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DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20540-4561



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Received SEC  
MAR 23 2012  
Washington, DC 20549

March 20, 2012

James E. Parsons  
Exxon Mobil Corporation  
james.e.parsons@exxonmobil.com

Act: 1934  
Section: \_\_\_\_\_  
Rule: 14a-8  
Public  
Availability: 3-20-12

Re: Exxon Mobil Corporation  
Incoming letter dated January 20, 2012

Dear Mr. Parsons:

This is in response to your letters dated January 20, 2012 and February 29, 2012 concerning the shareholder proposal submitted to ExxonMobil by the New York State Common Retirement Fund; Trillium Asset Management Corporation on behalf of Louise B. Rice; the Unitarian Universalist Association of Congregations; the Funding Exchange; and the Pride Foundation. We also have received letters on behalf of the proponents dated February 23, 2012, March 2, 2012, and March 5, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu  
Senior Special Counsel

Enclosure

cc: Sanford J. Lewis  
sanfordlewis@strategiccounsel.net

March 20, 2012

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

Re: Exxon Mobil Corporation  
Incoming letter dated January 20, 2012

The proposal requests that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.

We are unable to concur in your view that ExxonMobil may exclude the proposal under rule 14a-8(i)(10). Based on the information you have presented, it appears that ExxonMobil's policies, practices, and procedures do not compare favorably with the guidelines of the proposal and that ExxonMobil has not, therefore, substantially implemented the proposal. Accordingly, we do not believe that ExxonMobil may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

We are unable to concur in your view that ExxonMobil may exclude the proposal under rule 14a-8(i)(7). Accordingly, we do not believe that ExxonMobil may omit the proposal from its proxy materials in reliance upon rule 14a-8(i)(7).

Sincerely,

Erin E. Martin  
Attorney-Advisor

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

**From:** Sanford Lewis [\*\* FISMA & OMB Memorandum M-07-16 \*\*\*]  
**Sent:** Monday, March 05, 2012 8:54 AM  
**To:** shareholderproposals  
**Cc:** james.e.parsons@exxonmobil.com; Jenika Conboy; Pat Doherty  
**Subject:** Exhibit Re: Exxon Mobil EEO Proposal - Supplemental Reply of Proponent

March 5, 2012

Ladies and Gentlemen:

On behalf of the New York State Common Retirement Fund, enclosed find the exhibit to our supplemental reply to the supplemental no action request letter from Exxon Mobil of February 29 regarding the proposal on the Company's EEO policy. This exhibit contains excerpts from the Human Rights Campaign's Corporate Equality Index 2012, documenting the lowest in class ratings of Exxon Mobil on sexual orientation and gender identity discrimination.

The full report is also available online  
at [http://sites.hrc.org/documents/CorporateEqualityIndex\\_2012.pdf](http://sites.hrc.org/documents/CorporateEqualityIndex_2012.pdf)

Our supplemental reply letter, for which this is an exhibit, was transmitted in a prior email on Friday, March 2.

Sincerely,

Sanford Lewis

Sanford Lewis, Attorney  
PO Box 231  
Amherst, MA 01004-0231

\*\*\* FISMA & OMB Memorandum ~~mobile~~ and text messages  
413-549-7333 direct office line

\*\*\* FISMA & OMB Memorandum ~~mobile~~\*\*\*  
781 207-7895 fax

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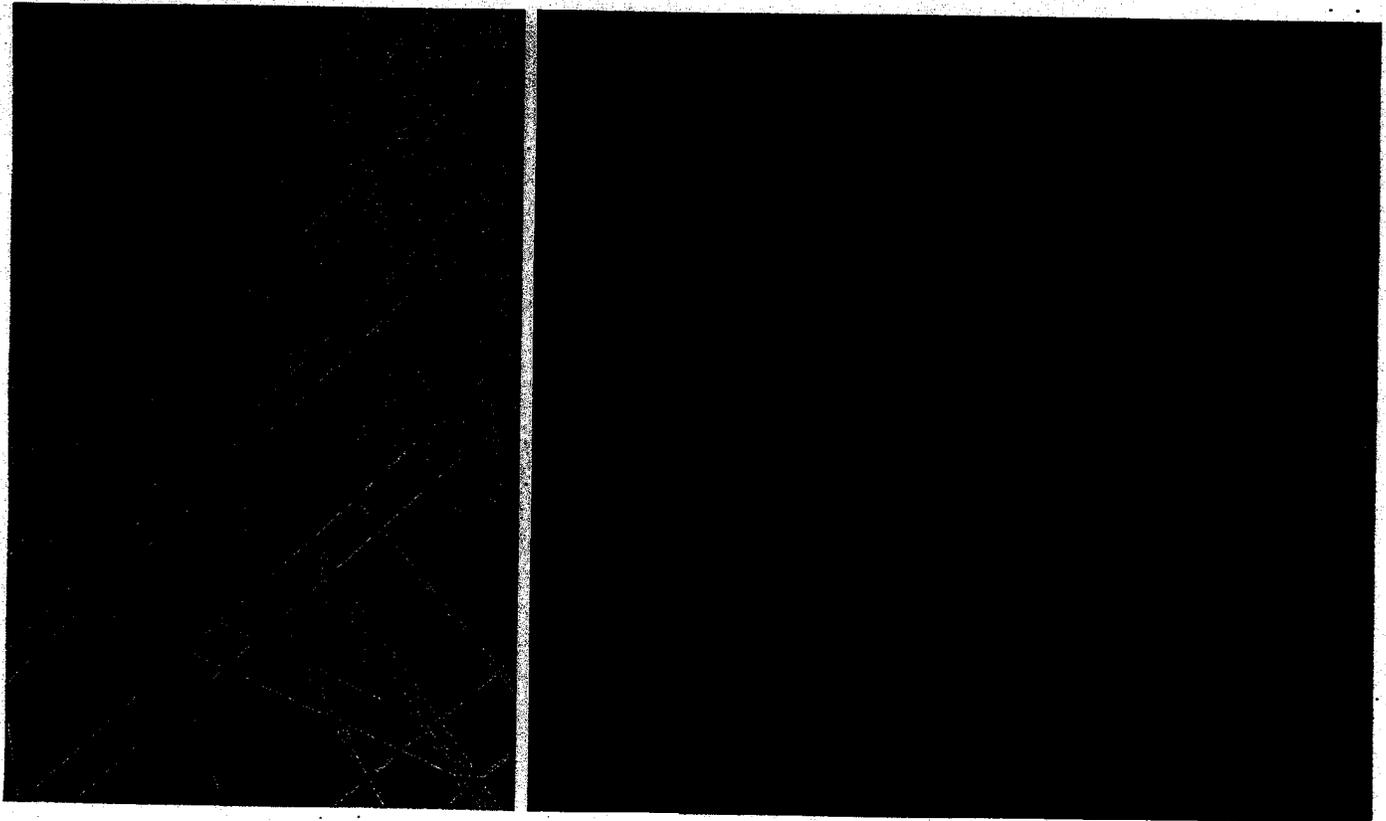
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# CORPORATE EQUALITY INDEX 2012



HUMAN  
RIGHTS  
CAMPAIGN  
FOUNDATION

Rating American Workplaces on Lesbian,  
Gay, Bisexual and Transgender Equality



**99%**  
PROHIBIT  
DISCRIMINATION  
BASED ON  
SEXUAL  
ORIENTATION

**80%**  
PROHIBIT  
DISCRIMINATION  
BASED ON  
GENDER  
IDENTITY

**89%**  
OFFER  
DOMESTIC  
PARTNER  
HEALTH  
INSURANCE

**33%**  
OFFER  
TRANSGENDER-  
INCLUSIVE  
HEALTH CARE  
COVERAGE PLAN

**66%**  
COMPETENCY  
TRAINING,  
RESOURCES OR  
ACCOUNTABILITY  
MEASURES

**83%**  
LGBT EMPLOYEE  
RESOURCE  
GROUP OR  
DIVERSITY  
COUNCIL

**81%**  
ENGAGE IN  
A PUBLIC  
COMMITMENT  
TO THE LGBT  
COMMUNITY

# CORPORATE EQUALITY INDEX 2012

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The Human Rights Campaign Foundation's Corporate Equality Index is celebrating its 10th anniversary, capping a decade of remarkable progress. Since 2002, the HRC Foundation's work with the CEI has transformed workplace policies in many of the nation's major corporations, allowing lesbian, gay, bisexual and transgender employees to work productively and free of discrimination.

New ground was broken in 2002 when the HRC Foundation embarked on a strategy to change the lives of LGBT employees by creating an index that would assess how corporate America was treating LGBT employees. The trail that was blazed together with corporate partners has shone across boardrooms and on factory floors throughout the United States and beyond — demonstrating where successful business is being done, LGBT equality has become the norm.

By 2011, as the direct result of the collaborative partnerships the HRC Foundation has fostered with businesses across the country, that number ratcheted up to 337 major businesses — representing employers of nearly nine million U.S. workers — who earned a 100 percent rating and the coveted "Best Places to Work for LGBT Equality" designation.

Three years ago, the HRC Foundation launched on an ambitious project to raise the bar on a set of key CEI rating criteria so that a 100 percent score would reflect the best in class practices of LGBT inclusion in the workplace.

This year's CEI tells a powerful story of American businesses working to meet that higher bar. A remarkable 190 businesses succeeded in scoring 100 percent. This rating reflects equal health care coverage for all LGBT employees and their families, including full parity for domestic partner benefits not only in basic medical coverage, but in dependent care, retirement and other benefits that affect families' financial and medical well-being. The 100 percent rating signifies groundbreaking coverage for medically necessary care of transgender individuals — a community that has historically been categorically denied medical coverage.

This year's CEI also rated businesses' demonstrated commitment to a robust LGBT organizational competency program that enhances an inclusive work environment, a public commitment to the LGBT community in the form of philanthropy, support for LGBT equality under the law, supplier diversity and other efforts aimed at broadly engaging with our community.

LGBT people are an integral part of the American workforce and, similarly, the benefits and protections of employment are crucial to our community as we continue to work for full inclusion. This report represents huge strides for LGBT people. I hope you find it as hopeful and inspiring as I do and that it can be used to improve your own workplace.

I want to thank the many people, organizations and individuals who have had the courage and perseverance that has fueled the decade of progress reflected in our 10th CEI report.

Sincerely,



Joe Solmonese, President  
Human Rights Campaign Foundation

## Corporate Equality Index by the Numbers: A Decade of Progress

The past decade of the Corporate Equality Index represents enormous change in the ways corporate America has prioritized the protection, recruitment and retention of LGBT employees. The largest and most successful U.S. businesses have proven — across industry and geography — that LGBT workplace equality is good for business.

In the first year of the CEI a decade ago, 13 businesses achieved a top score of 100 percent.

**Now, in this first year of businesses being evaluated by the New CEI criteria, 190 businesses achieved a top rating of 100 percent.**

In its debut year in which 319 participants were rated, the CEI noted that most of the largest U.S. employers fell within the middle of the ratings bell curve: workplace protections on the basis of sexual orientation, domestic partner health care benefits and some internal inclusion practices were becoming more common but transgender inclusion lagged.

Serving as a road map for businesses trying to earn a perfect rating, the CEI report enumerated the best practices for ideal employers among the LGBT community. Now in its 10th year, the CEI has moved the needle of change for previously average-rated employers, with a majority of the 636 participating employers this year ranking above 80 percent.

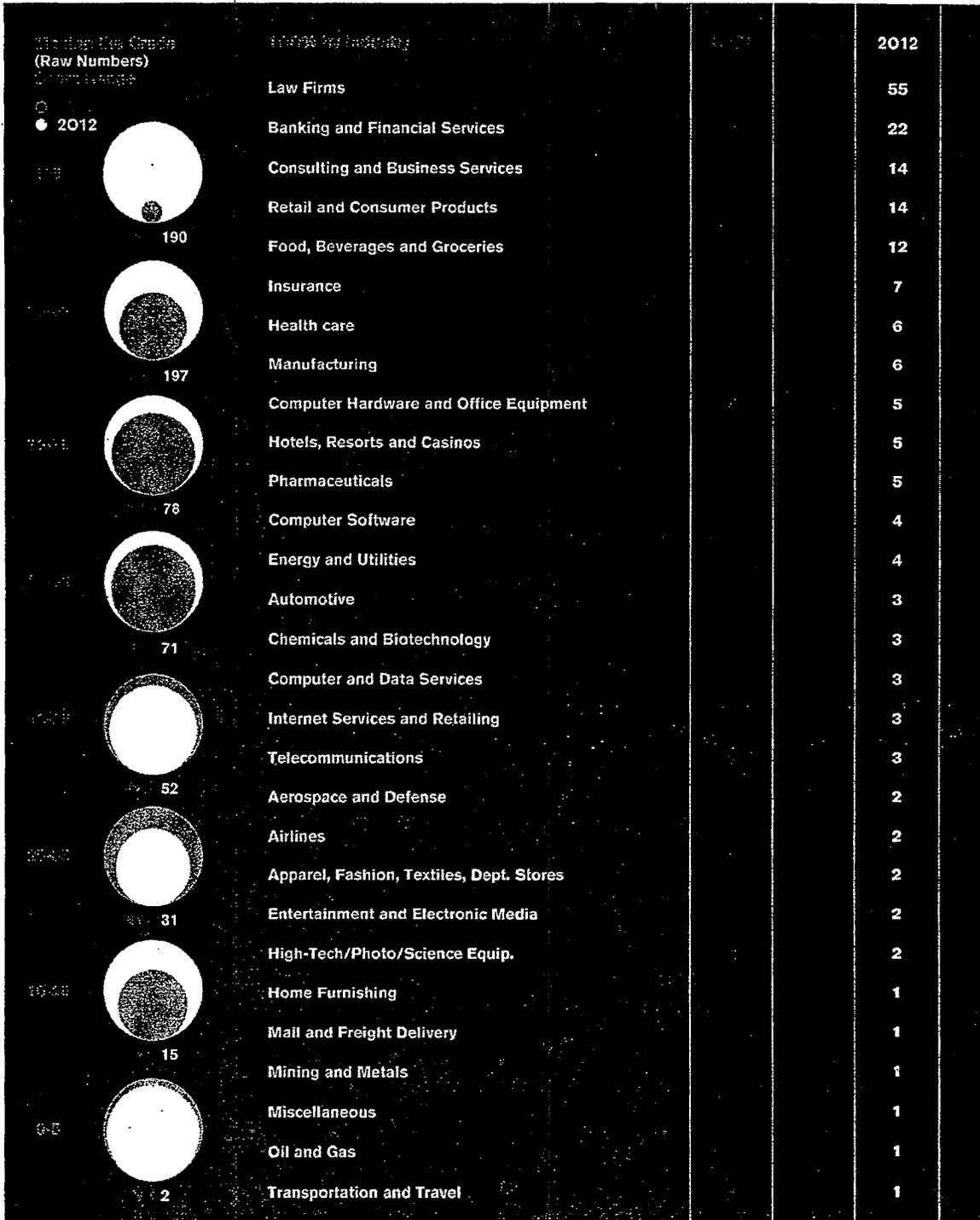
The CEI paved the way for early industry leaders in LGBT workplace inclusion to inspire rapid change among competitors. In the 2006 CEI, the HRC Foundation surveyed the American Lawyer 200, a listing of the 200 largest law firms in the country, for the first time, bringing participation from seven firms to 29. Over 130 of the top 200 law firms now participate in the CEI, and the opportunity for firms to rank as best in class for LGBT workplace inclusion drove them to become the most represented industry among the 100 percent-rated participants, with 55 law firms reaching this top tier in 2012.

Year after year, participants have successfully used the CEI guideposts and HRC Foundation staff as resources to push themselves towards the gold standards captured by the CEI criteria. The CEI standards have most dramatically shifted the way the largest U.S. businesses have incorporated transgender protections and benefits in the workplace. In 2002, only 5 percent of participants included "gender identity" in their non-discrimination policy. Today, 80 percent of participants have implementing this basic, yet crucial, protection for employees.

Fortune 500	2002	2006	2012
Sexual Orientation in Non-Discrimination Policy	61%	88%	88%
Gender Identity in Non-Discrimination Policy	3%	25%	50%

Even among non-participants, the CEI has helped create market norms where LGBT workplace equality is essential to staying relevant among competitors. The evolution of workplace protections among the Fortune 500 in the past decade reflects the progress seen among participating companies in the CEI, further demonstrating the improved landscape in which LGBT employees now work.

CEI 2012 BY THE NUMBERS



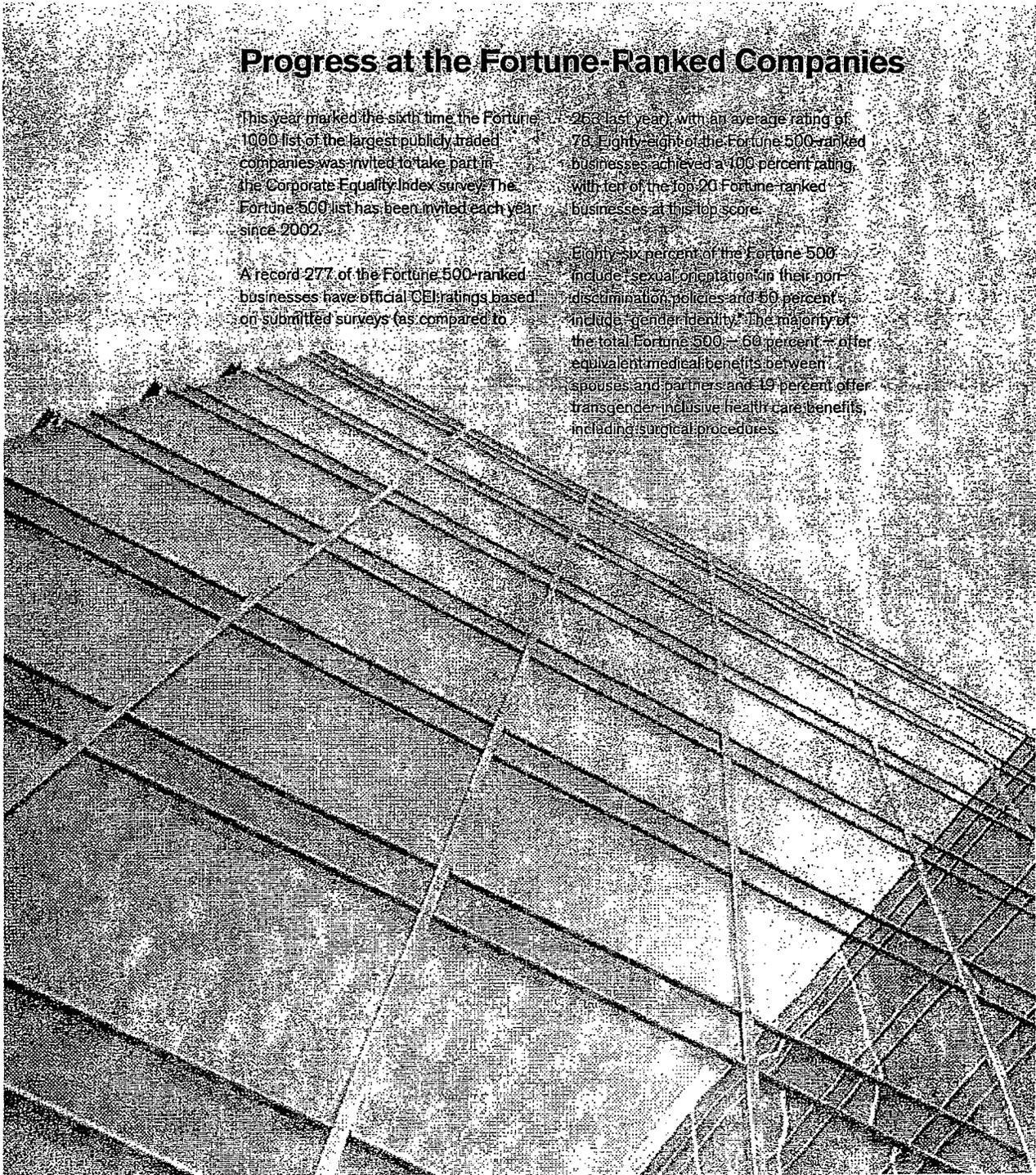
## Progress at the Fortune-Ranked Companies

This year marked the sixth time the Fortune 1000 list of the largest publicly traded companies was invited to take part in the Corporate Equality Index survey. The Fortune 500 list has been invited each year since 2002.

A record 277 of the Fortune 500-ranked businesses have official CEI ratings based on submitted surveys (as compared to

263 last year) with an average rating of 78. Eighty-eight of the Fortune 500-ranked businesses achieved a 100 percent rating, with ten of the top 20 Fortune-ranked businesses at this top score.

Eighty-six percent of the Fortune 500 include sexual orientation in their non-discrimination policies and 50 percent include gender identity. The majority of the total Fortune 500 — 60 percent — offer equivalent medical benefits between spouses and partners and 19 percent offer transgender-inclusive health care benefits, including surgical procedures.



CEI 2012 | PROGRESS AT THE FORTUNE-RANKED COMPANIES

Ten of the top 20 Fortune-ranked companies received 100% ratings	Fortune1000	2012 CEI Score
Wal-Mart Stores Inc.	1	60
Exxon Mobil Corp.	2	-25
Chevron Corp.	3	100
General Electric Co.	4	60
Bank of America Corp.	5	100
ConocoPhillips	6	55
AT&T Inc.	7	100
Ford Motor Co.	8	100
JPMorgan Chase & Co.	9	100
Hewlett-Packard Co.	10	100
Berkshire Hathaway Inc.	11	15
Citigroup Inc.	12	100
Verizon Communications Inc.	13	20
McKesson Corp.	14	60
General Motors Co.	15	80
AIG	16	85
Cardinal Health Inc.	17	100
CVS Caremark Corp.	18	75
Wells Fargo & Co.	19	100
International Business Machines Corp. (IBM)	20	100

Businesses Commitment to LGBT Employees	All Fortune 500	Fortune 500 Participants	Fortune 500 Non-Responders
Sexual Orientation in Non-Discrimination Policy	86%	98%	70%
Gender Identity in Non-Discrimination Policy	50%	77%	14%
Domestic Partner Health Benefits	60%	95%	15%
Transgender-Inclusive Benefits	19%	34%	0%
Organizational Competency Practices	36%	64%	0%
Public Commitment to the LGBT Community	46%	82%	0%
<b>Average Score</b>	<b>50</b>	<b>78</b>	<b>13</b>

## 2012 Corporate Equality Index Rating System and Methodology

Launched a decade ago, the HRC Foundation Corporate Equality Index has served as a road map and progress report for major U.S. businesses' adoption of inclusive policies, practices and benefits for lesbian, gay, bisexual and transgender employees.

In addition to growing the number of highly-rated employers, the CEI has seen success in the reach of the survey. The number of employers rated from the first CEI to the present has expanded from 319 to 638, encompassing all major industry sectors and geographic regions of the U.S.

In just under a decade, the CEI has become the foremost benchmark for businesses to gauge their level of LGBT workplace inclusion against competitors.

### What Businesses Are Rated

The largest and most successful U.S. employers are invited to participate in the CEI and are identified through the following lists:

- *Fortune* magazine's 1,000 largest publicly traded businesses (2010 Fortune 1000) and
- *American Lawyer* magazine's top 200 revenue-grossing law firms (2010 AmLaw 200).

Additionally, any private-sector, for-profit employer with 500 or more full-time U.S. employees can request to participate.

### How Ratings Are Used

The CEI is the primary source of data for two key HRC Foundation resources aimed at LGBT and allied consumers, employees, shareholders and prospective employees. They are:

- *HRC Foundation Employer Search*, a free online database of thousands of private and public sector U.S. employers available at [www.hrc.org/employerssearch](http://www.hrc.org/employerssearch).
- *Buying for Workplace Equality 2012*, a consumer-oriented guide based on CEI ratings, available at [www.hrc.org/buyersguide](http://www.hrc.org/buyersguide). Coinciding with the start of the winter holiday and shopping season, the guide is distributed via print, online and smartphone applications to thousands of LGBT consumers -- estimated to have a cumulative spending power of \$743 billion, according to Witeck-Combs market research. This accessible reference has given over 1 million consumers easy access to the CEI ratings corresponding to recognizable consumer brands. ▶



### 'BEST PLACES TO WORK'

Businesses that achieve a rating of 100 percent in this report are recognized as "Best Places to Work for LGBT Equality" and are welcome to use this distinction in their recruitment and marketing efforts.



## The Evolution of the Criteria

The HRC Foundation is committed to maintaining a rigorous, fair, attainable and transparent CEI rating system. Apart from the survey process itself, HRC Foundation staff work year-round to develop tools for employers to meet the criteria through online resources and direct consultation. Resources for each of the criteria are available at [www.hrc.org/workplace](http://www.hrc.org/workplace).

The HRC Foundation continually examines the criteria and gathers input to guide the future of the criteria. Changes to the CEI criteria are necessary to account for:

1. The changing landscape of legal protections for LGBT employees and their families, both federally and from state to state, and
2. Emerging best practices to meet the needs of LGBT employees and ensure that LGBT employees are treated fairly in the workplace.

The HRC Foundation is committed to providing at least 12 months' advance notice of any criteria changes.

