

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

DIRECT DIAL  
202-371-7180  
DIRECT FAX  
202-661-9010  
EMAIL ADDRESS  
BRIAN.BREHENY@SKADDEN.COM

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January 19, 2024

VIA STAFF ONLINE FORM

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

Re: Shareholder Proposal Submitted by  
the National Center for Public Policy Research

Ladies and Gentlemen:

This letter is submitted on behalf of JPMorgan Chase & Co., a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company requests that the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) not recommend enforcement action if the Company omits from its proxy materials for the Company’s 2024 Annual Meeting of Shareholders (the “2024 Annual Meeting”) the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Center for Public Policy Research (the “Proponent”).

This letter provides an explanation of why the Company believes it may exclude the Proposal and includes the attachments required by Rule 14a-8(j). In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. A copy of this letter also is being sent to the Proponent as notice of the Company’s intent to omit the Proposal from the Company’s proxy materials for the 2024 Annual Meeting.

Rule 14a-8(k) and Section E of Staff Legal Bulletin 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the Company.

### Background

The Company received the Proposal on November 30, 2023, along with a cover letter from the Proponent. On December 6, 2023, the Company sent a letter, via email and overnight delivery, to the Proponent requesting a written statement verifying that the Proponent owned the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including the date of submission of the Proposal. On December 11, 2023, the Company received an email from the Proponent with a copy of a letter from Wells Fargo Advisors verifying the Proponent's stock ownership in the Company. Copies of the Proposal, cover letter and related correspondence are attached hereto as Exhibit A.<sup>1</sup>

### Summary of the Proposal

The text of the resolution contained in the Proposal follows:

**Resolved:** Shareholders request that the Board of Directors conduct and publish a review within the next year (at reasonable cost, omitting proprietary information) of whether and to what extent the Company requested that Company clients deny their products or services to certain customers or categories of customers, or has demanded such restrictions as a condition of Company's continuing to do business with said clients. The Board of Directors would best serve shareholders if the report provides the grounds for such requests or demands and the business justification for those grounds.

### Basis for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the proxy materials for the 2024 Annual

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<sup>1</sup> Exhibit A omits correspondence between the Company and the Proponent that is irrelevant to this request, such as the aforementioned deficiency letter and subsequent response. See the Staff's "Announcement Regarding Personally Identifiable and Other Sensitive Information in Rule 14a-8 Submissions and Related Materials" (Dec. 17, 2021), available at <https://www.sec.gov/corpfin/announcement/announcement-14a-8-submissions-pii-20211217>.

Meeting 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 Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations.*

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks 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. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal is within the ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) ("[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)."); *see also Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making, noting that the proposal related to the ordinary business matter of the "nature, presentation and content of programming and film production").

In accordance with the policy considerations underlying the ordinary business exclusion, the Staff consistently has permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals relating to a company's relationships with its customers. *See, e.g., JPMorgan Chase & Co.* (Feb. 21, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board complete a report on the impact to customers of the Company's overdraft policies); *Anchor Bancorp Wisconsin Inc.* (May 13, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board adopt a new policy for the lending of funds to borrowers and the investment of assets after taking preliminary actions specified in the proposal, noting that the proposal related to the company's "ordinary business

operations (i.e., credit policies, loan underwriting and customer relations)"); *JPMorgan Chase & Co.* (Feb. 21, 2006) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the company not issue first mortgage home loans, except as required by law, no greater than four times the borrower's gross income, noting that the proposal related to the Company's "ordinary business operations (i.e., credit policies, loan underwriting and customer relations)").

