



DIVISION OF
CORPORATION FINANCE

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

March 22, 2016

Louis L. Goldberg
Davis Polk & Wardwell LLP
louis.goldberg@davispolk.com

Re: Exxon Mobil Corporation
Incoming letter dated January 21, 2016

Dear Mr. Goldberg:

This is in response to your letters dated January 21, 2016 and February 29, 2016 concerning the shareholder proposal submitted to ExxonMobil by the Sisters of St. Dominic of Caldwell, New Jersey and other co-filers. We also have received letters on the proponents' behalf dated February 23, 2016 and March 21, 2016. 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,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Paul M. Neuhauser
pmneuhauser@aol.com

March 22, 2016

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Exxon Mobil Corporation
Incoming letter dated January 21, 2016

The proposal requests that the board adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the company to support the goal of limiting warming to less than 2°C.

We are unable to concur in your view that ExxonMobil may exclude the proposal under rule 14a-8(i)(3). We are unable to conclude that the proposal is so inherently vague or indefinite that neither the shareholders voting on the proposal, nor the company in implementing the proposal, would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. Accordingly, we do not believe that ExxonMobil may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

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 the company'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).

Sincerely,

Justin A. Kisner
Attorney-Adviser

**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 matter 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 shareholders 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.



Tri-State Coalition

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March 21, 2016

Securities & Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Attn: Matt McNair, Esq.
Special Counsel
Division of Corporation Finance

Via email to shareholderproposals@sec.gov

Re: Shareholder Proposal submitted to Exxon Mobil Corporation

Dear Sir/Madam:

The Sisters of St. Dominic of Caldwell, N.J. and Proponents of the shareholder proposal submitted to Exxon Mobil would like to submit supplemental materials for your consideration in response to Exxon Mobil's letter dated February 29, 2016 sent in response to Proponent's letter dated February 23, 2016 sent in response to Exxon Mobil's No Action letter dated January 21, 2016 sent to the Securities and Exchange Commission (the "SEC") in which Exxon Mobil contends that the Proponents' shareholder proposal may be excluded from the Company's year 2016 proxy statement by virtue of Rules 14a-8(i)(3) and 14a-8(i)(10). The Proponents of this proposal include the American Baptist Home Mission Societies, the Presbyterian Church (U.S.A.), the Oneida Tribe of Indians Trust Fund, the Unitarian Universalist Association, the Unitarian Universalist Service Committee, the Benedictine Sisters of Boeme, Texas, the Benedictine Sisters of Virginia, Inc., the Benedictine Sisters of Baltimore, Christian Brothers Investment Services, Inc., the Congregation of St. Joseph, Dignity Health, the Sisters of St. Dominic of Blauvelt, N.Y., the Dominican Sisters of Hope, the Dominican Sisters of Springfield, Illinois, the (Glenmary) Home Missioners of America, the Maryknoll Sisters of St. Dominic, the Provident Trust, the School Sisters of Notre Dame (Central Pacific Provencé), the School Sisters of Notre Dame Cooperative Investment Fund, the Sinsinawa Dominicans, the Amityville Dominican Sisters, the Society of the Holy Child Jesus, the Sisters of St. Joseph of Chestnut Hill, the Northwest Women Religious Investment Trust (the Sisters of St. Joseph of Peace), the Sisters of St. Francis (Academy of Our lady of Lourdes), the Sisters of the Holy Names of Jesus and Mary (Le Congregation des Soeurs des Saints Noms de Jesus et de Marie), the Sisters of Charity



of St. Elizabeth, the Sisters of St. Francis of Philadelphia, the Ursuline Provincialate of the Eastern Province United States, Inc. (Ursulines of the Roman Union, Eastern Province), Trinity Health, the Ursuline Sisters of Tildonk, US Province and the Sisters of the Humility of Mary (hereinafter referred to jointly as the "Proponents"), each of which is the beneficial owner of shares of common stock of Exxon Mobil Corporation (hereinafter referred to either as "Exxon" or the "Company"), and who have jointly submitted a shareholder proposal to Exxon.

While the Proponents believe the February 23rd letter sufficiently addresses the arguments raised in Exxon Mobil's No Action Letter, we would like to include additional information to support a finding that the Proponents' shareholder proposal must be included in Exxon's year 2016 proxy statement and that it is not excludable by virtue of either of the cited rules.

1. The meaning of 2°C in the specific context of global climate change policy is not vague.

As the SEC has found in other instances, including in the decision related to AES (*AES Corporation*, January 19, 2016), 2°C in the context of global climate change policy is not vague. Related to AES, the SEC found that a Proposal requesting a Company publish an assessment of the long-term impacts on the Company's portfolio of public policies and technological advances that are consistent with limiting global warming to no more than two degrees Celsius over pre-industrial levels is not vague. This proposal referenced the assessment that would be needed to understand the impact of 2°C in the specific context of global climate change policy. Similarly, this Proposal is asking the Company to incorporate the 2°C goal, but in this case it is related to the adoption of a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels. The two Proposals ask the Company to set policies or undertake a review related to the same global climate change policy. Proponents therefore do not think the meaning of 2°C should be found to be vague in this instance.

Leaving aside this precedent, the Company's arguments for why the meaning of 2°C is vague do not stand up. The Company's primary argument is that because there are numerous pathways to achieving the goal of limiting warming to 2°C, with multiple potential scenarios varying in different relevant factors, that the meaning of 2°C itself is vague. This argument erroneously conflates the meaning of 2°C with the *pathways* to reach 2°C. The 2°C limit is not defined by the pathway (or pathways) to reach it; instead, it is an objective measurement of the global climate system. The Proponents therefore contend that 2°C is not vague; instead it is the Company's arguments that are vague, conflating pathways and scenarios with the inherent "meaning" or "definition" 2°C.

Just because there are multiple pathways does not mean that the 2°C limit is itself vague or difficult to define. In a system as complex as the global economy and global climate, it is patently obvious that literally millions of potential pathways exist to limit warming to 2°C, based on the many factors cited by the Company. Yet none of these pathways changes what 2°C is; indeed, the opposite is the case. These pathways are defined by reference to 2°C, not the other

way around. 2°C is the constant by which all other variables must be defined. The fact that multiple pathways exist to limit warming to 2°C is a mundane fact that is both irrelevant to the meaning of 2°C and implementation of the resolution. The mere fact that the variables can be defined in myriad ways does not change the 2°C limit in any way, nor do these pathways define the 2°C limit or make such a limit vague.

2. “Support the goal of limiting warming to less than 2 degrees C” is not vague

The Proponents do not define the form that support of the goal of limiting warming to 2°C should take precisely because a variety of paths to achieve this goal may be taken and the primary request of the Proposal is to support the merit of the goal itself. The pathway to meet the goal will depend on what is determined to be the appropriate path forward, and Management is best positioned to situate the Company to respond to such a pathway. The fact that the Proponents do not require a specific pathway does not make the goal or support of the goal in and of itself inherently vague. A policy to support 2°C as a goal is not the same as asking for shareholders to vote on one particular pathway to reach 2°C; shareholders do not need to define how to reach the target to be able to vote on the importance of the target for the Company.

The Proposal does not require determining which projections to use to determine the pathway to 2°C, but instead asks the company to make a commitment to support the overall goal.

As part of its argument, the Company presents a discussion of the Paris Agreement which is inaccurate, incomplete and misguided. Two points to begin: The Resolved Clause does not ask for the Company to support the Paris Agreement nor does the supporting statement suggest that such support would suffice as satisfying the Resolved Clause and thus the discussion is irrelevant to the broader question of whether 2°C is vague. Second, the Company itself has publicly supported the Paris Agreement broadly speaking, long before the original No Action Letter, in a blog post: “As leaders gather in Paris this month for the United Nations summit designed to address climate change, ExxonMobil offers its support and encouragement to governments in their efforts to reach an effective and clear international agreement to manage climate change risks.” The above two points should render the Company’s discussion on this point moot, but for argument’s sake, it is worth explaining why the Company’s characterization of the Paris Agreement is incomplete, inaccurate and misguided.

In the Paris Agreement, 197 countries agreed to a framework to limit warming to 2°C or less. This framework included a mechanism to revisit and “ratchet up” country commitments every five years. The fact that the current national commitments will not enable the world to meet the goals outlined in the Paris agreement do not make the Paris Agreement and the goal of limiting warming to 2°C contained in the Agreement inconsistent or vague. The Agreement contemplated and created a process through which countries will make increasingly stringent commitments to more closely align with 2°C. The national commitments (INDCs) do not

represent the substance of the Paris Agreement and are not a substitute for the Agreement itself and the goal of limiting warming to less than 2°C. This argument by the Company is not valid.

Further, the Company argues that the Paris Agreement is inconsistent in that it at separate points calls for a target of “well below” 2°C, at other points for simply “below” 2°C, and at others for a target of limiting warming to 1.5°C. While it is true that these formulations are inconsistent, this is not an inconsistency which would impact the resolution in any way, as all three of these permutations would satisfy a policy that acknowledges “the imperative to limit global average temperature increases to 2°C.” If the Paris Agreement at any point suggested a target above 2°C, this would indeed be problematic, but the Agreement does not do so.

Finally, the Proponents would like to dispense with the Company’s argument that because the Proponents ask the Company to both “support a goal” and “adopt certain policies” the meaning of “support” is vague. To set the record straight, the Proposal requests that the Company “adopt a policy” which “includes committing the Company to support the goal of limiting warming to less than 2°C.” Nowhere does the Proposal suggest that adopting a policy and supporting a goal are the same, and thus that “support” would be vague; indeed, the opposite is the case. The Proponents specifically laid out the “support the goal” language because this is not synonymous with adopting a policy. The Company could very conceivably adopt a policy that acknowledges “the imperative to limit global average temperature increases to 2°C above pre-industrial levels,” as the resolution requests, without *supporting* said goal. The distinction is thus: meaningful implementation of the policy in line with the Proponent’s request would require supporting the goal acknowledged in the policy. The Proponents can indeed keep straight the meaning of “support” within the context of the Proposal: support the goal of limiting warming to 2°C, as part of a policy that acknowledges the imperative of limiting warming to 2°C. Only the Company seems confused by the fact that adopting a policy is not the same as supporting a goal.

3. The Proponent’s request has not been substantially implemented

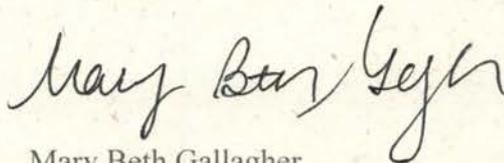
Exxon Mobil’s argument that it has substantially implemented the request has no merit. The Company has not met the essential objective of the proposal: Exxon Mobil has not adopted a policy “acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels.” This is the ask of the resolution, and it has not been met. The actions referenced in the Company’s No Action letter are not the same or equivalent to what the proposal asks for.

The Resolved Clause of the Proposal does not state the objective as recognizing the need to mitigate the potential adverse impacts of climate change, as the No Action letter suggests. It instead calls for a policy and a commitment specifically linked to 2 degrees that also recognizes the moral imperative to mitigate the worst impacts to poor and vulnerable communities. This has not been implemented. Exxon Mobil has no policy to address 2 degrees or support 2 degrees.

and neither the Outlook for Energy, nor the Energy and Carbon – Managing Risks, nor Corporate Citizenship Report include such a policy.

In conclusion, we request that the Staff inform the Company that the SEC Proxy Rules require denial of the Company's No Action letter request.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary Beth Gallagher". The signature is written in a cursive, flowing style.

Mary Beth Gallagher

cc: Paul M. Neuhauser, Attorney at Law
Louis L. Goldberg, Davis Polk



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February 29, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
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via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the "**Company**"), we are writing in response to the letter dated February 23, 2016 (the "**Proponent Letter**") from Paul M. Neuhauser on behalf of the Sisters of St. Dominic of Caldwell, New Jersey (the "**Proponent**"), which was written in response to the letter dated January 21, 2016 (the "**Company No Action Letter**") sent to the Securities and Exchange Commission (the "**SEC**") by Louis L. Goldberg of the law firm Davis Polk on behalf of the Company with respect to a shareholder proposal dated October 22, 2015 (the "**Proposal**") submitted to the Company by the Proponent. For the reasons stated below and in the Company No Action Letter, the Company rejects the Proponent Letter's claims and continues to request that the SEC not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from its 2016 proxy materials.

1. The Proposal is vague and indefinite under Rule 14a-8(i)(3) because it fails to define what it means to "support the goal of limiting warming to less than 2°C" and a scenario that would lead to it, such that neither a shareholder voting on the Proposal nor management in implementing the Proposal could be certain as to its request.

The Proponents are asking shareholders to vote on a Proposal that contains terms subject to multiple and conflicting interpretations. We disagree with the Proponent Letter's claim that the Proposal's use of the term "2°C" can be easily explained by "asking ... eighth grade children or grandchildren what two degrees centigrade means." The vagueness of the Proposal does not rest in the meaning of 2°C as a simple unit of measurement; instead, for the reasons stated in the Company No Action Letter, the Proposal fails to define the meaning of 2°C in the specific context of global climate change policy, *i.e.*, the goal of limiting global average temperature increases by 2100 to 2°C above pre-industrial levels. While the Proponent Letter appears to have been trying to cite to a website showing children how to perform various temperature-related school projects as evidence of the clear meaning of 2°C, nowhere does this website reference or define 2°C, let alone the meaning of 2°C in the context of climate change policy as an aspirational limit on average global temperature increase. Within the context of climate change, 2°C is a much more complex concept that relies on many projections, assumptions and probabilities regarding future greenhouse gas emissions. For example, the United Nations Intergovernmental Panel on Climate Change (the

"IPCC"), in its advice to policymakers, explains that various projections need to be made based on factors such as "population size, economic activity, lifestyle, energy use, land use patterns, technology and climate change" to determine a pathway that would be "representative of a scenario that aims to keep global warming *likely* below 2°C above pre-industrial temperatures."¹ Shareholders making their voting decisions are limited to the text of the Proposal itself, which does not define 2°C but instead refers to an "imperative to limit global average temperature increases to 2°C above pre-industrial levels." As the IPCC guidance shows, the meaning of 2°C cannot be understood without reference to a wide range of external analyses of and assumptions about the course of world events and actions by hundreds of government policy makers and others over the next century; it is not appropriate to assume that shareholders would have the deep knowledge and expertise in climate change science and policy necessary to interpret the meaning and implications of 2°C as it is used in the Proposal.

In addition to the vagueness of how the 2°C limit itself is defined, the specific types of policies needed to be enacted and pathway selected to meet that limit are themselves wide-ranging and unsettled and thus inherently vague.² As previously explained in the Company No Action Letter, if one way of achieving 2°C is to engage in massive worldwide deployment of nuclear and other renewable energy generation, this pathway will require one specific type of analysis. However, if the method for achieving 2°C is instead the widespread use of more technologically advanced carbon capture and sequestration or dramatic gains in energy efficiency, an entirely different analysis is necessary. As a result, shareholders cannot be expected to be able to vote on the merits of whether the Company should support that goal without reference to copious external information or a clear indication within the Proposal as to which among an almost infinite variety of widely differing policy actions shareholders are being asked to support. In considering solely the text of the Proposal, shareholders do not know the context of the "goal" the Company is being requested to support, and thus the Proposal fails to address essential aspects of its own implementation, making it vague and indefinite.