### Criteria Evolution Timeline

#### 2002

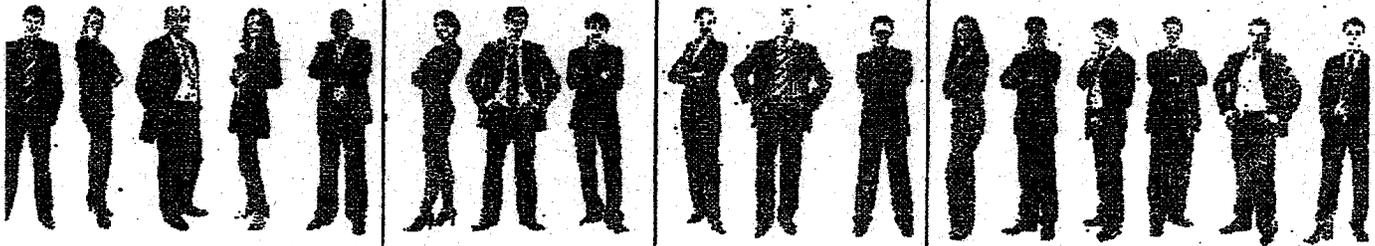
The first CEI rated employers strictly on seven criteria which remain the basis for today's scoring system. The original criteria were guided in part by the Equality Principles, 10 touch points for businesses demonstrating their commitment to equal treatment of employees, consumers and investors, irrespective of their sexual orientation and gender identity or expression.

#### 2004

The HRC Foundation released the second version of the criteria, with greater weight given to comprehensive domestic partner benefits and to transgender-inclusive health care coverage options. These criteria went into effect in 2006 and remained in effect through 2010 (for the CEI 2011 report).

#### 2009

The HRC Foundation announced the third version of the criteria, with comprehensive requirements for partner benefits, transgender-inclusive benefits, organizational competency on LGBT issues and employers' public commitment to equality for the broader LGBT community. These criteria went into effect in 2011 (for the CEI 2012 report).







**NEW CRITERIA RATING SYSTEM AND METHODOLOGY**

<p><b>Criterion 4</b></p>	<p><b>Public Commitment</b></p> <p>Employers will have 15 points available for this criterion. The maximum number of points available for this criterion is 15. Employers that do not have a public commitment to the LGBT community will receive 0 points. Employers that have a public commitment to the LGBT community will receive 15 points. The following are the criteria for this criterion:</p> <ul style="list-style-type: none"> <li>• LGBT membership information</li> <li>• Publicly available policy and/or statement of support for the LGBT community</li> <li>• Membership or retention of LGBT employees</li> <li>• Publicly available information about LGBT employees and their families</li> <li>• Publicly available information about LGBT employees and their families</li> <li>• Publicly available information about LGBT employees and their families</li> </ul>	<p><b>15 points</b></p>
<p><b>Criterion 5</b></p>	<p><b>Responsible citizenship</b></p> <p>Employers will have 25 points available for this criterion. The maximum number of points available for this criterion is 25. Employers that do not have a responsible citizenship policy will receive 0 points. Employers that have a responsible citizenship policy will receive 25 points. The following are the criteria for this criterion:</p> <ul style="list-style-type: none"> <li>• Employee will have 15 points available for this criterion. The maximum number of points available for this criterion is 15. Employers that do not have a responsible citizenship policy will receive 0 points. Employers that have a responsible citizenship policy will receive 15 points. The following are the criteria for this criterion:</li> </ul> <p><i>If at any time after losing points on this criterion an employer changes course and satisfies the HRC Foundation's noted concerns, it will re-evaluate the criterion for that employer. The rating change may not be reflected until the following year's CEI report, depending on the situation.</i></p>	<p><b>-25 points</b></p>
<p><b>CEI 2012 Total Score</b></p>	<p>Questions regarding this document were answered by the HRC Foundation. The HRC Foundation is the only organization that can provide information on this document. The HRC Foundation is the only organization that can provide information on this document.</p>	<p><b>100 points</b></p>

## How We Obtain the Information The Corporate Equality Index Survey

The primary source of information for the Corporate Equality Index rating each business receives is the CEI survey sent every year to previous and prospective respondents.

Invitations for the CEI 2012 survey were mailed in early June 2011 and due back at the beginning of September 2011. If a business had not previously participated in the CEI, surveys were sent to the chief executive officer or managing partner of the firm, as well as the highest-level executive responsible for human resources or diversity when it was possible to obtain their contact information. If a business had previously participated in the CEI, surveys were first sent to the individuals responsible for prior submissions.

The web-based survey included links to sample policies and other guidance on the HRC Foundation website. While many questions on the survey are required for participation in the CEI, others are informational questions that gauge trends and best practices among all businesses or particular industries. HRC Foundation staff provided additional assistance and advice throughout the process and reviewed submitted documentation for appropriate language and consistency with survey answers. Businesses were able to check their preliminary ratings as they progressed through the online survey and were invited to provide HRC Foundation staff with any additional information or updates before this report went to print.

The information required to generate CEI ratings for businesses is largely considered proprietary and is difficult to ascertain from public records alone. In addition to the self-reporting provided through the CEI survey, the HRC Foundation employs several methods to assess business practices. A team of researchers investigates and cross-checks the policies and practices of the rated businesses and the implications of those policies and practices for LGBT workers, including any connections with organizations that engage in anti-LGBT activities. Employers are not rated until all appropriate information has been gathered and verified to the extent possible.

In total, the sources used include:

- The HRC Foundation's CEI survey;
- Securities and Exchange Commission filings to track connections between public companies' significant shareholders and any organizations or activities that engage in anti-LGBT activities (such connections are footnoted in this report, but do not necessarily change a business's rating);
- Internal Revenue Service 990 tax filings for business foundations' gifts to anti-LGBT groups;
- Case law and news accounts for allegations of discrimination on the basis of sexual orientation and/or gender identity or expression that have been brought against any of these businesses;
- Individuals or unofficial LGBT employee groups that report information to the HRC Foundation; and
- The HRC Foundation Workplace Project, which since 1995 has collected information on U.S. employers and today maintains the most accurate and extensive database of business policies that affect LGBT workers and their families.

**Non-Responders:  
Official and  
Unofficial Ratings**

If a business was found to have a connection with an anti-LGBT organization or activity, the HRC Foundation contacted the business and provided an opportunity to respond and ensure, to the best of its ability, that no such action would occur in the future. Businesses unwilling to do so are penalized 25 points from their overall rating through Criterion 5.

The HRC Foundation may rate businesses that have not submitted a survey this year if the business had submitted a survey in previous years and the information is determined to be accurate, or if the HRC Foundation has obtained sufficient information to provide an individual rating. In both cases, the HRC Foundation notifies the business of the rating and asks for any updates or clarification.

A total of 1,737 received invitations to take part in the survey.

- Of that number, 481 submitted surveys, and 636 were officially rated. Last year, a total of 1,567 businesses were sent invitations, 477 submitted surveys and 618 were rated.
- Thirty-six businesses participated for the first time this year, increasing the total number of rated businesses.

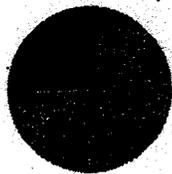
The HRC Foundation has spotlighted those Fortune 500 companies that, after repeated invitations, have never responded to the annual CEI survey. These 214 Fortune 500 companies are noted in grey in Appendix B and C along with unofficial CEI ratings.

HRC Foundation commends those employers that have committed to work towards equality through the public and transparent process of the CEI survey and we invite these 214 companies to do the same.

In total, the CEI 2012 officially rates 277 Fortune 500 businesses, 85 Fortune 1000 businesses, 184 AmLaw 200 firms and 160 additional major businesses.

An additional 214 Fortune 500 businesses have unofficial ratings, bringing the total to 850 rated businesses.

Findings in the following sections are based on the 636 officially rated businesses.

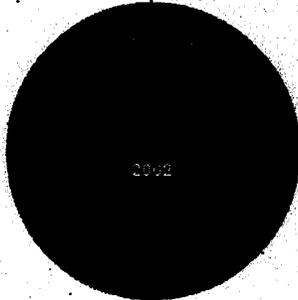


- Percentage of the 850 rated employers participating in the CEI (636)
- Percentage of the 850 rated employers who are non-responders, with unofficial ratings (214)

**A Note About Ratings**

This being the first year of the new criteria evaluation system, all ratings are listed as current without a listing of previous years' rankings to better convey the progress achieved under the new standard rather than a comparison to former years' activities.

# Findings



**99%**

**Sexual Orientation  
In Non-Discrimination Policy**

**92%**

## Non-Discrimination Policies

Currently federal law bars workplace discrimination on the basis of race, color, religion, sex (including pregnancy), national origin, age (40 or older), disability and genetic information. There are no federal laws barring workplace discrimination on the basis of sexual orientation and gender identity.

Some states have passed laws and ordinances to establish workplace protections for lesbian, gay, bisexual and transgender employees, but it remains legal in 29 states to discriminate against job applicants and employees because of their sexual orientation, and in 34 states because of their gender identity.

Despite this patchwork of state laws, private employers have implemented fully inclusive non-discrimination policies at rates that are leaps and bounds ahead of lawmakers.

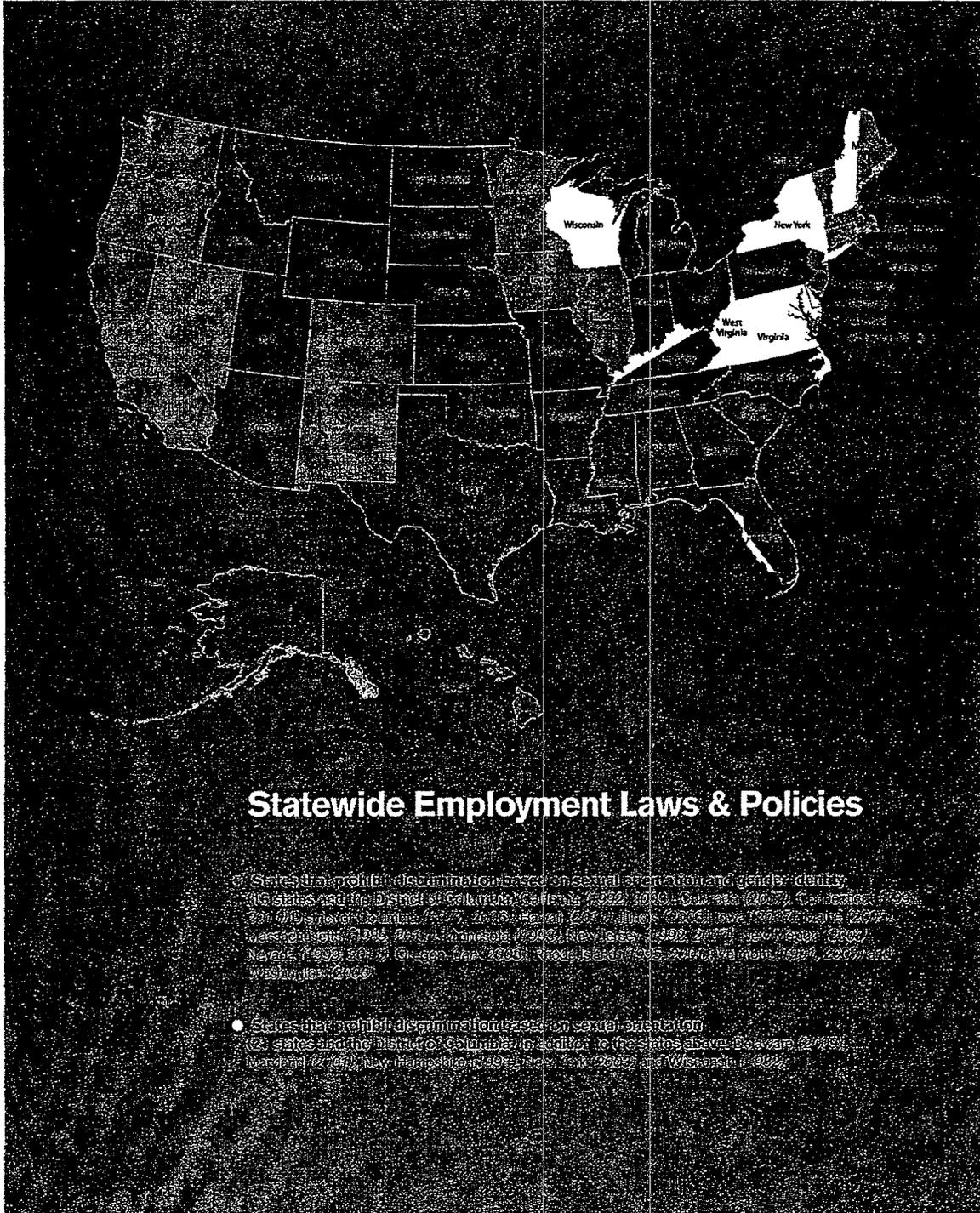
## Sexual Orientation

Criterion 1a

**BUSINESSES THAT PROHIBIT DISCRIMINATION  
BASED ON SEXUAL ORIENTATION**

**99%**

**of CEI-rated employers provide employment protections  
on the basis of sexual orientation.**



## Statewide Employment Laws & Policies

- States that prohibit discrimination based on sexual orientation and gender identity:
  - Alaska and the District of Columbia (2011), California (2002, 2008), Colorado (2007), Connecticut (2011), DC (2007), District of Columbia (2007), Florida (2004), Illinois (2002), Iowa (2009), Maine (2008), Massachusetts (2002), Michigan (2000), Minnesota (2003), New Jersey (2002, 2007), New Mexico (2002), Nevada (2002, 2007), Oregon (2008), Rhode Island (2002, 2007), Vermont (2001, 2006) and Washington (2008)
- States that prohibit discrimination based on sexual orientation:
  - 22 states and the District of Columbia in addition to the states above: Delaware (2001), Maryland (2004), New Hampshire (2005), New York (2002), and Wisconsin (2002)

## Gender Identity

Criterion 1b: **BUSINESSES THAT PROHIBIT DISCRIMINATION  
BASED ON GENDER IDENTITY**

**80%** of CEI rated employers provide employment protections on the basis of gender identity or expression – the highest figure to date.

The proportion of employers offering these protections has increased dramatically since the first CEI in 2002. When first implemented, only 14% of businesses included gender identity in their non-discrimination policies. Now, eight in ten rated businesses offer workplace protections on the basis of gender identity.





## Health Insurance Benefits

Aside from actual wages paid, health insurance benefits accounts for roughly 20 percent of employees' overall compensation. Thus, for many employees, equal benefits are an issue of equal pay for equal work.

When denied equal coverage, the cost to LGBT workers and their families is profound. The HRC Foundation rates and gives guidance on two key components of equal health insurance benefits:

- Parity between benefits for different-sex spouses and same-sex partners and
- Transgender-inclusive health insurance coverage of medically necessary treatment and care.

Partner benefits remain an overall low-cost, high-return benefit for businesses. More recently, employers have begun to comprehensively address health insurance coverage for transgender individuals, and most have experienced little to no premium increases as a result.

The HRC Foundation looks to employers to provide equal benefits to LGBT employees and their families across the complete package of benefits offered, not just basic health care coverage. The HRC Foundation does not penalize an employer if a particular benefit is not offered to any employees.

### Partner Benefits

Offering partner benefits is a low-cost way for employers to remain competitive by attracting and retaining LGBT and other fair-minded employees — the majority of employers offering the benefits experience a total financial impact of less than 1 percent of total benefits cost.

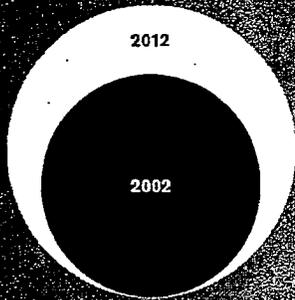
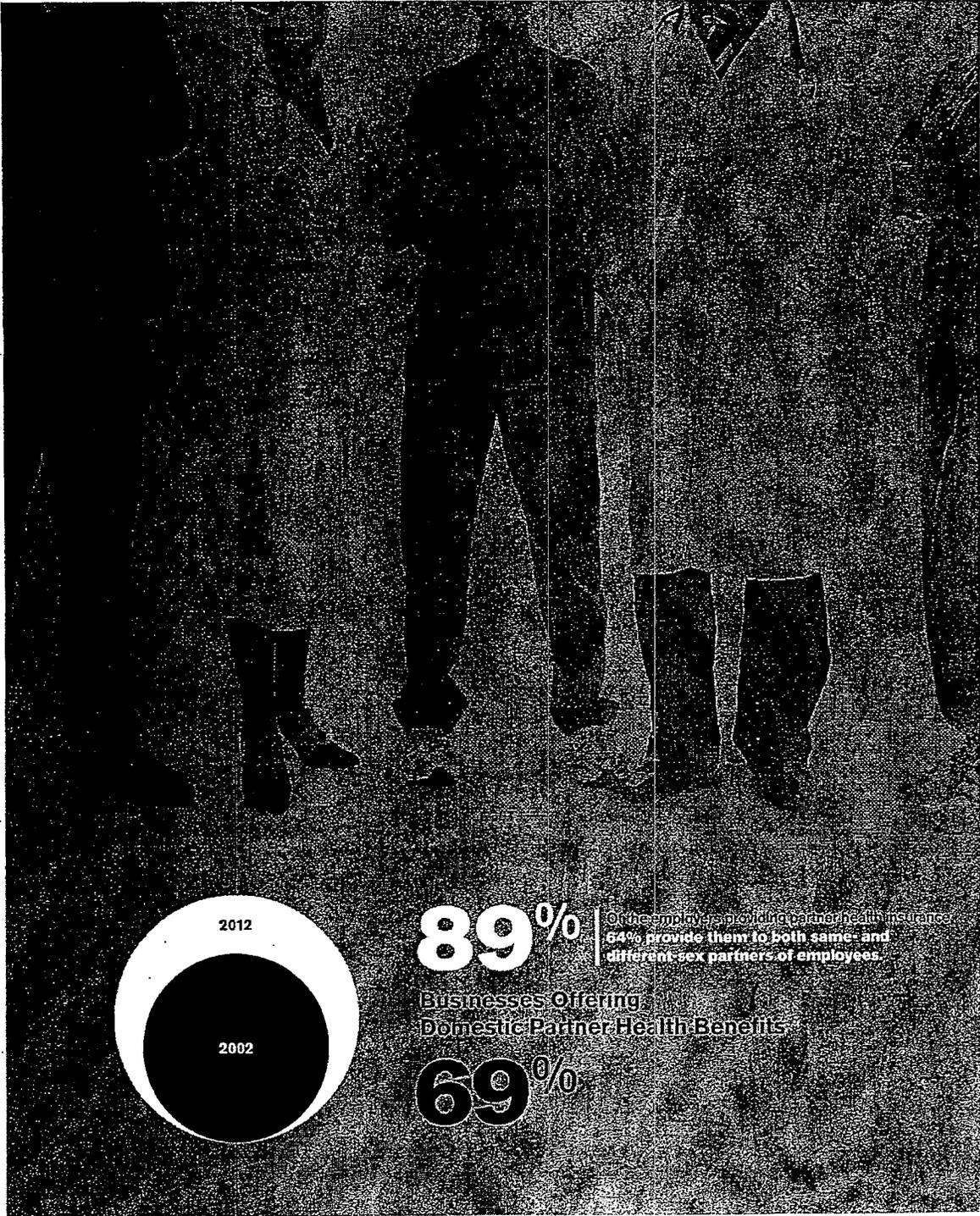
The HRC Foundation provides extensive resources relating to domestic partner benefits on its website at [www.hrc.org/benefits](http://www.hrc.org/benefits).

### Criterion 2a **BUSINESSES THAT OFFER DOMESTIC PARTNER HEALTH INSURANCE**

**89%** of CEI-rated employers provide medical and comprehensive health benefits such as dental, vision, dependent medical and Consolidated Omnibus Budget Reconciliation Act (COBRA)-equivalent continuation coverage.

### COBRA/ COBRA-like Continuation Coverage

Job loss is devastating for all employees and their families. For LGBT employees and their families, the loss of a job can have a doubly devastating impact since the federal mandates under the Consolidated Omnibus Budget Reconciliation Act do not cover same-sex partners and their dependents. However, the majority of CEI-rated employers have implemented COBRA-equivalent coverage to ensure that LGBT workers and their families can still access continued health care coverage. Eighty-nine percent of CEI-rated businesses offer this benefit.



**89%**

of the employees provide partners health insurance  
84% provide them to both same- and  
different-sex partners of employees.

Businesses Offering  
Domestic Partner Health Benefits

**69%**

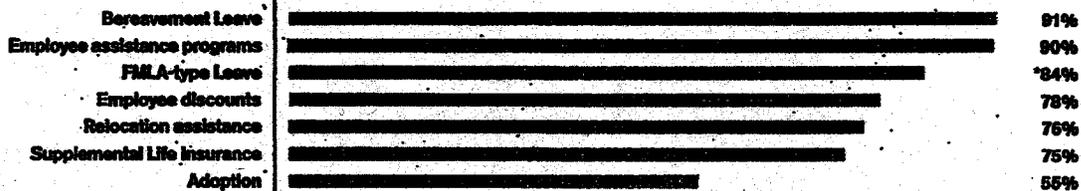
**FINDINGS | HEALTH INSURANCE BENEFITS**

**Criterion 2b | BUSINESSES THAT OFFER AT LEAST THREE OTHER 'SOFT' BENEFITS FOR DOMESTIC PARTNERS**

**59%**

of CEI-rated employers have complete parity in spousal and partner access to "soft" benefits (when such benefits are offered at all) such as bereavement leave, employee assistance programs, employee discounts and relocation assistance.

Those individual benefits with the highest rates of parity include:

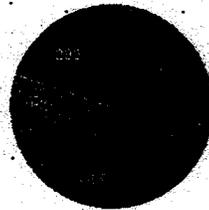


\*NOT SCORED DUE TO FEDERAL MANDATES.

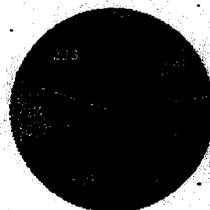
**Retirement Benefits**

It is estimated that by the year 2012, 100 million Americans will be age 50 and older. The retiring population of LGBT workers is no different from their peers in wanting to ensure financial security and access of accrued benefits to their families.

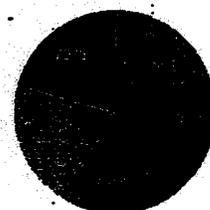
- QJSA ●
- QPSA ●
- Rollover ●
- Cash Balance ●
- Hardship ●



Total (Raw)



Raw Number with Parity



Percentage with Parity

Since the passage of the 2006 Pension Protection Act, the HRC Foundation ramped up its educational efforts to ensure CEI-rated employers both understood and followed the changes that went into effect under this law.

The PPA allows non-spouse beneficiaries, including employees' partners, to roll their inherited retirement benefits directly to an individual retirement account or annuity (an "IRA"). The Worker, Retiree and Employer Recovery Act of 2008 contained technical corrections to the PPA — as a result, all qualifying retirement plans were required to implement the non-spouse rollover provision as of Jan. 1, 2010. The PPA also allows for hardship withdrawals from a retirement plan for any designated beneficiary of the participant's plan, such as a domestic partner, parent or sibling.

Businesses were asked about their retirement plan distribution options. Eighty-six percent of those employers with rollover provisions have made the necessary adjustment to equally extend rollover benefits to same-sex partners, and 79 percent equally extend hardship options.

## FINDINGS | HEALTH INSURANCE BENEFITS

The HRC Foundation continued to survey employers with defined benefit plans (pensions) on whether they provided survivor options for domestic partners of employees, either in the form of Qualified Joint and Survivor Annuities or Qualified Pre-retirement Survivor Annuities. A total of 58 percent of participating employers indicated that they offer defined benefits to their employees; 73 percent of those with pensions offer QJSAs to their employees' domestic partners, while 69 percent offer QPSAs.

Of those employers offering a cash balance pension plan, 82 percent extend the benefit equally to spouses and partners.

### **Retiree Health Care Benefits**

Of the CEI-rated employers offering retiree health care coverage, 44 percent of CEI-rated employers extend retiree healthcare coverage to domestic partners.

### **Transgender-Inclusive Benefits**

Beginning in 2006, the HRC Foundation included specific rating criteria pertaining to transgender-inclusive health care coverage – those medically necessary services and treatments that are part of a gender transition as well as more general access to health care coverage for transgender individuals.

Historically, transgender people have been categorically denied health care coverage for medically necessary treatment, irrespective of whether treatment is related to sex reassignment/affirmation.

Up until the last few years, nearly all U.S. employer-based health insurance plans contained "transgender exclusions" that limited insurance coverage for this population. Such exclusions to coverage may appear as the following:

- Services for, or leading to, sex transformation surgery.
- Gender Transformation: treatment or surgery to change gender including any direct or indirect complications or aftereffects thereof.
- Expenses for, or related to, sex change surgery or to any treatment of gender identity disorders.
- Transsexual surgery including medical or psychological counseling and hormonal therapy in preparation for, or subsequent to, any such surgery.

In addition to denying coverage of medically necessary transition care, broad exclusions such as these can result in the denial of routine, emergency or other non-transition related health care coverage and thus result in devastating financial, health and wellness burdens.

Since 2006, the HRC Foundation has asked CEI survey participants to examine their insurance policies for transgender exclusions and to ensure that at least one of five general categories of insurance coverage was available without exclusion:

- short-term leave,
- counseling by a mental health professional,
- hormone therapy,
- medical visits to monitor hormone therapy and
- surgical procedures.