In particular, the Staff has permitted exclusion under Rule 14a-8(i)(7) of proposals relating to a company's decisions with regard to the handling of customer accounts, including termination of accounts. Recently, the Staff permitted the Company to exclude a similar proposal on the same topic as the current Proposal under Rule 14a-8(i)(7). In *JPMorgan Chase & Co. (National Center for Public Policy Research)* (Mar. 21, 2023, *recon. denied* Apr. 3, 2023), the proposal requested that the board commission and disclose a report on the risks created by the Company's business practices that prioritize non-pecuniary factors when it comes to establishing, rejecting, or failing to continue client relationships. The Company argued, in part, that its "[d]ecisions regarding customer accounts, including the termination of accounts, involve legal, regulatory and operational considerations" and thus related to the Company's ordinary business matters. In permitting exclusion under Rule 14a-8(i)(7), the Staff noted that "the [p]roposal relates to, and does not transcend, ordinary business matters." Similarly, in *JPMorgan Chase & Co. (National Legal and Policy Center)* (Mar. 21, 2023), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on the Company's policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by governmental authorities. The Company argued, in part, that the proposal related to ordinary business matters because the Company's "handling of customer accounts, including when, how and why to close customer accounts [. . .] is a core component of the Company's ordinary business as a global financial services company providing commercial banking services." In permitting exclusion under Rule 14a-8(i)(7), the Staff noted that "the [p]roposal relates to, and does not transcend, ordinary business matters." *See also, e.g., PayPal Holdings, Inc.* (Apr. 10, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the company report publicly on the number and categories of account suspensions and closures); *Comcast Corp.* (Apr. 13, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company notify a customer in advance of any termination, suspension or cancellation of service to the customer, noting that "the [p]roposal relates to, and does not transcend, ordinary business matters"); *PayPal Holdings, Inc.* (Apr. 2, 2021) \* (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company not freeze or terminate customer accounts without first providing the company's

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\* Citations marked with an asterisk indicate Staff decisions issued without a letter.

rationale to customers); *TD Ameritrade Holding Corp.* (Nov. 20, 2017) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company's shareholders have the right to be clients of the company, noting that "the [p]roposal relates to the [c]ompany's policies and procedures for opening and maintaining customer accounts").

In this instance, as was the case in *JPMorgan Chase & Co. (National Center for Public Policy Research)* (Mar. 21, 2023, *recon. denied* Apr. 3, 2023) and *JPMorgan Chase & Co. (National Legal and Policy Center)* (Mar. 21, 2023), the Proposal focuses primarily on the Company's relationships with customers and, specifically, on the Company's decisions with regard to the handling of customer accounts, which are ordinary business matters. In this respect, the Proposal's resolved clause requests that the Company publish a review "of whether and to what extent the Company requested that [its] clients deny their products or services to certain customers or categories of customers, or has demanded such restrictions as a condition of [the] Company's continu[ed] . . . business with said clients." The Proposal's supporting statement indicates a particular concern with the Company's purported efforts "to pressure or require some clients to restrict their own customer bases," including by alleging that the Company "forced" a client to deny "its services to 'gun manufacturers and sellers' " and "secretly requir[es] clients to *reduce* their customer bases." The supporting statement also lists instances of customer bank accounts alleged to have been "closed" or "debanked" by the Company, purportedly "driven by inappropriate personal-policy considerations" of the Company's directors and executives. When read together, the Proposal's resolved clause and supporting statement demonstrate that the Proposal's requested review relates to the Company's handling of client relationships, including restriction of services and termination of accounts, which are ordinary business matters.

The Company is one of the largest financial services firms in the world and is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing and asset management. Under the J.P. Morgan and Chase brands, the Company serves millions of customers, predominantly in the United States, and many of the world's most prominent corporate, institutional and government clients globally. Necessarily, the Company's relationship with its customers and the handling of customer accounts without interference is essential to the operation of the Company's business as a financial services institution. Decisions regarding client relationships, including restriction of services and termination of accounts, involve legal, regulatory and operational considerations that are so fundamental to the Company's day-to-day operations that they cannot, as a practical matter, be subject to shareholder oversight. As a result, the Proposal is precisely the type that companies are permitted to exclude under Rule 14a-8(i)(7).

