's products and services, there is a distinct possibility that, despite HP's best intentions and efforts, its equipment or other products will be used in controversial actions raising serious human rights and ethical concerns.

**Resolved**, that the shareholders request the Board of Directors to provide a comprehensive report on Hewlett-Packard's sales of products and services to the military, police and intelligence agencies of foreign countries. The report should be available to all shareholders within six months of the 2015 annual meeting, may omit classified and proprietary information, and be prepared at reasonable cost.

### Supporting Statement

We believe that doing business in countries and regions marked by conflict and social unrest can expose our company to reputational risks, public campaigns, consumer boycotts and possible divestment. We believe shareholders should have access to information about the criteria used by our company to accept contracts with the military, police and intelligence agencies of foreign countries. This report will help shareholders make more rational assessments of the company's business in foreign countries, and whether its policies and procedures are sufficient to prevent adverse revelations.

We urge you to vote your proxies in favor of this resolution.



October 6, 2014

PO Box 52013  
Phoenix, AZ 85072

Corporate Secretary  
Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, CA 94304

RE: FISMA & OMB Memorandum M-07-16\*\*\*  
Harrington Investments, Inc.

Dear Secretary:

This letter is to confirm that Charles Schwab is the record holder for the beneficial owner of the Harrington Investments, Inc. account and which holds in the account 500 shares of common stock in Hewlett-Packard Company. These shares have been held continuously for at least one year prior to and including October 6, 2014.

The shares are held at Depository Trust Company under the Participant Account Name of Charles Schwab & Co., ~~INC.~~ FISMA & OMB Memorandum M-07-16\*\*\*

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Should additional information be needed, please feel free to contact me directly at 877-393-1951 between the hours of 11:30am and 8:00pm EST.

Sincerely,

A handwritten signature in cursive script that reads "Leatha Thornton".

Leatha Thornton  
Advisor Services  
Charles Schwab & Co. Inc.



Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, CA 94304

hp.com

October 17, 2014

**VIA OVERNIGHT MAIL**

John Harrington  
President, Harrington Investments, Inc.  
1001 2nd Street, Suite 325  
Napa, California 94559

Dear Mr. Harrington:

I am writing on behalf of Hewlett-Packard Company (the "Company"), which on October 6, 2014, received from you, in your capacity as President of Harrington Investments, Inc. ("Harrington Investments"), a stockholder proposal submitted pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2015 Annual Meeting of Stockholders (the "Proposal"). It appears that you submitted the Proposal on behalf of Harrington Investments, but your letter is unclear. We request that you clarify whether the proponent of the Proposal is you individually or Harrington Investments. Further, if you individually are the proponent of the Proposal, you will need to provide sufficient proof of your own continuous ownership of at least \$2,000 in market value, or 1%, of the Company's shares entitled to vote on the Proposal, as described further below.

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. If Harrington Investments is the proponent of the Proposal, then note that under Rule 14a-8(b) of the Exchange Act, a stockholder must provide the Company with a written statement that it intends to continue to hold the requisite number of shares through the date of the stockholders' meeting at which the Proposal will be voted on by the stockholders. While your October 6, 2014, letter includes the statement that "I . . . will continue to hold at least the requisite number of shares for a resolution through the shareholder's meeting," this statement is inadequate because it was not made by or on behalf of the stockholder (Harrington Investments). To remedy this defect, you must submit a written statement that Harrington Investments intends to continue holding the requisite number of Company shares through the date of the Company's 2015 Annual Meeting of Stockholders.

Alternatively, if you, rather than Harrington Investments, are the proponent of the Proposal, then note that Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership

of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company. The October 6, 2014, letter from Charles Schwab & Co. Inc. that you provided is insufficient because it verifies Harrington Investments' ownership, rather than your own ownership, of the Company's shares.

To remedy this defect, you must obtain a new proof of ownership letter verifying your continuous ownership of the requisite number of Company shares for the one-year period preceding and including October 6, 2014, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that you continuously held the requisite number of Company shares for the one-year period preceding and including October 6, 2014; or
- if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, stockholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the requisite number of Company shares for the one-year period preceding and including October 6, 2014.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite number of Company shares for the one-year period preceding and including October 6, 2014. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number

of the DTC participant through your account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including October 6, 2014, the requisite number of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 3000 Hanover Street, Building 20B, Mail Stop 1050, Palo Alto, CA 94304. Alternatively, you may transmit any response by facsimile to me at (650) 857-4837.

If you have any questions with respect to the foregoing, please contact me at (650) 857-4217. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in blue ink that reads "Katie Colendich".