Of the employers that met this criterion, the majority obtained credit through short-term leave

**FINDINGS | HEALTH INSURANCE BENEFITS**

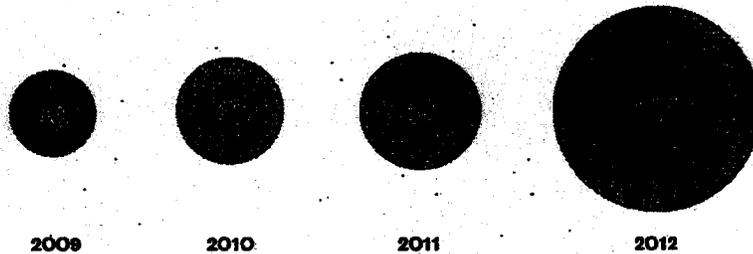
coverage — which generally does not fall under health insurance and its exclusions — or mental health counseling, which can also fall outside of the health insurance plan or, if covered by the health insurance plan, can fall outside the scope of more limited transgender exclusions.

Beginning with the 2009 CEI, HRC Foundation staff conducted more detailed reviews of plan documentation submitted for the survey in tandem with ramped up efforts to engage businesses in re-negotiating their plan contracts to eliminate these exclusions of care and explicitly affirm coverage for medically necessary care. Participants were required to provide supporting documentation showing that the coverage is available without exclusion, such as:

- a complete list of exclusions (typically found only in the plan contract itself) that does not indicate a transgender exclusion;
- clinical guidelines and/or contract language indicating that treatment would be considered medically necessary (usually under circumstances resembling current or previous versions of the World Professional Association for Transgender Health - Standards of Care); or
- other plan documents or employee communications indicating medically necessary treatments would be covered.

Through the intensive educational and consultative efforts to address health care and insurance disparities for the transgender population and their families, including: outreach to leading health insurance companies direct consultation with both fully and self-insured employers to modify their health care plans and collection and dissemination of cost and utilization data from leading businesses, the HRC Foundation led a five-fold increase in the number of major U.S. employers affording transgender-inclusive health care coverage, from 49 in the 2009 CEI to more than 200 in the 2012 CEI.

The number of major employers offering transgender-inclusive health care coverage



**Criterion 2c BUSINESSES THAT OFFER AT LEAST ONE TRANSGENDER-INCLUSIVE HEALTH CARE COVERAGE PLAN ▶**

**33%** of this year's rated businesses afford transgender-inclusive health care coverage options through at least one firm-wide plan.

Businesses  
That Offer  
at Least One  
Transgender-  
Inclusive  
Healthcare  
Coverage Plan

*(The following table contains a list of companies and their corresponding CEI scores for transgender-inclusive healthcare coverage. The text is extremely faint and difficult to read due to the high contrast and graininess of the image. It appears to be a multi-column list of company names and scores.)*

Appendix B

**Corporate Equality Index:  
Ratings and Criteria Breakdowns**

Corporate  
Equality  
Index Rating  
Criteria

- 1a Prohibits Discrimination Based on Sexual Orientation (15 points)
- 1b Prohibits Discrimination Based on Gender Identity or Expression (15 points)
- 2a Offers Partner Health/Medical Insurance (15 points)
- 2b Has Parity Across Other "Soft" Benefits for Partners (10 points)  
(half credit for parity across some, but not all benefits)
- 2c Offers Transgender-Inclusive Health Insurance Coverage (10 points)
- 3a Firm-wide Organizational Competency Programs (10 points)
- 3b Has Employer-Supported Employee Resource Group  
OR Firm-Wide Diversity Council (10 points)  
Would Support ERG if Employees Express Interest (half credit)
- 4 Positively Engages the External LGBT Community (15 points)  
(partial credit of 5 points given for less than 3 efforts)
- 5 Responsible Citizenship: Employers will have 25 points deducted  
from their score for a large-scale official or public anti-LGBT blemish  
on their recent records (-25 points)

Rating in Gray

Unofficial rating of the Fortune 500 companies that have not responded to repeated invitations to the CEI survey. These ratings are based on publicly available information as well as information submitted to HRC from unofficial LGBT employee groups or individual employees.

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria											2012 U.S. Ranking	2011 Paytime %000			
		1a	1b	2a	2b	3a	3b	3c	4	5	6	7					
A.T. Kearney Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	100
Abbott Laboratories	Abbott Park, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	75	601
AbbottVascular Inc.	Cranston, RI	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	472
Acer Inc.	Irvine, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	100
Adobe Systems Inc.	San Jose, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	687
Advanced Micro Devices Inc.	Sunnyvale, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	288
ABBON USA Inc.	Cedar Rapids, IA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	302
Actavis Inc.	Hartford, CT	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	158
AFLAC Inc.	Columbus, GA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	841
Agilent Technologies Inc.	Santa Clara, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	130
AIG	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	387
Alcoa Inc.	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	461
Alaska Air Group Inc.	Seattle, WA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	16
Alcoa Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	278
Allegan Inc.	Irvine, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	484
Alkermes Inc.	Boston, MA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	876
Alliant Technologies Inc.	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	100
Allscripts-Midwest Health care Solutions Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	127
Ally Financial Inc.	Detroit, MI	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	871
Altria Group Inc.	Richmond, VA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	469
Altria Group Inc.	Richmond, VA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	870
AMC Entertainment Inc.	Kansas City, MO	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	454
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	66
American Eagle Outfitters Inc.	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	122
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	100
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	137
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	740
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	320
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	649
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	172
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	88
American Express Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	344
American Financial Group	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100	478

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Fortune 1000
		15 points	15 points	15 points	10 points	15 points	15 points						
American Financial Inc.	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	100	306
Amgen Inc.	Thousand Oaks, CA	•	•	•	•	•	•	•	•	•	•	100	120
Amstar Petroleum	The Woodlands, TX	•	•	•	•	•	•	•	•	•	•	100	280
Anderson-Black Companies Inc.	St. Louis, MO	•	•	•	•	•	•	•	•	•	•	100	422
Ann Corp.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	100	288
Apple Inc.	Cupertino, CA	•	•	•	•	•	•	•	•	•	•	100	56
Armark Corp.	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	100	421
Arvest Fint. LLC	Washington, DC	•	•	•	•	•	•	•	•	•	•	100	27
Arrow Electronics	Melville, NY	•	•	•	•	•	•	•	•	•	•	100	107
Ashland Inc.	Covington, KY	•	•	•	•	•	•	•	•	•	•	100	460
Astellera Pharma US, Inc.	Dearfield, IL	•	•	•	•	•	•	•	•	•	•	100	288
AT&T Int'l.	Dallas, TX	•	•	•	•	•	•	•	•	•	•	100	7
Austin Radiological Assn.	Austin, TX	•	•	•	•	•	•	•	•	•	•	100	404
Automatic Data Processing Inc.	Roseland, NJ	•	•	•	•	•	•	•	•	•	•	100	410
Auto-Owners Insurance Group	Lansing, MI	•	•	•	•	•	•	•	•	•	•	100	265
Avaya Inc.	Basking Ridge, NJ	•	•	•	•	•	•	•	•	•	•	100	212
Avis Budget Group Inc.	Parsippany, NJ	•	•	•	•	•	•	•	•	•	•	100	418
Avon Products Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	308
B.J's Wholesale Club	Woburn, MA	•	•	•	•	•	•	•	•	•	•	100	362
Bain & Co. Inc.	Boston, MA	•	•	•	•	•	•	•	•	•	•	100	400
Baker & McKenzie LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	100	142
Baker Hughes Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	100	228
Baker Hughes Services International Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	100	228
Baldor Electric Co.	Fort Smith, AR	•	•	•	•	•	•	•	•	•	•	100	243
Ballard Spahr LLP	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	100	307

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 DEI Rating	2011 Revenue 1000
		15 points	15 points	15 points	10 points								
Bank of New York Mellon Corp., The (BNY Mellon)	New York, NY	•	•	•	•	•	•	•	•	•	•	100	5
Barnes & Noble Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	372
Bancorp & Leach Inc.	Rochester, NY	•	•	•	•	•	•	•	•	•	•	65	186
Bayer Corp.	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	70	377
Becton, Dickinson and Co.	Franklin Lakes, NJ	•	•	•	•	•	•	•	•	•	•	70	313
Berkshire Hathaway Inc.	Omaha, NE	•	•	•	•	•	•	•	•	•	•	15	11
Big Lots	Columbus, OH	•	•	•	•	•	•	•	•	•	•	15	486
Elogen Idea Inc.	Cambridge, MA	•	•	•	•	•	•	•	•	•	•	15	471
Blockbuster Inc.	Dallas, TX	•	•	•	•	•	•	•	•	•	•	20	800
Blue Cross Blue Shield of Minnesota	Eden, MN	•	•	•	•	•	•	•	•	•	•	100	60
BMC Software Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	60	872
BNP Paribas	New York, NY	•	•	•	•	•	•	•	•	•	•	85	90
Bosung Co.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	85	657
Booz Allen Hamilton Inc.	McLean, VA	•	•	•	•	•	•	•	•	•	•	100	100
Boston Scientific Corp.	Natick, MA	•	•	•	•	•	•	•	•	•	•	91	279
Bracewell & Gilchrist	Houston, TX	•	•	•	•	•	•	•	•	•	•	80	70
Bright Horizons Family Solutions Inc.	Waterbury, MA	•	•	•	•	•	•	•	•	•	•	80	601
British International Inc.	Eden, TX	•	•	•	•	•	•	•	•	•	•	100	114
British-Mycos Sepillo Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	13	460
Broadcom Corp.	Irving, CA	•	•	•	•	•	•	•	•	•	•	90	788
Broadridge Financial Solutions Inc.	Life Success, NY	•	•	•	•	•	•	•	•	•	•	100	770
Bryant Group LLP	Boston, MA	•	•	•	•	•	•	•	•	•	•	100	729
Brown Shoe Company, Inc.	St. Louis, MO	•	•	•	•	•	•	•	•	•	•	15	770
Bryant Group Corp.	Indianapolis, KY	•	•	•	•	•	•	•	•	•	•	100	729
Bryan Cave LLP	St. Louis, MO	•	•	•	•	•	•	•	•	•	•	100	721
Burgundy King Corp.	Miami, FL	•	•	•	•	•	•	•	•	•	•	33	187
Burlington Northern Santa Fe Corp.	Fort Worth, TX	•	•	•	•	•	•	•	•	•	•	30	301
C&S Wholesale Grocers Inc.	Knox, NH	•	•	•	•	•	•	•	•	•	•	15	301
C. H. Robinson Worldwide	Eden Prairie, MN	•	•	•	•	•	•	•	•	•	•	15	301



**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Paycase \$000
		15 points	10 points	15 points	10 points	15 points	10 points	10 points	10 points	10 points	15 points		
Cliford Chance US LLP	New York, NY	●	●	●	●	●	●	●	●	●	●	100	384
CMS Energy Services	Jackson, MI	●										11	360
CNO Financial Group Inc.	Cleveland, OH											9	475
Coastal Enterprises Inc.	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	75	118
Concent Corp.	Philadelphia, PA	●	●	●	●	●	●	●	●	●	●	30	88
Commercial Metals	Irving, TX											9	327
Compass Bancshares Inc. (BWA Compass)	Birmingham, AL	●	●	●	●	●	●	●	●	●	●	75	101
Computer Sciences Corp. (CSC)	Falls Church, VA	●	●	●	●	●	●	●	●	●	●	95	130
ConAgra Foods Inc.	Omaha, NE	●	●	●	●	●	●	●	●	●	●	75	178
Conestoga Energy Inc.	Cincinnati, OH	●										15	440
Constellation Energy Group Inc.	Baltimore, MD	●	●	●	●	●	●	●	●	●	●	30	140
Convergys Inc.	San Mateo, CA	●										15	458
Corbis Corp.	Seattle, WA	●	●	●	●	●	●	●	●	●	●	70	678
Core-Mark Holding Company Inc.	South San Francisco, CA											6	410
Costco Wholesale Corp.	Issaquah, WA	●	●	●	●	●	●	●	●	●	●	100	301
Coumco Inc.	Chicago, IL											15	108
Couperman & Butler LLP	Washington, DC	●	●	●	●	●	●	●	●	●	●	100	
Crescent Energy Inc.	Atlanta, GA											90	
Cracker Barrel Old Country Store Inc.	Lebanon, TN	●	●	●	●	●	●	●	●	●	●	35	740
Crescent Service & Moore LLP	New York, NY	●	●	●	●	●	●	●	●	●	●	90	
Credit Suisse USA Inc.	New York, NY	●	●	●	●	●	●	●	●	●	●	100	
Crowell & Moring LLP	Washington, DC	●	●	●	●	●	●	●	●	●	●	100	
Crown Holdings	Philadelphia, PA	●										15	200
CSX Corp.	Jacksonville, FL	●	●	●	●	●	●	●	●	●	●	75	220
Cummins Inc.	Columbus, IN	●	●	●	●	●	●	●	●	●	●	100	218
CUNA Mutual Insurance Group	Madison, WI	●										30	602
CVS Caremark Corp.	Woonsocket, RI	●	●	●	●	●	●	●	●	●	●	75	18
Dart Holding Corp.	Marietta, GA	●										15	308
Danaher Corp.	Washington, DC	●										15	307
Darden Restaurants Inc.	Orlando, FL	●	●	●	●	●	●	●	●	●	●	90	311
Davis Polk & Wardwell LLP	New York, NY	●	●	●	●	●	●	●	●	●	●	90	

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Peerings (000)		
		1a	1b	2a	2b	3a	3b	4a	4b	5	6				
DuPont Inc.	El Segundo, CA	•												75	305
DuPont & Pflum LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	100	300
Duke Energy Services Inc.	Charlotte, NC	•	•	•	•	•	•	•	•	•	•	•	•	89	107
DuPont LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	100	88
DuPont Bank	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	100	84
DuPont & LeBeau LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	100	261
DuPont's Sporting Goods Inc.	Cornwalle, PA	•												15	406
Dillard's Inc.	Little Rock, AR	•	•											39	348
Discover Financial Services	Riverwoods, IL	•	•	•	•	•	•	•	•	•	•	•	•	47	286
DLA Piper	Baltimore, MD	•	•	•	•	•	•	•	•	•	•	•	•	100	200
Dollar General Corp.	Goodlettsville, TN													2	301
Dollar Tree Stores Inc.	Chesapeake, VA	•	•											50	308
Dominic's Pizza Inc.	Ann Arbor, MI	•		•										39	103
Dorsey & Whitney LLP	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	•	•	100	367
Dow Chemical Co., The	Midland, MI	•	•	•	•	•	•	•	•	•	•	•	•	100	307
Driver Biddle & Roth LLP	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	•	•	90	46
Duane Morris LLP	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	•	•	90	378
Dun & Bradstreet Corp., The	Short Hills, NJ	•	•											35	266
Dynegy Services LLC	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	•	•	70	181
EAJ Gato Winery	Modesto, CA	•	•	•	•	•	•	•	•	•	•	•	•	69	940
E.I. du Pont de Nemours and Co. (DuPont)	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	60	375
Eastman Chemical Co.	Wilmington, DE	•	•	•	•	•	•	•	•	•	•	•	•	100	86
Eastman Kodak Co.	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	•	•	55	415
Easton Corp.	Kingsport, TN	•												19	297
eBay Inc.	Palo Alto, CA	•	•	•	•	•	•	•	•	•	•	•	•	100	194
Ecolab Inc.	Cleveland, OH	•	•	•	•	•	•	•	•	•	•	•	•	100	207
	St. Paul, MN	•	•	•	•	•	•	•	•	•	•	•	•	90	366

**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Percentile 1000
		1a	1b	2a	2b	3a	3b	4a	4b	5a	5b		
Academy Sports & Outdoors	Academy, CA	•	•	•	•	•	•	•	•	•	•	90	187
Edward J. Kelley & Dodge LLP	Boston, MA	•	•	•	•	•	•	•	•	•	•	100	447
Electronic Arts Inc.	Redwood City, CA	•	•	•	•	•	•	•	•	•	•	90	404
EMC Corp.	Hopkinton, MA	•	•	•	•	•	•	•	•	•	•	100	112
Emerson Electric Co.	St. Louis, MO	•	•	•	•	•	•	•	•	•	•	70	117
Energy Future Holdings Corp	Dallas, TX	•	•	•	•	•	•	•	•	•	•	75	304
Energy Corp.	New Orleans, LA	•	•	•	•	•	•	•	•	•	•	70	210
EOG Resources	Houston, TX	•	•	•	•	•	•	•	•	•	•	70	434
Erie Insurance Group	Erie, PA	•	•	•	•	•	•	•	•	•	•	70	484
Ertis Leader Companies Inc., The	New York, NY	•	•	•	•	•	•	•	•	•	•	75	308
Essex Health Plan Inc.	Rochester, NY	•	•	•	•	•	•	•	•	•	•	70	134
Espey Inc.	Bellevue, WA	•	•	•	•	•	•	•	•	•	•	70	654
Exxon Mobil Corp.	Irving, TX	•	•	•	•	•	•	•	•	•	•	75	96
Family Dollar Stores	Matthews, NC	•	•	•	•	•	•	•	•	•	•	70	306
Federal National Mortgage Association (Fannie Mae)	Washington, DC	•	•	•	•	•	•	•	•	•	•	70	54
FedEx Corp.	Memphis, TN	•	•	•	•	•	•	•	•	•	•	75	80
Fidelity National Financial Corp.	Jacksonville, FL	•	•	•	•	•	•	•	•	•	•	70	306
Financial Industry Regulatory Authority Inc.	Washington, DC	•	•	•	•	•	•	•	•	•	•	70	248
First American Financial Corp.	Santa Ana, CA	•	•	•	•	•	•	•	•	•	•	70	351
First Horizon National Corp.	Memphis, TN	•	•	•	•	•	•	•	•	•	•	75	773
Fiserv Inc.	Brookfield, WI	•	•	•	•	•	•	•	•	•	•	75	179
Fluor Corp.	Boston, MA	•	•	•	•	•	•	•	•	•	•	90	401
Flowserve	Irving, TX	•	•	•	•	•	•	•	•	•	•	70	473
FMC Technologies Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	70	111
Foster & Wheeler LLP	Milwaukee, WI	•	•	•	•	•	•	•	•	•	•	70	467

**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Ranking 1000
		18 points	15 points	15 points	15 points	10 points	10 points	10 points	10 points	15 points	5 points		
Foley Hoag LLP	Boston, MA	●	●	●	●	●	●	●	●	●	●	35	
Ford Motor Co.	Dearborn, MI	●	●	●	●	●	●	●	●	●	●	100	426
Franklin Resources Inc.	San Mateo, CA	●	●	●	●	●	●	●	●	●	●	10	400
Freese & Kuntz LLP	Austin, TX	●	●	●	●	●	●	●	●	●	●	90	154
Frontier Oil Corp.	Houston, TX	●	●	●	●	●	●	●	●	●	●	0	488
Fulbright & Jaworski LLP	Houston, TX	●	●	●	●	●	●	●	●	●	●	90	
GameStop Corp.	Grapevine, TX	●	●	●	●	●	●	●	●	●	●	75	256
Gap Inc.	San Francisco, CA	●	●	●	●	●	●	●	●	●	●	100	370
Genentech Inc.	South San Francisco, CA	●	●	●	●	●	●	●	●	●	●	100	102
General Dynamics Corp.	Falls Church, VA	●	●	●	●	●	●	●	●	●	●	100	400
General Mills Inc.	Minneapolis, MN	●	●	●	●	●	●	●	●	●	●	85	60
Genuine Parts Co.	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	95	4
Genzyme Corp.	Cambridge, MA	●	●	●	●	●	●	●	●	●	●	100	155
Gilad Sciences Inc.	Foster City, CA	●	●	●	●	●	●	●	●	●	●	93	75
Global Partners	Waltham, MA	●	●	●	●	●	●	●	●	●	●	15	285
Goodrich Corp.	Charlotte, NC	●	●	●	●	●	●	●	●	●	●	100	207
Goodyear Tire & Rubber Co.	Akron, OH	●	●	●	●	●	●	●	●	●	●	0	304
Gordon & Rees LLP	San Francisco, CA	●	●	●	●	●	●	●	●	●	●	100	308
Grant Thornton LLP	Chicago, IL	●	●	●	●	●	●	●	●	●	●	100	38
Great Atlantic & Pacific Tea Co. Inc., The	Montvale, NJ	●	●	●	●	●	●	●	●	●	●	9	334
Greenberg Traurig LLP	Washington, DC	●	●	●	●	●	●	●	●	●	●	90	
Group 1 Automotive	Houston, TX	●	●	●	●	●	●	●	●	●	●	15	141
Group Health Cooperative	Seattle, WA	●	●	●	●	●	●	●	●	●	●	100	102
Group Health Partners	Seattle, WA	●	●	●	●	●	●	●	●	●	●	80	
Guinness Heurich Co. of America, The	New York, NY	●	●	●	●	●	●	●	●	●	●	65	65
HER Stock Inc.	Kansas City, MO	●	●	●	●	●	●	●	●	●	●	15	470

**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Percentile 1000
		1a	1b	2a	2b	3a	3b	3c	4	5	6		
H.I. Helix Co.	Pittsburgh, PA	●	●	●	●	●	●	●	●	●	●	85	233
Halliburton Co.	Houston, TX	●	●	●	●	●	●	●	●	●	●	81	108
Hannover Inc.	Winston-Salem, NC	●	●	●	●	●	●	●	●	●	●	80	224
Haley-Darby Inc.	Milwaukee, WI	●	●	●	●	●	●	●	●	●	●	79	439
Handa Interactive Inc.	New York, NY	●	●	●	●	●	●	●	●	●	●	79	371
Hartford Financial Services Group Inc., The	Hartford, CT	●	●	●	●	●	●	●	●	●	●	78	97
Healeo Inc.	Providence, RI	●	●	●	●	●	●	●	●	●	●	75	511
HCA - Hospital Corporation of America	Nashville, TN	●	●	●	●	●	●	●	●	●	●	75	77
Health Management Associates Inc.	Naples, FL	●	●	●	●	●	●	●	●	●	●	74	448
Henry Schein	Melville, NY	●	●	●	●	●	●	●	●	●	●	74	148
Henkel Farnham LLP	New York, NY	●	●	●	●	●	●	●	●	●	●	73	266
Hertz Global Holdings Inc.	Park Ridge, NJ	●	●	●	●	●	●	●	●	●	●	73	305
Hewlett-Packard Co.	Palo Alto, CA	●	●	●	●	●	●	●	●	●	●	72	79
Hinshaw & Culbertson LLP	Chicago, IL	●	●	●	●	●	●	●	●	●	●	71	100
Holland & Hart LLP	Denver, CO	●	●	●	●	●	●	●	●	●	●	71	100
Holly Corp.	Dallas, TX	●	●	●	●	●	●	●	●	●	●	70	431
Home Depot Inc., The	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	70	29
Home Depot Inc., The	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	69	74
Home Depot Inc., The	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	69	340
Home Depot Inc., The	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	68	527
Host Hotels & Resorts Inc.	Bethesda, MD	●	●	●	●	●	●	●	●	●	●	68	462
Houghton Mifflin Harcourt Publishing Co.	Boston, MA	●	●	●	●	●	●	●	●	●	●	67	25
Howard & Howard Attorneys PLLC	Kalamazoo, MI	●	●	●	●	●	●	●	●	●	●	67	25
Howrey LLP	Washington, DC	●	●	●	●	●	●	●	●	●	●	66	85
HSBC - North America	New York, NY	●	●	●	●	●	●	●	●	●	●	66	30
Humana Inc.	Columbus, KY	●	●	●	●	●	●	●	●	●	●	66	73
Huntington Bancshares Inc.	Columbus, OH	●	●	●	●	●	●	●	●	●	●	65	597
Hurston & Williams LLP	Washington, DC	●	●	●	●	●	●	●	●	●	●	65	20

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Percentile Rank
		15 points	15 points	15 points	10 points								
Huntman Corp.	Salt Lake City, UT	•	•	•	•	•	•	•	•	•	•	6	200
Hyll Hotels Corp.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	100	681
Illinois Tool Works Inc.	Glenview, IL	•	•	•	•	•	•	•	•	•	•	33	108
ING North America Insurance Corp.	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	100	228
Integrus Energy Group Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	30	80
InterContinental Hotels Group Americas	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	35	302
International Business Machines Corp. (IBM)	Armonk, NY	•	•	•	•	•	•	•	•	•	•	9	62
Interpublic Group of Companies Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	40
ITT Corp.	White Plains, NY	•	•	•	•	•	•	•	•	•	•	100	20
Jabil Circuit Inc.	St. Petersburg, FL	•	•	•	•	•	•	•	•	•	•	49	104
Jarden Corp.	Rye, NY	•	•	•	•	•	•	•	•	•	•	95	308
JetBlue Airways Corp.	Forest Hills, NY	•	•	•	•	•	•	•	•	•	•	100	610
Johnson & Johnson	New Brunswick, NJ	•	•	•	•	•	•	•	•	•	•	75	214
Jones Apparel Group Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	25	133
KEL Gates LLP	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	15	100
Katten Muchin Rosenman LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	50	208
KB Home	Los Angeles, CA	•	•	•	•	•	•	•	•	•	•	30	406
Keene Inc.	Boston, MA	•	•	•	•	•	•	•	•	•	•	100	502
Kelly Drive & Weiner LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	20	103
Kellogg Co.	Battle Creek, MI	•	•	•	•	•	•	•	•	•	•	30	85
Kelly Services Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	70	583
Kenneth Cole Productions Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	9
KeyCorp	Cleveland, OH	•	•	•	•	•	•	•	•	•	•	100	9
Kipatich Townsend & Stockton LLP	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	0.5	6
Kimberly-Clark Corp.	Spring, TX	•	•	•	•	•	•	•	•	•	•	50	892
Kirpton Hotel & Restaurant Group Inc.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	0	103
Kinder Morgan Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	25	184
Kindred Health care	Louisville, KY	•	•	•	•	•	•	•	•	•	•	30	470