Further, the Proponent Letter claims there is nothing vague about the Proposal's reference to the 21st Conference of Parties to the United Nations Framework Convention on Climate Change, which led to an agreement on December 12, 2015 (the "**Paris Agreement**") in which 195 governments agreed to take steps including setting and reporting "intended nationally determined contributions" (the "**intended reductions**") with the aim of achieving a 2°C target. While the Proponent Letter claims that all the Proposal is asking is that the Company "support the global framework" resulting from the Paris Agreement, that global framework is in fact insufficient to limit global average temperature increases to 2°C. As demonstrated in the Company No Action Letter, the Paris Agreement itself acknowledges that the intended reductions submitted by the parties to date are insufficient to meet the 2°C target. Further, the Paris Agreement itself is inconsistent in the specific temperature goal it sets; in places, it refers to the need to limit temperature increase to "well below" 2°C, and in other places it refers to simply limiting increases to "below" 2°C. Given that another aspirational target set in the Paris Agreement is to limit temperature increase to 1.5°C, the difference between "well below" and "below" 2°C could be quite substantial. By citing favorably to the Paris Agreement as an example of what Proponents want, both the Proposal and the Proponent Letter demonstrate the inherent vagueness of the Proposal: How can the Company support the goal of limiting global average temperature increases to 2°C by supporting an agreement that is itself vague and insufficiently describes the means to meet that goal?

¹ See page 8 at https://www.ipcc.ch/pdf/assessment-report/ar5/syr/AR5_SYR_FINAL_SPM.pdf.

² The Proponent Letter itself admits as much when it states that "the Proponents' shareholder proposal does not specify any specific pathway."

In addition, the Paris Agreement has not yet been ratified and so is not binding, and even assuming it is ratified by sufficient nations in the future, the intended reductions of each nation will not be binding, and there will be no legal enforcement mechanism to force signatories to comply with their intended reductions. Further, the U.S.'s intended reduction relies heavily on the "Clean Power Plan," a set of regulations aimed at reducing carbon dioxide emissions from the power generation sector, which is the subject of litigation with an uncertain outcome. In short, there remains significant uncertainty regarding the specific future public policy steps to be taken to implement the Paris Agreement. Therefore, as stated in the Company No Action Letter, the use of the term 2°C as a core element of the Proposal renders the Proposal inherently vague and indefinite, because current and future public policy surrounding the 2°C target, and how to get there, is highly uncertain. Given this uncertainty, it is impossible for shareholders to know what actual policy actions they are asking the Company to assess when voting on the Proposal.

Finally, despite the Proponent Letter's attempt to demonstrate the supposedly clear meaning of the term "support" as used in the Proposal by counting the number of times the Company has recently used this word in other contexts, the only issue at question is the use of that term in this Proposal where the meaning of "support" is in fact inherently vague. Using the word "support" in Company documents is very different than asking shareholders to vote on a vague concept of "support" without definition and thus each would likely have significantly different interpretations of what "support" may mean to the Company's business and/or required actions. As previously demonstrated in the Company No Action Letter and above, there are a broad range of policy options and pathways that could be deployed in pursuit of a 2°C target, but the Proposal provides little or no guidance as to which measures the Company is being asked to support. The Proponent Letter itself succumbs to the vagueness of the term support by giving directly contradictory explanations of what support entails. On page 3, the Proponent Letter states that "the Proponents' shareholder proposal asks the Company to 'support a goal' rather than take specific actions." But on page 5, the Proponent Letter states that the Proposal "asks Exxon to do take [sic] a specific action, namely to adopt certain policies." If the Proponents themselves in the Proponent Letter cannot keep straight the meaning of "support" within the context of the Proposal (*e.g.*, support a goal, take action or adopt a policy, each of which would result in materially different outcomes), the term is certainly vague and indefinite from the perspective of the shareholders.

2. The Proponent Letter's response to the Company No Action Letter's substantial implementation argument is further evidence of the Proposal's vagueness.

Rather than directly attacking the argument in the Company No Action Letter that the Company has substantially implemented the Proposal via the publicly available March 2014 report titled "Energy and Carbon – Managing the Risks," as updated annually by the Company's Outlook for Energy and Corporate Citizenship Report, the Proponent Letter accuses the Company of "erect[ing] a straw man" for purposes of making this argument. Since the Proponent Letter makes no substantive response to the Company's substantial implementation argument as laid out in the Company No Action Letter, we will not recap that argument here. As regards the Proponent Letter reference to a "straw man," we disagree and cite it as further evidence of the inherent vagueness of the Proposal.

* * *

For the reasons stated above and in the Company No Action Letter, the Company rejects the Proponent Letter's claims and continues to request that the SEC not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from its 2016 proxy materials.

Respectfully yours,

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

Louis L. Goldberg

Attachment

cc w/ att: Paul M. Neuhauser, Attorney at Law

PAUL M. NEUHAUSER

Attorney at Law (Admitted New York and Iowa)

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February 23, 2016

Securities & Exchange Commission
100 F Street, NE
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Att: Matt McNair, Esq.
Special Counsel
Division of Corporation Finance

Via email to shareholderproposals@sec.gov

Re: Shareholder Proposal submitted to Exxon Mobil Corporation

Dear Sir/Madam:

I have been asked by the Sisters of St. Dominic of Caldwell, N.J., the American Baptist Home Mission Societies, the Presbyterian Church (U.S.A.), the Oneida Tribe of Indians Trust Fund, the Unitarian Universalist Association, the Unitarian Universalist Service Committee, the Benedictine Sisters of Boeme, Texas, the Benedictine Sisters of Virginia, Inc., the Benedictine Sisters of Baltimore, Christian Brothers Investment Services, Inc., the Congregation of St. Joseph, Dignity Health, the Sisters of St. Dominic of Blauvelt, N.Y., the Dominican Sisters of Hope, the Dominican Sisters of Springfield, Illinois, the (Glenmary) Home Missioners of America, the Maryknoll Sisters of St. Dominic, the Provident Trust, the School Sisters of Notre Dame (Central Pacific Provence),

the School Sisters of Notre Dame Cooperative Investment Fund, the Sinsinawa Dominicans, the Amityville Dominican Sisters, the Society of the Holy Child Jesus, the Sisters of St. Joseph of Chestnut Hill, the Northwest Women Religious Investment Trust (the Sisters of St. Joseph of Peace), the Sisters of St. Francis (Academy of Our lady of Lourdes), the Sisters of the Holy Names of Jesus and Mary (Le Congregation des Soeurs des Saints Noms de Jesus et de Marie), the Sisters of Charity of St. Elizabeth, the Sisters of St. Francis of Philadelphia, the Ursuline Provincialate of the Eastern Province United States, Inc. (Ursulines of the Roman Union, Eastern Province), the Ursuline Sisters of Tildonk, US Province and the Sisters of the Humility of Mary (hereinafter referred to jointly as the “Proponents”), each of which is the beneficial owner of shares of common stock of Exxon Mobil Corporation (hereinafter referred to either as “Exxon” or the “Company”), and who have jointly submitted a shareholder proposal to Exxon, to respond to the letter dated January 21, 2015, sent to the Securities & Exchange Commission by the Company, in which Exxon contends that the Proponents’ shareholder proposal may be excluded from the Company's year 2016 proxy statement by virtue of Rules 14a-8(i)(3) and 14a-8(i)(10).

The sponsors of the shareholder proposal own in excess of one half million shares of Exxon.

I have reviewed the Proponents’ shareholder proposal, as well as the aforesaid letter sent by the Company, and based upon the foregoing, as well as upon a review of Rule 14a-8, it is my opinion that the Proponents’ shareholder proposal must be included in Exxon’s year 2016 proxy statement and that it is not excludable by virtue of either of the cited rules.

The Proponents’ shareholder proposal requests the Company to adopt policies relating to the limitation of average global temperature increases to no more than two degrees (centigrade) over pre-industrial levels.

RULE 14a-8(i)(3)

“2*C”

Frankly we are totally baffled and bewildered that the Company is unable to understanding the “meaning . . . of this reference to two degrees centigrade [which is] not defined or explained in the Proposal”. Perhaps they could start by asking their eighth grade children or grandchildren what two degrees centigrade means. (See, e.g., “What is Temperature: Science Fair Projects for Middle and High School” at <http://parentingteens.about.com/od/sciencefairprojectsideas/a/projects34.htm>)

Instead, the Company undertakes an elaborate description of how the scientific community may have arrived at setting two degrees centigrade as the limit beyond which the planet will suffer irreparable injury. Understanding the calculations behind the setting of the limit is not necessary to understanding the meaning of the shareholder proposal. Rather, it is a red herring. Nor is it relevant that more recent scientific research has postponed the date on which the two degree limit may be reached. The shareholder proposal is clear and simple: “adopt policies that support the goal of limiting warming to less than two degrees centigrade.”

Nor is there ambiguity created by the reference in the Whereas Clause to the Paris Agreement. First, support of that Agreement is not called for by the Resolve Clause of the proposal. Second, even the Whereas Clause does not call for support of the Paris Agreement itself, or any part thereof, but rather that Exxon should “support the global framework” resulting from that Agreement, i.e., a two degree goal.

Finally, it is not relevant that there is not complete certainty as to how the two degree goal will be reached. The Proponents’ shareholder proposal does not specify any specific pathway. Rather it calls on the Company to support a goal.

In a related argument, Exxon contends that the proposal is inherently vague because it fails to define what “actual policy actions” Exxon should take to achieve the two degree limit. In this, Exxon is objecting that the Proponents have not submitted a very different proposal. The Proponents’ shareholder proposal asks the Company to “support a goal” rather than take specific actions. It obviously cannot be vague or misleading to fail to specify something that the Proponents are not requesting.

In short, the Company's arguments with respect to two degrees centigrade are so flimsy that one is hard put to understand why they bothered to make them at all.

“Support”

Exxon's claim that the word “support” is vague is no stronger. The term is in common parlance. Indeed, a search for the term in the Electronic Code of Federal Regulations, accessed through the SEC's web site, shows 22,006 hits. (CFR as of February 19, 2016.) The term appears 14 times in Exxon's most recent 10-K. (E.g., p.57-8: “the Corporation has long been on record supporting an alternative accounting method”.) It appears 18 times in the Company's most recent Summary Annual Report to shareholders. (A 25 page document if only pages with actual text are included.) There it is used in phrases such as “will continue to support this industry-leading position” (at p. 27); and three times on page 37, including “support teacher development and training” and “”We also support education initiatives”. We fail to see any ambiguity whatsoever arising from the word “support” in the phrase “support the goal of limiting warming to less than 2°C”.

Nor, as indicated above, does it matter that there may be more than one pathway to achieve that goal. Rather, it is the setting of the goal itself that is requested by the shareholder proposal.

Rule 14a8(i)(10)

The Company's argument is premised of a false assumption, made up by Exxon out of whole cloth. The Company's rests its entire argument on the following introduction to that argument (first full paragraph, page 7):

“*if* the implicit objective of the Proposal is taken simply as urging the Company to recognize the need to mitigate the potential adverse impacts of climate change *then* the Company has already substantially implemented the Proposal's requirements.” (Emphasis supplied.)

Having erected a straw man, the Company proceeds to blow it down. However, the implicit objective of the Proponents, whatever it may be, is wholly irrelevant. The sole question under Rule 14a-8(i)(10) is whether the registrant has

“substantially implemented” the proposal as actually written. In the instant case, it has not. The shareholder proposal asks Exxon to do take a specific action, namely to adopt certain policies. At no point in its argument does the Company aver that it has, in fact, adopted the policies that have been requested (or even substantially similar policies). Exxon has therefore failed to carry its burden of proving that it has substantially implemented the Proponents’ shareholder proposal.

In conclusion, we request that the Staff inform the Company that the SEC Proxy Rules require denial of the Company’s no-action letter request. We would appreciate your telephoning the undersigned at 941-349-6164 with respect to any questions in connection with this matter or if the Staff wishes any further information. Faxes can be received at the same number and mail and email addresses appear on the letterhead.

Very truly yours,

Paul M. Neuhauser

cc: Louis L. Goldberg
Mary Beth Gallagher
All proponents
Josh Zinner

New York
Menlo Park
Washington DC
London
Paris

Madrid
Tokyo
Beijing
Hong Kong

Davis Polk

Louis L. Goldberg

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January 21, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (“**ExxonMobil**” or the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal dated October 22, 2015 (the “**Proposal**”) submitted by the Sisters of St. Dominic of Caldwell, New Jersey (the “**Proponent**”), via Fedex on October 22, 2015 for inclusion in the proxy materials the Company intends to distribute in connection with its 2016 Annual Meeting of Shareholders (the “**2016 Proxy Materials**”). The Proposal and copies of all correspondence with the Proponent and the co-filers of the Proposal are attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2016 Proxy Materials. In accordance with Rule 14a-8(j), this letter is being filed with the Securities and Exchange Commission (the “**Commission**”) not less than 80 days before the Company plans to file its definitive proxy statement.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), question C, we have submitted this letter and any related correspondence via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent and the co-filers as notification of the Company’s intention to omit the Proposal from the 2016 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal asks that the shareholders of the Company adopt the following resolution:

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

The full text of the Proposal is copied below as Exhibit A.

REASONS FOR EXCLUSION OF PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2016 Proxy Materials pursuant to:

- Rule 14a-8(i)(3), because the Proposal is so inherently vague and indefinite as to be materially misleading in violation of Rule 14a-9; or
- Rule 14a-8(i)(10), because the Company has already substantially implemented the Proposal.

1. The Company may omit the Proposal pursuant to Rule 14a-8(i)(3) because the Proposal is so inherently vague and indefinite as to be materially misleading under Rule 14a-9.

Under Rule 14a-8(i)(3), a proposal may be excluded if the resolution or supporting statement is contrary to any of the Commission's proxy rules or regulations. The Staff has consistently taken the view that shareholder proposals that are "so inherently vague or indefinite that neither the shareholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires" are materially false and misleading. Staff Legal Bulletin No. 14B (CF) (September 15, 2004). See also *Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) ("[I]t appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the board of directors or the shareholders at large to comprehend precisely what the proposal would entail.").

Consistent with this guidance, the Proposal is properly excludable. The Proposal fails to define key terms relevant to its own implementation and, as a result, the Proposal is so broad and indefinite that neither shareholders nor the board would be able to determine with reasonable certainty what the resolution requires.

The Proposal fails to define key terms relevant to its own implementation.

The Staff has consistently concurred in the exclusion of proposals that fail to define key terms or that rely on complex external guidelines. For example, in *ExxonMobil* (March 11, 2011), the Staff concurred with the exclusion of a proposal requesting a report based on the Global Reporting Initiative's ("GRI") sustainability guidelines. Not only did that proposal fail to describe what the GRI guidelines entailed, but the guidelines' sheer complexity meant that both the company and individual shareholders could hold conflicting interpretations of the proposal's ultimate meaning. See also *General Electric Company* (January 15, 2015) (permitting exclusion of a proposal that encouraged the company to follow "SEC Staff Legal Bulletin No. 14C"); *Wendy's International Inc.* (February 24, 2006) (permitting exclusion of a proposal where the term "accelerating development" was found to be unclear); *Peoples Energy Corporation* (November 23, 2004) (permitting exclusion of a proposal where the term "reckless neglect" was found to be unclear); and *Exxon Corporation* (January 29, 1992) (permitting exclusion of a proposal regarding board member criteria because vague terms were subject to differing interpretations).