Katie Colendich  
Senior Counsel

Enclosures



P.O. Box 52018  
Phoenix, AZ 85072

October 20, 2014

Corporate Secretary  
Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, Ca 94304

RE:\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*  
Harrington Inv Inc 401K Plan  
John Harrington-FBO  
Hewlett Packard Stock Ownership (HPQ)

Dear Secretary,

This letter is to confirm Charles Schwab is the record holder for the beneficial owner of the Harrington Investments, Inc, account and which holds in the account 500 Shares of common stock in Hewlett-Packard Company. These shares have been held continuously for at least one year prior to and including October 6, 2014.

The shares are held at Depository Trust Company under the Participant Account Name of Charles Schwab & Co., Inc. FISMA & OMB Memorandum M-07-16\*\*\*

This letter serves as confirmation that John Harrington is the beneficial owner of the above referenced stock.

Should additional information be needed, please feel free to contact me directly at (877-393-1949) between the hours of 11:30am and 8:00pm EST.

Sincerely,

Kirk Eldridge  
Advisor Services  
Charles Schwab & Co. Inc.



**F A X**

**Mercy Investment Services, Inc.**

2039 N. Geyer Road

St. Louis, MO 63131-3332

314.909.4609

[www.mercyinvestmentservices.org](http://www.mercyinvestmentservices.org)

Attn: Corporate Secretary

Fax number: (650) 857-4837

From: Valerie Heinonen, o.s.u.

Fax number: 314-909-4694

Date: **October 6, 2014**

Regarding:

**Resolution**

Phone number for follow-up:

314-909-4694

**Comments:**

Please see attached cover letter and resolution.

The information in this communication may be CONFIDENTIAL. It is intended for the use of the person to whom it is properly addressed. If you are not the intended recipient you are hereby notified that any use, dissemination, distribution or copying of the communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately and delete any copies of the communication and/or contents from your files.





Fax (650)857-4837

October 6, 2014

John F. Schultz, Executive Vice President, General Counsel, Corporate Secretary  
Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, CA 94304

Dear Mr. Schultz:

On behalf of Mercy Investment Services, Inc., I am authorized to submit the following resolution for consideration at the 2015 Hewlett-Packard Company annual meeting. The proposal requests the Board of Directors to provide a comprehensive report, at reasonable cost and omitting proprietary and classified information, on Hewlett-Packard's sales of products and services to certain specific agencies of foreign countries. Consistent with Regulation 14A-12 of the SEC guidelines, we ask that Hewlett-Packard include our proposal and supporting statement in the proxy statement. While this resolution is filed by fax transmission to the number listed in the 2014 Hewlett-Packard Proxy Statement, we will send a hard copy for your records.

In light of the civil strife and local wars of today, we believe Hewlett-Packard should report on its foreign sales operations in the context of its values, business standards and policies related to human rights and the common good of all people. We urge you to protect shareholder value by avoiding the possible reputational, litigation and financial risk that may be occurred as Hewlett-Packard carries on its business.

Mercy Investment Services, Inc. is the beneficial owner of at least \$2000 worth of shares of Hewlett-Packard stock and verification of ownership from a DTC participating bank will follow. We have held the requisite number of shares for more than one year and will continue to hold the stock through the date of the annual shareowners' meeting in order to be present in person or by proxy. Mercy Investment Services, Inc. is co-filing this resolution with Harrington Investments, which is the primary filer and John Harrington (805-770-2300) is authorized to withdraw the resolution for us as co-filers. Please send all communications concerning this filing to Valerie Heinonen at [vheinonen@sistersofmercy.org](mailto:vheinonen@sistersofmercy.org). We hope you will consider dialogue on this important issue.

Yours truly,

Valerie Heinonen, o.s.u., Director, Shareholder Advocacy  
Mercy Investment Services, Inc.  
205 Avenue C, NY NY 10009

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

2039 North Geyer Road . St. Louis, Missouri 63131-3332 . 314.909.4609 . 314.909.4694 (fax)

[www.mercyinvestmentservices.org](http://www.mercyinvestmentservices.org)

## HEWLETT-PACKARD RESOLUTION ON FOREIGN SALES

**Whereas**, Hewlett-Packard is one of the largest technology companies in the world with over 317,000 employees worldwide, generating revenues of \$112 billion in 2013. Hewlett-Packard's product portfolio consists of consumer PC's, tablets, commercial printer hardware and security intelligence/risk management solutions. The company's brand is known worldwide.

**Whereas**, as a global corporation, Hewlett-Packard faces increasingly complex problems as the International, social, and cultural context within which HP operates changes. Companies face ethical and legal challenges arising from diverse cultural, political and economic contexts in countries in which HP operates such as China, Colombia, Philippines, Russia, Syria and Israel and the Occupied Palestinian territories, for example.

**Whereas**, we believe that societal unrest and conflict in countries where Hewlett Packard does business will continue, if not intensify. The Arab Spring has led to increased volatility in the Middle East, and other regions are not immune: witness Russian and Ukraine or China and Hong Kong as examples. Governments and/or militaries will be involved in this unrest and conflict either by initiating or responding with violence, repressive actions and/or population control measures against civilian populations. With the nature of Hewlett-Packard's products and services, there is a distinct possibility that, despite HP's best intentions and efforts, its equipment or other products will be used in controversial actions raising serious human rights and ethical concerns.