APPENDIX B

CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Revenue 1000			
		1a	1b	2a	2b	3a	3b	4	5	6	7					
Kilbuck & Ellis LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Kohl's Corp.	Menomonee Falls, WI	•	•	•	•	•	•	•	•	•	•	•	•	•	•	135
Kraft Foods Inc.	Northfield, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	53
Kroger Co., The	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	23
L.L. Bean Inc.	Freeport, ME	•	•	•	•	•	•	•	•	•	•	•	•	•	•	148
Laboratory Corporation of America Holdings	Raleigh, NC	•	•	•	•	•	•	•	•	•	•	•	•	•	•	442
Land O'Lakes Inc.	Arden Hills, MN	•	•	•	•	•	•	•	•	•	•	•	•	•	•	228
Latham & Watkins LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	455
Leif Shires & Co.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	608
Levitz International Inc.	Levittown, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	210
Liberty Interactive Corp.	Englewood, CO	•	•	•	•	•	•	•	•	•	•	•	•	•	•	71
Limited Brands Inc.	Columbus, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	209
Lindquist & Venner PLLP	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	•	•	•	•	258
Live Nation Inc.	Beverly Hills, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	490
Locke Lord Bissell & Liddell LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	645
Lowe's Corp.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	44
Lowe's Companies Inc.	Morristown, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	165
Lubrizol Corporation	Wickliffe, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	42
Luce Forward Hamilton & Strapp LLP	San Diego, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	453
May's Inc.	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	103
Menards, Fred's & Pro's Inc. LLP	Las Vegas, NV	•	•	•	•	•	•	•	•	•	•	•	•	•	•	143
Merganser Group	Milwaukee, WI	•	•	•	•	•	•	•	•	•	•	•	•	•	•	41
Merritt Oil Corp.	Houston, TX	•	•	•	•	•	•	•	•	•	•	•	•	•	•	213
Merritt International Inc.	Beltsville, MD	•	•	•	•	•	•	•	•	•	•	•	•	•	•	221
Migco Inc.	McDonough, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	281
Marsh & McLennan Companies Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	93
MasterCard Inc.	Springfield, MA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	411

**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Percentile 1000
		15 points	15 points	15 points	10 points								
Metal Inc.	El Segundo, CA	●	●	●	●	●	●	●	●	●	●	75	387
Mega Club	Rochester, MN	●	●	●	●	●	●	●	●	●	●	70	357
McCart & English LLP	Newark, NJ	●	●	●	●	●	●	●	●	●	●	90	100
McDonald's Corp.	Oak Brook, IL	●	●	●	●	●	●	●	●	●	●	75	108
McGrawHill LLP	Richmond, VA	●	●	●	●	●	●	●	●	●	●	99	308
McKesson Corp.	San Francisco, CA	●	●	●	●	●	●	●	●	●	●	80	14
MDU Resources Group, Inc.	Bismarck, ND	●	●	●	●	●	●	●	●	●	●	100	493
Medco Health Solutions	Franklin Lakes, NJ	●	●	●	●	●	●	●	●	●	●	99	307
Meijer Inc.	Grand Rapids, MI	●	●	●	●	●	●	●	●	●	●	13	35
Merck & Co. Inc.	Whitehouse Station, NJ	●	●	●	●	●	●	●	●	●	●	100	100
MGM Resorts International	Las Vegas, NV	●	●	●	●	●	●	●	●	●	●	30	881
Microsoft Corp.	Redmond, WA	●	●	●	●	●	●	●	●	●	●	30	85
Mila-Cover LLC	Chicago, IL	●	●	●	●	●	●	●	●	●	●	100	51
Mint Corp.	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	49	360
Mohawk Industries Inc.	Colton, CA	●	●	●	●	●	●	●	●	●	●	15	482
Moody's Corp.	New York, NY	●	●	●	●	●	●	●	●	●	●	100	35
Morgan Lewis & Bockius LLP	Philadelphia, PA	●	●	●	●	●	●	●	●	●	●	30	700
Morningstar Inc.	Chicago, IL	●	●	●	●	●	●	●	●	●	●	20	382
Morris & Friedman LLP	New York, NY	●	●	●	●	●	●	●	●	●	●	80	197
Mosaic Company	Plymouth, MN	●	●	●	●	●	●	●	●	●	●	75	900
Munger, Tolson & Olson LLP	Los Angeles, CA	●	●	●	●	●	●	●	●	●	●	55	500
Murphy Oil	El Dorado, AR	●	●	●	●	●	●	●	●	●	●	100	70
Mutual of Omaha Insurance	Omaha, NE	●	●	●	●	●	●	●	●	●	●	29	251
Mylan Laboratories Inc.	Canonsburg, PA	●	●	●	●	●	●	●	●	●	●	33	351
Nash Finch	Minneapolis, MN	●	●	●	●	●	●	●	●	●	●	90	110
National Oilwell Varco, Inc.	Houston, TX	●	●	●	●	●	●	●	●	●	●	60	125





**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employee	Headquarters Location	Criteria										2012 CEI Rating	2011 Peerings 1000
		1a	1b	2a	2b	3a	3b	4a	4b	5a	5b		
		•	•	•	•	•	•	•	•	•	•	19	230
Progressive Corp., The	Meyfield Village, OH	•	•	•	•	•	•	•	•	•	•	90	161
Prudential Financial Inc.	Newark, NJ	•	•	•	•	•	•	•	•	•	•	100	65
Publix Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	90	88
QIMCOMM Inc.	San Diego, CA	•	•	•	•	•	•	•	•	•	•	13	225
Quest Diagnostics Inc.	Madison, NJ	•	•	•	•	•	•	•	•	•	•	45	303
RadioShack Corp.	Fort Worth, TX	•	•	•	•	•	•	•	•	•	•	50	340
Raytheon Co.	Waltham, MA	•	•	•	•	•	•	•	•	•	•	100	65
Reology Corp.	Passaic, NJ	•	•	•	•	•	•	•	•	•	•	45	519
Road Smith LLP	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	50	
Rollence Steel & Aluminum Co.	Los Angeles, CA	•	•	•	•	•	•	•	•	•	•	15	321
Republic Services Inc.	Phoenix, AZ	•	•	•	•	•	•	•	•	•	•	15	278
Rite Aid Corp.	Camp Hill, PA	•	•	•	•	•	•	•	•	•	•	70	272
Robert W. Baird & Co. Incorporated	Milwaukee, WI	•	•	•	•	•	•	•	•	•	•	45	88
Rockwell Automation Inc.	Milwaukee, WI	•	•	•	•	•	•	•	•	•	•	75	636
Ropes & Gray LLP	Boston, MA	•	•	•	•	•	•	•	•	•	•	70	
Royal Caribbean Cruises Ltd.	Miami, FL	•	•	•	•	•	•	•	•	•	•	100	478
Ryder System Inc.	Miami, FL	•	•	•	•	•	•	•	•	•	•	75	482
Ryan's Family Steak Houses, Inc.	Thousand Oaks, CA	•	•	•	•	•	•	•	•	•	•	140	316
S.C. Johnson & Son Inc.	Racine, WI	•	•	•	•	•	•	•	•	•	•	0	316
Salmon Creek Inc.	Scottsdale, TX	•	•	•	•	•	•	•	•	•	•	60	528
Salway Inc.	Pleasanton, CA	•	•	•	•	•	•	•	•	•	•	60	496
SANCO Inc.	McLean, VA	•	•	•	•	•	•	•	•	•	•	30	
Sarmina-SCI	San Jose, CA	•	•	•	•	•	•	•	•	•	•	90	
Schaeffler U.S. LLC	Bridgeview, NJ	•	•	•	•	•	•	•	•	•	•	75	82
SAP America Inc.	Newton Square, PA	•	•	•	•	•	•	•	•	•	•	15	215
Sartorius Corp.	Omaha, NE	•	•	•	•	•	•	•	•	•	•	0	405
Saul Ewing LLP	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	45	
SCANA Corp.	Cary, NC	•	•	•	•	•	•	•	•	•	•	90	180
		•	•	•	•	•	•	•	•	•	•	35	180
		•	•	•	•	•	•	•	•	•	•	30	
		•	•	•	•	•	•	•	•	•	•	15	488

**APPENDIX B CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria											2012 CEI Rating	2011 Percentile 1000		
		10 points	15 points	20 points	25 points	30 points	35 points	40 points	45 points	50 points	55 points	60 points				
Schlitz Hardin LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Seagate Technology LLC	San Jose, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	95
Seas Holdings Corp.	Hoffman Estates, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	90
Sealed Air Corp.	Danbury, CT	•	•	•	•	•	•	•	•	•	•	•	•	•	•	85
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	80
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	75
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	70
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	65
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	60
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	55
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	50
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	45
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	40
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	35
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	30
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	25
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	20
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	15
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	10
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	5
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	0
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-5
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-10
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-15
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-20
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-25
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-30
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-35
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-40
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-45
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-50
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-55
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-60
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-65
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-70
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-75
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-80
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-85
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-90
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-95
Securix Insurance Group	Branchville, NJ	•	•	•	•	•	•	•	•	•	•	•	•	•	•	-100

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Fortune 1000
		15 points	15 points	15 points	10 points								
Stepco & Johnson LLP	Washington, DC	•	•	•	•	•	•	•	•	•	•	90	600
Steelcase LLP	Portland, OR	•	•	•	•	•	•	•	•	•	•	90	
Stamps of America Inc.	Cherry Hill, NJ	•	•	•	•	•	•	•	•	•	•	85	330
State Life Financial Inc. (U.S.)	Woburn Hills, MA	•	•	•	•	•	•	•	•	•	•	100	
Stamps Inc.	Philadelphia, PA	•	•	•	•	•	•	•	•	•	•	15	78
Supernode Inc.	Eden Prairie, MN	•	•	•	•	•	•	•	•	•	•	100	47
Symantec Corp.	Mountain View, CA	•	•	•	•	•	•	•	•	•	•	100	353
SYSCO Corp.	Houston, TX	•	•	•	•	•	•	•	•	•	•	0	294
TD Bank, N.A.	Wilmington, DE	•	•	•	•	•	•	•	•	•	•	100	80
Tech Data Corp.	Clearwater, FL	•	•	•	•	•	•	•	•	•	•	100	109
Tenet Health care	Dallas, TX	•	•	•	•	•	•	•	•	•	•	45	253
Tenet Corporation	Westport, CT	•	•	•	•	•	•	•	•	•	•	30	402
Texas Instruments Inc.	Dallas, TX	•	•	•	•	•	•	•	•	•	•	93	223
The Shaw Group Inc.	Baton Rouge, LA	•	•	•	•	•	•	•	•	•	•	13	309
Thompson Coburn LLP	St. Louis, MO	•	•	•	•	•	•	•	•	•	•	90	294
Thomson Reuters	New York, NY	•	•	•	•	•	•	•	•	•	•	90	
Thomson Reuters for LifeSciences	New York, NY	•	•	•	•	•	•	•	•	•	•	15	242
Tiffany & Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	90	600
Time Warner Cable Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	90	151
Time Warner Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	82
TDI.Computerized Inc., The	Franklin, MA	•	•	•	•	•	•	•	•	•	•	100	110
T-Mobile USA Inc.	Belleue, WA	•	•	•	•	•	•	•	•	•	•	95	
Toyota Financial Services Corp.	Torrance, CA	•	•	•	•	•	•	•	•	•	•	100	
Toyota Motor Sales USA Inc.	Torrance, CA	•	•	•	•	•	•	•	•	•	•	100	
Toys 'R Us Inc.	Wayne, NJ	•	•	•	•	•	•	•	•	•	•	75	171
Travel Impressions Ltd.	Farmingdale, NY	•	•	•	•	•	•	•	•	•	•	80	
Travelers Group of America	Windsor, OH	•	•	•	•	•	•	•	•	•	•	15	440
Travelers Companies Inc., The	New York, NY	•	•	•	•	•	•	•	•	•	•	90	95
Transport Ltd.	Princeton, NJ	•	•	•	•	•	•	•	•	•	•	65	

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Percentile 1000
		1a	1b	2a	2b	3a	3b	4a	4b	5a	5b		
Truist Bank LLP	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	100	301
Tutor Perini Corp.	Sylmar, CA	•	•	•	•	•	•	•	•	•	•	9	407
U.S. Bancorp	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	100	121
UBM plc	Manhasset, NY	•	•	•	•	•	•	•	•	•	•	100	309
UGI Corp.	King of Prussia, PA	•	•	•	•	•	•	•	•	•	•	100	104
Union Pacific Corp.	Omaha, NE	•	•	•	•	•	•	•	•	•	•	46	482
United Continental Holdings Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	100	140
United Services Automobile Association	San Antonio, TX	•	•	•	•	•	•	•	•	•	•	9	132
United Stationers Inc.	Dearfield, IL	•	•	•	•	•	•	•	•	•	•	15	458
UnitedHealth Group Inc.	Minnetonka, MN	•	•	•	•	•	•	•	•	•	•	100	37
Univest Health Services	King of Prussia, PA	•	•	•	•	•	•	•	•	•	•	15	408
URS Corp.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	70	396
Veeva Systems Inc.	Lions, MI	•	•	•	•	•	•	•	•	•	•	75	788
Verizon Communications Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	15	38
Veeva Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	15	310
Virgin America	Burlingame, CA	•	•	•	•	•	•	•	•	•	•	90	770
Via	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	13	368
Visteon Corp.	Rancho Cordova, CA	•	•	•	•	•	•	•	•	•	•	15	320
Volkswagen Group of America Inc.	Van Buren Township, MI	•	•	•	•	•	•	•	•	•	•	85	336
Voya, State, Seaman and Paine LLP	Hendon, VA	•	•	•	•	•	•	•	•	•	•	30	300
W.R. Hambrecht	Columbus, OH	•	•	•	•	•	•	•	•	•	•	30	300
W.W. Grainger	Greenwich, CT	•	•	•	•	•	•	•	•	•	•	0	463
Walgreens, Walgreens Retail & Mail LLP	Lake Forest, IL	•	•	•	•	•	•	•	•	•	•	19	348
Walgreen Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	32
Wal-Mart Stores Inc.	Deerfield, IL	•	•	•	•	•	•	•	•	•	•	96	32
Walt Disney Co., The	Bostonville, NY	•	•	•	•	•	•	•	•	•	•	50	1
Washington Fed Co.	Bakersfield, CA	•	•	•	•	•	•	•	•	•	•	100	57
Waste Management Inc.	Washington, DC	•	•	•	•	•	•	•	•	•	•	0	466
	Houston, TX	•	•	•	•	•	•	•	•	•	•	50	106

**APPENDIX B | CORPORATE EQUALITY INDEX 2012 RATINGS AND CRITERIA BREAKDOWNS**

Employer	Headquarters Location	Criterion										2012 C.E.I. Rating	2011 Fortune 1000
		1a	1b	2a	2b	3a	3b	4a	4b	5	6		
WellCare Health Plans, Inc.	Tampa, FL	•	•	•	•	•	•	•	•	•	•	15	328
Wells Fargo & Co.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	100	18
Western & Southern Financial Group	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	10	448
Western Publishing Inc.	El Paso, TX	•	•	•	•	•	•	•	•	•	•	10	304
Weyerhaeuser Co.	Federal Way, WA	•	•	•	•	•	•	•	•	•	•	10	378
White & Case LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	100	108
Wilman, Harold, Allen & Dixon LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	75	284
Williams Miller PC	Richmond, VA	•	•	•	•	•	•	•	•	•	•	70	278
Winn-Dixie Stores Inc.	Jacksonville, FL	•	•	•	•	•	•	•	•	•	•	15	308
Wisconsin Energy Corp.	Milwaukee, WI	•	•	•	•	•	•	•	•	•	•	18	408
World Fuel Services	Miami, FL	•	•	•	•	•	•	•	•	•	•	30	208
Wyeth	Madison, NJ	•	•	•	•	•	•	•	•	•	•	30	64
Wynn Resorts Ltd.	Las Vegas, NV	•	•	•	•	•	•	•	•	•	•	30	894
Xerox Corp.	Norwalk, CT	•	•	•	•	•	•	•	•	•	•	100	244
Yahool Inc.	Sunnyvale, CA	•	•	•	•	•	•	•	•	•	•	12	288
Yard Brands Inc.	Louisville, KY	•	•	•	•	•	•	•	•	•	•	40	208
Yum Brands Inc.	Shawnee, KS	•	•	•	•	•	•	•	•	•	•	45	218

## Appendix C

### Corporate Equality Index: Ratings by Industry, Descending Score

Corporate  
Equality  
Index Rating  
Criteria

- 1a Prohibits Discrimination Based on Sexual Orientation (15 points)
- 1b Prohibits Discrimination Based on Gender Identity or Expression (15 points)
- 2a Offers Partner Health/Medical Insurance (15 points)
- 2b Has Parity Across Other "Soft" Benefits for Partners (10 points)  
(half credit for parity across some, but not all benefits)
- 2c Offers Transgender-Inclusive Health Insurance Coverage (10 points)
- 3a Firm-wide Organizational Competency Programs (10 points)
- 3b Has Employer-Supported Employee Resource Group  
OR Firm-Wide Diversity Council (10 points)  
Would Support ERG if Employees Express Interest (half credit)
- 4 Positively Engages the External LGBT Community (15 points)  
(partial credit of 5 points given for less than 3 efforts)
- 5 Responsible Citizenship Employers will have 25 points deducted  
from their score for a large-scale official or public anti-LGBT blemish  
on their recent records (-25 points)

Ratings in Gray

Unofficial rating of the Fortune 500 companies that have not responded to repeated invitations to the CEI survey. These ratings are based on publicly available information as well as information submitted to HRC from unofficial LGBT employee groups or individual employees.

**APPENDIX C | CORPORATE EQUALITY INDEX 2012  
RATINGS BY INDUSTRY, DESCENDING SCORE**

Employer	Headquarters Location	Criterion										2012 CEI Rating	2011 Performance 1000			
		1a	1b	2a	2b	3a	3b	4	5	6	7					
Microsoft Corp.	Redmond, WA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Symantec Corp.	Mountain View, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Electronic Arts Inc.	Redwood City, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
BMC Software Inc.	Houston, TX	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Software AG USA Inc.	Reston, VA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Compuware Corp.	Detroit, MI	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
McKinsey Inc.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
A.J. Keenan Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Aon Corp.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Booz Allen Hamilton Inc.	McLean, VA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Deloitte LLP	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
International Business Machines Corp. (IBM)	Armonk, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Marsh & McLennan Companies Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Navient Consulting Inc.	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Adcoq North America LLC	Malville, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Nielsen Co., The	New York City, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Northrop Grumman Corp.	McLean, VA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Oracle Intermotive Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Capgemini LLP	Chicago, IL	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Copeland U.S. LLC	New York, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Convergys Corp.	Cincinnati, OH	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
Eastman Kodak Co.	Yonkers, NY	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
United Therapeutics Inc.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100
United Therapeutics Inc.	San Francisco, CA	•	•	•	•	•	•	•	•	•	•	•	•	•	•	100

APPENDIX C

CORPORATE EQUALITY INDEX 2012 RATINGS BY INDUSTRY, DESCENDING SCORE

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Payline 1000
		15 points	15 points	15 points	10 points								
PG&E Corp.	San Francisco, CA	●	●	●	●	●	●	●	●	●	●	100	173
Southern California Edison Co.	Rosemead, CA	●	●	●	●	●	●	●	●	●	●	100	350
Constellation Energy Group Inc.	Baltimore, MD	●	●	●	●	●	●	●	●	●	●	91	148
National Grid USA	Brooklyn, NY	●	●	●	●	●	●	●	●	●	●	90	219
Dominion Resources Inc.	Richmond, VA	●	●	●	●	●	●	●	●	●	●	83	809
PacifiCorp	Portland, OR	●	●	●	●	●	●	●	●	●	●	80	153
Duke Energy Corp.	Charlotte, NC	●	●	●	●	●	●	●	●	●	●	79	181
Ameren Corp.	St. Louis, MO	●	●	●	●	●	●	●	●	●	●	79	555
NRG Energy Inc.	Houston, TX	●	●	●	●	●	●	●	●	●	●	70	321
Alliant Energy Corp.	Madison, WI	●	●	●	●	●	●	●	●	●	●	70	528
DTE Energy Co.	Detroit, MI	●	●	●	●	●	●	●	●	●	●	69	278
FPL Corp.	Allentown, PA	●	●	●	●	●	●	●	●	●	●	60	300
Wisconsin Energy Corp.	Milwaukee, WI	●	●	●	●	●	●	●	●	●	●	50	300
Southern Co.	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	43	406
PNM Resources Inc.	Albuquerque, NM	●	●	●	●	●	●	●	●	●	●	30	335
Northeast Utilities	Berlin, CT	●	●	●	●	●	●	●	●	●	●	30	145
AES Corp. The	Arlington, VA	●	●	●	●	●	●	●	●	●	●	30	290
American Electric Power Co. Inc.	Columbus, OH	●	●	●	●	●	●	●	●	●	●	30	927
Airco Energy Corp.	Dallas, TX	●	●	●	●	●	●	●	●	●	●	30	700
Constellation Energy Inc.	Houston, TX	●	●	●	●	●	●	●	●	●	●	30	265
CMS Energy Services	Jackson, MI	●	●	●	●	●	●	●	●	●	●	15	871
Edison International	Rosemead, CA	●	●	●	●	●	●	●	●	●	●	15	156
Energy Future Holdings Corp	Dallas, TX	●	●	●	●	●	●	●	●	●	●	15	172
Energy Transfer Partners, L.P.	Dallas, TX	●	●	●	●	●	●	●	●	●	●	15	424
FirstEnergy Corp.	Akron, OH	●	●	●	●	●	●	●	●	●	●	15	275
Global Partners	Waltham, MA	●	●	●	●	●	●	●	●	●	●	15	350
Integrus Energy Group Inc.	Chicago, IL	●	●	●	●	●	●	●	●	●	●	15	187
Norfolk Energy Inc.	Waco, TX	●	●	●	●	●	●	●	●	●	●	15	246
NISource Inc.	Meriden, IN	●	●	●	●	●	●	●	●	●	●	15	398

APPENDIX C

CORPORATE EQUALITY INDEX 2012  
RATINGS BY INDUSTRY, DESCENDING SCORE

Employer	Headquarters Location	Criteria										2012 CEI Score	2011 Revenue (000)
		10 points											
MeadWestvaco Corp.	Richmond, VA	●	●	●	●	●	●	●	●	●	●	50	307
Emerson Electric Co.	St. Louis, MO	●	●	●	●	●	●	●	●	●	●	40	307
Mohawk Industries Inc.	Colts Neck, NJ	●	●	●	●	●	●	●	●	●	●	35	177
Danaher Corp.	Washington, DC	●	●	●	●	●	●	●	●	●	●	25	300
Callmark Corp.	Callmark, WA	●	●	●	●	●	●	●	●	●	●	15	307
Callmark Corp.	Callmark, WA	●	●	●	●	●	●	●	●	●	●	15	158
Callmark Corp.	Callmark, WA	●	●	●	●	●	●	●	●	●	●	15	306
Callmark Corp.	Callmark, WA	●	●	●	●	●	●	●	●	●	●	15	322
Aradeco Petroleum	The Woodlands, TX	●	●	●	●	●	●	●	●	●	●	100	127
Chesapeake Energy Corp.	Oklahoma City, OK	●	●	●	●	●	●	●	●	●	●	15	200
ConocoPhillips	Houston, TX	●	●	●	●	●	●	●	●	●	●	30	271
Conoco Energy, Inc.	Claremont, PA	●	●	●	●	●	●	●	●	●	●	15	296
EDG Resources	Houston, TX	●	●	●	●	●	●	●	●	●	●	0	327
ICM Enterprises LP	New York, NY	●	●	●	●	●	●	●	●	●	●	15	440
Newmont Mining Corporation	Greenwood Village, CO	●	●	●	●	●	●	●	●	●	●	30	201
Occidental Petroleum	Los Angeles, CA	●	●	●	●	●	●	●	●	●	●	15	434
Reference Steel & Aluminum Co.	Los Angeles, CA	●	●	●	●	●	●	●	●	●	●	0	154
XTO Energy, Inc.	Fort Worth, TX	●	●	●	●	●	●	●	●	●	●	0	290
3M Co.	St. Paul, MN	●	●	●	●	●	●	●	●	●	●	100	406
Alcoa Corp.	Pittsburgh, PA	●	●	●	●	●	●	●	●	●	●	70	928
Alcoa Corp.	Pittsburgh, PA	●	●	●	●	●	●	●	●	●	●	0	474
Alcoa Corp.	Pittsburgh, PA	●	●	●	●	●	●	●	●	●	●	30	422
Genuine Parts Co.	Atlanta, GA	●	●	●	●	●	●	●	●	●	●	15	236
Smurfit Stone Corp.	Chicago, IL	●	●	●	●	●	●	●	●	●	●	0	487
Smart-Stone Container Corp.	Chicago, IL	●	●	●	●	●	●	●	●	●	●	15	374
Spectra Energy Group	Houston, TX	●	●	●	●	●	●	●	●	●	●	0	480
W.W. Grainger	Little Rock, AR	●	●	●	●	●	●	●	●	●	●	15	348
Chesapeake Energy Corp.	Oklahoma City, OK	●	●	●	●	●	●	●	●	●	●	100	3
BP America Inc.	Houston, TX	●	●	●	●	●	●	●	●	●	●	35	
Shell Oil Co.	Houston, TX	●	●	●	●	●	●	●	●	●	●	65	
Spectra Energy Corp.	Houston, TX	●	●	●	●	●	●	●	●	●	●	65	437
ConocoPhillips	Houston, TX	●	●	●	●	●	●	●	●	●	●	55	5