A proposal may also be vague, and thus materially misleading, when it fails to address essential aspects of its own implementation. For example, the Staff has allowed the exclusion of several executive compensation proposals where a crucial term relevant to implementing the proposal was insufficiently clear. See *The Boeing Company* (March 2, 2011) (concurring with the exclusion of a proposal requesting, among other things, that senior executives relinquish certain “executive pay rights” because the proposal did not sufficiently explain the meaning of the phrase); *General Electric Company* (January 21, 2011) (proposal requesting that the compensation committee make specified changes was vague because, when applied to the company, neither the shareholders nor the company would be able to determine exactly what actions or measures the proposal required); and *General Electric Company* (January 23, 2003) (proposal seeking an individual cap on salaries and benefits of one million dollars failed to define the critical term “benefits” or otherwise provide guidance on how benefits should be measured for purposes of implementing the proposal).

I.) The Proposal fails to define “2°C” and the policy to achieve “2°C” adequately

The Proposal’s request that the Company commit to “support the goal” of limiting warming to less than “2°C” is vague and misleading. The meaning and implications of this reference to “2°C” are not defined or explained in the Proposal and are likely only understood and appreciated by shareholders with a significant level of knowledge and expertise regarding climate change science and policy. Within the international expert community, 2°C is generally used as shorthand for a low carbon scenario under which CO₂ concentrations in the earth’s atmosphere are stabilized at a level of 450 parts per million (ppm) or lower, representing approximately an 80% reduction in greenhouse gas emissions from current levels,¹ which according to certain computer simulations would be likely to limit warming to 2°C above pre-industrial levels and is considered by some to reduce the likelihood of significant adverse impacts based on analyses of historical climate variability.² However, even among members of the global scientific community, including leading climate change researchers and nonpartisan think tanks, there exists significant disagreement over how to define or reach a 2°C target. For example, in the fourth annual Intergovernmental Panel on Climate Change (“IPCC”) report published in 2007, the panel stated that emissions levels must peak by 2015 to hit the 2°C target.³ Yet the fifth IPCC report, released in 2014, asserts that a 2030 peak in emissions levels (projected to be far higher than in 2015) could remain consistent with reaching the 2°C goal assuming sufficient emissions reductions after 2030.⁴

The Proposal further requests that the Company “robustly support” the 21st Conference of Parties to the United Nations Framework Convention on Climate Change (“COP21”), which also discussed a 2°C target. The results of COP21 were memorialized in an agreement released on December 12, 2015 (the “Paris Agreement”). The full Paris Agreement is attached as Exhibit B. Yet, while the Paris Agreement aspires to a global 2°C target (see Article 2, Section 1), it also acknowledges that the “intended nationally determined contributions” (“INDCs”) (which are the actual policies the parties to the Paris Agreement have submitted to reduce their greenhouse gas emissions) are insufficient to limit average global temperature increases to 2°C (see, e.g., Preamble,

¹ See

<https://www.iea.org/publications/freepublications/publication/WEO2015SpecialReportonEnergyandClimateChange.pdf> (pg. 14) and <http://www.iea.org/publications/scenariosandprojections/>.

² https://www.ipcc.ch/pdf/assessment-report/ar5/syr/AR5_SYR_FINAL_SPM.pdf (pg. 20).

³ United Nations Intergovernmental Panel on Climate Change. Fourth Assessment Report: Climate Change 2007 (AR4), available at https://www.ipcc.ch/pdf/assessment-report/ar4/syr/ar4_syr_full_report.pdf, n.20, pgs. 19-20.

⁴ United Nations Intergovernmental Panel on Climate Change. Fifth Assessment Report 2014 (AR5), available at http://www.ipcc.ch/pdf/assessment-report/ar5/syr/SYR_AR5_FINAL_full.pdf, pg. 24.

Section II, Section 17). Thus, in effect the Company is being asked to support two inconsistent aspects of COP21 – the goal of achieving 2°C and the acknowledged fact that COP21 is unlikely to achieve that goal.

Moreover, while the Paris Agreement states a goal of limiting average global temperatures to “well below” 2°C, it also states that, pending further study by the IPCC, the parties should “pursue efforts to limit the temperature increase to 1.5°C above pre-industrial levels, recognizing that this would significantly reduce the risks and impacts of climate change.”⁵

This confusion over the meaning and implications of “2°C” is compounded by the underlying lack of consensus about the greenhouse gas (“GHG”) levels necessary to implement such a goal. For instance, the prefatory text of the Paris Agreement suggests that “2°C” means reducing GHG emissions to 40 gigatons by 2030.⁶ However, it could instead mean reducing the prevalence of GHGs in the atmosphere to 350 parts per million, as asserted by the climate change economist, Lord Nicholas Stern, and various environmental groups.⁷ Alternative definitions of “2°C” include achieving carbon neutrality by 2100⁸ and reducing GHGs 55% globally by 2050.⁹ Some even advocate for the need to reduce carbon-based emissions in the range of 80% by 2050 in order to stabilize world temperature increases not to exceed 2°C by 2100.¹⁰ These potential definitions represent only a sampling.

Further, the Proposal fails to define what actual policy actions the Proponent is asking shareholders and the Company to support to achieve 2°C. The range of different and even conflicting scenarios to attempt to achieve 2°C and accompanying policy options that could be taken in the near and distant future by governments around the world is vast, encompassing the following four basic approaches:

- Significant reductions in global population¹¹
- Significant reductions in global gross domestic product or economic growth¹²
- Dramatic gains in energy efficiency¹³

⁵ See 21st Conference of the UN Framework Convention on Climate Change. The Paris Agreement. Article 2, paragraph 1.

⁶ *Id.* at Proposal by the President, Article II, paragraph 17.

⁷ “Lord Nicholas Stern on 350,” 350.org, available at <http://350.org/lord-nicholas-stern-supports-350ppm-target/>.

⁸ “Carbon neutrality by 2100” is the metric used by The World Bank in its recent report entitled “Decarbonizing Development,” available at <http://www.worldbank.org/content/dam/Worldbank/document/Climate/dd/decarbonizing-development-report.pdf>.

⁹ This metric is used by Walden Asset Management, a well-known institutional investment manager in sustainable and responsible investment (and an active proponent of climate change shareholder proposals). See *Research & Engagement Brief Third Quarter 2015*, available at <http://files.ctctcdn.com/5c3ac139001/2e40b380-9433-4658-ac43-c02f922ef374.pdf>.

¹⁰ http://ec.europa.eu/clima/policies/strategies/2050/index_en.htm.

¹¹ <http://thehill.com/blogs/congress-blog/energy-environment/264983-will-bill-mckibben-define-our-energy-future>, and <http://www.theatlantic.com/magazine/archive/1998/05/a-special-moment-in-history/377106/>.

¹² *Id.*

¹³ <http://www.iea.org/topics/climatechange/>.

- De-carbonization of the world economy¹⁴
- A combination of the four policy approaches summarized above.¹⁵

For an example of the radically different pathways that have been associated with a 2°C scenario see “The 2°C Dream” in *Nature*, Vol. 527, November 26, 2015 (pgs. 436–438)¹⁶. The two charts shown on the top of page 438 of that article, entitled “Two paths to 2°C,” represent just two of the widely differing pathways that have been proposed to achieve 2°C, and there are virtually an infinite number of alternatives based on differing combinations of the policy approaches cited above.

Thus in short, the use of the term 2°C as the core element of the Proposal renders the Proposal inherently vague and indefinite. First, the meaning and implications of the term are not explained and would be understood only by persons with significant scientific knowledge gained outside the text of the Proposal and supporting statement. Moreover, even within the expert community there are significantly differing interpretations of the term, and the Proponent has not identified which model of 2°C shareholders or the Company are being asked to support. Finally, the Proposal fails to clarify which among a broad range of widely differing policy approaches that could be implemented in an effort to achieve a 2°C target shareholders or the Company are being asked to support.

Even assuming the Proposal provided a clear understanding of what 2°C means and how the Proposal would go about achieving such a target, the Proposal itself is inconsistent. The first half of the resolution requests that the Company acknowledge the imperative of limiting “global average temperature increases to 2°C above pre-industrial levels.” The second half of the resolution contradicts the first, requiring that the Company commit itself to keeping temperature increases to “less than 2°C.” Without more context about what “2°C” means and how it should be implemented, neither shareholders nor the Company would be able to determine with any reasonable certainty what actions the Proposal is asking the Company to take.

II.) The Proposal fails to define “support”

The Proposal requests that the Company “robustly support” the global framework represented by the Paris Agreement and that the Company “support the goal of limiting warming to less than 2°C” (see Exhibit A). Because the meaning of “support” in the Proposal is vague, the request to the board is unclear. The Company would not know whether it had complied.

¹⁴ Decarbonization could include massive global deployment of nuclear, hydroelectric, and wind and solar energy. Note that in 2008, the International Energy Agency, an international intergovernmental organization, estimated that reducing greenhouse gas emissions to just 50% below 2005 levels by 2050 would require construction of 24 – 32 one-thousand megawatt nuclear plants, 30 – 35 coal plants with carbon capture and storage sequestration technology, and 3,675 – 17,750 wind turbines of four megawatt capacity every year for 45 years (from 2005 through 2050) at an estimated cost of \$45 trillion in added energy supply and infrastructure investments. See *IEA Energy Technology Perspectives 2008, Scenarios & Strategies to 2050, Figure ES.3* available at <http://www.iea.org/media/etp/etp2008.pdf>. The Proposal provides no indication as to what policy approaches to meet the vast costs of such a scenario the Proponent requires.

¹⁵ In addition to approaches to stabilize GHG levels in the atmosphere, some scientists have alternatively proposed exotic geo-engineering proposals to reduce the earth’s temperature by, for example, increasing the earth’s solar energy reflectivity. See *Active Climate Stabilization: Practical Physics-Based Approaches to Prevention of Climate Change* available at <https://e-reports-ext.llnl.gov/pdf/244671.pdf>.

¹⁶ Available at http://www.nature.com/polopoly_fs/1.18868!/menu/main/topColumns/topLeftColumn/pdf/527436a.pdf.

2°C is a collective target agreed to in non-binding form by the parties to the United Nations Framework Convention on Climate Change. Under the terms of the related Paris Agreement, the implementation of that agreement is left up to 186 separate governments through the INDC system. A great deal of uncertainty remains as to both the timing and the content of those greenhouse gas reduction commitments.¹⁷ Yet understanding the meaning of “support” in the Proposal is crucial to implementing it. As discussed above, the range of policy options that could potentially be deployed in pursuit of a 2°C target is vast and the Proposal provides little or no guidance as to which actual policy measures the Company and its shareholders are being asked to “support”. Some of these measures could harm the interests of the Company and its shareholders, while others may not. As a result, for both shareholders and the board, it is critical to know what exactly the Proposal is asking the Company to do, as it may include committing to support vague and unsettled regulations, the substance and implications of which are unknown at this time.

The text of the Proposal also calls for the Company to “support” two policy outcomes that are ultimately inconsistent. While the Paris Agreement alludes to 2°C as an aspirational target, the agreement also explicitly recognizes that currently proposed emission reduction targets are insufficient to reach that target. According to one analysis of the most recent data, the total INDCs proposed under the Paris Agreement would limit warming increases to only 2.7°C.¹⁸ In essence, even a commitment to comply with all INDCs proposed under the Paris Agreement would still not be enough to limit global average temperature increases to 2°C. Nor does the Proposal provide any indication as to how the massive costs of options such as large scale global deployment of non-emitting energy sources (see footnote 13 and accompanying text) should be met, which is itself a critical issue in any effort to stabilize global GHG levels. Furthermore, to date no binding commitments to comply with such INDCs have been made by any government nor has the Paris Agreement been submitted for required ratifications.

For all the reasons stated above, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(3).

2. If this vague Proposal is taken to be a general call for the Company to support measures to address the risk of climate change, then the Company may omit the Proposal pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission has stated that “substantial” implementation under the rule does not require implementation in full or exactly as presented by the proponent. See *SEC Release No. 34-40018* (May 21, 1998, n.30). The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the “essential objective” of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail, or exercised discretion in determining how to implement the proposal. See *Wal-Mart Stores, Inc.* (March 25, 2015) (permitting exclusion of a shareholder proposal requesting an employee engagement metric for executive compensation where a “diversity and inclusion metric related to employee engagement” was already included in the Company’s Management Incentive Plan); *Entergy Corp.* (February 14, 2014)

¹⁷ “Nations Unite in Global Agreement on Climate Change,” *The Wall Street Journal* (December 12, 2015), available at <http://www.wsj.com/articles/final-draft-of-global-climate-change-deal-is-complete-1449906731>

¹⁸ “INDCs lower projected warming to 2.7 °C: significant progress but still above 2C,” Climate Action Tracker Update (October 1, 2015) available at http://climateactiontracker.org/assets/publications/CAT_global_temperature_update_October_2015.pdf.

(permitting exclusion of a shareholder proposal requesting a report “on policies the company could adopt. . . to reduce its greenhouse gas emissions consistent with the national goal of 80% reduction in greenhouse gas emissions by 2050” where the requested information was already available in its sustainability and carbon disclosure reports); *Duke Energy Corp.* (February 21, 2012) (permitting exclusion of a shareholder proposal requesting the assessment of potential “comprehensive energy efficiency and renewable energy programs” where the company disclosed its current steps and future plans related to energy efficiency and renewable energy in the Form 10-K and its annual sustainability report). The Staff has stated that whether “a company has substantially implemented the proposal depends upon whether its particular policies, practices, and procedures *compare favorably* with the guidelines of the proposal.” *Texaco, Inc.* (March 28, 1991) (emphasis added) (permitting exclusion on substantial implementation grounds of a proposal requesting that the company adopt the Valdez Principles where the company had already adopted policies, practices, and procedures regarding the environment).

While as indicated above the specifics of the Proposal are fundamentally vague and misleading, if the implicit objective of the Proposal is taken simply as urging the Company to recognize the need to mitigate the potential adverse impacts of climate change then the Company has already substantially implemented the Proposal’s requirements.