We note that a proposal may not be excluded under Rule 14a-8(i)(7) if it focuses on a significant policy issue. However, the fact that a proposal may touch upon a significant policy issue does not preclude exclusion under Rule 14a-8(i)(7). The question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations. *See* 1998 Release; Staff Legal Bulletin No. 14E (Oct. 27, 2009). The Staff has consistently permitted exclusion of shareholder proposals where the proposal focused on ordinary business matters, even though it also related to a potential significant policy issue. Notably, in *JPMorgan Chase & Co. (National Legal and Policy Center)* (Mar. 21, 2023), the excluded proposal requested, among other things, that the Company publish a report describing the Company's policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by governmental authorities. In permitting exclusion under Rule 14a-8(i)(7), the Staff noted that "the [p]roposal relates to, and does not transcend, ordinary business matters." *See also, e.g., Comcast Corp.* (Apr. 13, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting, among other things, that the company adopt a policy of notifying a customer in advance of any termination, suspension or cancellation of service to the customer, noting that "the [p]roposal relates to, and does not transcend, ordinary business matters"); *CIGNA Corp.* (Feb. 23, 2011) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the potential significant policy issue of access to affordable health care, it also asked CIGNA to report on expense management, an ordinary business matter); *Capital One Financial Corp.* (Feb. 3, 2005) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the significant policy issue of outsourcing, it also asked the company to disclose information about how it manages its workforce, an ordinary business matter).

In this instance, as in the examples discussed above, the Proposal does not appear to raise a significant policy issue. Even if the Proposal were viewed to touch on a potential significant policy issue, the Proposal's overwhelming concern with the Company's handling of customer accounts demonstrates that the Proposal's focus is on ordinary business matters. Therefore, even if the Proposal could be viewed as touching upon a significant policy issue, its focus is on ordinary business matters.

Accordingly, consistent with the precedent described above, the Proposal may be excluded under Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

Office of Chief Counsel  
January 19, 2024  
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Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Company's proxy materials for the 2024 Annual Meeting. If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180. Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in blue ink, appearing to read "B. Breheny", with a stylized flourish extending to the right.

Brian V. Breheny

Enclosures

cc: John H. Tribolati  
Corporate Secretary  
JPMorgan Chase & Co.

Scott Shepard  
National Center for Public Policy Research

EXHIBIT A

(see attached)





November 29, 2023

**Via FedEx and email to**

Secretary  
JPMorgan Chase & Co.  
Office of the Secretary  
383 Madison Avenue  
39th Floor  
New York, NY 10179  
corporate.secretary@jpmchase.com

Dear Sir/Madam,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the JPMorgan Chase & Co. (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as the Director of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for at least 3 years prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2024 annual meeting of shareholders. A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Pursuant to interpretations of Rule 14(a)-8 by the Securities & Exchange Commission staff, I initially propose as a time for a telephone conference to discuss this proposal December 14, 2023 or December 15, 2023 from 2-5 p.m. eastern. If that proves inconvenient, I hope you will suggest some other times to talk. Please feel free to contact me at [REDACTED] so that we can determine the mode and method of that discussion.

Copies of correspondence or a request for a “no-action” letter should be sent to me at the National Center for Public Policy Research, 2005 Massachusetts Ave. NW, Washington, DC 20036 and emailed to [REDACTED].

Sincerely,

A handwritten signature in black ink, appearing to read "Scott Shepard", with a long horizontal flourish extending to the right.

Scott Shepard  
FEP Director

Enclosures: Shareholder Proposal

## Personal-Policy-Based Restrictions on Clients' Businesses

**Supporting Statement:** JPMorgan Chase (the Company) appears to pressure or require some clients to restrict their own customer bases on grounds of Company director and executive personal policy preferences.

As Senator Ted Cruz revealed in a September 25, 2023 letter, Intuit had been denying its services to “gun manufacturers and sellers.” Intuit alleged that the denials were forced by its bankers – Bank of America and the Company.<sup>1</sup> According to Senator Cruz, the Company has admitted Intuit’s allegation.