**APPENDIX C | CORPORATE EQUALITY INDEX 2012  
RATINGS BY INDUSTRY, DESCENDING SCORE**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Performer 1000	
		1a	1b	2a	2b	3a	3b	4	5	6	7			
[REDACTED]	Houston, TX												15	41
Exxon Mobil Corp.	Irving, TX												26	2
[REDACTED]	Houston, TX												15	343
Conoco International Corp.	Houston, TX												0	306
[REDACTED]	Houston, TX												13	447
Enbridge Energy Partners	Houston, TX	●											15	304
[REDACTED]	Houston, TX												15	457
Pioneer Oil Corp.	Houston, TX												0	488
[REDACTED]	Houston, TX												15	168
Hess Corp.	New York, NY	●											15	79
[REDACTED]	Houston, TX												0	431
Kocher Morgan Inc.	Houston, TX	●											15	315
[REDACTED]	Houston, TX												15	125
National Oilwell Varco, Inc.	Houston, TX	●											15	182
[REDACTED]	Houston, TX												0	126
Smith International Inc.	Houston, TX	●											15	277
[REDACTED]	Houston, TX												15	78
Tarso Corp.	San Antonio, TX	●											15	130
[REDACTED]	San Antonio, TX												15	28
Western Refining Inc.	El Paso, TX												0	330
[REDACTED]	El Paso, TX												20	305
[REDACTED]	Indianapolis, IN	●	●	●	●	●	●	●	●	●	●	●	100	114
Eli Lilly & Co.	Indianapolis, IN	●	●	●	●	●	●	●	●	●	●	●	100	112
[REDACTED]	Indianapolis, IN												100	
Johnson & Johnson	New Brunswick, NJ	●	●	●	●	●	●	●	●	●	●	●	100	33
[REDACTED]	New York, NY												100	40
Biohinger Ingelheim USA Corp.	Ridgefield, CT	●	●	●	●	●	●	●	●	●	●	●	20	65
[REDACTED]	Wilmington, DE												20	65
CVS Caremark Corp.	Woonsocket, RI	●	●	●	●	●	●	●	●	●	●	●	75	16
[REDACTED]	Woonsocket, RI												75	627
Novartis Pharmaceuticals Corp.	East Hanover, NJ	●	●	●	●	●	●	●	●	●	●	●	75	
[REDACTED]	East Hanover, NJ												75	
Wyeth	Madison, NJ	●	●	●	●	●	●	●	●	●	●	●	50	
[REDACTED]	Madison, NJ												50	
Amgen Inc.	Thousand Oaks, CA	●	●	●	●	●	●	●	●	●	●	●	45	159
[REDACTED]	Thousand Oaks, CA												45	
Amgen Inc. (US) LLC	Bridgewater, NJ	●	●	●	●	●	●	●	●	●	●	●	45	
[REDACTED]	Bridgewater, NJ												45	
Allergan Inc.	Irvine, CA	●	●	●	●	●	●	●	●	●	●	●	45	450
[REDACTED]	Irvine, CA												45	
Biogen Inc.	Cambridge, MA	●	●	●	●	●	●	●	●	●	●	●	45	471
[REDACTED]	Cambridge, MA												45	
Genzyme Corp.	Cambridge, MA	●	●	●	●	●	●	●	●	●	●	●	45	498
[REDACTED]	Cambridge, MA												45	
Cardinal Health Inc.	Foster City, CA	●	●	●	●	●	●	●	●	●	●	●	0	328
[REDACTED]	Foster City, CA												0	
Mylan Laboratories Inc.	Canonsburg, PA	●	●	●	●	●	●	●	●	●	●	●	0	412
[REDACTED]	Canonsburg, PA												0	
McGraw-Hill Companies Inc., The	New York, NY	●	●	●	●	●	●	●	●	●	●	●	20	369
[REDACTED]	New York, NY												20	
New York Times Co.	New York, NY	●	●	●	●	●	●	●	●	●	●	●	20	735
[REDACTED]	New York, NY												20	

**APPENDIX C CORPORATE EQUALITY INDEX 2012 RATINGS BY INDUSTRY, DESCENDING SCORE**

Employer	Headquarters Location	Criteria										2012 CEI Rating	2011 Fortune 1000
		15 points	15 points	15 points	10 points	15 points	15 points						
Parsons Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	90	
Gannett Co. Inc.	McLean, VA	•	•	•	•	•	•	•	•	•	•	85	370
AbM&Bwater Inc.	Greenville, SC	•	•	•	•	•	•	•	•	•	•	85	472
Reology Corp.	Parlappan, NJ	•	•	•	•	•	•	•	•	•	•	85	488
Abercrombie & Fitch Co.	New Albany, OH	•	•	•	•	•	•	•	•	•	•	100	691
Bonnie & Nettie Inc.	New York, NY	•	•	•	•	•	•	•	•	•	•	100	372
Chenier Co.	Oakland, CA	•	•	•	•	•	•	•	•	•	•	100	46
United Brands Inc.	Columbus, OH	•	•	•	•	•	•	•	•	•	•	100	162
Office Depot Inc.	Deer Park, FL	•	•	•	•	•	•	•	•	•	•	100	270
Shore Holdings Corp.	Hoffman Estates, IL	•	•	•	•	•	•	•	•	•	•	100	102
TDK Companies Inc., The	Framingham, MA	•	•	•	•	•	•	•	•	•	•	100	48
See-See Stores, Inc.	York, PA	•	•	•	•	•	•	•	•	•	•	100	101
Hallmark Cards Inc.	Kansas City, MO	•	•	•	•	•	•	•	•	•	•	100	110
Newell Rubbermaid Inc.	Atlanta, GA	•	•	•	•	•	•	•	•	•	•	100	637
S.C. Johnson & Son Inc.	Racine, WI	•	•	•	•	•	•	•	•	•	•	100	25
Tiffany & Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	90	120
Corbin Inc.	Richmond, VA	•	•	•	•	•	•	•	•	•	•	90	373
J.C. Penney Co. Inc.	Piano, TX	•	•	•	•	•	•	•	•	•	•	80	22
Clorox Co.	New York, NY	•	•	•	•	•	•	•	•	•	•	80	690
OfficeMax Inc.	Naperville, IL	•	•	•	•	•	•	•	•	•	•	80	32
Target Corp.	Minneapolis, MN	•	•	•	•	•	•	•	•	•	•	85	320
American Eagle Outfitters Inc.	Pittsburgh, PA	•	•	•	•	•	•	•	•	•	•	85	161
Estée Lauder Companies Inc., The	New York, NY	•	•	•	•	•	•	•	•	•	•	85	193
Metall Inc.	El Segundo, CA	•	•	•	•	•	•	•	•	•	•	85	345



The Human Rights Campaign Business Council was founded in 1997. Members provide expert advice and counsel to the HRC Workplace Project on lesbian, gay, bisexual and transgender workplace issues based on their business experience and knowledge.

**John Barry**  
*PNC Capital Advisors*

**Charles Berardesco**  
*Constellation Energy Group Inc.*

**Richard Clark**  
*Accenture Ltd.*

**Wes Combs**  
*Wittek-Combs Communications*

**Elaine DeCario**  
*Shell Oil Co.*

**Cortiss Fong**  
*Macy's Inc.*

**Jeff Gabardi**  
*America's Health Insurance Plans (Retired)*

**Glenn Johnson**  
*Horizon Air Industries Inc.*

**Pamela J. Johnson**  
*Citigroup Inc.*

**Emily Jones**  
*Eastman Kodak Co. (Retired)*

**J. Kevin Jones**  
*Out & Equal Workplace Advocates*

**Louis Lemieux**  
*George Washington University*

**Susan McManus**  
*Nationwide Insurance*

**Marc Nichols**  
*Green Advantage*

**Bryan Parsons**  
*Ernst & Young LLP*

**Keith Powell**  
*Eastman Kodak Co.*

**Meghan Stabler**  
*CA Inc.*

**Chuck Stephens**  
*Booz Allen Hamilton Inc.*

**Rob Waters**  
*University of Maryland*

**David Wilson**  
*AKConsulting Services*

**Helga Ying**  
*Levi Strauss & Co.*

## **SANFORD J. LEWIS, ATTORNEY**

March 2, 2012

### **Via Electronic Mail**

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

**Re: Shareholder Proposal to Exxon Mobil Regarding Amendment of EEO Policy  
Submitted by New York State Common Retirement Fund – Supplemental reply**

Ladies and Gentlemen:

The Comptroller of the State of New York, The Honorable Thomas P. DiNapoli, on behalf of the New York State Common Retirement Fund (the "Proponent") has submitted a shareholder Proposal (the "Proposal") to Exxon Mobil Corporation (the "Company"). I have been asked by the Proponent to respond to the Supplemental No Action request letter dated February 29, 2012, sent to the Securities and Exchange Commission by James E. Parsons, Exxon Mobil. A copy of this letter is being e-mailed concurrently to James E. Parsons.

We stand by our initial letter and Proposal requesting that the Company both amend and substantially implement its written equal employment opportunity policy ("EEO policy") to explicitly prohibit discrimination based on sexual orientation and gender identity. The Company's latest submission does nothing to change our conclusion that the Proposal is neither excludable under Rule 14a-8(i)(10) nor Rule 14a-8(i)(7).

The Company in its February 29 letter attempts to defend its actions short of amending its EEO policy by linguistically downgrading its "foundational" document, the "Standards of Business Conduct" to a mere "booklet," and at the same time attempts to upgrade its website to a "prominent" employment discrimination guideline. However, The Proponent stands behind its assertion that no action short of amending the EEO policy can constitute, either legally or practically, substantial implementation of the Proposal. As we noted in our letter, the Company's attempt to reframe its Standards and websites as equivalents is contradicted by the plain language of the Company's own documents. The introduction to its Standards of Business Conduct states that:

**The policies in the Standards of Business Conduct are the foundation policies of the Corporation.**

The introduction clearly indicates that guidelines such as those published on the website are of lower status than the Standards:

**The Corporation publishes from time to time guidelines with respect to selected policies. Those guidelines are interpretive and administrative and are not part of the Standards of Business Conduct. [emphasis added]**

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PO Box 231 Amherst, MA 01004-0231 • sanfordlewis@strategiccounsel.net  
413 549-7333 ph. • 781 207-7895 fax

Actions short of amendment of the EEO policy are not equivalent of an amendment to the Standards, even within the company's own self-description. According to the Company's own standards, additional guidelines are "interpretive and administrative and are not part of the Standards of Business Conduct."

The Proponent believes that in practice the website is an effort by the company to paper over an embarrassing gap in its EEO policy. Accordingly, the Proponent stands by its assertion that adopting other actions short of amending the EEO policy is not in any way equivalent legally or practically. Because the Standards of Business Conduct are in the Company's own words foundational, and not amended by other policies or guidelines, only an amendment to the EEO policy could constitute substantial implementation. This is consistent with the Staff precedents cited in our prior letter.

The Human Rights Campaign (HRC) is the nation's largest civil rights organization working to achieve equality for lesbian, gay, bisexual and transgender Americans. HRC reports that it represents more than one million members and supporters nationwide. It is widely respected and considered an authoritative source. It publishes an annual Corporate Equality Index, evaluating the Fortune 500 companies on sexual orientation and gender identity policies. (Exhibit 1 to this supplemental letter contains the 2012 HRC report.) In that report, one of the core questions evaluated in rating companies is whether they have amended their EEO policy to address Sexual Orientation and Gender Identity.

Exxon Mobil is worst ranked among the Fortune 500 in the Human Rights Campaign's index, not only because of its failure to revise its EEO policy, but also because its other practices related to sexual orientation and gender identity are so poorly rated. The table on page 54 of that report gives Exxon Mobil a -25 score, out of a possible 100, which is by far the worst score among the Fortune 20 top companies. This is compelling, third-party evidence that the Company has not "substantially implemented" a policy on nondiscrimination on sexual orientation and gender identity, despite its assertions to the contrary.

The Human Rights Campaign report ranks companies based on several criteria in addition to the issue of EEO policy amendment. Other criteria include Employment Benefits, Organizational LGBT Competency, Public Commitment, and Responsible Citizenship. On each of these criteria relevant to nondiscrimination, Exxon Mobil scored a zero leading to a zero score out of 100. In addition, the Company was given a -25 rating for large-scale official anti-LGBT blemishes on its record. Thus, the HRC report is compelling evidence responding to the part of the Proponent's proposal asking whether the nondiscrimination policy has not only been revised but also "implemented". With a -25 rating from HRC, Exxon Mobil cannot reasonably claim to have implemented a policy for nondiscrimination on sexual orientation and gender identity.

In stark contrast to the Company's resistance to amending its EEO policy, many of Exxon Mobil's peers in the energy sector have recognized the importance of nondiscrimination policies and have willingly made the relevant changes to their EEO policies. For example, Chevron, Conoco Phillips and BP America have each amended their EEO policies to include sexual orientation.

Lastly, the Company attempts to introduce a new argument that the Proposal relates to excludable ordinary business, citing our reference to the employee benefits issue. Clearly, this is not a proposal on employee benefits, and even if it were, the issue of gay marriage has become a significant social policy issue that would cause the Proposal to transcend ordinary business.

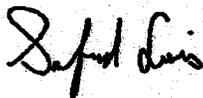
The Company's discriminatory practices related to the allocation of employee benefits are concrete evidence of blatant discrimination, despite its assertion that it has substantially implemented a nondiscrimination policy. For example, if a company were to engage in discrimination refusing to allocate equal benefits to married interracial couples, that would be clear evidence of its failure to implement its nondiscrimination policy with regard to race. The Company attempts to veil its denial of benefits to gay couples under cover of federal law by an assertion that it complies with ERISA. However, even under federal law, the Company is under no legal *obligation* to discriminate against married gay couples in states where gay marriage has been recognized. But it discriminates anyway, voluntarily. By continuing such discrimination it belies any claim of nondiscrimination. By contrast, its peers in the sector (Chevron, Conoco Phillips and BP America) practice nondiscrimination by providing benefits to married gay partners in states where the law recognizes gay marriage.

The ordinary business exclusion is not even at play in the present Proposal, because the Proposal is not a proposal on benefits. In evaluating the question of substantial implementation of any proposal, it often may be necessary and appropriate to delve into the evidence presented by the Company's day-to-day implementation activities. Thus, our discussion of one particular egregious example of discrimination as practiced by the Company on a day-to-day basis does not make this a proposal on employee benefits.

In order for a proposal to be excludable under Rule 14a-8(i)(7), the Company must demonstrate two things: both that the proposal pertains to a matter of ordinary company business and that it does not raise a significant social policy issue. The Staff has long recognized that a proposal "focusing on significant social policy issues . . . generally would not be considered excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." The Company bears the burden of demonstrating that the proposal does not involve substantial policy considerations, and failed to do so in its February 29, 2012 letter.

Therefore, we respectfully request that the Staff notify the Company that the Proposal is not excludable under Rule 14a-8(i)(10) or Rule 14a-8(i)(7).

Sincerely,



Sanford Lewis  
Attorney at Law

cc: Patrick Doherty and Jenika Conboy, Office of Comptroller, NY State  
James E. Parsons, Exxon Mobil

**Exhibit 1**

**Corporate Equality Index 2012**

**Rating American Workplaces on  
Lesbian, Gay, Bisexual and Transgender Equality**

**Human Rights Campaign**

**[http://sites.hrc.org/documents/CorporateEqualityIndex\\_2012.pdf](http://sites.hrc.org/documents/CorporateEqualityIndex_2012.pdf)**

Exxon Mobil Corporation  
6000 Las Colinas Boulevard  
Irving, Texas 75039-2298  
972 444-1478 Telephone  
972 444-1488 Facsimile

James E. Parsons  
Coordinator  
Corporate Securities & Finance

**ExxonMobil**

February 29, 2012

**VIA EMAIL**

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 amendment of EEO policy

Gentlemen and Ladies:

On January 20, 2012, we submitted a letter notifying the staff of the Securities and Exchange Commission (the "Commission") that we intend to omit a shareholder proposal and statements in support thereof submitted by the Comptroller of the State of New York on behalf of the New York State Common Retirement Fund from the proxy materials for our upcoming annual meeting, and requested the staff's concurrence with such omission. We submit the supplemental information below to respond briefly to the letter to the staff dated February 23, 2012, from proponent's counsel Sanford J. Lewis.

ExxonMobil publishes a number of different documents and materials relating to its employment policies. These include the Employment Policies and Practices page on ExxonMobil's internet site, which specifically states our policy against all forms of discrimination including discrimination based on sexual orientation and gender identity. We also publish a Standards of Business Conduct booklet which lists the categories of discrimination prohibited by current U.S. law and to which eligible government contractors such as ourselves must adhere.

Contrary to the assertion of the proponent's counsel, the legal status of a particular policy does not vary depending on whether that policy is embodied in the Standards of Business Conduct or in a different document. Both our Employment Practices and Policies and Standards of Business Conduct are available to current and prospective employees as well as the public on our internet site (with the Employment Practices and Policies being the more prominent of the two). Both documents are also published in hard copy, with Employment Policies and Practices forming part of our annual Corporate Citizenship Report. Both documents could in principle be amended in the future, but we

have no intention of removing the specific references to sexual orientation and gender identity (see further discussion of training materials below).

The fact that we use different documents for different communications purposes – one document focused on the protections provided by law and the other focused on the much broader coverage of ExxonMobil's own policy – does not alter the fact that the proposal has been substantially implemented. Our Employment Policies and Practices constitute a written employment policy that prohibits discrimination on any basis, including specifically on the basis of sexual orientation and gender identity, as requested by the proposal.

We also wish to update the staff concerning recent changes to some of our supplementary employee training materials. Specifically, the Working Together publication we use to help educate and train our employees concerning the company's nondiscrimination policies has now been updated to include specific references to both sexual orientation and gender identity (see Exhibit 1). We will also be updating the web-based training materials that were included with our original letter to add specific references to gender identity in addition to sexual orientation.

Finally, proponent's counsel argues that the proposal has not been substantially implemented because ExxonMobil does not provide coverage for domestic or same-sex partners under our employee benefit plans. While the proposal text does not expressly call for a change in ExxonMobil's benefit plans, the recent letter makes it clear that domestic partner benefits are the real issue of concern to the proponent. To the extent the proposal addresses employee benefits, therefore, an additional basis exists to exclude the proposal from our proxy materials under Rule 14a-8(i)(7) as a matter of ordinary business.

That employee benefit arrangements, including specifically issues of coverage affecting domestic partners, relates to matters of ordinary business within the meaning of Rule 14a-8(i)(7) is well established by prior no-action letters. See *International Business Machines Corporation* (available January 6, 2006) (proposal calling for exclusion of coverage of AIDS and HIV for employees and partners under IBM health plans); *AT&T Corp.* (available February 25, 2005) (proposal to discontinue domestic partner benefits for executives); *SBC Communications* (available January 9, 2004) (proposal to exclude unmarried partners from health plan coverage); *The Boeing Company* (available February 7, 2001) (proposal to rescind company decision to provide same-sex partner benefits and to require shareholder approval for providing such benefits in the future); and *The Coca-Cola Company* (available January 16, 2001) (proposal to amend company health plan to include opposite-sex domestic partners). In each case, the staff concurred that the proposal could be excluded under Rule 14a-8(i)(7) as relating to employee benefits. See also *Apache Corporation* (available March 5, 2008) (proposal specifying implementation principles for non-discrimination may be omitted under Rule 14a-8(i)(7) where some of the principles involve ordinary business).

U.S. Securities and Exchange Commission

February 29, 2012

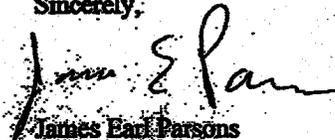
Page 3

Accordingly, we respectfully reiterate our request to exclude the proposal under Rule 14a-8(i)(10) and add a request to exclude the proposal under Rule 14a-8(i)(7).

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.

This letter and enclosures are being submitted to the staff with a copy to the proponent and the proponent's counsel.

Sincerely,



James Earl Parsons

JEP/jep  
Enclosures

cc-w/enc

Comptroller of New York  
Sanford Lewis, Esq.

ExxonMobil

HARASSMENT IN THE WORKPLACE POLICY AND PRACTICES

Working

Together

creating

competitive

advantage

through

people



## Recognizing Harassment (continued)

### Threatening & Intimidating Conduct

Stefan and his co-workers dread reporting any type of operating error or problem to Soledad, their unit supervisor. Soledad's typical response in these situations is to launch a barrage of profanity, personally berate employees, throw papers and slam doors. The employees in Soledad's section are intimidated by her behavior but are reluctant to complain because they fear retaliation by Soledad or her supervisory peers. In this scenario, Stefan and his co-workers have been subjected to harassment, as defined by our policy. Soledad's behavior has intimidated the entire work group making them fearful and uncomfortable to approach her to discuss work issues.

Soledad's behavior has compromised the group's effectiveness and unnecessarily restricted their ability to do their jobs. Our harassment policy seeks to create a positive support work environment where employees are treated with respect and dignity, where they can develop their full capabilities and make a positive contribution to the business. The repeated use of intimidating and threatening behaviors such as yelling, use of profanity, throwing objects or slamming doors creates a hostile work environment and violates the intent of our policy.

### Taunting Based On Perceived Sexual Orientation or Gender Identity

In Kristina's work group, her co-workers' idea of sport is to speculate about her sexual orientation. Male co-workers frequently use innuendoes, double entendres, sexual epithets and explicit sexual references in commenting on her sexual orientation. Kristina is offended and disturbed by their behavior. She hates coming to work but values her job and the security it provides for her. Kristina is reluctant to complain because she believes it would only exacerbate the taunting and that her co-workers would find subtle ways to retaliate against her and make her work life more difficult.

Kristina's co-workers have violated our harassment policy by creating a hostile work environment through their actions. Their taunting and teasing have embarrassed and angered Kristina, destroyed her enthusiasm for her job and restricted her ability to concentrate on her work. Degrading jokes, comments, or innuendoes related to any aspect of an individual's characteristics, including actual or perceived sexual orientation or gender identity, create a hostile and offensive work environment and are prohibited by our policy.



# **SANFORD J. LEWIS, ATTORNEY**

February 23, 2012

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

**Re: Shareholder Proposal to Exxon Mobil Regarding Amendment of EEO Policy  
Submitted by New York State Common Retirement Fund**

Ladies and Gentlemen:

The Comptroller of the State of New York, The Honorable Thomas P. DiNapoli, on behalf of the New York State Common Retirement Fund (the "Proponent") has submitted a shareholder Proposal (the "Proposal") to Exxon Mobil Corporation (the "Company"). I have been asked by the Proponent to respond to the No Action request letter dated January 20th, 2012, sent to the Securities and Exchange Commission by James E. Parsons, Exxon Mobil. In that letter, the Company contends that the Proposal may be excluded from its 2012 proxy statement by virtue of Rule 14a-8(i)(10), substantial implementation.

I have reviewed the Proposal, as well as the letter sent by the Company, and based upon the foregoing, as well as the referenced rules, it is my opinion that the Proposal must be included in the Company's 2012 proxy materials and that it is not excludable by virtue of any of those rules. A copy of this letter is being e-mailed concurrently to James E. Parsons.

## **SUMMARY**

The Proposal requests that the Company amend its written equal employment opportunity policy ("EEO policy") to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy. However, the Company has neither amended such policy nor substantially implemented a prohibition on discrimination. Therefore, the Company's actions do not substantially address or compare favorably to the guidelines of the Proposal.

The Company asserts that despite the fact that it has not amended its EEO policy to explicitly address sexual and gender identity discrimination, writing published on its website accomplishes the equivalent purpose. In contrast to its approach of addressing these issues on its Internet site, the Company's official US EEO policy (contained in its "Standards of Business Conduct") has recently been amended to explicitly address discrimination based on genetic information. Anything short of directly and explicitly amending the policy does not meet the guidelines of the Proposal, despite the assertions of the Company in its letter. The Company's Standards of Business Conduct expressly state that interpretations and guidelines published by the Company elsewhere do not amend the Standards of Business Conduct. Prior staff precedents

at this Company and elsewhere have confirmed that only amendment of the EEO policy can avoid confusion and provide sufficient clarity regarding the relative status of sexual orientation and gender identity discrimination. *Exxon Mobil Corp.* (March 28, 2002); *Exxon Mobil Corp.* (March 23, 2000); *Emerson Electric Company* (October 20, 2004); (*Emerson Electric*, August 24, 2000); *General Electric* (February 2, 1999); *Aquila Inc.* (January 11, 2006).