The Company has publicly remarked that it “believes the long-term objective of a climate change policy should be to reduce the risk of serious impacts to humanity and ecosystems at minimum societal cost, while recognizing the importance of abundant, reliable and affordable energy to enable improved living standards worldwide.”¹⁹ In March of 2014, the Company also declared, “We know that climate change is real and the risks associated with it warrant action.”²⁰ In addition, the Company has been publicly involved in climate change research for over three decades, including in collaboration with the UN’s official IPCC body since its inception in 1988. Since 2009, the Company has publicly and repeatedly cited a revenue neutral carbon tax as the most efficient tool available to policy-makers who seek to influence energy producers and consumers to reduce their GHG emissions in a market-friendly manner.²¹

The Company has publicly documented numerous steps it has taken to reduce the risk of climate change. As such, the Company’s past and current actions and initiatives compare favorably with the shareholder proposal’s essential objective of having the Company publicly support the goal of addressing climate change risk. Some of the ways in which the Company has substantially implemented this goal include²²:

- improving energy efficiency and reducing GHG emissions at its own operations

¹⁹ See “Engaging on Climate Change,” ExxonMobil, available online at <http://corporate.exxonmobil.com/en/current-issues/climate-policy/engaging/engagement-to-address-climate-change>.

²⁰ Ken Cohen, “Managing Climate Risk,” ExxonMobil Perspectives (March 31, 2014), available at <http://www.exxonmobilperspectives.com/2014/03/31/managing-climate-risk/>.

²¹ “ExxonMobil and the carbon tax,” ExxonMobil Perspectives (December 2, 2015), available at <http://www.exxonmobilperspectives.com/2015/12/02/exxonmobil-and-the-carbon-tax/>.

²² See “Energy and Carbon – Managing the Risks,” ExxonMobil, (pgs. 12-16) available online at <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-carbon---managing-the-risks.pdf>; see also “Corporate Citizenship Report – 2014,” ExxonMobil (pages 34-39), available online at http://cdn.exxonmobil.com/~media/global/files/corporate-citizenship-report/2014_ccr_full_digital_approved.pdf.

- conducting and supporting research and development into new technologies for efficiency and emissions reductions. ExxonMobil spends approximately \$1 billion annually on research and technology development, which includes work on such potential game-changing technologies as carbon capture and sequestration and advanced biofuels.²³
- engaging stakeholders (including governments, private companies and consumers) to encourage sound policy solutions for addressing climate change risks.

The Company has made this same point in several other venues. For example, on December 2, 2015, and in anticipation of COP21, the Company's Vice President of Public and Governmental Affairs, Ken Cohen, wrote in a blog post that the Company supports "meaningful action to address the risk of climate change."²⁴ Mr. Cohen also reiterated the Company's support for a revenue neutral carbon tax as the preferred tool for policy-makers seeking to reduce GHG emissions by producers and consumers. While a carbon tax was not ultimately included in the Paris Agreement, the idea of such a tax has been advanced by numerous scientists, economists, environmentalists and political leaders.²⁵ The Company has shown strong leadership in raising awareness of the advantages of a carbon tax as a policy option, showing how carbon-based energy companies can be productively involved in public policy debates concerning climate change risks.

Accordingly, the Company believes that it has substantially implemented the Proposal, and it is therefore excludable under Rule 14a-8(i)(10).

CONCLUSION

The Company requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, the Company omits the Proposal from its 2016 Proxy Materials. If you should have any questions or need additional information, please contact the undersigned at (212) 450-4539 or louis.goldberg@davispolk.com. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response.

Respectfully yours,



Louis L. Goldberg

²³ See <http://corporate.exxonmobil.com/en/company/multimedia/energy-lives-here/energy-developing-new-technologies-to-reduce-ghg?parentId=c7582d41-5b74-4e12-928d-643cd1ec8813>.

²⁴ Ken Cohen, "ExxonMobil on the U.N. climate talks," ExxonMobil Perspectives (December 2, 2015), available at http://www.exxonmobilperspectives.com/?p=15102?utm_source=subscription&utm_medium=email&utm_campaign=Main+Article%3A+ExxonMobil+on+the+U.N.+climate+talks.

²⁵ See Charles Komanoff, "A Call to Paris Climate Negotiators: Tax Carbon," Carbon Tax Center (November 29, 2015), available at <http://www.carbontax.org/blogarchives/2015/11/29/a-call-to-paris-climate-negotiators-tax-carbon/>.

Attachment

cc w/ att: James E. Parsons, Coordinator – Corporate Securities & Finance Law, ExxonMobil

Sister Patricia A. Daly, OP, Sisters of St. Dominic of Caldwell, New Jersey

Mary Beth Gallagher, Tri-State Coalition for Responsible Investment

David L. Moore Jr., American Baptist Home Mission Society

Sister Susan Mika, OSB, Benedictine Sisters of Boerne, Texas

Sister Andrea Westkamp, OSB, Benedictine Sisters of Virginia

Sister Patricia Kirk, OSB, Benedictine Sisters of Baltimore

Carol Master

Timothy Smith, Walden Asset Management

Julie Tanner, Christian Brothers Investment Services

Joellen Sbrissa, CSJ, Congregation of St. Joseph

Julie Wokaty, Interfaith Center on Corporate Responsibility

Susan Vickers, RSM, Dignity Health

Sister Catherine Howard, OP, Sisters of St. Dominic of Blauvelt, New York

Valerie Heinonen, o.s.u., Dominican Sisters of Hope; Ursuline Sisters of Tildonk

Sister Marcelline Koch, OP, Dominican Sisters of Springfield, Illinois

Sandra M. Wissel, Glenmary Home Missioners of America

Sonia Kowal, Zevin Asset Management, LLC

Catherine M. Rowan, Maryknoll Sisters of St. Dominic

Susan White, Oneida Trust Department

Robert Fohr, Presbyterian Church

Elizabeth Terry Dunning, Presbyterian Church

George Philips, Presbyterian Church

Sister Ramona Bezner, CDP, Providence Trust

Sister Linda Jansen, SSND, School Sisters of Notre Dame

Ethel Howley, SSND, School Sisters of Notre Dame Cooperative Investment Fund

Joy Peterson, Sinsinawa Dominicans

Linda Hincken, Sisters of St. Dominic, Congregation of the Holy Cross

Sister Maureen Welsh, Society of the Holy Child Jesus

Sister Anne P. Myers, Sisters of Saint Joseph

Sister Colleen Dauerbach, Sisters of Saint Joseph

Deborah R. Fleming, Northwest Women Religious Investment Trust, Sisters of Saint Joseph of Peace

Sister Betty Kenny, OSF, Sisters of Saint Frances, Academy of Our Lady of Lourdes

Sister Catherine Ferguson, Sisters of the Holy Names of Jesus and Mary

Marc Beaudry, Sisters of the Holy Names of Jesus and Mary

Sister Barbara Aires, SC, The Sisters of Charity of Saint Elizabeth

Sister Nora M. Nash, OSF, The Sisters of St. Francis of Philadelphia

Jody Wise, Trinity Health

Timothy Brennan, Unitarian Universalist Association

Pamela Sparr, Unitarian Universalist Service Committee

Sister Alice Marie Giordano, Ursulines of the Roman Union, Eastern Province

Carole Anne Griswold, HM, Sisters of the
Humility of Mary

Exhibit A

Sisters of St. Dominic of Caldwell New Jersey

Office of Corporate Responsibility
40 South Fullerton Ave.
Montclair NJ 07042

973 509-8800 voice
973 509-8808 fax
pdaly@tricri.org

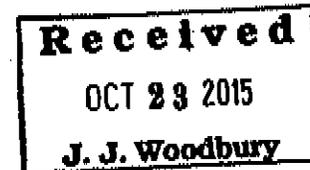
October 22, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Los Colinas Blvd.
Irving, TX 75039-2298

Dear Mr. Woodbury,

As you know, the Sisters of St. Dominic of Caldwell, NJ have been long time investors in ExxonMobil. Our colleagues at the Interfaith Center on Corporate Responsibility and other institutional investors are emphatically working together to address climate change. Our faith-based institutions with members in almost every nation on the planet have seen communities devastated due to severe climate events, and scientific reports indicate conclusively the urgency to act now to avoid the worst impacts of climate change yet to come. Recognizing the "cry of the earth and the cry of the poor," faith communities have been reinvigorated in their commitment to address climate change and have issued a number of statements in the past months, including Pope Francis' Encyclical Letter *Laudato Si': On Care for Our Common Home*, a Rabbinic letter on climate change signed by over 400 Jewish Rabbis, and an Islamic Declaration on Climate Change. Faith communities are united in the belief that addressing climate change is a moral imperative, and we are hopeful that the gathering of world leaders in Paris this December will lead to a strong international climate agreement.

We believe our company has the responsibility and capacity to demonstrate leadership on climate change, especially in this period leading to the Paris climate negotiations. In July, I had the opportunity to hear Ken Cohen speak at Columbia University on climate change. Mr. Cohen's remarks indicated that this may be a new moment to work together on this common challenge, yet ExxonMobil's actions and practices have not demonstrated this in the months since. We are disappointed that our company has remained silent as ten peers in the oil and gas industry have issued a statement in support of "clear stable policy frameworks that are consistent with a 2°C future." The window of



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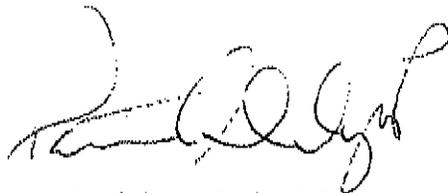
opportunity for the Board to demonstrate leadership in advance of the Paris climate negotiations is dwindling. Now more than ever, we urge our company to use its voice and influence to support a 2°C future.

The Community of the Sisters of St. Dominic of Caldwell, NJ is the beneficial owner of two hundred (200) shares of ExxonMobil, which we intend to hold at least until after the next annual meeting. Verification of ownership is enclosed.

I am hereby authorized to notify you of our intention to file the attached proposal urging the Board of Directors to acknowledge the moral imperative to limit global warming to 2°C, for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of The Securities and Exchange Act of 1934.

While there will be other shareholders submitting this resolution, Mary Beth Gallagher mbgallagher@tricri.org and I, pdaly@tricri.org, will serve as the primary contact for these concerns. However, all co-filers respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

A handwritten signature in black ink, appearing to read 'Patricia A. Daly', written in a cursive style.

Sister Patricia A. Daly, OP
Corporate Responsibility Representative

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warming;climate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/forah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.easinapixiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.easinapixiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 17 redacted for the following reason:

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

Morgan Stanley

Wealth Management
58 South Service Road
Suite 400
Melville, NY 11747
tel 631 755 8800
fax 631 755 8999
toll free 800 477 7522

RECEIVED
OCT 28 2015
B. D. TINSLEY

Letter of Verification of Ownership

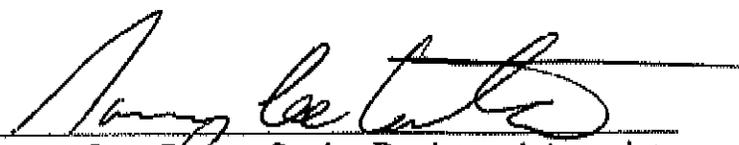
October 22, 2015

To Whom It May Concern:

As of and including October 22, 2015, the Sisters of St. Dominic of Caldwell, NJ holds, and has continuously held for at least one year **200 Shares of Exxon Mobil Corp Common Stock**. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

Please contact me directly at 631-755-8939 with any questions.

Sincerely,



Nancy Lee Cortes, Senior Registered Associate

Page 19 redacted for the following reason:

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

Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039

Jeffrey J. Woodbury
Vice President, Investor Relations
and Secretary

ExxonMobil

November 11, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Patricia A. Daly, OP
Corporate Responsibility Representative
Office of Corporate Responsibility
Sisters of St. Dominic of Caldwell New Jersey
40 South Fullerton Avenue
Montclair, NJ 07042

Dear Sister Pat:

This will acknowledge receipt of the proposal concerning a policy to limit global warming to 2°C, which you have submitted on behalf of the Sisters of St. Dominic of Caldwell New Jersey in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Morgan Stanley, share ownership has been verified.

You should note that, if the proposal is not withdrawn or excluded, the Proponents or the Proponent's 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 the Proponents intend for a representative to present the Proposal, the Proponents must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as the Proponent's proxy at the annual meeting. To be a valid proxy entitled to attend the annual meeting, the representative must have the authority to vote the Proponent's shares at the meeting. A copy of this authorization meeting state law requirements should be sent to my attention in advance of the meeting. The 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 the Proponent's behalf prior to the start of the meeting.

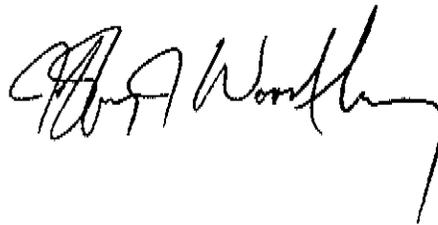
Sister Pat Daly
Page 2

In the event there are co-filers for this Proposal and in light of the guidance in SEC staff legal bulletin No. 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 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 discussing this proposal and will contact you in the near future.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew W. Woodbury". The signature is written in a cursive style with a long, sweeping tail that extends downwards and to the right.

JJW/ljg

Enclosures

Page 22 redacted for the following reason:

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

Gilbert, Jeanine

From: Gilbert, Jeanine
Sent: Thursday, November 12, 2015 1:44 PM
To: 'Mary Beth Gallagher'
Cc: Sister Patricia A. Daly
Subject: RE: ExxonMobil Request for a Conference Call

Hello Mary Beth,

I will have to go back to calendars, I will let you know soon.

Best regards,

**Jeanine Gilbert
Shareholder Relations
ExxonMobil
5959 Las Colinas Blvd.
Irving, TX 75039**

“Be kinder than necessary, for everyone you meet is fighting some kind of battle!”

From: Mary Beth Gallagher [mailto:mbgallagher@tricri.org]
Sent: Thursday, November 12, 2015 1:00 PM
To: Gilbert, Jeanine
Cc: Sister Patricia A. Daly
Subject: Re: ExxonMobil Request for a Conference Call

Hi Jeanine,

Thanks for reaching out to schedule a call. Unfortunately November 18th will not work for us. Would any of these times work:

- November 19th - anytime before 3:30 ET
- November 23rd - anytime
- November 24th - 9 - 11:00 ET

If needed: November 17th 9:00 - 12:00 ET

Please let us know if Jeff is available for any of those dates.

Best,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org

On Tue, Nov 10, 2015 at 10:32 AM, Gilbert, Jeanine <jeanine.gilbert@exxonmobil.com> wrote:

Hello Sister Pat,

Jeff Woodbury would like to schedule an hour to discuss your proposal concerning a Policy to Limit Global Temperature change submitted on behalf of Sisters of St. Dominic of Caldwell New Jersey. Looking at everyone's schedule on our end we have November 18, 2015 any time between 9:00-11:00 a.m. (CST) open; please advise if you are available for an hour. We look forward to talking with you soon.

Thank you in advance for your timely response, and we look forward to talking with you soon.

Best regards,

**Jeanine Gilbert
Shareholder Relations
ExxonMobil
5959 Las Colinas Blvd.
Irving, TX 75039**

"Be kinder than necessary, for everyone you meet is fighting some kind of battle!"

Gilbert, Jeanine

From: Gilbert, Jeanine
Sent: Monday, November 16, 2015 2:34 PM
To: 'Mary Beth Gallagher'
Cc: Sister Patricia A. Daly; Tinsley, Brian D
Subject: RE: ExxonMobil Request for a Conference Call

Great, I will send a meeting notice shortly. Similar to prior years, you will meet with Jeff Woodbury, Brian Tinsley, Jim Parsons and Rob Luetggen, Guy Powell, Pete Trelenberg, and Stan Sokul.