**Resolved**, that the shareholders request the Board of Directors to provide a comprehensive report on Hewlett-Packard's sales of products and services to the military, police and intelligence agencies of foreign countries. The report should be available to all shareholders within six months of the 2015 annual meeting, may omit classified and proprietary information, and be prepared at reasonable cost.

### Supporting Statement

We believe that doing business in countries and regions marked by conflict and social unrest can expose our company to reputational risks, public campaigns, consumer boycotts and possible divestment. We believe shareholders should have access to information about the criteria used by our company to accept contracts with the military, police and intelligence agencies of foreign countries. This report will help shareholders make more rational assessments of the company's business in foreign countries, and whether its policies and procedures are sufficient to prevent adverse revelations.

We urge you to vote your proxies in favor of this resolution.



Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, CA 94304

hp.com

October 17, 2014

**VIA OVERNIGHT MAIL**

Ms. Valerie Heinonen  
c/o Mercy Investment Services, Inc.  
205 Avenue C.  
New York, NY 10009

Dear Ms. Heinonen:

I am writing on behalf of Hewlett-Packard Company (the “Company”), which received on October 6, 2014, the stockholder proposal you submitted on behalf of the Mercy Investment Services, Inc. (“Mercy Investment”) pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2015 Annual Meeting of Stockholders (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934 provides that stockholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. The Company’s stock records do not indicate that Mercy Investment is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that Mercy Investment has satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, Mercy Investment must submit sufficient proof of its continuous ownership of the requisite number of Company shares for the one-year period preceding and including the date the Proposal was submitted to the Company (October 6, 2014). As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- a written statement from the “record” holder of Mercy Investment’s shares (usually a broker or a bank) verifying that Mercy Investment continuously held the requisite

number of Company shares for the one-year period preceding and including the date the Proposal was submitted (October 6, 2014); or

- if Mercy Investment has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting its ownership of the requisite number of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that Mercy Investment continuously held the requisite number of Company shares for the one-year period.

If Mercy Investment intends to demonstrate ownership by submitting a written statement from the “record” holder of its shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether Mercy Investment’s broker or bank is a DTC participant by asking Mercy Investment’s broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.pdf>. In these situations, stockholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If Mercy Investment’s broker or bank is a DTC participant, then Mercy Investment needs to submit a written statement from its broker or bank verifying that Mercy Investment continuously held the requisite number of Company shares for the one-year period preceding and including the date the Proposal was submitted (October 6, 2014).
- (2) If Mercy Investment’s broker or bank is not a DTC participant, then Mercy Investment needs to submit proof of ownership from the DTC participant through which the shares are held verifying that Mercy Investment continuously held the requisite number of Company shares for the one-year period preceding and including the date the Proposal was submitted (October 6, 2014). You should be able to find out the identity of the DTC participant by asking Mercy Investment’s broker or bank. If Mercy Investment’s broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through Mercy Investment’s account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds Mercy Investment’s shares is not able to confirm Mercy Investment’s individual holdings but is able to confirm the holdings of Mercy Investment’s broker or bank, then Mercy Investment needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including the date the Proposal was submitted (October 6, 2014), the requisite number of Company shares were continuously held:
  - (i) one from Mercy Investment’s broker or bank confirming Mercy Investment’s

ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 3000 Hanover Street, Building 20B, Mail Stop 1050, Palo Alto, CA 94304. Alternatively, you may transmit any response by facsimile to me at (650) 857-4837.

If you have any questions with respect to the foregoing, please contact me at (650) 857-4217. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in blue ink that reads "Katie Colendich". The signature is written in a cursive, flowing style.

Katie Colendich  
Senior Counsel

Enclosures



## BNY MELLON

October 6, 2014

Mr. John F. Schultz  
Executive Vice President, General Counsel, Corporate Secretary  
Hewlett-Packard Company  
3000 Hanover Street  
Palo Alto, California 94304

Re: Mercy Investment Services Inc.

Dear Mr. Schultz:

This letter will certify that as of October 6, 2014 The Bank of New York Mellon held for the beneficial interest of Mercy Investment Services Inc., 9,965 shares of Hewlett-Packard Co.

We confirm that Mercy Investment Services Inc., has beneficial ownership of at least \$2,000 in market value of the voting securities of Hewlett-Packard Co. and that such beneficial ownership has existed for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

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

If you have any questions please feel free to give me a call.

Sincerely,

Thomas J. McNally  
Vice President, Service Director  
BNY Mellon Asset Servicing

Phone: (412) 234-8822

Email: [thomas.mcnally@bnymellon.com](mailto:thomas.mcnally@bnymellon.com)