Secondly, the Company asserts that it has substantially implemented the policy. However, in what is one of the most important tests of the policy, the Company continues to engage in discrimination on the basis of sexual orientation in the allocation of benefits. When it comes to providing healthcare benefits for partners of gay married employees or legally recognized domestic partners, the Company asserts that it complies with federal ERISA policy. In contrast, prior to the merger of Exxon with Mobil, Mobil employees were entitled to domestic partner benefits regardless of sexual orientation. These benefits were eliminated for new employees after the merger, along with Mobil's explicit sexual orientation non-discrimination policy. As a proxy analyst Glass Lewis has noted, Exxon Mobil is the only US company to have rescinded a non-discrimination policy", and is the only Fortune 10 company that does not include sexual orientation in their equal opportunity policy.

The implications are discriminatory in practice. For many states where the Company does business, and where gay marriage or domestic partnership has been given full legal recognition, the Company asserts a right to discriminate against same-sex couples claiming the cover of federal law, even if the employees involved are protected against discrimination under state or local statute. For instance, in New York State, the Company's policy denies benefits for the married partners of gay employees, despite a state anti-discrimination statute. Despite the potential legal cover of denying such benefits by relying on ERISA preemption, the fact of the Company's discrimination is undeniable, and is in fact, acknowledged in its public statements (see below). At the same time, its ability to avoid discrimination by granting such benefits voluntarily is apparent, despite the Company's assertion that it is not legally mandated to do so. A lack of a legal mandate is never an effective defense against shareholders' requests to a company to advance its ethical and reputational bottom line. Thus, the Company cannot be said to have substantially implemented a nondiscrimination policy.

#### ANALYSIS

##### The Proposal is not excludable as "substantially implemented."

The Company asserts that the Proposal may be omitted from the proxy pursuant to Rule 14a-8(i)(10) because it has "substantially implemented" the Proposal. In order for a Proposal to be "substantially implemented," the actions of the Company must compare favorably to the guidelines of the Proposal. *Texaco Inc.* (March 28, 1991).

##### The Company has not amended its EEO policy as requested by the Proposal.

The Proposal asks the Company to amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to

substantially implement the policy. The Company's EEO policy for the US states:

**It is the policy of Exxon Mobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements regardless of their race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran or other legally protected status.<sup>1</sup>**

Notably, this EEO policy was revised in 2011 to include specific reference to "genetic information" as among the criteria on the basis of which it is violation of company policy to discriminate. By contrast, ExxonMobil does not include "sexual orientation" or "gender identity" as among the protected criteria in its EEO policy, and the company also discriminates against same-sex partners (even including those in legal marriages) when it comes to provision of healthcare benefits—only providing such benefits to heterosexual partners, unless they were employees of Mobil accessing Mobil's benefits in this area prior to the merger with Exxon.

The Company's explanation for this distinction in its policy from its website is as follows:

**Domestic Partner Benefits - Why doesn't ExxonMobil provide domestic partner benefits?**

Our long-standing belief is that basing employee benefits on legally-recognized,

---

<sup>1</sup> The policy goes on to state that:

The Corporation administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

Managers and supervisors are responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problem area regarding equal employment opportunity.

In addition to providing equal employment opportunity, it is also the Corporation's policy to undertake special efforts to:

- develop and support educational programs and recruiting sources and practices that facilitate employment of minorities and women;
- develop and offer work arrangements that help to meet the needs of the diverse work force in balancing work and family obligations;
- establish company training and developmental efforts, practices, and programs that support diversity in the work force and enhance the representation of minorities and women throughout the Corporation;
- foster a work environment free from sexual, racial, or other harassment;
- make reasonable accommodations that enable qualified disabled individuals to perform the essential functions of their jobs;
- emphasize management responsibility in these matters at every level of the organization.

Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.

Individuals will not be subjected to harassment, intimidation, threats, coercion, discrimination, or retaliation for opposing any unlawful act or practice, or making a complaint, assisting or participating in an investigation or any other proceeding, or otherwise exercising any of the rights protected by this policy or any federal, state, or local EEO laws.

spousal relationships that are broadly recognized within the country is the only way our benefit plans can be applied in a fair, rational and consistent manner for our employees worldwide. Therefore, ExxonMobil is guided by the laws in the nearly 200 countries and territories where we operate. In countries such as the Netherlands and Canada, country laws require plan coverage for homosexual relationships, which is provided by the company. In the United States, our plans use a definition of "spouse" consistent with the use of that term under federal law, in order to achieve uniform plan application consistent with the plans being governed by federal law (the Employee Retirement Income Security Act or ERISA). This has the effect of limiting coverage to heterosexual couples.

**Domestic Partner Benefits - Are employees of Mobil prior to the ExxonMobil merger still eligible to claim domestic partner benefits?**  
ExxonMobil continues to provide domestic partner benefits for the domestic partners (and their eligible dependents) of employees and retirees who used at least one of Mobil's domestic partner benefits for their current domestic partner prior to the merger. Domestic partner benefits are not available to new or future domestic partners of employees, or to current domestic partners who had not used at least one of Mobil's domestic partner benefits prior to the time of the merger.

**EEO Policy & Sexual Orientation - Why doesn't ExxonMobil's anti-discrimination policy specifically mention sexual orientation?**

Our preference is to not delineate specific groups or characteristics beyond those required by law because we want our policies to be explicitly clear that discrimination or harassment on any basis is prohibited at ExxonMobil. The specific categories currently listed in our U.S. EEO statement (e.g., race, color, sex, etc.) are to comply with U.S. federal legal requirements.

ExxonMobil's policy on discrimination is clear and straightforward. Our all-inclusive global policies prohibit discrimination or harassment on any basis, including sexual orientation, in any company workplace anywhere in the world. These policies apply equally to employees, supervisors, contractors or anyone else in the company's employ, and we have established a comprehensive education, training, and stewardship program to ensure these policies are implemented and followed throughout our worldwide operations. Shareholder communications and media statements (which can be found on ExxonMobil's Internet site, [exxonmobil.com](http://exxonmobil.com)) also state that these policies prohibit harassment or discrimination on the basis of sexual orientation.

Thus, the Company has neither amended its EEO policy to include sexual orientation and gender identity discrimination, nor has it substantially implemented a prohibition on discrimination.

**Failure to amend the EEO policy directly in the foundational document of the Standards of Business Conduct cannot be rectified by publishing supplemental guidance on a website.**

As explained further below in this section of our letter, according to the Company's own documentation, the Standards of Business Conduct which contains its EEO policy (excerpts of the Standards of Conduct attached to this letter as Exhibit 1) are a foundational document, which is not amended by its own external guidelines or interpretations.

The Company asserts in its letter that "the fact that the policy against employment discrimination on the basis of sexual orientation and gender identity is evidenced in one document vs. another has no practical or legal consequence." Despite this assertion, it certainly has the practical effect of making this issue of less apparent priority than those that are expressly listed in the EEO statement; it also has the effect of making employees confused about whether or not the various protections provided in the EEO policy itself apply to the same degree to employees. Prior Staff precedents discussed below make it clear that adopting measures outside of formal amendment of an EEO policy does not fulfill the request of a proposal to amend the EEO policy itself. In the absence of amendment the EEO policy itself there is room for confusion as to the relative importance and legal status of categories of discrimination that are not named in that policy.

Items published on the Company's website on sexual orientation and gender identity may be ephemeral and may in practice have less legal effect. In its no action request letter, the Company asserts that materials outside of its formal EEO policy should be understood as having the same legal effect in securing the rights of employees as the EEO policy itself. The Company references sexual orientation and gender identity included in the "Employment Policies and Practices" web page. In its no-action petition, Exxon Mobil claims that putting sexual orientation and gender identity on the web site supersedes the non-specific language in Standards of Business Conduct.

But the terms of the Company's Standards of Business Conduct contradicts this assertion. In the introduction to its Standards of Business Conduct, the Company states that:

**The Board of Directors of the Corporation has adopted and oversees the administration of the Corporation's Standards of Business Conduct. The policies in the Standards of Business Conduct are the foundation policies of the Corporation. Wholly-owned and majority-owned subsidiaries of Exxon Mobil Corporation generally adopt policies similar to the Corporation's foundation policies. Thus, the Corporation's foundation policies collectively express the Corporation's expectations and define the basis for the worldwide conduct of the businesses of the Corporation and its majority-owned subsidiaries. [emphasis added]**

The introduction goes on to state that:

**The Corporation publishes from time to time guidelines with respect to selected policies. Those guidelines are interpretive and administrative and are not part of the**

**Standards of Business Conduct. [emphasis added]**

Even in the "Employment Policies and Practices" web page that contains the sexual orientation and gender identity language, the first lines are:

Our employment practices are governed by our Standards of Business Conduct, which support our commitment to equal employment opportunity, prohibit harassment and discrimination in the workplace, and are consistent with applicable laws and regulations of the countries in which we operate.

It is apparent from the Company's Standards of Business Conduct that webpages and guidelines may come and go, but the Standards of Business Conduct are at a different level, a foundational document. Actions short of amendment of the EEO policy are not equivalent of an amendment to the Standards, even within the company's own self-description. According to the Company's own standards, additional guidelines are "interpretive and administrative and are not part of the Standards of Business Conduct."

**Failure to amend an EEO policy in the face of the proposal has been found under Staff precedents to fall short of substantial implementation.**

The staff has at least twice previously addressed this issue at the Company. In *Exxon Mobil Corp.* (March 28, 2002) the shareholders' proposal for a written policy barring sexual orientation discrimination was not substantially implemented when the words "sexual orientation" were not included in Exxon's equal employment opportunity policy, although "sexual orientation" was discussed in training materials, including a question-and-answer that specifically stated that sexual orientation should be understood to be addressed by the EEO statement. At the time, the Company referenced its "Standards of Business Conduct" as it has in the present matter.

In its 2002 no action request, the Company made the same assertion is making in the present matter that the language in the US EEO statement is not a limitation of scope of its employment policy but only a reflection of various US legal requirements, and that reading the EEO statement in conjunction with the harassment statement and other nondiscrimination policies, and furthermore, records of other training programs and materials for employees, that the issue of sexual orientation should be read into the overall EEO policy. Nevertheless, the staff rejected the Company's assertion of substantial limitation, as it should do in the present matter. It was clear from the March 28, 2002 staff decision that anything short of amending the EEO policy itself would not constitute substantial implementation.

This decision followed *Exxon Mobil Corp.* (March 23, 2000) where the company stated that it was its opinion that the proponents proposal had been substantially implemented based on other statements of the company, such as the statement of the chairman that, "We have a policy to not discriminate against anybody for any reason, period." Notably, the proposal came after Exxon's merger with Mobil and the proposal noted that:

Prior to the merger Mobil explicitly barred sexual orientation discrimination;

Prior to the merger Mobil provided domestic partnership benefits, but post-merger these benefits will no longer be offered to ExxonMobil employees who did not acquire them from Mobil before the merger;

As a result of this action, the Company became, and has remained, the only US employer that has ever rescinded a nondiscrimination policy covering sexual orientation. Exxon Mobil is also the only Fortune 10 company with an equal opportunity policy that does not include sexual orientation, according to a 2011 report of proxy analyst Glass Lewis.

This situation flagged in the Proposal in 2000 remains in effect in 2012. The Company has never returned to the prior Mobil practice of providing domestic partnership benefits to its employees regardless of sexual orientation, which has from the time of the merger been the best evidence available that the company is not "substantially" practicing nondiscrimination when it comes to the allocation of benefits.

As the proponent wrote in *Emerson Electric Company* (October 20, 2004) the requested change to the EEO policy itself, even if other materials reference "sexual orientation," is needed to avoid any potential confusion or uncertainty that might arise from the perceived difference between other materials and the EEO policy. In *Emerson Electric* the company had made a similar assertion to the current assertions of Exxon Mobil, referencing "official" policies on discrimination communicated through supervisory training programs and employee ethics training programs outside of its formal EEO policy. The proponents had argued that the EEO policy itself would need to be changed with the words "sexual orientation" to avoid any potential confusion or uncertainty that might arise from the perceived difference between employee training materials and the EEO policy. The staff rejected the company's assertion that those policies were equivalent to amending the EEO policy. This followed a long line of similar staff decisions. In 2000, Staff denied the company no-action relief with regard to a virtually identical proposal (*Emerson Electric*, August 24, 2000). Staff ruled that a discussion of "sexual orientation" in a slide presentation at the Company's annual Human Resource conference did not constitute substantial implementation of the proposal requesting a written policy barring sexual orientation discrimination. *General Electric* (February 2, 1999)(shareholders' proposal for a written equal employment opportunity policy barring sexual orientation discrimination was not rendered moot when GE's policy failed to mention sexual orientation, except in a Q&A appendix.)

Partial implementation of proposals to amend the EEO policy to address sexual orientation and gender identity have also been found insufficient to be substantial implementation. In *Armor Holdings* (January 31, 2007) the proposal was found not to be substantially implemented because the EEO policy in question addressed sexual orientation but did not address gender identity, and did not follow the principles referenced in the resolution. *Aquila Inc.* (January 11, 2006) the proposal was found not to be substantially implemented because even though the EEO policy addressed sexual orientation and gender identity, the EEO policy did not follow the principles referenced in the resolution.

In contrast to Exxon Mobil, the majority of other Fortune 500 companies have explicitly included sexual orientation in their EEO statements, and in many instances, gender identity as well. Because the Company has not even included sexual orientation, it makes the Company an "outlier" among Fortune 500 companies, according to proxy analyst Glass Lewis.

The Company's letter describes various policies to communicate nondiscrimination on sexual orientation and gender identity, and to support gay, lesbian bisexual and transgendered employees. However, the Company stops short of nondiscrimination because in the most important test case, same-sex partner healthcare benefits, the Company hides behind federal law in determining that it will "uniformly" deny such benefits and thereby discriminate against same-sex partners in the several states which otherwise legally entitle those persons to such benefits. Indeed, the Company makes an arbitrary and hard to defend distinction among its employees, allowing same-sex partner benefits to premerger employees of Mobil while denying such benefits to new and future employees. Thus, the choice of the Company to in practice discriminate against same-sex partners is clear and contradicts the notion of nondiscrimination.

The Company also makes the assertion that its official EEO policy is only amended where required by federal law. However the majority of Fortune 500 companies have voluntarily amended their EEO policies to explicitly bar discrimination based on sexual orientation and a significant percentage have also amended their policies to include explicit protections against discrimination based on gender identity.

The Company asserts that it is in the same position as *Commercial Metals Company* (November 5, 2009) where substantial implementation was granted and that the Company's position is distinguishable from *Chesapeake Energy Corporation* (March 30, 2009) where substantial implementation was denied. However, in the *Commercial Metals Company* example, the Company had in fact modified its Equal Opportunity Policy statement as requested by the proponent, while in the present case it has not. (In *Commercial Metals* the company acceded to the policy change subsequent to the submission of the resolution, and therefore the proponent did not contest the no action request). In the *Chesapeake Energy* example the discussion was about the extent of actual amendment of the EEO policy. *Chesapeake Energy* had at least amended its EEO policy, but had done so incompletely. In the present matter, by contrast, the Company has not even amended its EEO policy, but has instead declined to do so, and has demonstrated an intention to apply its policy in many states on a discriminatory basis under color of federal law.

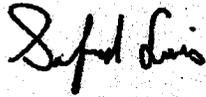
#### CONCLUSION

As demonstrated above, the Proposal is not excludable Rule 14a-8(i)(10). Therefore, we request the Staff to inform the Company that the SEC proxy rules require denial of the Company's no-action request. In the event that the Staff should decide to concur with the Company, we respectfully request an opportunity to confer with the staff.

Please call me at (413) 549-7333 with respect to any questions or if the Staff wishes any further information.

**Exxon Mobil Proposal regarding amendment of EEO policy  
Proponents' Response – February 23, 2012  
Page 9**

Sincerely,



**Sanford Lewis  
Attorney at Law**

**cc: Patrick Doherty and Jenika Conboy, Office of Comptroller, NY State  
James E. Parsons, Exxon Mobil**

**Exxon Mobil Proposal regarding amendment of EEO policy  
Proponents' Response – February 23, 2012  
Page 10**

**Exhibit 1  
Excerpts of Exxon Mobil's  
Standards of Business Conduct**

# **STANDARDS OF BUSINESS CONDUCT**

**ExonMobil**

November 2011

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## INTRODUCTION

**T**he high quality of the directors, officers, and employees of Exxon Mobil Corporation is the Corporation's greatest strength. The resourcefulness, professionalism, and dedication of those directors, officers, and employees make the Corporation competitive in the short term and well positioned for ongoing success in the long term.

The Corporation's directors, officers, and employees are responsible for developing, approving, and implementing plans and actions designed to achieve corporate objectives. The methods we employ to attain results are as important as the results themselves. The Corporation's directors, officers, and employees are expected to observe the highest standards of integrity in the conduct of the Corporation's business.

The Board of Directors of the Corporation has adopted and oversees the administration of the Corporation's *Standards of Business Conduct*. The policies in the *Standards of Business Conduct* are the foundation policies of the Corporation. Wholly-owned and majority-owned subsidiaries of Exxon Mobil Corporation generally adopt policies similar to the Corporation's foundation policies. Thus, the Corporation's foundation policies collectively express the Corporation's expectations and define the basis for the worldwide conduct of the businesses of the Corporation and its majority-owned subsidiaries.

The directors, officers, and employees of Exxon Mobil Corporation are expected to review these foundation policies periodically and apply them to all of their work. The Corporation publishes from time to time guidelines with respect to selected policies. Those guidelines are interpretive and administrative and are not part of the *Standards of Business Conduct*. Any employee who has questions concerning any aspect of these policies should not hesitate to seek answers from management or the other sources indicated in the section below called "Procedures and Open Door Communication."

No one in the ExxonMobil organization has the authority to make exceptions or grant waivers with respect to the foundation policies. Regardless of how much difficulty we encounter or pressure we face in performing our jobs, no situation can justify the willful violation of these policies. Our reputation as a corporate citizen depends on our understanding of and compliance with these policies.

Rex W. Tillerson  
Chairman  
November 2011

## **EQUAL EMPLOYMENT OPPORTUNITY POLICY**

**I**t is the policy of Exxon Mobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements. The Corporation administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

**Managers and supervisors are responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problem area regarding equal employment opportunity.**

**In addition to providing equal employment opportunity, it is also the Corporation's policy to undertake special efforts to:**

- develop and support educational programs and recruiting sources and practices that facilitate employment of minorities and women;**
- develop and offer work arrangements that help to meet the needs of the diverse work force in balancing work and family obligations;**
- establish company training and developmental efforts, practices, and programs that support diversity in the work force and enhance the representation of minorities and women throughout the Corporation;**
- foster a work environment free from sexual, racial, or other harassment;**
- make reasonable accommodations that enable qualified disabled individuals to perform the essential functions of their jobs;**
- emphasize management responsibility in these matters at every level of the organization.**

**Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.**

**Individuals will not be subjected to harassment, intimidation, discrimination, or retaliation for exercising any of the rights protected by this policy and the various EEO statutes.**

## **EQUAL EMPLOYMENT OPPORTUNITY POLICY (modified for application in the United States)**

**I**t is the policy of Exxon Mobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements regardless of their race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran or other legally protected status. The Corporation administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

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Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.

Individuals will not be subjected to harassment, intimidation, threats, coercion, discrimination, or retaliation for opposing any unlawful act or practice, or making a complaint, assisting or participating in an investigation or any other proceeding, or otherwise exercising any of the rights protected by this policy or any federal, state, or local EEO laws.

## **HARASSMENT IN THE WORKPLACE POLICY**

**I**t is the policy of Exxon Mobil Corporation to prohibit any form of harassment in any company workplace. The objective of this policy is to provide a work environment that fosters mutual employee respect and working relationships free of harassment. The Corporation specifically prohibits any form of harassment by or toward employees, contractors, suppliers, or customers.

Under the Corporation's policy, harassment is any inappropriate conduct which has the purpose or effect of:

- creating an intimidating, hostile, or offensive work environment;
- unreasonably interfering with an individual's work performance; or
- affecting an individual's employment opportunity.

Harassment will not be tolerated. Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory materials, statements, or remarks. All employees, including supervisors and managers, will be subject to disciplinary action up to and including termination for any act of harassment.

Individuals who believe they have been subjected to harassment should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts. All complaints will be promptly and thoroughly investigated.

Employees or supervisors who observe or become aware of harassment should immediately advise their supervisors, higher management, or their designated Human Resources Department contacts. No employee should assume that the Corporation is aware of a problem. All complaints and concerns should be brought to management's or the Human Resources Department's attention so that appropriate corrective steps can be taken.

No retaliation will be taken against any employee because he or she reports a problem concerning possible acts of harassment. Employees can raise concerns and make reports without fear of reprisal. Questions about what constitutes harassing behavior should be directed to the employee's supervisor or Human Resources Department contact.

## **HARASSMENT IN THE WORKPLACE POLICY**

**(modified for application in the United States)**

**I**t is the policy of Exxon Mobil Corporation to prohibit any form of harassment in any company workplace. The policy prohibits unlawful harassment based on race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran or other protected status, as well as any other form of harassment, even if the harassing conduct is lawful. The objective of this policy is to provide a work environment that fosters mutual employee respect and working relationships free of harassment. The Corporation specifically prohibits any form of harassment by or toward employees, contractors, suppliers, or customers.

Under the Corporation's policy, harassment is any inappropriate conduct, which has the purpose or effect of:

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**James E. Parsons**  
Coordinator  
Corporate Securities & Finance

**ExxonMobil**

January 20, 2012

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

RECEIVED  
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OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE

RE: Securities Exchange Act of 1934 -- Section 14(a); Rule 14a-8  
Omission of shareholder proposal regarding amendment of EEO policy

Gentlemen and Ladies:

Enclosed as Exhibit 1 are copies of correspondence between the Comptroller of the State of New York, as Trustee of the New York State Common Retirement Fund, and Exxon Mobil Corporation regarding a shareholder proposal for ExxonMobil's upcoming annual meeting. Also included are copies of correspondence with a number of co-filers. We intend to omit the proposal from our proxy material for the meeting for the reasons explained below and request the staff's concurrence that it will not recommend enforcement action. To the extent this letter raises legal issues, it is my opinion as counsel for ExxonMobil.

**Proposal has been substantially implemented.**

*A. Background.*

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 12598 (July 7, 1976) (the "1976 Release"). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were "'fully' effected" by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the "previous formalistic application of [the Rule] defeated its purpose" because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the "1983 Release"). Therefore, in 1983, the Commission adopted a revision to the rule to permit the

omission of proposals that had been "substantially implemented." 1983 Release. The 1998 amendments to the proxy rules reaffirmed this position, further reinforcing that a company need not implement a proposal in exactly the manner set forth by the proponent. See Exchange Act Release No. 40018 at n.30 and accompanying text (May 21, 1998).

Applying this standard, the Staff has noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (avail. Mar. 28, 1991). In other words, substantial implementation under Rule 14a-8(i)(10) requires a company's actions to have satisfactorily addressed both the proposal's underlying concerns and its essential objective. See, e.g., *Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Companies, Inc.* (avail. Jan. 17, 2007); *ConAgra Foods, Inc.* (avail. Jul. 3, 2006); *Johnson & Johnson* (avail. Feb. 17, 2006); *Talbots Inc.* (avail. Apr. 5, 2002); *Masco Corp.* (avail. Mar. 29, 1999). Differences between a company's actions and a shareholder proposal are permitted so long as the company's actions satisfactorily address the proposal's essential objective. See, e.g., *Hewlett-Packard Co.* (avail. Dec. 11, 2007) (proposal requesting that the board permit shareholders to call special meetings was substantially implemented by a proposed bylaw amendment to permit shareholders to call a special meeting unless the board determined that the specific business to be addressed had been addressed recently or would soon be addressed at an annual meeting); *Johnson & Johnson* (avail. Feb. 17, 2006) (proposal that requested the company to confirm the legitimacy of all current and future U.S. employees was substantially implemented because the company had verified the legitimacy of 91% of its domestic workforce). Further, when a company can demonstrate that it has already taken actions to address each element of a shareholder proposal, the Staff has concurred that the proposal has been "substantially implemented." See, e.g., *Exxon Mobil Corp.* (avail. Jan. 24, 2001); *The Gap, Inc.* (avail. Mar. 8, 1996).

#### *B. Analysis.*

The text of the proposal is as follows:

***RESOLVED: The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.***

Substantially the same shareholder proposal has been a recurring item of business at ExxonMobil's annual meeting for many years. Votes cast in favor of the proposal have declined in recent years, from a high of 39.6% in 2008 to 19.9% at last year's annual meeting. We believe this voting trend reflects growing understanding on the part of our shareholders that ExxonMobil's employment policies in fact already conform to the proposal's request.

We have previously submitted several unsuccessful no-action requests to the staff on the basis of substantial implementation of this proposal under Rule 14a-8(i)(10). See *Exxon Corporation* (available March 9, 1999); *Exxon Mobil Corporation* (available March 23, 2000); and *Exxon Mobil Corporation* (available March 28, 2002). However, given changes in our policy documents since the last such request, we believe it is timely to revisit the subject and to request the staff's concurrence with our omission of the proposal at this time.