A list of participants on your end will be greatly appreciated. Thanks and have a wonderful day!

Best regards,

**Jeanine Gilbert
Shareholder Relations
ExxonMobil
5959 Las Colinas Blvd.
Irving, TX 75039**

“Be kinder than necessary, for everyone you meet is fighting some kind of battle!”

From: Mary Beth Gallagher [mailto:mbgallagher@tricri.org]
Sent: Monday, November 16, 2015 12:34 PM
To: Gilbert, Jeanine
Cc: Sister Patricia A. Daly; Tinsley, Brian D
Subject: Re: ExxonMobil Request for a Conference Call

Hi Jeanine,
Thank you for looking into other dates, but the November 30th time will not work. Let's plan to move forward with December 17th at 11 CST/12 EST. I will send you a list of participants closer to the date. Can you also send me a list of who you expect will participate from the company?

Best,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-309-8800
mbgallagher@tricri.org
www.tricri.org

On Thu, Nov 12, 2015 at 3:42 PM, Gilbert, Jeanine <jeanine.gilbert@exxonmobil.com> wrote:

Unfortunately, those dates/times do not work either; I do have December 17 @ 11:00 a.m. (CST)

Best regards,

Jeanine Gilbert

Shareholder Relations

ExxonMobil

5959 Las Colinas Blvd.

Irving, TX 75039

“Be kinder than necessary, for everyone you meet is fighting some kind of battle!”

From: Mary Beth Gallagher [mailto:mbgallagher@tricri.org]

Sent: Thursday, November 12, 2015 2:23 PM

To: Gilbert, Jeanine

Cc: Sister Patricia A. Daly; Tinsley, Brian D

Subject: Re: ExxonMobil Request for a Conference Call

Hi Jeanine,

We'd really like to have this call before then. Can you take a look at these times as well:

11/20 - after 3 ET

11/18 - after 1:00 ET

11/25 - 9:00 - 1:00 ET

Thanks,

Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment

40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricro.org
www.tricro.org

On Thu, Nov 12, 2015 at 2:47 PM, Gilbert, Jeanine <jeanine.gilbert@exxonmobil.com> wrote:

Mary Beth,

Taking a look at your dates below, none of them work and it looks like we will be looking into mid-December timeframe. I will provide an update soon, thanks.

Best regards,

Jeanine Gilbert

Shareholder Relations

ExxonMobil

5959 Las Colinas Blvd.

Irving, TX 75039

“Be kinder than necessary, for everyone you meet is fighting some kind of battle!”

From: Mary Beth Gallagher [<mailto:mbgallagher@tricro.org>]
Sent: Thursday, November 12, 2015 1:00 PM
To: Gilbert, Jeanine
Cc: Sister Patricia A. Daly
Subject: Re: ExxonMobil Request for a Conference Call

Hi Jeanine,

Thanks for reaching out to schedule a call. Unfortunately November 18th will not work for us. Would any of these times work:

- November 19th - anytime before 3:30 ET

- November 23rd - anytime
- November 24th - 9 - 11:00 ET

If needed: November 17th 9:00 - 12:00 ET

Please let us know if Jeff is available for any of those dates.

Best,

Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org

On Tue, Nov 10, 2015 at 10:32 AM, Gilbert, Jeanine <jeanine.gilbert@exxonmobil.com> wrote:

Hello Sister Pat,

Jeff Woodbury would like to schedule an hour to discuss your proposal concerning a Policy to Limit Global Temperature change submitted on behalf of Sisters of St. Dominic of Caldwell New Jersey. Looking at everyone's scheduls on our end we have November 18, 2015 any time between 9:00-11:00 a.m. (CST) open; please advise if you are available for an hour. We look forward to talking with you soon.

Thank you in advance for your timely response, and we look forward to talking with you soon.

Best regards,

Jeanine Gilbert

Shareholder Relations

ExxonMobil

5959 Las Colinas Blvd.

Irving, TX 75039

"Be kinder than necessary, for everyone you meet is fighting some kind of battle!"

Limit 2°C

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Tuesday, November 17, 2015 1:35 PM
To: Mary Beth Gallagher; Gilbert, Jeanine
Cc: Joan Agro
Subject: RE: Verification for Dominican Sisters of Blauvelt

Mary Beth, we didn't find where Fiduciary Trust International was a DTC participant. If we can get FTI's DTC number or somehow link them to a DTC participant, or get proof from another source that is a participant, I believe that would do it. We'll work to make letter more clear for next time.

Thanks,

Brian T

From: Mary Beth Gallagher [mailto:mbgallagher@tricri.org]
Sent: Tuesday, November 17, 2015 1:25 PM
To: Gilbert, Jeanine; Tinsley, Brian D
Cc: Joan Agro
Subject: Verification for Dominican Sisters of Blauvelt

Dear Jeanine and Brian,

I am following up on behalf of the Dominican Sisters of Blauvelt who received a note that there was a deficiency in their filing of the shareholder proposal on the Policy to limit climate change. In reviewing their filing materials, it looks like the date of the verification and letter matches (November 6th). Can you kindly confirm what the issue was so that they may address it?

Thank you,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-309-8800
mbgallagher@tricri.org
www.tricri.org

Gilbert, Jeanine

From: Mary Beth Gallagher <mbgallagher@tricri.org>
Sent: Thursday, December 17, 2015 9:33 AM
To: Woodbury, Jeffrey J
Cc: Gilbert, Jeanine; Patricia A. Daly, OP
Subject: Re: Upcoming proponent call

Categories: External Sender

Dear Jeff,

We look forward to speaking with you in a bit. I'm sending an updated list of the participants, with a few new additions. Because there are so many people joining, we can skip the introductions. I hope that it is amenable for you for us to start with some introductory remarks (~15 minutes) on why we filed this resolution.

ICCR Participants

1. Joan Agro, OP – Dominican Sisters of Blauvelt, NY
2. Barbara Aires, SC – Sisters of Charity of St. Elizabeth
3. Josie Chrosniak, HM – Region VI CRI
4. Sister Colleen Dauerbach, SSJ – Sisters of St. Joseph, Chestnut Hill
5. Pat Daly, OP – Sisters of St. Dominic of Caldwell, NJ
6. Anna Falkenberg - Socially Responsible Investment Coalition
7. Rob Fohr - Presbyterian Church U.S.A.
8. Mary Beth Gallagher – Tri-State coalition for Responsible Investment
9. Mary Ellen Gondeck, CSJ - Congregation of St. Joseph
10. Valerie Heinonen, OP - Dominican Sisters of Hope, Ursuline Sisters of Tildonk
11. Christina Herman - ICCR
12. Ethel Howley, SSND – School Sisters of Notre Dame Cooperative Investment Fund
13. Barbara Jennings, CSJ - Sisters of St. Joseph of Carondelet St. Louis Province
14. Betty Kenny, OSF – Sisters of St. Francis, Rochester, Minnesota
15. Atid Kimelman - Tri-State coalition for Responsible Investment
16. Joe Kinard – Presbyterian Church MRTI
17. Sonia Kowal – Zevin Asset Management
18. Susan Makos – Mercy Investment Services
19. Veronica Mendez, CD - Sisters of Our Lady of Christian Doctrine
20. Susan Mika, OSB - Benedictine Sisters
21. Dave Moore – American Baptist Home Mission Societies
22. Nora. M. Nash, OSF – Sisters of St. Francis of Philadelphia
23. Cathy Rowan – Maryknoll Sisters
24. Joy Peterson, OP – Sinsinawa Dominican Sisters
25. Joellen Sbrissa, CSJ – Congregation of St. Joseph
26. Bill Somplatsky-Jarman - Presbyterian Church U.S.A.
27. Sister Susan Vickers, RSM – Dignity Health
28. Julie Tanner – Christian Brothers Investment Service
29. Maureen Welsh SHCJ - Society of the Holy Child Jesus
30. Jody Wise – Trinity Health

31. Pat Zerega – Mercy Investment Services

Best,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org

On Mon, Dec 14, 2015 at 10:17 AM, Mary Beth Gallagher <mbgallagher@tricri.org> wrote:

Dear Jeff,

We are looking forward to speaking with you and your colleagues on Thursday about the shareholder proposal to acknowledge the moral imperative to limit global warming to 2 degrees. I'd like to share the list of participants from ICCR below.

We will have many shareholders on the line, and we would appreciate the opportunity to begin the call by taking some time to for us to speak about why this proposal was filed. We hope that there will be time for discussion and dialogue about the issues.

ICCR Participants

1. Joan Agro, OP – Dominican Sisters of Blauvelt, NY
2. Barbara Aires, SC – Sisters of Charity of St. Elizabeth
3. Josie Chrosniak, HM – Region VI CRI
4. Sister Colleen Dauerbach, SSJ – Sisters of St. Joseph, Chestnut Hill
5. Pat Daly, OP – Sisters of St. Dominic of Caldwell, NJ
6. Anna Falkenberg - Socially Responsible Investment Coalition
7. Rob Fohr - Presbyterian Church U.S.A.
8. Mary Beth Gallagher – Tri-State coalition for Responsible Investment
9. Mary Ellen Gondeck, CSJ - Congregation of St. Joseph
10. Valerie Heinonen, OP - Dominican Sisters of Hope, Ursuline Sisters of Tildonk
11. Christina Herman - ICCR
12. Ethel Howley, SSND – School Sisters of Notre Dame Cooperative Investment Fund
13. Barbara Jennings, CSJ - Sisters of St. Joseph of Carondelet St. Louis Province
14. Betty Kenny, OSF – Sisters of St. Francis, Rochester, Minnesota
15. Atid Kimelman - Tri-State coalition for Responsible Investment
16. Sonia Kowal – Zevin Asset Management
17. Susan Makos – Mercy Investment Services
18. Veronica Mendez, CD - Sisters of Our Lady of Christian Doctrine
19. Dave Moore – American Baptist Home Mission Societies
20. Nora. M. Nash, OSF – Sisters of St. Francis of Philadelphia
21. Cathy Rowan – Maryknoll Sisters
22. Joy Peterson, PBVM – Sinsinawa Dominican Sisters
23. Joellen Sbrissa, CSJ – Congregation of St. Joseph
24. Bill Somplatsky-Jarman - Presbyterian Church U.S.A.
25. Sister Susan Vickers, RSM – Dignity Health
26. Julie Tanner – Christian Brothers Investment Service

- 27. Maureen Welsh, SHCJ - Society of the Holy Child Jesus
- 28. Jody Wise – Trinity Health
- 29. Pat Zerega – Mercy Investment Services

Regards,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org

Parsons, Jim E

From: Mary Beth Gallagher <mbgallagher@trici.org>
Sent: Tuesday, December 01, 2015 2:41 PM
To: Tinsley, Brian D
Subject: Copies of co-filing materials

Categories: External Sender

Hi Brian,

I hope you enjoyed a lovely Thanksgiving holiday with your family. I wanted to mention that Sister Pat and I are in the same office, so it isn't necessary to send copies of the co-filer acknowledgement letters to both of us. You have likely gotten most of them out by now, but for the remaining ones, it is just fine if you only send a copy to Sister Pat.

Best,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@trici.org
www.trici.org

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Tuesday, December 22, 2015 9:00 AM
To: Gilbert, Jeanine
Subject: FW: Thank you

Please save in proposal folder.

From: Woodbury, Jeffrey J
Sent: Tuesday, December 22, 2015 9:00 AM
To: Mary Beth Gallagher
Cc: Tinsley, Brian D; Patricia A. Daly, OP; Luetzgen, Robert A
Subject: Re: Thank you

Dear Mary Beth,

Thank you for the note and for the dialogue. As indicated, ExxonMobil remains committed to pursuing solutions to meet the dual challenge of energy demand requirements and environmental responsibility.

We remain available for objective based and productive discussion aimed at elevating understanding and seeking alignment.

I wish you and your family a safe and joyful holiday season and a happy new year.

Regards, Jeff

Sent from my iPad

On Dec 21, 2015, at 2:06 PM, Mary Beth Gallagher <mbgallagher@tricri.org> wrote:

Dear Jeff,

On behalf of the investors who joined our call last week, I would like to thank you and your colleagues for speaking with us about the shareholder proposal, Acknowledge the Moral Imperative to Limit Warming to 2°C. We appreciated having the time to elaborate on why this resolution was filed. We believe supporting this resolution would present an opportunity for the company at this critical time. As some participants suggested toward the end of the call, we do hope that you will either take the steps to implement the proposal or allow this to go before all shareholders at the next Annual Meeting.

We hope that we can continue to discuss these issues and that our conversations can take the form of meaningful back and forth dialogue to not only enhance our mutual understanding of these issues, but also bring about progress.

Warm regards and best wishes for Happy Holidays!

Best,

Mary Beth

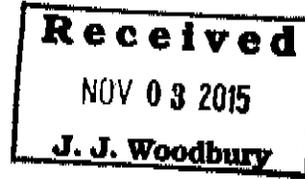
Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org



American Baptist Home Mission Societies
P.O. Box 851
Valley Forge, PA 19482-0851

800.222.3872
610.768.2000
FAX 610.768.2470

www.abhms.org



RECEIVED

NOV 3 2015

B. D. TINSLEY

October 26, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

Dear Mr. Woodbury,

As socially responsible investors, the American Baptist Home Mission Society looks for social and financial accountability when investing in corporations. The American Baptist Church first adopted a resolution on global warming in 1991, recognizing the critical impacts of this issue on "hunger, access to clean water, environmental stewardship, health and peace." Recent statements from the Catholic, Jewish, and Muslim traditions as well as other faith communities reinforce this message, and the American Baptist Church stands with the broader faith community in its conviction that addressing climate change is a moral imperative for all of humanity. We are hopeful that the negotiations in Paris at the end of this year will produce a robust international agreement on climate change.

As corporations from all sectors of the economy, including the oil and gas industry, call for a strong outcome from the Paris climate negotiations, we urge our company to similarly speak out, particularly recognizing the importance of the 2°C warming limit that *the world's nations have agreed upon*. We believe that ExxonMobil has a responsibility to take a leadership role and support policy that can guide us towards a 2°C future.

The American Baptist Home Mission Society is the beneficial owner of 3,297 shares of ExxonMobil stock. The American Baptist Home Mission Society has held stock continually for over one year and intends to retain the requisite number of shares through the date of the Annual Meeting. A letter of verification of ownership is enclosed.

I am hereby authorized to notify you of our intention to file the attached proposal urging the Board of Directors to acknowledge the moral imperative to limit global warming to 2°C, for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of The Securities and Exchange Act of 1934.

Discipleship ■ Community ■ Justice

Incorporated as: The American Baptist Home Mission Society ■ Woman's American Baptist Home Mission Society

Please note that the contact person for this resolution will be Sr. Patricia Daly, OP, of the Sisters of St. Dominic of Caldwell, NJ, who can be reached at pdaly@tricri.org. If agreement is reached, Patricia Daly, as spokesperson for the primary filer, is authorized to withdraw the resolution on our behalf. However, as a co-filer I respectfully request direct communication from the company and to be listed in the proxy. We look forward to constructive dialogue with you and your colleagues about these concerns and hope to see ExxonMobil demonstrate leadership on climate change as we anticipate the important negotiations in Paris.

