



DIVISION OF
CORPORATION FINANCE

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

March 2, 2021

By E-Mail

Eleazer Klein, Esq.
Schulte Roth & Zabel
919 Third Avenue
New York, NY 10022

**Re: Exxon Mobil Corporation
Soliciting Materials filed pursuant to Rule 14a-12
Filed on March 1, 2021 by Engine No. 1 LLC et. al.
File No. 001-02256**

Dear Mr. Klein:

We have reviewed the above-captioned filing and have the following comments.

DFAN14A filed March 1, 2021

1. With a view toward revised disclosure, please provide us supplemental support for the statement that "...ExxonMobil has now conceded the need for board change...."
2. Please ensure that all filings made under Rule 14a-12 include the information and legend required under Rule 14a-12(a)(1).

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny
Daniel F. Duchovny
Special Counsel
Office of Mergers and Acquisitions