Specifically, the Employment Policies and Practices page on ExxonMobil's internet site now specifically states that our zero-tolerance policy against any form of employment discrimination covers both sexual orientation and gender identity:

**Policies against discrimination**

Any form of discrimination by or toward employees, contractors, suppliers, and customers in any ExxonMobil workplace is strictly prohibited. Our global, zero-tolerance policy applies to all forms of discrimination, including discrimination based on sexual orientation and gender identity.

[http://www.exxonmobil.com/Corporate/careers\\_emplpolicies.aspx](http://www.exxonmobil.com/Corporate/careers_emplpolicies.aspx)

This language legally supersedes and amends the more general language contained in our base Standards of Business Conduct booklet (a copy of which is posted here: <http://www.exxonmobil.com/Corporate/files/corporate/sbc.pdf>), which the proponent has previously felt was not specific enough on the issues of sexual orientation and gender identity.

The fact that ExxonMobil's express policy against employment discrimination on the basis of sexual orientation and gender identity is evidenced in one document vs. another has no practical or legal consequence and should not affect the conclusion that ExxonMobil has substantially implemented the proposal. To be clear, in my opinion the statement of our employment policy specifically referencing sexual orientation and gender identity set forth on ExxonMobil's internet employment policy page gives employees and potential employees precisely the same legal standing and access to rights and remedies – including the internal enforcement remedies available for violations of ExxonMobil policy, up to and including termination of the offending employee – as would be the case if these categories were instead referenced in the Standards of Business Conduct booklet.

In addition to having enacted a written non-discrimination employment policy that expressly prohibits discrimination on the basis of sexual orientation and gender identity, ExxonMobil has substantially implemented that policy. First, the policy is broadly and publicly communicated, both through the Employment Policies and Practices internet site and in our annual Corporate Citizenship Report (excerpt from most recent report included as Exhibit 2). The policy is also implemented through specific modules included in our employee training materials (excerpts included as Exhibit 3). ExxonMobil also officially endorses and sponsors an employee network to support gay, lesbian, bisexual and transgendered employees, the mission of which is to encourage awareness and understanding of diversity and inclusion issues around sexual orientation, gender identity and gender expression in the workplace (intranet homepage included as Exhibit 4).

When a company has already acted favorably on an issue addressed in a shareholder proposal, Rule 14a-8(i)(10) provides that the company is not required to ask its shareholders to vote on that same issue. In light of the steps we have taken to adopt and implement an express written employment policy against discrimination on the basis of sexual orientation and gender

identity, ExxonMobil is in the same position as the company in *Commercial Metals Company* (available November 5, 2009) (proposal to amend employment policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy could be excluded under rule 14a-8(i)(10) since company policies had been modified to specifically prohibit discrimination on those grounds and the revised policies had been communicated and covered in training materials). ExxonMobil's situation is distinguishable from the facts in *Chesapeake Energy Corporation* (available March 30, 2009), in which the company's broad antidiscrimination policy specifically referenced sexual orientation but did not specifically reference gender identity. As previously shown, ExxonMobil's policies now specifically reference both categories.

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.

This letter and enclosures are being submitted to the staff with a copy to the proponent and to each co-filer.

Sincerely,



James Earl Parsons

JEP/jep  
Enclosures

cc-w/enc:

Patrick Doherty  
State of New York  
Office of the State Comptroller  
633 Third Avenue 31<sup>st</sup> Floor  
New York, NY 10017

Co-Filers:

Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC  
711 Atlantic Ave.  
Boston, MA 02111

**U.S. Securities and Exchange Commission**

**January 20, 2012**

**Page 5**

**Timothy Brennan  
Treasurer and Chief Financial Officer  
Unitarian Universalist Association of Congregations  
20 Beacon Street  
Boston, MA 02108**

**Barbara Heisler  
Executive Director  
Funding Exchange  
666 Broadway, Suite 500  
New York, NY 10012**

**Seth Kirby  
Chair, Shareholder Advocacy Committee  
The Pride Foundation  
1122 East Pike Street PMB 1001  
Seattle, WA 98122**

RECEIVED  
DEC 6 2011  
S.M. DERKACZ

State of New York  
OFFICE OF THE STATE COMPTROLLER

Patrick Doherty  
Director - Corporate Governance  
633 Third Avenue - 31<sup>st</sup> Floor  
New York, NY 10017

Tel- (212) 681-4823  
Fax- (212) 681-4468

To: David Rosen

SHAREHOLDER PROPOSAL

Phone Number: 972-444-1157

DEC 6 2011

Fax Number: 972-444-1505

NO. OF SHARES: \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Date: 12/5/11

Pages to follow: 4

Message: \_\_\_\_\_

\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



THOMAS P. DINAPOLI  
STATE COMPTROLLER

STATE OF NEW YORK  
OFFICE OF THE STATE COMPTROLLER

PENSION INVESTMENTS  
& CASH MANAGEMENT  
633 Third Avenue-31<sup>st</sup> Floor  
New York, NY 10017  
Tel: (212) 681-4489  
Fax: (212) 681-4468

December 7, 2010

Mr. David S. Rosenthal  
Vice President – Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

RECEIVED  
DEC 6 2011  
S.M. DERKACZ

Dear Mr. Rosenthal:

The Comptroller of the State of New York, The Honorable Thomas P. DiNapoli, is the sole Trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Employees' Retirement System and the New York State Police and Fire Retirement System. The Comptroller has authorized me to inform ExxonMobil Corporation of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank, verifying the Fund's ownership, continually for over a year, of 16,354,959 ExxonMobil Corporation shares, will follow. The Fund intends to continue to hold at least \$2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should the board decide to endorse its provisions as company policy, we will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact me at (212) 681-4823 should you have any further questions on this matter.

Very truly yours,

Patrick Doherty  
pd/jm  
Enclosures

**SEXUAL ORIENTATION NON-DISCRIMINATION POLICY- 2012**

**Whereas:** ExxonMobil does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;

Over 89% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 95% of Fortune 100 companies, according to the Human Rights Campaign. Nearly 70% of the Fortune 100 and 43% of the Fortune 500 now prohibit discrimination based on gender identity or expression;

We believe that corporations that prohibit discrimination on the basis of sexual orientation and gender identity have a competitive advantage in recruiting and retaining employees from the widest talent pool;

According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;

Twenty-one states, the District of Columbia and more than 160 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;

Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for gay and lesbian employees;

Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;

National public opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals; for example, in a Gallup poll conducted in May 2009, 89% of respondents favored equal opportunity in employment for gays and lesbians;

**Resolved:** The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.

**Supporting Statement:** Employment discrimination on the basis of sexual orientation and gender identity diminishes employee morale and productivity. Because state and

local laws are inconsistent with respect to employment discrimination, our company would benefit from a consistent, corporate wide policy to enhance efforts to prevent discrimination, resolve complaints internally, and ensure a respectful and supportive atmosphere for all employees. ExxonMobil will enhance its competitive edge by joining the growing ranks of companies guaranteeing equal opportunity for all employees.

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, Texas 75039

**Robert A. Luetigen**  
Assistant Secretary

December 7, 2011

**ExxonMobil**

**VIA UPS – OVERNIGHT DELIVERY**

**Mr. Patrick Doherty**  
State of New York  
Office of the State Comptroller  
633 Third Avenue 31<sup>st</sup> Floor  
New York, NY 10017

Dear Mr. Doherty:

This will acknowledge receipt of the proposal concerning an amendment of EEO policy, which you have submitted on behalf of the New York State Common Retirement Fund (the "Proponent") in connection with ExxonMobil's 2012 annual meeting of shareholders. However, as noted in your letter, proof of share ownership was not included with your submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Proponent does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b)(2)(i), sufficient proof may be in the form of a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (December 5, 2011), the Proponent continuously held the requisite number of ExxonMobil shares for at least one year.

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.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

Mr. Patrick Doherty  
Page 2

The Proponent can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that, as of the date the proposal was submitted, the Proponent continuously held the requisite number of ExxonMobil shares for at least one year.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that, as of the date the proposal was submitted, the Proponent continuously held the requisite number of ExxonMobil shares for at least one year. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Alternatively, if the Proponent 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 the Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, the Proponent can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to [proxy@exxonmobil.com](mailto:proxy@exxonmobil.com).

Mr. Patrick Doherty  
Page 3

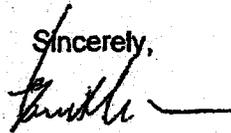
You should note that, if the proposal is not withdrawn or excluded, the Proponent or his representative, who is qualified under New Jersey law to present the proposal on the Proponent's behalf, must attend the annual meeting in person to present the proposal. Under New Jersey law, only shareholders or their duly constituted proxies are entitled as a matter of right to attend the meeting.

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 act as your proxy at the annual meeting. To be a valid proxy entitled to attend the annual meeting, your representative must have the authority to vote your shares at the 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 proxy documentation 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 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and any co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

We are interested in continuing our discussion on this proposal and will contact you in the near future.

Sincerely,  


RAL/ljg

Enclosures

**Attachments omitted for scanning purposes only.**

proof (OK)

Exxon Mobil

SHAREHOLDER PROPOSAL

DEC 13 2011

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LKB: JEP: DGH: SMD

State of New York  
OFFICE OF THE STATE COMPTROLLER

Patrick Doherty  
Director - Corporate Governance  
633 Third Avenue - 31<sup>st</sup> Floor  
New York, NY 10017

Tel- (212) 681-4823  
Fax- (212) 681-4468

To: David Baron M&I

Phone Number: 972-444-1157

Fax Number: 972-444-1505

Date: 12/13/11

Pages to follow: 2

Message: JP Morgan Holdings  
certification attached

**J.P.Morgan**

Wayne Lewis-Hutchinson  
Vice President  
Client Service  
Worldwide Securities Services

December 9, 2011

Robert A. Luetgen  
Assistant Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

Dear Mr. Luetgen,

This letter is in response to a request by The Honorable Thomas P. DiNapoli, New York State Comptroller as sole Trustee of the New York State Common Retirement Fund, regarding confirmation from J.P. Morgan Chase, that the New York State Common Retirement Fund has been a beneficial owner of Exxon Mobil Corporation continuously for at least one year as of December 5, 2011.

Please note, that J.P. Morgan Chase, as custodian and a member of the Depository Trust Company (DTC), for the New York State Common Retirement Fund, held a total of 17,099,413 shares of common stock as of December 5, 2011 and continues to hold shares in the company. The value of the ownership had a market value of at least \$2,000.00 for at least twelve months prior to said date.

If there are any questions, please contact me or Miriam Awad at (212) 623-8481.

Regards,



Wayne Lewis-Hutchinson

cc: Patrick Doherty - NYSCRF  
Gianna McCarthy - NYSCRF  
Elaine Reilly - NYSCRF  
George Wong - NYSCRF

**SHAREHOLDER PROPOSAL**

**DEC 13 2011**

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December 14, 2011

David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039-2298

**SHAREHOLDER PROPOSAL**

**DEC 15 2011**

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
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Dear Mr. Rosenthal:

Trillium Asset Management Corp. ("Trillium") is an investment firm based in Boston specializing in socially responsible asset management. We currently manage approximately \$900 million for institutional and individual clients.

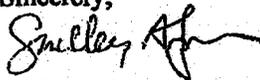
I am hereby authorized to notify you of our intention to file the enclosed shareholder resolution with Exxon Mobil Corporation on behalf of our client Louise B. Rice. Trillium submits this shareholder proposal for inclusion in the 2012 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Louise B. Rice holds more than \$2,000 of Exxon Mobil Corporation common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2012 annual meeting. We will forward verification of the position separately. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

*We would welcome discussion with Exxon Mobil Corporation about the contents of our proposal.*

Please direct any communications to me at (617) 292-8026 ext. 248; Trillium Asset Management, 711 Atlantic Ave., Boston, MA 02111; or via email at [salpern@trilliuminvest.com](mailto:salpern@trilliuminvest.com).

*We would appreciate receiving a confirmation of receipt of this letter via email.*

Sincerely,



Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Rex W. Tillerson, Chairman, Chief Executive Officer, President

Enclosures

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2809  
T: 617-423-6655 F: 617-482-6179  
800-548-5684

**DURHAM**

553 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 919-688-1265 F: 919-688-1451  
800-853-1311

**SAN FRANCISCO BAY**

100 Larkspur Landing Circle, Suite 105  
Larkspur, California 94939-1741  
T: 415-925-0105 F: 415-925-0108  
800-933-4806



SHAREHOLDER PROPOSAL

DEC 15 2011

SEXUAL ORIENTATION NON-DISCRIMINATION POLICY

NO. OF SHARES  
DISTRIB. AREA: DSR: RME: PAL:  
LKB: JEP: DGM: SMD

**Whereas:** ExxonMobil does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;

Over 89% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 95% of Fortune 100 companies, according to the Human Rights Campaign. Nearly 70% of the Fortune 100 and 43% of the Fortune 500 now prohibit discrimination based on gender identity or expression;

We believe that corporations that prohibit discrimination on the basis of sexual orientation and gender identity have a competitive advantage in recruiting and retaining employees from the widest talent pool;

According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;

Twenty-one states, the District of Columbia and more than 160 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;

Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for gay and lesbian employees;

Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;

National public opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals; for example, in a Gallup poll conducted in May 2009, 89% of respondents favored equal opportunity in employment for gays and lesbians;

**Resolved:** The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.

**Supporting Statement:** Employment discrimination on the basis of sexual orientation and gender identity diminishes employee morale and productivity. Because state and

**SHAREHOLDER PROPOSAL**

local laws are inconsistent with respect to employment discrimination, our company would benefit from a consistent, corporate wide policy to enhance efforts to prevent discrimination, resolve complaints internally, and ensure a respectful and supportive atmosphere for all employees. ExxonMobil will enhance its competitive position by joining the growing ranks of companies guaranteeing equal opportunity for all employees.

DEC 15 2011

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VIA E-MAIL [david.g.henry@exxonmobil.com](mailto:david.g.henry@exxonmobil.com)

**SHAREHOLDER PROPOSAL**

**DEC 15 2011**

Mr. David G. Henry  
Section Head, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
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Dear Mr. Henry:

Regarding the proposal concerning sexual orientation non-discrimination policy, which I have co-filed on behalf of Louise Rice for the 2012 Exxon Mobil Corporation Annual Meeting of Shareholders, I designate New York State Common Retirement Fund as the lead filer to act on my behalf for all purposes in connection with this proposal. The lead filer is specifically authorized to engage in discussions with the company concerning the proposal and to agree on modifications or a withdrawal of the proposal on my behalf. In addition, I authorize Exxon Mobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Sincerely,

Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management LLC  
711 Atlantic Avenue  
Boston, MA 02111  
617-292-8026, x 248

[www.trilliuminvest.com](http://www.trilliuminvest.com)

**! SHAREHOLDER PROPOSAL**

**Gilbert, Jeanine**

**From:** Henry, David G  
**Sent:** Thursday, December 15, 2011 10:45 AM  
**To:** Gilbert, Jeanine  
**Subject:** FW: Shareholder resolutions  
**Attachments:** Letter to David G. Henry, Shareholder Relations LGBT.docx; Letter to David G. Henry, Shareholder Relationsoil sands.docx

**NO. OF Sh**  
**DISTRIBUTION:** LKH: RAL: KAL:  
LKB: JEP: DGH: SMD

I believe 2 co-filers

**From:** Tauby Warriner [mailto:TWarriner@trilliuminvest.com]  
**Sent:** Thursday, December 15, 2011 10:43 AM  
**To:** Henry, David G  
**Cc:** Shelley Alpern  
**Subject:** Shareholder resolutions

Dear Mr. Henry,

My colleague, Shelley Alpern, asked me to send you the attached letters in connection with two shareholder resolutions that our company filed yesterday on behalf of two of our clients. Please let me know if you need any additional information.

Thank you.

Tauby Warriner  
Trillium Asset Management, LLC  
711 Atlantic Avenue  
Boston, MA 02111-2809  
617 423 6655

**IMPORTANT NOTICE:** Please see the company website for a full disclaimer: <http://trilliuminvest.com/emaildisclaimer/>

 Please consider the environment before printing this e-mail.

VIA E-MAIL [david.g.henry@exxonmobil.com](mailto:david.g.henry@exxonmobil.com)

SHAREHOLDER PROPOSAL

DEC 15 2011

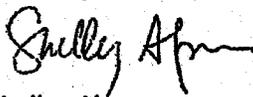
NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RM: PUL:  
LKB: JEP: DGH: SJD

Mr. David G. Henry  
Section Head, Shareholder Relations  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039

Dear Mr. Henry:

Regarding the proposal concerning sexual orientation non-discrimination policy, which I have co-filed on behalf of Louise Rice for the 2012 Exxon Mobil Corporation Annual Meeting of Shareholders, I designate New York State Common Retirement Fund as the lead filer to act on my behalf for all purposes in connection with this proposal. The lead filer is specifically authorized to engage in discussions with the company concerning the proposal and to agree on modifications or a withdrawal of the proposal on my behalf. In addition, I authorize Exxon Mobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Sincerely,



Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management LLC  
711 Atlantic Avenue  
Boston, MA 02111  
617-292-8026, x 248

[www.trilliuminvest.com](http://www.trilliuminvest.com)

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039

**ExxonMobil**

December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Ms. Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC  
711 Atlantic Ave.  
Boston, MA 02111

Dear Ms. Alpern:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Ms. Louise B. Rice (the "Co-filer") the proposal previously submitted by the New York State Common Retirement Fund concerning an amendment of EEO policy in connection with ExxonMobil's 2012 annual meeting of shareholders. However, as noted in your letter, *proof of share ownership was not included with your submission.*

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a Co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Co-filer does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b)(2)(i), sufficient proof may be in the form of a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (December 14, 2011), the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer must also include its own written statement that the Co-filer intends to continue to hold the securities through the date of the 2012 annual meeting.

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.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements, because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the Co-filer's broker or bank confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Alternatively, if the Co-filer 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 the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, the Co-filer can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

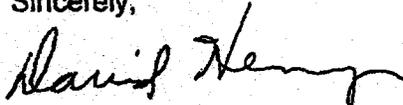
Ms. Shelley Alpern  
Page 3

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to [proxv@exxonmobil.com](mailto:proxv@exxonmobil.com).

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,



David G. Henry  
Supervisor, Shareholder Relations

DGH/ljg

Enclosures

c: Mr. Patrick Doherty

**Attachments omitted for scanning purposes only.**

December 28, 2011

Via FedEx

David S. Rosenthal  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039-2298

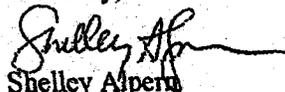
Re: Request for verification

Dear Mr. Rosenthal:

Per your request and in accordance with the SEC Rules, please find the attached authorization letter from Louise Rice as well as the letter from Charles Schwab Advisor Services verifying Louise Rice's ownership of the position.

Please contact me if you have any questions at (617) 292-8026 ext. 248; Trillium Asset Management LLC, 711 Atlantic Ave., Boston, MA 02111; or via email at [salpern@trilliuminvest.com](mailto:salpern@trilliuminvest.com).

Sincerely,



Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC

Cc: Rex W. Tillerson, Chairman, Chief Executive Officer, President

Enclosures

**SHAREHOLDER PROPOSAL**

**DEC 29 2011**

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

**BOSTON**

711 Atlantic Avenue  
Boston, Massachusetts 02111-2809  
T: 617-423-6655 F: 617-482-6179  
800-548-5684

**DURHAM**

953 West Main Street, Second Floor  
Durham, North Carolina 27701-3215  
T: 919-688-1265 F: 919-688-1451  
800-853-1311

**SAN FRANCISCO BAY**

100 Lakeside Landing Circle, Suite 105  
Larkspur, California 94939-1741  
T: 415-925-0105 F: 415-925-0108  
800-933-4806



*charles* SCHWAB  
ADVISOR SERVICES

1958 Summit Park Dr. Orlando, FL 32810

December 27, 2011

Re: Louise Rice / ~~Stock~~ CMB Memorandum M-07-16 \*\*\*

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 298 shares of common stock Exxon Mobil Corporation. These 298 shares have been held in this account continuously for one year prior to December 14, 2011.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab and Company.

This letter serves as confirmation that the shares are held by Charles Schwab & Co, Inc.

Sincerely,

*Darrell Pass*

Darrell Pass  
Director

SHAREHOLDER PROPOSAL

DEC 29 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: IEP: DGH: SMD

December 15, 2011

Shelley Alpern  
Director of Shareholder Advocacy  
Trillium Asset Management, LLC.  
711 Atlantic Avenue  
Boston, MA 02111

Fax: 617 482 6179

Dear Ms. Alpern:

I hereby authorize Trillium Asset Management Corporation to file a shareholder resolution on my behalf at Exxon Mobil Corporation.

I am the beneficial owner of more than \$2,000 worth of common stock in Exxon Mobil Corporation that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2012.

I specifically give Trillium Asset Management Corporation full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder resolution. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,



Louise B. Rice  
c/o Trillium Asset Management Corporation  
711 Atlantic Avenue, Boston, MA 02111

SHAREHOLDER PROPOSAL

DEC 29 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD



UNITARIAN UNIVERSALIST  
ASSOCIATION OF CONGREGATIONS

SHAREHOLDER PROPOSAL

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

OVERNIGHT MAIL AND FAX (972-444-1505)

December 14, 2011

Mr. David S. Rosenthal  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Timothy Brennan  
Treasurer and  
Chief Financial Officer

25 Beacon Street  
Boston  
Massachusetts 02108  
USA  
617 948 4305 *tel*  
617 367 3237 *fax*

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

Dear Mr. Rosenthal:

The Unitarian Universalist Association of Congregations ("UUA"), holder of 87 shares in Exxon Mobil Corporation ("Company"), is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the Company amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity. We are joining with the New York State Common Retirement Fund (NYSCRF) in filing this resolution. Mr. Patrick Doherty represents NYSCRF which is the primary filer.

This resolution is submitted by the Unitarian Universalist Association of Congregations, which is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$135 million, the earnings of which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the value of our investments.

We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting. We have held at least \$2,000 in market value of the company's common stock for more than one year as of the filing date and will continue to hold at least the requisite number of shares for filing proxy resolutions through the stockholders' meeting.

*Affirming the Worth and Dignity of All People*

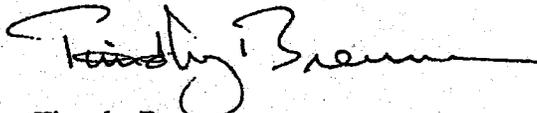
SHAREHOLDER PROPOSAL

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Verification that we are beneficial owners of 87 shares of Exxon Mobil Corporation is provided. If you have questions or wish to discuss the proposal, you may contact me by phone (617-948-4305) or email at [tbrennan@uua.org](mailto:tbrennan@uua.org).

Yours very truly,



Timothy Brennan  
Treasurer and Chief Financial Officer

Enclosure: Shareholder resolution to prohibit discrimination based on sexual orientation and gender identity

CC: Patrick Doherty

SHAREHOLDER PROPOSAL

DEC 15 2011

SEXUAL ORIENTATION NON-DISCRIMINATION POLICY

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
KB: JEP: DGH: SMD

**Whereas:** ExxonMobil Corporation ("ExxonMobil") does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;

Over 84% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 93% of Fortune 100 companies, according to the Human Rights Campaign; over 34% now prohibit discrimination based on gender identity;

We believe that corporations that prohibit discrimination on the basis of sexual orientation and gender identity have a competitive advantage in recruiting and retaining employees from the widest talent pool;

According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;

Twenty states, the District of Columbia and more than 180 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;

Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for gay and lesbian employees;

Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;

National public opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals; for example, in a Gallup poll conducted in May 2009, 89% of respondents favored equal opportunity in employment for gays and lesbians;

**Resolved:** The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.

**Supporting Statement:** Employment discrimination on the basis of sexual orientation and gender identity diminishes employee morale and productivity. Because state and

SHAREHOLDER PROPOSAL

DEC 15 2011

local laws are inconsistent with respect to employment discrimination, our company would benefit from a consistent, corporate wide policy to enhance efforts to prevent discrimination, resolve complaints internally, and ensure a respectful and safe atmosphere for all employees. ExxonMobil will enhance its competitive edge by joining the growing ranks of companies guaranteeing equal opportunity for all employees.

NO OP SHARES  
SUPPORTION: DSR: RME: RAL:  
JEP: DGH: SMD



**STATE STREET.**

State Street Corporation  
Wealth Manager Services  
801 Pennsylvania  
Kansas City, MO 64105

**SHAREHOLDER PROPOSAL**

**DEC 15 2011**

**NO. OF SHARES**  
**DISTRIBUTION: DSR: FME: RAL:**  
**LRB: JEP: DGH: SMD**

12/14/2011

To Whom It May Concern:

As of December 14, 2011, State Street Bank has held 87 shares of EXXON MOBIL CORP, in account number OMB Memorandum. The shares have been held in custody for more than one year and are thus eligible to file a shareholder proposal. The Unitarian Universalist Association is the beneficial owner of these shares. State Street's DTC participant number is 2319.