Sincerely,

A handwritten signature in black ink that reads "David L. Moore". The signature is written in a cursive style with a large, stylized initial "D".

David L. Moore, CFA
Director of Investments

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globalwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_/media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/flight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298

ExxonMobil

November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Mr. David L. Moore, CFA
Director of Investments
American Baptist Home Mission Societies
588 N. Gulph Road & 1st Avenue
King of Prussia, PA 19406

Dear Mr. Moore:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of American Baptist Home Mission Societies (the “Co-filer”) the proposal previously submitted by Sister Patricia Daly concerning policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of share ownership provided in your BNY Mellon submission does not meet requirements, as shown below.

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. For this Proposal, the date of submission is, October 27, 2015, which is the date the Proposal was received by first class mail delivery.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including October 27, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 27, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 27, 2015.
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 27, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including October 27, 2015, the required amount of securities were continuously held – 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.

Mr. David L. Moore
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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,


Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Page 46 redacted for the following reason:

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



BNY MELLON

Asset Servicing
BNY Mellon Center
500 Grant Street, Suite 0625
Pittsburgh, PA 15258-0001

RECEIVED

NOV 3 2015

B. D. TINSLEY

October 26, 2015

Mr. David Moore
American Baptist Home Mission Societies
Route 363 & 1st Avenue
P.O. Box 851
Valley Forge, Pa. 19482-0851

Re: American Baptist Home Mission Societies
ABMF30A5082

Dear Mr. David Moore,

As of and including October 26, 2015, the American Baptists Home Mission Society held, and has held continuously for at least one year, 3,297 shares of Exxon Mobil Corp. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

This security is currently held by Mellon Trust, Master Custodian, for the American Baptist Home Mission Societies in our nominee name at Depository Trust Company.

Please contact me directly at 412-234-7122 with any questions.

Sincerely,

Jules Selia
Global Client Administration
BNY Mellon

RECEIVED

DEC 14 2015

G.R. GLASS

Benedictine Sisters

285 Oblate Drive
San Antonio, TX 78218210-348-6704 phone
210-341-4519 fax

December 14, 2015

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Sent by Fax: 972-444-1505

Dear Mr. Woodbury:

I am writing you on behalf of the Benedictine Sisters of Boerne, Texas to co-file the stockholder resolution on Acknowledge Moral Imperative to Limit Global Warming to 2°C. The proposal states:

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Sisters of St. Dominic of Caldwell, NJ. I submit it for inclusion in the 2016 proxy statement for consideration and action by the shareholders at the 2016 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of \$2,000 worth of the shares. We have been a continuous shareholder for one year of \$2,000 in market value of Exxon Mobil Corporation stock and will continue to hold at least \$2,000 of Exxon Mobil Corporation stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Sisters of St. Dominic of Caldwell, NJ the lead filer of this resolution and as so are authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal. Please note that the contact person for this resolution/proposal will be Sr. Patricia Daly, OP of Sisters of St. Dominic of Caldwell, NJ who can be reached at 973-609-8800 or at pdaly@tricri.org. As a co-filer, we request direct communication from the company and to be listed in the proxy.

Sincerely,

Sr. Susan Milka, OSB
Corporate Responsibility Program

Acknowledge Moral Imperative to Limit Global Warming to 2°C

WHEREAS: Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 Outlook for Energy report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

Supporting Statement: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

1 http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

2 <http://www.umc.org/what-we-believe/resolution-on-global-warming>;

<http://www.pcusa.org/media/uploads/acawp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/08/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate;

<http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://thehalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shered-quaker-statement-facing-challenge-climate-change>

3 [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(finale\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(finale).pdf)

4 <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

5 <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

6 <http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

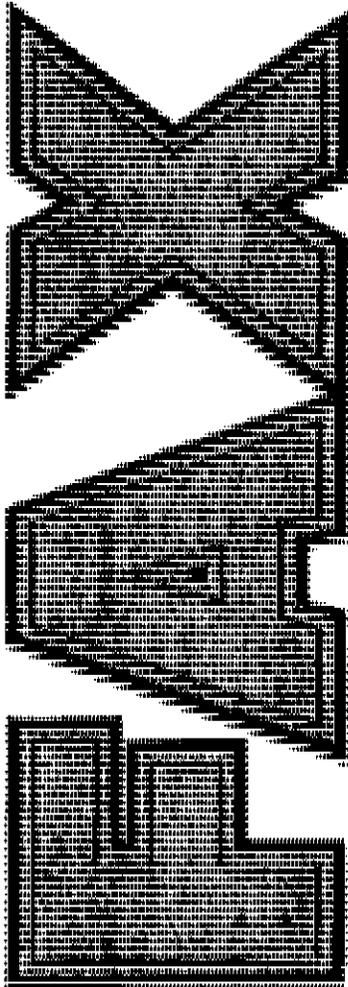
7 <http://www.se4all.org/tracking-progress/>

8 <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

9 <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>;

<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

T R A N S M I T T A L



To: Jeffrey Woodbury
Firm: Exxon Mobil
City: Irving
Fax: 972-444-1505

From: Sr. Susan

Date: 12-14-15

Total Pages: 3
(including cover)

RECEIVED
DEC 14 2015
G.R. GLASS

Additional Comments: 2016 Shareholder Resolution
Moral Imperative



Benedictine Sisters
Corporate Responsibility
P.O. Box 200423
San Antonio, TX 78220

210-348-6704 phone
210-341-4519 fax

Physical Location:
288 Oblate Drive
San Antonio, TX 78216

Fidelity Brokerage Services LLC 139 N Loop 1604 F, Suite 103
San Antonio, TX 78232



December 14, 2015

RECEIVED

DEC 15 2015

B. D. TINSLEY

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Sent by Fax: (972) 444-1505

Re: Co-filing of shareholder resolution
Acknowledge Moral Imperative to Limit Global Warming to 2 degrees Celsius

As of December 14, 2015, The Benedictine Sisters of Boerne held, and has held continuously for at least one year through June 11, 2015, \$2,000.00 worth of Exxon Mobil Corporation Common Stock (XOM). These shares were held with National Financial Services (DTC#0226), a wholly owned subsidiary of Fidelity Investments.

If you need any other information, please contact us at (210) 490-1905 ext. 52775.

Sincerely,

A handwritten signature in black ink that reads "James Beck". The signature is written in a cursive style.

James Beck
Relationship Manager

CC: Sr. Susan Mika, OSB

Fax

Received
DEC 15 2015
J. J. Woodbury

Investor Center
 Fidelity Investments
 139 N Loop 1604 E Suite 103
 San Antonio, TX 78232

RECEIVED

Recipient: Jeffrey Woodbury **DEC 15 2015**

Recipient's State of Residence: B. D. TINSLEY

Company: Exxon Mobil Corporation

Phone: _____

Fax: 972-444-1505

From: James Beck

Phone: 210-490-1905 ext. 52775

Fax: 210-495-0929

cc: _____

Date: 12/14/2015

Pages Inc. cover: 2

Comments: _____

The information contained in this facsimile is intended for the confidential use of the named recipient. If the reader of this message is not the intended recipient or person responsible for delivering it to the intended recipient, you are hereby notified that you have received this communication in error, and that any review, dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this in error, please notify the sender immediately by telephone at the number set forth and destroy this facsimile message.



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298

ExxonMobil

December 16, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Susan Mika, OSB
Corporate Responsibility Program
Benedictine Sisters of Boerne, Texas
285 Oblate Drive
San Antonio, TX 78216

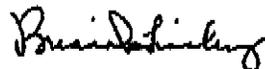
Dear Sister Mika:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Benedictine Sisters of Boerne, Texas, the proposal previously submitted by Sisters of St. Dominic of Caldwell New Jersey concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Fidelity, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 55 through 56 redacted for the following reasons:

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



Benedictine Sisters of Virginia

Saint Benedict Monastery • 9535 Linton Hall Road • Bristow, Virginia 20136-1217 • (703) 361-0106
December 16, 2015

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED

DEC 16 2015

B. D. TINSLEY

Sent by Fax: 972-444-1505

Dear Mr. Woodbury:

I am writing you on behalf of Benedictine Sisters of Virginia to co-file the stockholder resolution on Acknowledge Moral Imperative to Limit Global Warming to 2°C. In brief, the proposal states:

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Sisters of St. Dominic of Caldwell, NJ. I submit it for inclusion in the 2016 proxy statement for consideration and action by the shareholders at the 2016 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of 5,000 of Exxon Mobil Corporation shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Exxon Mobil Corporation stock and will continue to hold at least \$2,000 of Exxon Mobil Corporation stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Sisters of St. Dominic of Caldwell, NJ the lead filer of this resolution and as so are authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal. Please note that the contact person for this resolution/proposal will be Sr. Patricia Daly, OP of Sisters of St. Dominic of Caldwell, NJ who can be reached at 973-509-8800 or at pdaly@trieri.org. As a co-filer, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

Sister Andrea Westkamp, OSB

Sister Andrea Westkamp, OSB
Treasurer

Acknowledge Moral Imperative to Limit Global Warming to 2°C

WHEREAS: Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

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ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

Supporting Statement: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

1 http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

2 <http://www.umc.org/what-we-believe/resolution-on-global-warming>;

<http://www.pcusa.org/media/uploads/acs/wp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/08/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/forah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

3 [http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

4 <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

5 <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

6 <http://www.carbontracker.org/report/energyaccess/>;

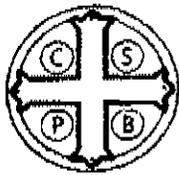
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

7 <http://www.se4all.org/tracking-progress/>

8 <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

9 <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>;

<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>



Benedictine Sisters of Virginia

Saint Benedict Monastery • 9535 Linton Hall Road • Bristow, Virginia 20136-1217 • (703) 361-0254

Fax: (703) 361-0254

Fax Cover Sheet

DATE: December 16, 2015

TO: Jeffrey Woodbury, General Counsel and Corporate Secretary, Exxon Mobil

FAX #: 972-444-1505

PHONE #: _____

FROM: Sister Andrea Westkamp, OSB

Number of pages including cover sheet: 13

Message: _____

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298

ExxonMobil

December 21, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Andrea Westkamp, OSB
Treasurer
Benedictine Sisters of Virginia
Saint Benedict Monastery
9535 Linton Hall Road
Bristow, VA 20136-1217

Dear Sister Westkamp:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Benedictine Sisters of Virginia (the "Co-filer"), the proposal previously submitted by the Sisters of St. Dominic of Caldwell NJ concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 16, 2015 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. For this Proposal, the date of submission is December 16, 2015, which is the date the Proposal was transmitted electronically by facsimile.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 16, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 16, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

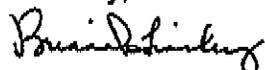
- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 16, 2015
- If the Co-filer's 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 16, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 16, 2015, the required amount of securities were continuously held – 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.

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Pages 63 through 65 redacted for the following reasons:

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



Scott &
Stringfellow

RECEIVED

DEC 28 2015

B. D. TINSLEY

December 28, 2015

Mr. Jeffrey Woodbury
General Counsel and
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

By Facsimile: 972-444-1505

Dear Mr. Woodbury,

In response to your request to Sister Andrea Westkamp, OSB regarding the ownership of the Exxon Mobil Corporation shares by the Benedictine Sisters of Virginia: The Benedictine Sisters of VA, Inc. Endowment Fund purchased 5,000 shares of the common stock of Exxon Mobil Corporation on 04/04/1997. This position of ownership continues to be held in this fund at the firm of BB&T Scott & Stringfellow and represents a value of approximately \$400,950.

This information should verify any questions regarding our ownership qualifications.

Sincerely,

John J. Muldowney
Managing Director
Financial Advisor

Cc: Sister Andrea Westkamp, OSB

✓

RECEIVED

DEC 15 2015

B. D. TINSLEY

Received
DEC 15 2015
J. J. Woodbury

FAX

To:
Mr. Jeffrey Woodbury
 General Counsel and corporate Secretary
 Exxon Mobil Corporation
 5959 Las Colinas Boulevard
 Irving, TX 75039-2298

Date: December 15, 2015

Fax: 972-444-1505

of pages including cover: 3

From: Sr. Patricia Kirk, OSB
 Benedictine Sisters of Baltimore
 Emmanuel Monastery
 2229 W. Joppa Road
 Lutherville, MD 21093
 Phone: 410-821-5792
 FAX# 410-296-9560

Mr. Woodbury,

The Benedictine Sisters of Baltimore are co-filing the stockholder resolution **Acknowledge Moral Imperative to Limit Global Warming to 2°C**. Included in this email is:

- ∞ our co-filing letter
- ∞ a copy of the resolution

Thank you for your attention to this.

Sincerely,

Sr. Patricia Kirk, OSB
 Prioress
 Benedictine Sisters of Baltimore



BENEDICTINE SISTERS of BALTIMORE
Emmanuel Monastery

December 15, 2015

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Sent by Fax: 972-444-1505

Dear Mr. Woodbury:

I am writing you on behalf of the Benedictine Sisters of Baltimore to co-file the stockholder resolution on Acknowledge Moral Imperative to Limit Global Warming to 2°C. In brief, the proposal states:

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Sisters of St. Dominic of Caldwell, NJ. I submit it for inclusion in the 2016 proxy statement for consideration and action by the shareholders at the 2016 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of 275 of Exxon Mobil Corporation shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Exxon Mobil Corporation stock and will continue to hold at least \$2,000 of Exxon Mobil Corporation stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Sisters of St. Dominic of Caldwell, NJ the lead filer of this resolution and as so are authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal. Please note that the contact person for this resolution/proposal will be Sr. Patricia Daly, OP of Sisters of St. Dominic of Caldwell, NJ who can be reached at 973-509-8800 or at pdaly@trieri.org. As a co-filer, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

Sr. Patricia Kirk, OSB
Prioress

Acknowledge Moral Imperative to Limit Global Warming to 2°C

WHEREAS: Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 Outlook for Energy report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

Supporting Statement: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

1 http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

2 <http://www.unic.org/what-we-believe/resolution-on-global-warming>;

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<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

3 [http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

4 <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

5 <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

6 <http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

7 <http://www.se4all.org/tracking-progress/>

8 <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.VYrd3RFViko>

9 <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>;

<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5989 Las Colinas Boulevard
Irving, TX 75039-2298

ExxonMobil

December 16, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Patricia Kirk, OSB
Prioress
Benedictine Sisters of Baltimore
Emmanuel Monastery
2229 W. Joppa Road
Lutherville, MD 21093

Dear Sister Kirk:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Benedictine Sisters of Baltimore (the "Co-filer"), the proposal previously submitted by the Sisters of St. Dominic of Caldwell NJ concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 15, 2015 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. For this Proposal, the date of submission is December 15, 2015, which is the date the Proposal was transmitted electronically by facsimile.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015; or

- 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, 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.

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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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 15, 2015, the required amount of securities were continuously held – 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.