There’s no reason to doubt Cruz. The thoroughly partisan Intuit action is consistent with an ever-growing list of Company actions only explicable if driven by inappropriate personal-policy considerations. Last year Senator Brownback’s religious liberty organization was debanked; then the Company provided many false explanations for the action, finally claiming that federal regulation requires clients to submit donor and member lists and other private materials. But that regulatory interpretation violates constitutional protections that run all the way back to *NAACP v. Alabama* (1958), a celebrated civil rights case, and can’t be sustained.<sup>2</sup> It recently closed accounts of allies of Robert Kennedy Jr. when the latter’s presidential campaign drew attention.<sup>3</sup> That’s the tip of an iceberg. Our CEO Jamie Dimon has demanded that other people’s property be seized by government to fulfill his highly partisan decarbonization preferences,<sup>4</sup> while he has threatened sovereign clients not to dare to interfere with his doing the Company’s business according to his personal policy preferences.<sup>5</sup>

Given this history, it’s doubtful the Company’s demands to Intuit were a one-off incident.

A true business justification for secretly requiring clients to *reduce* their customer bases and financial sustainability is non-obvious. The U.S. has recently suffered three huge bank collapses.<sup>6</sup> Experts believe hundreds more could collapse, in part because of

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<sup>1</sup> <https://www.commerce.senate.gov/2023/9/sen-cruz-s-investigation-leads-intuit-to-end-discriminatory-policy-against-firearms-businesses>

<sup>2</sup> [https://www.realclearmarkets.com/articles/2023/09/29/jpm\\_and\\_bofa\\_choose\\_politics\\_over\\_fiduciary\\_duties\\_982747.html](https://www.realclearmarkets.com/articles/2023/09/29/jpm_and_bofa_choose_politics_over_fiduciary_duties_982747.html)

<sup>3</sup> <https://www.theepochtimes.com/article/chase-shuts-down-accounts-for-dr-joseph-mercolas-companies-5424215>; <https://twitter.com/DrSyedHaider/status/1683996238570479618?s=20>

<sup>4</sup> <https://dailycaller.com/2023/09/19/james-woods-bank-threat-seize-private-property-jp-morgan-jamie-dimon/>

<sup>5</sup> <https://www.foxbusiness.com/politics/jpmorgans-jamie-dimon-warns-business-friendly-texas-laws-wall-street-firms>

<sup>6</sup> <https://www.usatoday.com/story/money/personalfinance/real-estate/2023/03/19/svb-collapse-new-banks-could-fail/11504269002/>

massive unrealized losses.<sup>7</sup> A bank credibly accused of working in such conditions to shrink its clients' revenues and assets should explain to its shareholders the extent of and grounds for such behavior. And it should face the high risk of such blatantly anti-fiduciary policies. Shareholder action against fiduciary breach seems increasingly likely; elected officials move toward responses;<sup>8</sup> and scholars develop plans for making American banks public utilities, which would pummel corporate value.<sup>9</sup> The more our Company's executives run it according to their personal policy preferences, the stronger become the arguments for making the Company a common carrier stripped of executive opportunities for willful impropriety.

**Resolved:** Shareholders request that the Board of Directors conduct and publish a review within the next year (at reasonable cost, omitting proprietary information) of whether and to what extent the Company requested that Company clients deny their products or services to certain customers or categories of customers, or has demanded such restrictions as a condition of Company's continuing to do business with said clients. The Board of Directors would best serve shareholders if the report provides the grounds for such requests or demands and the business justification for those grounds.

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<sup>7</sup> <https://www.marketwatch.com/story/most-u-s-banks-are-technically-near-insolvency-and-hundreds-are-already-fully-insolvent-roubini-says-18b89f92>; <https://www.bloomberg.com/graphics/2023-svb-exposed-risks-banks/>

<sup>8</sup> <https://www.foxbusiness.com/politics/state-financial-officers-call-jpmorgan-chase-address-politically-motivated-de-banking>; <https://www.dailysignal.com/2023/06/21/kentuckys-daniel-cameron-scores-win-threat-banks-cutting-conservatives/>

<sup>9</sup> <https://corpgov.law.harvard.edu/2023/11/07/rebuilding-banking-law-banks-as-public-utilities/>