Please contact me if you have any questions or require further information

Thank you,

Kevin Day  
Client Service, Officer  
State Street Corporation  
Wealth Manager Services  
816-871-9410

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039

**ExxonMobil**

December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Mr. Timothy Brennan  
Treasurer and Chief Financial Officer  
Unitarian Universalist Association of Congregations  
25 Beacon Street  
Boston, MA 02108

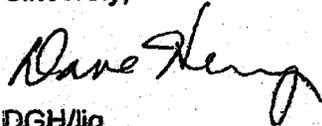
Dear Mr. Brennan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Unitarian Universalist Association of Congregations (the "Co-filer") the proposal previously submitted by the New York State Common Retirement Fund concerning an amendment of EEO policy in connection with ExxonMobil's 2012 annual meeting of shareholders. By copy of a letter from State Street, share ownership has been verified.

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and any co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,



DGH/ljg

c: Mr. Patrick Doherty



UNITARIAN UNIVERSALIST  
ASSOCIATION OF CONGREGATIONS

SENT BY FAX (972-444-1505)

SHAREHOLDER PROPOSAL

December 22, 2011

DEC 23 2011

Investor Relations  
Attn: Dave Henry  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

Timothy Brennan  
Treasurer and  
Chief Financial Officer

Re: Shareholder resolution filed by the New York State Common Retirement Fund

25 Beacon Street  
Boston  
Massachusetts 02108  
USA

Dear Mr. Henry:

617 948 4305 tel  
617 367 3237 fax

This is in response to your letter of December 20, 2011. As stated in my letter of December 14, 2011, the Unitarian Universalist Association is a co-filer of the shareholder resolution addressing the Exxon's equal employment opportunity policy. The lead filer of the resolution is the New York State Common Retirement Fund (NYSCRF). It was our intent in co-filing to delegate to NYSCRF clear authority to act on behalf of the UUA in all respects. I apologize if that was not clear in our letter.

www.uua.org

As stated in my original letter, I can be reached by phone at 617-948-4305 or email at [tbrennan@uua.org](mailto:tbrennan@uua.org). In the same spirit, it would be useful if you would provide full contact information for yourself, including email, voice number and fax number.

Yours very truly,

Timothy Brennan  
Treasurer and Chief Financial Officer

CC: Patrick Doherty



UNITARIAN UNIVERSALIST  
ASSOCIATION OF CONGREGATIONS

SHAREHOLDER PROPOSAL

DEC 29 2011

SENT BY FAX (972-444-1505)

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

December 22, 2011

Timothy Brennan  
Treasurer and  
Chief Financial Officer

Investor Relations  
Attn: Dave Henry  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

25 Beacon Street  
Boston  
Massachusetts 02108  
USA

617 948 4305 w  
617 367 3237 fax

www.uua.org

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Yours very truly,

Timothy Brennan  
Treasurer and Chief Financial Officer

CC: Patrick Doherty

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039

SHAREHOLDER PROPOSAL

**ExxonMobil** <sup>DEF</sup> 29 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DS4: RME: RAL:  
LKR: IFP: DSH: SMD

December 20, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Mr. Timothy Brennan  
Treasurer and Chief Financial Officer  
Unitarian Universalist Association of Congregations  
25 Beacon Street  
Boston, MA 02108

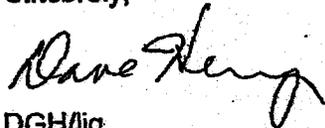
Dear Mr. Brennan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Unitarian Universalist Association of Congregations (the "Co-filer") the proposal previously submitted by the New York State Common Retirement Fund concerning an amendment of EEO policy in connection with ExxonMobil's 2012 annual meeting of shareholders. By copy of a letter from State Street, share ownership has been verified.

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

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Sincerely,



DGH/ljg

c: Mr. Patrick Doherty

2/



Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039

**ExxonMobil**

December 23, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Ms. Barbara Heisler  
Executive Director  
Funding Exchange  
666 Broadway, Suite 500  
New York, NY 10012

Dear Ms. Heisler:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Funding Exchange (the "Co-filer") the proposal previously submitted by the NY State Common Retirement Fund concerning an amendment of EEO policy in connection with ExxonMobil's 2012 annual meeting of shareholders. However, as noted in your letter, proof of share ownership was not included with your submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a Co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Co-filer does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof that these eligibility requirements are met.

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Ms. Barbara Heisler

Page 2

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.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

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Alternatively, if the Co-filer 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 the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, the Co-filer can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

Ms. Barbara Heisler  
Page 3

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to proxy@exxonmobil.com.

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

Note that under Staff Legal Bulletin No. 14F, the SEC will now distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and co-filers to include an email contact address on any additional correspondence, to ensure timely communication in the event the proposal is subject to a no-action request.

Sincerely,



David G. Henry  
Supervisor, Shareholder Relations

DGH/ig

Enclosures

c: Mr. Patrick Doherty  
Mr. Timothy Smith

**Attachments omitted for scanning purposes only.**



# Funding Exchange

Change, Not Charity.

666 Broadway, Suite #500  
New York, NY 10012  
212-529-5300  
Fax: 212-982-9272  
E-mail: [fx@exxon.com](mailto:fx@exxon.com)  
<http://www.fx.org>

### MEMBERSHIP

- Appalachian Community Fund  
Knoxville, TN
- Broad and Ross Community Fund  
Philadelphia, PA
- Chook Fund  
Denver, CO
- Crescenta Fund  
Chicago, IL
- Fund for Susan Barbara  
Santa Barbara, CA
- Fund for Southern Communities  
Atlanta, GA
- Haymarket People's Fund  
Boston, MA
- Headwaters Fund  
Minneapolis, MN
- Liberty Hill Population  
Los Angeles, CA
- The People's Fund  
Honolulu, HI
- McKenzie River Gathering  
Foundation  
Portland/Vegreville, OR
- North Star Fund  
New York, NY
- Three Rivers Community Fund  
Pittsburgh, PA
- Vanguard Public Foundation  
San Francisco, CA
- Wisconsin Community Fund  
Madison/Milwaukee, WI

### NATIONAL GRANTS PROGRAMS

- Disemp-Advised Funds
- OUT Fund for  
Lesbian and Gay Liberation
- Paul Robeson Fund for  
Independent Media
- Square Fund

December 14, 2011

Mr. David Rosenthal  
Corporate Secretary  
Exxon Mobil Corp.  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Rosenthal:

The Funding Exchange holds 100 shares of Exxon Mobil Corp. stock. The Funding Exchange is a network of regionally-based community foundations that currently makes grants each year for projects related to social and economic justice. We believe that companies with a commitment to customers, employees, communities and the environment will prosper long-term. Among our top social objectives is the assurance that our companies are doing all that they can do to be more transparent with regards to non-discrimination in the workplace.

Therefore we are co-filing the enclosed resolution with the New York State Common Retirement Fund as the lead filer for inclusion in the 2012 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. The Funding Exchange is the beneficial owner of over \$2,000 worth of Exxon Mobil stock, as defined in Rule 13d-3 of the Securities Exchange Act of 1934. We have been a continuous shareholder for more than one year. We will continue to be an investor of at least \$2,000 market value of the required number of shares through the 2012 stockholder meeting. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules. We will be pleased to provide additional proof of ownership from our sub-custodian, a DTC participant, upon request.

Please copy correspondence both to myself and to Timothy Smith at Walden Asset Management our investment manager. (617-726-7155 or [tsmith@bostontrust.com](mailto:tsmith@bostontrust.com)). We hereby deputize New York State Common Retirement Funds to act on our behalf in withdrawing this resolution.

Thank you.

Sincerely,  
  
Barbara Heister  
Executive Director

## SHAREHOLDER PROPOSAL

DEC 14 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RNE: RAL:  
LKB: JEP: DGM: SMD

**SHAREHOLDER PROPOSAL**

**DEC 14 2011**

**NO. OF SHARES \_\_\_\_\_**  
**DISTRIBUTION: DSR: RME: RAL:**  
**LKB: JEP: DGH: SMD**

**SEXUAL ORIENTATION NON-DISCRIMINATION POLICY - 2011**

**Whereas: ExxonMobil does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;**

**Over 89% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 95% of Fortune 100 companies, according to the Human Rights Campaign. Nearly 70% of the Fortune 100 and 43% of the Fortune 500 now prohibit discrimination based on gender identity or expression;**

**We believe that corporations that prohibit discrimination on the basis of sexual orientation and gender identity have a competitive advantage in recruiting and retaining employees from the widest talent pool;**

**According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;**

**Twenty-one states, the District of Columbia and more than 160 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;**

**Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for gay and lesbian employees;**

**Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;**

**National public opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals; for example, in a Gallup poll conducted in May 2009, 89% of respondents favored equal opportunity in employment for gays and lesbians;**

**Resolved: The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.**

**Supporting Statement: Employment discrimination on the basis of sexual orientation and gender identity diminishes employee morale and productivity. Because state and**

**SHAREHOLDER PROPOSAL**

**DEC 14 2011**

local laws are inconsistent with respect to employment discrimination, our company  
would benefit from a consistent, corporate wide policy to enhance efforts to prevent  
discrimination, resolve complaints internally, and ensure a respectful and supportive  
atmosphere for all employees. ExxonMobil will enhance its competitive edge by joining  
the growing ranks of companies guaranteeing equal opportunity for all employees.

NO. OF SHARES  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD



Boston Trust & Investment  
Management Company

**SHAREHOLDER PROPOSAL**

DEC 14 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

December 14, 2011

To Whom It May Concern:

Boston Trust & Investment Management Company, a state chartered bank under the Commonwealth of Massachusetts, and insured by the FDIC, manages assets and acts as custodian for the Funding Exchange through its Walden Asset Management division.

We are writing to verify that our client Funding Exchange currently owns 100 shares of Exxon Mobil Corporation (Cusip #30231G102). These shares are held in the name of Cede & Co. under the custodianship of Boston Trust and reported as such to the SEC via the quarterly filing by Boston Trust of Form 13F.

We confirm that Funding Exchange has continuously owned and has beneficial ownership of at least \$2,000 in market value of the voting securities of Exxon Mobil Corporation 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. Additional documentation confirming ownership from our sub-custodian who are DTC participants will be provided upon request.

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

Should you require further information, please contact Timothy Smith at 617-726-7155 or [tsmith@bostontrust.com](mailto:tsmith@bostontrust.com) directly.

Sincerely,

Timothy Smith  
Senior Vice President  
Boston Trust & Investment Management Company  
Walden Asset Management



1122 East Pike Street PMB 1001  
Seattle, Washington 98122  
Phone 206.323.3318 or 800.735.7287  
Fax 206.323.1017  
Email [info@pridefoundation.org](mailto:info@pridefoundation.org)  
Web [www.pridefoundation.org](http://www.pridefoundation.org)

December 14, 2011

Mr. David Rosenthal  
Corporate Secretary  
Exxon Mobil Corp.  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

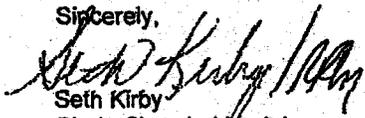
Dear Mr. Rosenthal:

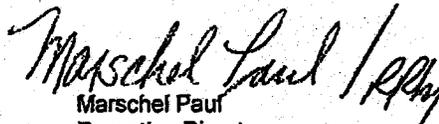
The Pride Foundation holds 5,000 shares of Exxon Mobil stock. The Pride Foundation connects, inspires and strengthens the Pacific Northwest Lesbian, Gay, Bisexual and Transgender (LGBT) community in pursuit of equality. We accomplish this in rural and urban areas by awarding grants and scholarships and cultivating leaders.

We are filing the enclosed shareholder proposal as a co-filer with New York State Common Retirement Funds as the primary filer for inclusion in the 2012 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. The Pride Foundation is the beneficial owner of \$2,000 worth of Exxon Mobil stock, as defined in Rule 13d-3 of the Securities Exchange Act of 1934. We have been a continuous shareholder for more than one year and verification of ownership is enclosed. We will continue to hold at least \$2,000 worth of Exxon Mobil stock through the stockholder meeting. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules. We will provide additional proof of ownership from our sub-custodian, a DTC participant upon request.

Please copy correspondence to both myself and to Tim Smith at Walden Asset Management at 617-726-7155 or [tsmith@bostontrust.com](mailto:tsmith@bostontrust.com) as Walden is our investment manager. We hereby deputize New York State Common Retirement Funds to act on our behalf in withdrawing this resolution.

Sincerely,

  
Seth Kirby  
Chair, Shareholder Advocacy Committee

  
Marschel Paul  
Executive Director

SHAREHOLDER PROPOSAL

DEC 15 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

*Giving Together. Building Community.*

## SHAREHOLDER PROPOSAL

DEC 15 2011

### SEXUAL ORIENTATION NON-DISCRIMINATION POLICY OF SHARES

DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

**Whereas:** ExxonMobil does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;

Over 89% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 95% of Fortune 100 companies, according to the Human Rights Campaign. Nearly 70% of the Fortune 100 and 43% of the Fortune 500 now prohibit discrimination based on gender identity or expression;

We believe that corporations that prohibit discrimination on the basis of sexual orientation and gender identity have a competitive advantage in recruiting and retaining employees from the widest talent pool;

According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;

Twenty-one states, the District of Columbia and more than 160 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;

Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting *business with companies that do not guarantee equal treatment for gay and lesbian employees*;

Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;

National public opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians and bisexuals; for example, in a Gallup poll conducted in May 2009, 89% of respondents favored equal opportunity in employment for gays and lesbians;

**Resolved:** The Shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity and to substantially implement the policy.

**Supporting Statement:** Employment discrimination on the basis of sexual orientation and gender identity diminishes employee morale and productivity. Because state and

SHAREHOLDER PROPOSAL

DEC 15 2011

local laws are inconsistent with respect to employment discrimination, ~~two companies~~  
would benefit from a consistent, corporate wide policy to enhance efforts to eliminate  
discrimination, resolve complaints internally, and ensure a respectful and supportive  
atmosphere for all employees. ExxonMobil will enhance its competitive edge by joining  
the growing ranks of companies guaranteeing equal opportunity for all employees.



Boston Trust & Investment  
Management Company

SHAREHOLDER PROPOSAL

DEC 15 2011

December 14, 2011

NO. OF SHARES \_\_\_\_\_  
DISTRIBUTION: DSR: RME: RAL:  
LKB: JEP: DGH: SMD

To Whom It May Concern:

Boston Trust & Investment Management Company, a state chartered bank under the Commonwealth of Massachusetts, and insured by the FDIC, manages assets and acts as custodian for the **Pride Foundation** through its Walden Asset Management division.

We are writing to verify that our client **Pride Foundation** currently owns 5,000 shares of **Exxon Mobil Corporation** (Cusip #30231G102). These shares are held in the name of Cede & Co. under the custodianship of Boston Trust and reported as such to the SEC via the quarterly filing by Boston Trust of Form 13F.

We confirm that **Pride Foundation** has continuously owned and has beneficial ownership of at least \$2,000 in market value of the voting securities of **Exxon Mobil Corporation** 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. Additional documentation confirming ownership from our sub-custodian who are DTC participants will be provided upon request.

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

Should you require further information, please contact Timothy Smith at 617-726-7155 or [tsmith@bostontrust.com](mailto:tsmith@bostontrust.com) directly.

Sincerely,

Timothy Smith  
Senior Vice President  
Boston Trust & Investment Management Company  
Walden Asset Management



Exxon Mobil Corporation  
Investor Relations  
5959 Las Collinas Boulevard  
Irving, Texas 75039

**ExxonMobil**

December 23, 2011

**VIA UPS – OVERNIGHT DELIVERY**

Mr. Seth Kirby  
Chair, Shareholder Advocacy Committee  
The Pride Foundation  
1122 East Pike Street PMB 1001  
Seattle, WA 98122

Dear Mr. Kirby:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Pride Foundation (the "Co-filer") the proposal previously submitted by the NY State Common Retirement Fund concerning an amendment of EEO policy in connection with ExxonMobil's 2012 annual meeting of shareholders. However, as noted in your letter, proof of share ownership was not included with your submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a Co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Co-filer does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof that these eligibility requirements are met.

As explained in Rule 14a-8(b)(2)(i), sufficient proof may be in the form of a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that, as of the date the proposal was submitted (December 14, 2011), the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer must also include its own written statement that the Co-filer intends to continue to hold the securities through the date of the 2012 annual meeting.

Mr. Seth Kirby  
Page 2

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.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that, as of the date the proposal was submitted, the Co-filer continuously held the requisite number of ExxonMobil shares for at least one year. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements, because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the Co-filer's broker or bank confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Alternatively, if the Co-filer 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 *the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins*, the Co-filer can demonstrate eligibility to submit a shareholder proposal in accordance with Rule 14a-8(b)(ii) by providing a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

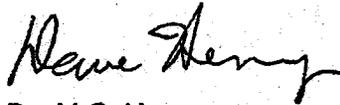
Mr. Seth Kirby  
Page 3

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-1505, or by email to proxy@exxonmobil.com.

In light of the SEC staff legal bulletin 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this proposal.

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Sincerely,



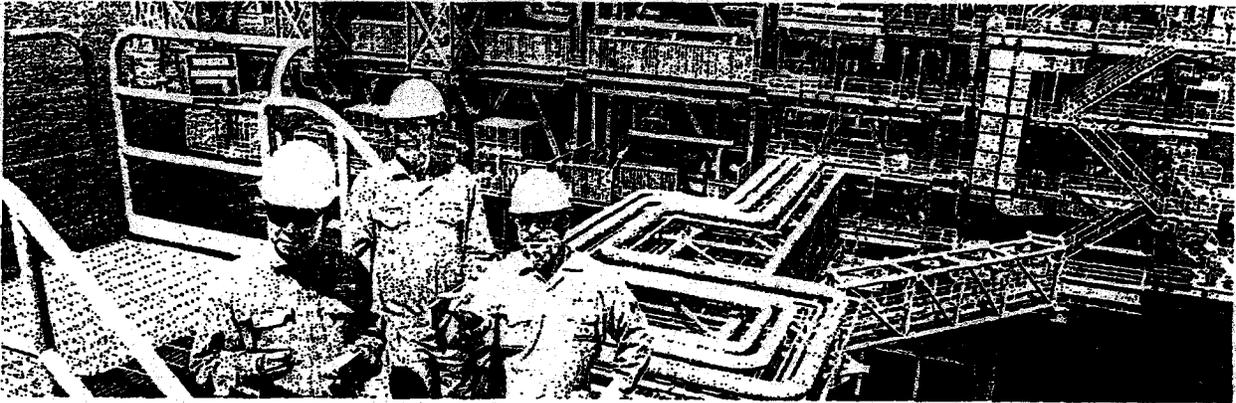
David G. Henry  
Supervisor, Shareholder Relations

DGH/ljg

Enclosures

c: Mr. Pat Doherty  
Mr. Timothy Smith

**Attachments omitted for scanning purposes only.**



**Employee health**

A healthy workforce benefits our business and the broader community. At ExxonMobil, we provide programs and services to help our employees live healthier lives.

Our *Workplace Control Program* comprehensively combats hazards through awareness, hazard identification, preventive maintenance, and safety design and treatment. We track health issues and conduct occupational health studies in high-hazard work environments. In 2010, 19 on-site cases were reported out of the thousands of non-occupational workers located by our safety, health and

our workplace *HIV/AIDS* program. *Top AIDS* cases of high-mortality infection were reduced to community-based baseline prevalence levels. We also provide occupational health services to our workers on their own time and at their own expense. Occupational health services are available to our workers on their own time and at their own expense. HIV status is not a factor in determining an employee's ability to work.

**Employment policies**

Our employment practices are governed by our *Standards of Business Conduct*, which support our commitment to equal employment opportunity, prohibit harassment and discrimination in the workplace, and are consistent with applicable laws and regulations of the countries in which we operate.

Any form of discrimination by or toward employees, contractors, suppliers, and customers in any ExxonMobil workplace is strictly prohibited. Our global, zero-tolerance policy applies to all forms of discrimination, including discrimination based on sexual orientation and gender identity. All employees are subject to disciplinary action up to, and including, termination for any act of harassment.

**Diversity**

Our *Global Workforce Diversity Framework* is intended to attract, develop, and retain a premier workforce; actively foster a work environment where individual and cultural differences are respected and valued; and identify and develop leadership capabilities of employees to perform effectively in a variety of environments.

Currently, women account for about 28 percent of our worldwide workforce, excluding company-operated retail stores. In 2010, 40 percent of management and professional new hires were women, significantly higher than the percentage of women in our broader employee population. Approximately 14 percent of executive employees worldwide are women, compared to 13 percent in 2009.

Based on U.S. Equal Employment Opportunity Commission reporting, minorities comprised approximately one-third of our U.S. workforce and about 21 percent of officials and managers in 2010.

**A culture of safety**

To be fully effective and to drive sustained safety performance improvements, we proactively develop a safety culture grounded in leadership at every level of the organization.

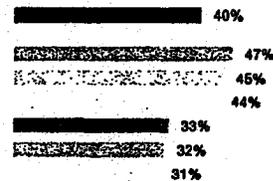


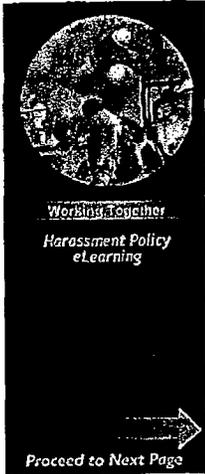
**Djeklamber Mbainde**  
Contracted pipelitter, Chad  
The day's appointed safety observer

*Each morning, the supervisor designates a new safety observer. Today, it was me so I had the job of leading the morning toolbox safety meeting. This morning, we talked about personal protective equipment needed for today's work, expected hazards, and then we did a "step back 5x5." That's a procedure where we all talk about hazards and what to do about them before beginning a task. Then I watched closely all day. I guard the safety of my friends. While they concentrate on work, I concentrate on their safety. I have the power to stop the work if I see something happening where I can help. Even though my job is pipelitter, we all learn all the time about safety, how we can keep ourselves and our team members safe.*

**2010 Percent Female Management and Professional New Hires by Geographic Region**

■ Worldwide total ■ Asia Pacific ■ Latin America  
■ Europe ■ United States  
■ North America (excluding United States)  
■ Africa/Middle East

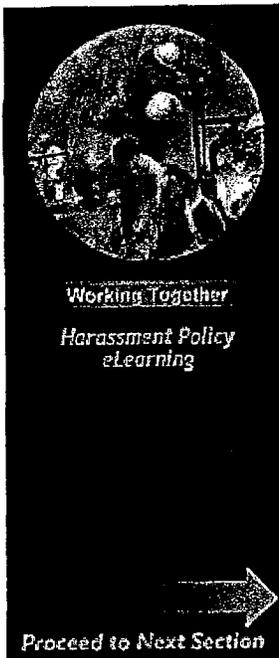




## Recognizing Harassment

### Taunting Based On Perceived Sexual Orientation:

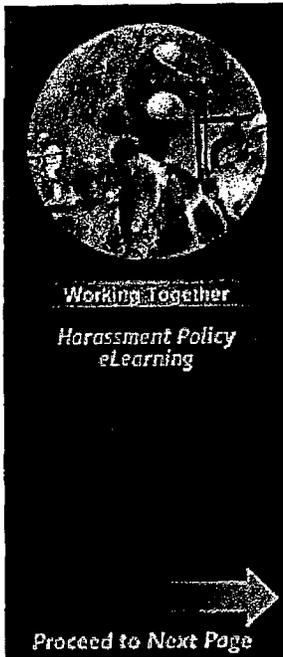
In Betty's work group, her co-workers' idea of sport is to speculate about her sexual orientation. Male co-workers frequently use innuendoes, double entendres, sexual epithets and explicit sexual references in commenting on her sexual orientation. Betty is offended and disturbed by their behavior. She hates coming to work but values her job and the security it provides for her. Betty is reluctant to complain because she believes it would only exacerbate the taunting and that her co-workers would find subtle ways to retaliate against her and make her work life more difficult.



# Recognizing Harassment

## Taunting Based On Perceived Sexual Orientation: (continued)

Betty's co-workers have violated our harassment policy by creating a hostile work environment through their actions. Their taunting and teasing have embarrassed and angered Betty, destroyed her enthusiasm for her job and restricted her ability to concentrate on her work. Degrading jokes, comments, or innuendoes related to any aspect of an individual's characteristics, including actual or perceived sexual orientation, create a hostile and offensive work environment and are prohibited by our policy.



## Questions and Answers

20. Does ExxonMobil's *Equal Employment Opportunity* (EEO) policy also prohibit discrimination based on sexual orientation?

Yes. Discrimination based on sexual orientation or other non-work-related individual characteristics not specifically listed in the *EEO* policy, is prohibited. ExxonMobil administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

**ExxonMobil**

Taking on the world's toughest energy challenges.

**PRIDE**

## Mission

The People for Respect, Inclusion, and Diversity of Employees (PRIDE) exists to support gay, lesbian, bisexual, transgendered employees and our allies, and to encourage awareness and understanding of diversity and inclusion issues around sexual orientation, gender identity and gender expression in the workplace.



### Links

- Diversity Network
- Clinton PRIDE

Contact List

## Vision

PRIDE will create programs and events, and will pursue other opportunities in order to:

- Further our mission and core objectives (as examples: mentoring, coaching, and networking events and activities)
- Enhance the personal and professional development of

**PRIDE members.**

- **Further the business objectives of ExxonMobil.**