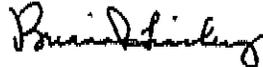
Sister Patricia Kirk, OSB
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Pages 73 through 75 redacted for the following reasons:

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



BMO Asset Management U.S.
11270 West Park Place, Suite 400
Milwaukee, WI 53224-3638

December 15, 2015

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED
DEC 28 2015
B. D. TINSLEY

Sent by Fax: 972-444-1505

Re: Confiling of shareholder resolution. Acknowledge moral imperative to limit Global Warming to 2°C

As of December 15, 2015, the Benedictine Sisters of Baltimore held, and has held continuously, for at least one year, 275 shares of Exxon Mobil Corporation Common Stock. These shares have been held with BMO Harris Bank, NA, DTC #992.

if you need further information, please contact us at 920-495-5270

Sincerely,

Joan Becks
Trust Officer

✓

CAROL MASTER
199 Coolidge Avenue - #107
Watertown, MA 02472-1521

RECEIVED

DEC 3 2015

G.R. GLASS

December 1, 2015

Mr. Jeffrey Woodbury
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Woodbury:

I own 140 shares of Exxon Mobil stock and strongly believe, as you do, that good governance and corporate responsibility is essential for building shareholder value. I encourage Exxon Mobil to take additional steps to increase Exxon Mobil's accountability related to greenhouse gas emissions.

Therefore, I am filing the enclosed shareholder proposal with Caldwell Dominican Sisters as a the "primary filer" for inclusion in the 2016 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. I have been a continuous shareholder of over \$2,000 worth of Exxon Mobil stock for over a year. I am the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned number of Exxon Mobil shares and will continue to hold at least \$2,000 worth of Exxon Mobil shares through the shareholders meeting. We will provide proof of ownership.

Please copy correspondence both to myself and to Timothy Smith at Walden Asset Management at tsmith@bostontrust.com; phone 617-726-7155. Walden is my investment manager. I authorize Caldwell Dominican Sisters to withdraw this resolution on my behalf.

Sincerely,


Carol Master

Encl. Resolution Text

CC: Timothy Smith, Walden Asset Management, One Beacon St., Boston, MA 02108

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

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⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 80 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 9, 2015

VIA UPS – OVERNIGHT DELIVERY

Carol Master
199 Coolidge Avenue, #107
Watertown, MA 02472-1521

Dear Ms. Master:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Ms. Master (the "Co-filer"), the proposal previously submitted by the Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 1, 2015 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. For this Proposal, the date of submission is December 1, 2015, which is the date the Proposal was received by overnight delivery service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 1, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 1, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 1, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 1, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 1, 2015, the required amount of securities were continuously held – 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.

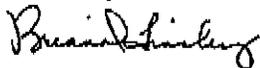
Ms. Carol Master
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Timothy Smith, Walden Asset Management

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 85 through 88 redacted for the following reasons:

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

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Monday, January 04, 2016 7:17 AM
To: Glass, Ginger R; Gilbert, Jeanine
Subject: FW: Proof of Ownership
Attachments: image001.png; ATT00001.htm; xom - carol master documentation.pdf; ATT00002.htm

Please note ownership proof.

BT

From: Woodbury, Jeffrey J
Sent: Thursday, December 31, 2015 10:56 AM
To: Luetzgen, Robert A; Tinsley, Brian D; Parsons, Jim E
Subject: Fwd: Proof of Ownership

Please note.

Regards, Jeff

Sent from my iPad

Begin forwarded message:

From: "Morgan, Regina" <rmorgan@bostontrust.com>
Date: December 31, 2015 at 9:47:05 AM CST
To: "Woodbury, Jeffrey J" <jeff.j.woodbury@exxonmobil.com>
Cc: "Smith, Timothy" <tsmith@bostontrust.com>
Subject: Re: Proof of Ownership

Good Morning Mr. Woodbury,

Received your letter dated December 9th concerning ownership documentation on behalf of Carol Master.

We emailed on December 11th ownership documentation on behalf of Brainerd Foundation and Carol Master for the Carbon Risk and Limit Global Warming shareholder resolutions.

As such to insure that all is in good order for Carol Master we are re-sending her documentation.

Please advise if there are any questions and if you require a hard copy.

Happy New Year,
Regina

RECEIVED

DEC 14 2015

G.R. GLASS



STATE STREET

RECEIVED

DEC 14 2015

G.R. GLASS

Wealth Manager Services

Crown Colony Office Park
1200 Crown Colony Drive
Quincy, MA 02169

www.statestreet.com

Date: December 1, 2015

To Whom It May Concern:

State Street Bank and Trust Company ("State Street") is the sub-custodian for Boston Trust & Investment Management Company (Boston Trust) who is the custodian for the account of **Carol Master**.

In connection with a shareholder proposal submitted by **Carol Master** on **December 1, 2015** we are writing to confirm that **Carol Master** has had beneficial ownership of a least \$2,000 in market value of the voting securities of **Exxon Mobil Corporation (Cusip#30231G102)** for more than one year.

As indicated earlier State Street serves as the sub-custodian for Boston Trust and Investment Management Company. State Street is a DTC participant.

In witness hereof the individual signing below confirms to best of her knowledge that the above statements are true and accurate.

Sincerely,

Marc Iovine
Officer

Date: 12/9/2015



Received
NOV 17 2015
J. J. Woodbury

November 17, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Orig - BDT ✓
C JSW
C RAL

RECEIVED
NOV 18 2015
G.R. GLASS

RE: Agenda Item for 2016 Annual Shareholder Meeting

Dear Mr. Woodbury:

Christian Brothers Investment Services, Inc. (CBIS) is the investment manager for our client, the Catholic United Investment Trust (CUIT). CBIS has been authorized on behalf of CUIT to file the enclosed shareholder proposal for inclusion in Exxon Mobil Corporation's Proxy Statement and Form of Proxy relating to the 2016 Annual Meeting of Stockholders.

Also enclosed is certification from CUIT's custodian, BNY Mellon, that the Trust is the beneficial owner of 310,349 shares of ExxonMobil Corporation stock that have been continuously held since December 9, 2013. CUIT intends to continuously hold the requisite number of shares through the date of the next Annual Meeting of Stockholders, consistent with the requirements in SEC Rule 14a-8.

This shareholder proposal is being co-filed with the Community of the Sisters of St. Dominic of Caldwell, N.J., who should be considered the lead filer. Please direct any correspondence related to this proposal to Sister Patricia Daly, OP as the representative of the lead filer. Correspondence related to this proposal can be directed to her at 973-509-8800 or tricri@mindspring.com. Copies of correspondence, as well as any questions related directly to this co-filing, can be directed to me at 212-503-1947 or jtanner@cbisonline.com.

Sincerely yours,

Julie Tanner
Director - Socially Responsible Investing

cc: Sr. Patricia Daly, OP, Sisters of St. Dominic of Caldwell, N.J.

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_/media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/track1ng-progress/>

⁸ <http://www.ucsusa.org/global-warming/flight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 94 redacted for the following reason:

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



Received
NOV 18 2015
J. J. Woodbury

0119 - BDT
C RAL
C JJW

November 17, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED

NOV 19 2015

B. D. TINSLEY

RE: Agenda Item for 2016 Annual Shareholder Meeting

Dear Mr. Woodbury:

Christian Brothers Investment Services, Inc. (CBIS) is the investment manager for our client, the Catholic United Investment Trust (CUIT). CBIS has been authorized on behalf of CUIT to file the enclosed shareholder proposal for inclusion in Exxon Mobil Corporation's Proxy Statement and Form of Proxy relating to the 2016 Annual Meeting of Stockholders.

Rec'd 11/19/15

Please disregard the letter sent previously, as it did not have the correct share information. Enclosed is a copy of the certification from CUIT's custodian, BNY Mellon, that as of November 16, 2015 the Trust is the beneficial owner of 354,606 shares of ExxonMobil Corporation stock that have been continuously held for over one year. The original document will be sent directly to you. CUIT intends to continuously hold the requisite number of shares through the date of the next Annual Meeting of Stockholders, consistent with the requirements in SEC Rule 14a-8.

This shareholder proposal is being co-filed with the Community of the Sisters of St. Dominic of Caldwell, N.J., who should be considered the lead filer. Please direct any correspondence related to this proposal to Sister Patricia Daly, OP as the representative of the lead filer. Correspondence related to this proposal can be directed to her at 973-509-8800 or tricri@mindspring.com. Copies of correspondence, as well as any questions related directly to this co-filing, can be directed to me at 212-503-1947 or jtanner@cbisonline.com.

Sincerely yours,

Julie Tanner
Director - Socially Responsible Investing

cc: Sr. Patricia Daly, OP, Sisters of St. Dominic of Caldwell, N.J.

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>;
<http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globalwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;
<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/> ;
<https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>;
<http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

Page 97 redacted for the following reason:

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



BNY MELLON

525 William Penn Place
4th Floor
Pittsburgh, PA 15259

November 17, 2015

Mr. Jeffery Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Received
NOV 17 2015
J. J. Woodbury

orig. BAT
c RKL
c JJW

Dear Mr. Woodbury:

Please be advised that The Bank of New York Mellon (Depository Trust Company Participant ID 954) held 354,606 shares of ExxonMobil, (CUSIP# 30231G102) as of November 16, 2015 for our client and beneficial owner, Christian Brothers Investments of which 354,606 shares have been continuously held for over one year by our client.

Please feel free to contact me if you have any questions. Thank you.

Sincerely,

Michael Kania
Vice President, BNY Mellon Asset Servicing

RECEIVED
NOV 19 2015
G.R. GLASS

Phone: (412) 234-5532
Email: michael.kania@bnymellon.com

Page 99 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
6969 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Julie Tanner
Director - Socially Responsible Investing
Christian Brothers Investment Services
777 Third Avenue, 29th Floor
New York, NY 10017

Dear Ms. Tanner:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Christian Brothers Investment Services, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

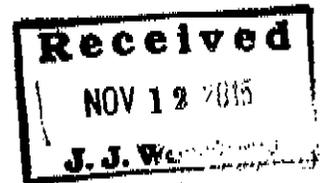
Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 101 through 102 redacted for the following reasons:

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



BPT

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NOV 12 2015

G.R. GLASS

November 9, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Woodbury,

The Congregation of St. Joseph is owner of 100 shares of common stock in ExxonMobil. We are concerned about the environment and also about the social responsibilities of the companies in which we invest. We are certain that it is possible for corporations to be both concerned about the social implications of their policies and also to make a fair profit for investors.

The Congregation of St. Joseph submits the enclosed proposal: *Acknowledge Moral Imperative to Limit Global Warming to 2°* for inclusion in the proxy statement for consideration and action by the 2016 shareholders meeting in accordance with Rule 14(a)(8) of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are filing this resolution along with other concerned investors. The primary contact for you for the filers, Community of the Sisters of St. Dominic of Caldwell, NJ, is Sister Patricia Daly, OP, 40 South Fullerton Avenue, Montclair, NJ 07042, Phone: 973-509-8800

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 our behalf*. However, I respectfully request direct communication from the company. My e-mail address is jsbrissa@juno.com

Proof of ownership of shares of common stock in our company for at least the last twelve months is attached. It is our intent to maintain ownership of these shares through the date of the annual meeting.

It is our tradition, as religious investors, to seek dialogue with companies to discuss the issues involved in the resolutions. We hope that a dialogue of this sort is of interest to you as well.

Sincerely,

Joellen Sbrissa, CSJ
Social Responsible Investments Representative

Enc. Resolution
Verification of stock Ownership

cc: Sr. Patricia Daly, OP, Sisters of St. Dominic of Caldwell, NJ
Julie Wokaty, Interfaith Center on Corporate Responsibility

Office of Peace, Justice and Integrity of Creation
1515 West Ogden Avenue La Grange Park, IL 60526
708-579-8926 jsbrissa@juno.com

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

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ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.uca.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_/media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁴ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁴<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 106 redacted for the following reason:

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

50 South La Salle Street
Chicago, Illinois 60603
(312) 557-2000



Northern Trust

RECEIVED

NOV 13 2015

G.R. GLASS

November 9, 2015

Re: The Congregation of St. Joseph Account Number OMB Memorandum M-07-16 ***

Dear Sir/Madam:

I am writing at your request to confirm that of close of business on Friday, November 6, 2015, the above-referenced account for the Congregation of St. Joseph held 100 shares of XOM (Exxon Mobil Corp) within it. These shares were purchased within this account on (April 7th, 2010) and have been continuously held for more than one year.

If you need any additional information, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Tim Bauer', with a long horizontal flourish extending to the right.

Tim Bauer

2nd Vice President

Not FDIC Insured	May Lose Value	No Bank Guarantee
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Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago

11/11/15

Page 108 redacted for the following reason:

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



November 17, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Joellen Sbrissa, CSJ
Social Responsible Investments Representative
Congregation of St. Joseph
1515 West Ogden Avenue
La Grange Park, IL 60526

Dear Ms. Sbrissa:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Congregation of St. Joseph (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of share ownership provided in your Northern Trust submission does not meet requirements, as shown below.

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. For this Proposal, the date of submission is November 10, 2015, which is the date the Proposal was received by priority mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 10, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 10, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 10, 2015.
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 10, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 10, 2015, the required amount of securities were continuously held – 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.

Ms. Joellen Sbrissa

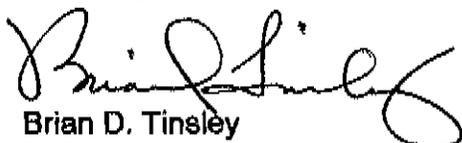
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sr. Patricia Daly
Julie Wokaty, ICCR

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 113 through 114 redacted for the following reasons:

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



November 19, 2015

RECEIVED

NOV 24 2015

B. D. TINSLEY

Brian D. Tinsley
Manager, Shareholder Relations
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Via e-mail to: Jeanine.gilbert@exxonmobil.com

Dear Mr. Tinsley,

In response to your letter of November 17, 2015, I am resending you, as you requested, the verification of ownership of Exxon Mobil shares belonging to the Congregation of St. Joseph. It includes:

- Verification on the date of our submission, November 10, 2015,
- Proof that we own \$2000.00 or more shares,
- The DTC of NFS, Northern Trust's Clearing Firm
- Proof that we have held the shares for more than one year.

As stated in our previous letter we are filing this resolution along with other concerned investors. The primary contact for you for the filers, Community of the Sisters of St. Dominic of Caldwell, NJ, is Sister Patricia Daly, OP, 40 South Fullerton Avenue, Montclair, NJ 07042, Phone: 973-509-8800

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 our behalf. However, I respectfully request direct communication from the company. My e-mail address is jsbrissa@juno.com

Sincerely,

Joellen Sbrissa, CSJ
SRI Representative

Enclosure: Verification of ownership

cc: Sr. Patricia Daly, OP, Sisters of St. Dominic of Caldwell, NJ
Julie Wokaty, Interfaith Center on Corporate Responsibility

Office of Peace, Justice and Integrity of Creation
La Grange Park Center
1515 West Ogden Avenue La Grange Park, IL 60526
708-579-8926

50 South La Salle Street
Chicago, Illinois 60603
(312) 557-2000



Northern Trust

November 10, 2015

Re: The Congregation of St. Joseph ~~Account Number~~ OMB Memorandum M-07-16 ***

Dear Sir/Madam:

I am writing at your request to confirm that of close of business on Tuesday, November 10, 2015, the above-referenced account for the Congregation of St. Joseph held 100 shares of XOM (Exxon Mobil Corp) within it. These shares were purchased within this account on (April 7th, 2010) and have been continuously held for more than one year.

If you need any additional information, please do not hesitate to call.

Very truly yours,

Myles Quinn

A handwritten signature in black ink, appearing to read "Myles Quinn", written over a light blue horizontal line.

Not FDIC Insured	May Lose Value	No Bank Guarantee
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Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago

NTAC:3NS-20

Pages 117 through 118 redacted for the following reasons:

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



1515 WEST OGDEN AVENUE
LAGRANGE PARK, ILLINOIS 60526

S SUBURBAN IL 604

29 NOV 2015 PM 3 L



Brian D. Tinsley
Manager, Shareholder Relations
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

75039229898





Received
NOV 16 2015
J. J. Woodbury

185 Berry Street, Suite 300
San Francisco, CA 94107
phone 415.438.5500
fax 415.438.5724
dignityhealth.org

November 12, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED
NOV. 16 2015
G.R. GLASS

orig BDT
e JW
c RAL

Dear Mr. Woodbury:

Dignity Health is a shareholder of ExxonMobil. We integrate environmental, social and governance criteria into our investment decision-making, and regularly engage with companies we hold to encourage the implementation of best practices in these areas.

Dignity Health, in collaboration with the Sisters of St. Dominic of Caldwell New Jersey, hereby submits the enclosed proposal "Acknowledge Moral Imperative to Limit Global Warming to 2°C" for inclusion in the proxy statement for consideration and action by the 2016 shareholders meeting in accordance with Rule 14(a)(8) of the General Rules and Regulations of the Securities and Exchange Act of 1934. Sister Patricia Daly is the primary contact and is authorized to act on our behalf in the event that the proposal is withdrawn. We would appreciate receiving copies of any communication.

Dignity Health has held the requisite amount of ExxonMobil stock for more than one year and will continue to hold the requisite number of shares to submit a proposal through the date of ExxonMobil's annual meeting at which the proposal will be considered. Proof of ownership will be provided upon request. A representative of the filers will attend the stockholders meeting to move the resolution as required by the rules of the Securities and Exchange Commission (SEC).

Sincerely yours,

Susan Vickers, RSM

Susan Vickers, RSM
Vice President Corporate Responsibility

Enclosure

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report—energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.ollandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>



Dignity Health.

185 Berry Street, Suite 300
San Francisco, CA 94107

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CA 94107
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ZIP 94107
041L11227213

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

75039229899



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



November 24, 2015

VIA UPS – OVERNIGHT DELIVERY

Susan Vickers, RSM
Vice President Corporate Responsibility
Dignity Health
185 Berry Street, Suite 300
San Francisco, CA 94107

Dear Ms. Vickers:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Dignity Health (the "Co-filer"), the proposal previously submitted by the Sisters of St. Dominic of Caldwell NJ concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your November 12, 2015 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. For this Proposal, the date of submission is November 12, 2015, which is the date the Proposal was postmarked by first class mail delivery service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 12, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 12, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.aspx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 12, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 12, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 12, 2015, the required amount of securities were continuously held – 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.

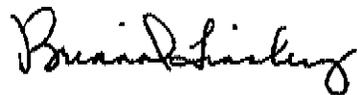
Ms. Vickers
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 128 through 129 redacted for the following reasons:

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

LS

Dignity Health
Share Proof

Gilbert, Jeanine

From: Campbell, Brian - SF <Brian.Campbell@DignityHealth.org>
Sent: Wednesday, December 02, 2015 4:58 PM
To: Gilbert, Jeanine
Cc: Vickers, Sr Susan - SF
Subject: Attn: Mr. Brian D. Tinsley - re: Proof of shareholder ownership from Dignity Health
Attachments: State Street Stock Ownership Verification-ExxonMobil-11.12.15.pdf

Importance: High

Categories: External Sender

RECEIVED

DEC 9 2015

G.R. GLASS

December 2, 2015

Brian D. Tinsley
Manager, Shareholder Relations
Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Blvd.
Irving, TX 75039-2298

SENT VIA EMAIL TO Jeanine.gilbert@exxonmobil.com

Dear Mr. Tinsley:

As per your correspondence of November 24, 2015, please find attached our verification of ownership of over \$2000 of ExxonMobil common stock which Dignity Health has held continuously for over a year prior to November 12, 2015. Verification is provided by our custodian, a DTC participant.

Please contact me if you have any further questions.

Sincerely,

Susan

Sent by Brian Campbell on behalf of Susan Vickers, RSM
VP Corporate Responsibility
Dignity Health
185 Berry Street
Suite 300
San Francisco, CA 94107
415.438.5511
susan.vickers@dignityhealth.org

Policy to Limit
Global Warming

**STATE STREET
GLOBAL SERVICES.**

State Street Global Services

Erin Rodriguez
Vice President
P.O. Box 6488
Boston, MA 02208

Telephone 617-319-8142
Facsimile 617-788-2235

erodriguez@statestreet.com

November 16, 2015

Sr. Susan Vickers
VP Community Health
Dignity Health
185 Berry Street, Suite 300
San Francisco, CA 94107
Fax #415-591-2404

Re: Stock Verification Letter

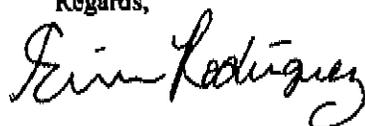
Dear Susan:

Please accept this letter as confirmation that Dignity Health has owned at least 200 shares or \$2,000.00 of the following security from November 12, 2014 – November 12, 2015. The November 12, 2015 share position is listed below:

Security	CUSIP	Shares
ExxonMobil	30231G102	90,600

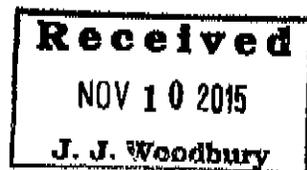
Please let me know if you have any questions.

Regards,





DOMINICAN
Sisters of Blauvelt



orig 13 DT
C JJW

November 6, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED
NOV 10 2015
G.R. GLASS

Dear Mr. Woodbury,

The Sisters of St. Dominic of Blauvelt, New York have been long time investors in the ExxonMobil Corporation. We also have a number of corporate stances as a Religious Congregation including one on Climate Change. In addition, we have a number of guidelines and policies for responsible investment which our asset managers follow. These guidelines help us screen our investments and alert us to any holdings that violate our moral or ethical imperatives. Along with our colleagues at the Interfaith Center on Corporate Responsibility and other like organizations we are committed to working together to address climate change. There has been a growing awareness among our membership that climate events causing human devastation are directly linked to human activity in particular corporate activity which place profits over environmentally sound practices. Hearing the "cry of the earth and the cry of the poor" we are now hyper vigilant in reviewing our investments. Other notable faith leaders, Pope Francis in his encyclical *Laudato Si*, a Rabbinic letter on this issue signed by over 400 Jewish Rabbis and the Islamic Declaration on climate change have been sources of encouragement and inspiration for us.

We believe your company has the responsibility and capacity to demonstrate leadership on climate change, especially in this period leading to the Paris climate negotiations. ExxonMobil has remained silent as ten peers in the oil and gas industry have issued a statement in support of "clear stable policy frameworks that are consistent with a 2°C future." The window of opportunity for the Board to demonstrate leadership in advance of the Paris climate negotiations is dwindling. We urge ExxonMobil to use its voice and influence in support of a 2°C future.

The Sisters of St. Dominic of Blauvelt New York are the beneficial owners of fourteen hundred (1400) shares of ExxonMobil, which we intend to hold at least until after the next annual meeting. Verification of ownership is enclosed.

I am hereby authorized to notify you of our intention to file the attached proposal urging the Board of Directors to acknowledge the moral imperative to limit global warming by 2°C for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of The Securities and Exchange Act of 1934.

While there will be other shareholders submitting this resolution, Mary Beth Gallagher mbgallagher@tricri.org and Sister Patricia Daly pdaly@tricri.org will serve as the primary contact for these concerns. However, as co-filers we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,



Sister Catherine Howard, OP
President
Sisters of St. Dominic, Blauvelt, NY

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiqv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiqv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶[http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFVko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 136 redacted for the following reason:

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



RECEIVED
NOV 10 2015
G.R. GLASS

Fiduciary Trust Company International

600 Fifth Avenue
New York, New York 10020-2302
tel (212) 632-3386
fax (212) 632-3198
email ktowles@ftci.com
www.fiduciarytrust.com

Kimbrough Towles
Managing Director

Letter of Verification of Ownership

November 6, 2015

To Whom It May Concern:

As of and including November 6, 2015, Fiduciary Trust holds on behalf of the Sisters of St. Dominic of Blauvelt, NY, and has held continuously for at least one year, 1400 shares of EXXON MOBIL CORP stock. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

Please contact me at 212-632-3386 with any questions.

Sincerely,

A handwritten signature in black ink that reads "Kimbrough Towles".

Kimrough Towles

Page 138 redacted for the following reason:

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



November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Catherine Howard, OP
President
Sisters of St. Dominic of Blauvelt, NY
496 Western Highway
Blauvelt, NY 10913

Dear Sr. Howard:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of St. Dominic of Blauvelt, NY (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning a policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of share ownership provided in your Fiduciary Trust submission does not meet requirements, as shown below.

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. For this Proposal, the date of submission is, November 6, 2015, which is the date the Proposal was received by overnight delivery service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 6, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 6, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

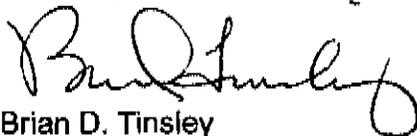
- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 6, 2015.
- If the Co-filer's 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 6, 2015. 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 identify 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 6, 2015, the required amount of securities were continuously held – 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.

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 143 through 144 redacted for the following reasons:

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

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Saturday, November 21, 2015 10:03 AM
To: Joan Agro; Mary Beth Gallagher; Gilbert, Jeanine
Cc: Glass, Ginger R
Subject: RE: Verification for Dominican Sisters of Blauvelt

RECEIVED
NOV 23 2015
G.R. GLASS

Sister Joan, thank you for reaching out.

It sounds as if JPMorgan is the DTC participant that holds Fiduciary Trust International's shares. In that case, we will need a separate letter from JPMorgan confirming they have held at least \$2,000 worth of ExxonMobil stock in Fiduciary Trust's account for at least a period of one year through and including the date of the co-filer's filing, as explained in our response letter. Apologies for the extra steps, but these are the rules by which we are guided.

I'll be away next week, but Ginger Glass will be available if you have any questions.

Brian T

Brian D. Tinsley
Shareholder Relations
Manager

Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039
(972) 444-1193 (office)
(713) 876-8340 (mobile)
(972) 444-1505 (fax)
brian.d.tinsley@exxonmobil.com

From: Joan Agro [mailto:Jagro@opblauvelt.org]
Sent: Friday, November 20, 2015 12:19 PM
To: Tinsley, Brian D; Mary Beth Gallagher; Gilbert, Jeanine
Subject: RE: Verification for Dominican Sisters of Blauvelt

Dear Mr. Tinsley,

I contacted our account managers at Fiduciary Trust regarding your question about FTI's DTC number. They responded with the following information that I believe will clear up the matter for us.

JPMorgan Chase Bank

DTC Participant # 902

JPMorgan A/C # P56059

For Fiduciary Trust Int'l Clients

Please let me know if this is sufficient for our filing of the shareholder resolution.

Sincerely,

Sr. Joan Agro,OP

From: Tinsley, Brian D [mailto:brian.d.tinsley@exxonmobil.com]
Sent: Tuesday, November 17, 2015 2:35 PM

To: Mary Beth Gallagher; Gilbert, Jeanine
Cc: Joan Agro
Subject: RE: Verification for Dominican Sisters of Blauvelt

Mary Beth, we didn't find where Fiduciary Trust International was a DTC participant. If we can get FTI's DTC number or somehow link them to a DTC participant, or get proof from another source that is a participant, I believe that would do it. We'll work to make letter more clear for next time.

Thanks,

Brian T

From: Mary Beth Gallagher [<mailto:mbgallagher@tricri.org>]
Sent: Tuesday, November 17, 2015 1:25 PM
To: Gilbert, Jeanine; Tinsley, Brian D
Cc: Joan Agro
Subject: Verfication for Dominican Sisters of Blauvelt

Dear Jeanine and Brian,
I am following up on behalf of the Dominican Sisters of Blauvelt who received a note that there was a deficiency in their filing of the shareholder proposal on the Policy to limit climate change. In reviewing their filing materials, it looks like the date of the verification and letter matches (November 6th). Can you kindly confirm what the issue was so that they may address it?

Thank you,
Mary Beth

Mary Beth Gallagher
Acting Director
Tri-State Coalition for Responsible Investment
40 South Fullerton Ave. Montclair, NJ 07042
(P) 973-509-8800
mbgallagher@tricri.org
www.tricri.org

Gilbert, Jeanine

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From: Glass, Ginger R
Sent: Tuesday, November 24, 2015 10:45 AM
To: Tinsley, Brian D
Cc: Gilbert, Jeanine
Subject: Call from Fiduciary Trust International re proof on Blauvelt Sisters co-filing

NOV 24 2015

G.R. GLASS

I fielded a call today from FTI, who is the custodian of the shares for the Blauvelt Sisters who are co-filers on the Limit Climate Change proposal. Her name is Johanny Almanzar at 212-632-4161. She was asking for clarification as to why they needed JP Morgan to provide the letter of proof, which I gave to her. She will go to JPM and ask that they provide the letter of proof as of Nov. 6, 2015. She provided her name and number in case we had any follow up questions.

Ginger R. Glass

Coordinator, Shareholder Relations
Investor Relations / Office of the Secretary

Exxon Mobil Corporation

5959 Las Colinas Blvd.
Irving, Texas 75039-2298
972 444 1154 Tel
972 444 1505 Fax



Fiduciary Trust Company International
600 Fifth Avenue
New York, New York 10020-2302
tel (212) 632-3383
fax (212) 632-4058
email dfeeks@ftci.com
www.fiduciarytrust.com

Debra A. Feeks
Managing Director

December 4, 2015

RECEIVED
DEC 8 2015
G.R. GLASS

Mr. Brian D. Tinsley
Shareholder Relations Manager
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Tinsley,

Please use the attached letter from J.P. Morgan as your confirmation that we held 1,400 shares of Exxon Mobil Corp (Cusip# 30231G102), under DTC Participant 902, on behalf of Sisters of St. Dominic of Blauvelt, NY. These shares were worth over \$2,000 and were held in custody continuously for a period of over a year as of November 6th, 2015 (inclusive).

Please let me know if you require any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Debra A. Feeks".

cc: Sister Joan Agro

J.P.Morgan

Lorenzo Saia
Executive Director
Corporate & Investment Bank

December 2, 2015

RECEIVED

DEC 8 2015

G.R. GLASS

Fiduciary Trust Company International,
600 Fifth Avenue
New York, New York 10020
Attn: Debra Fecks

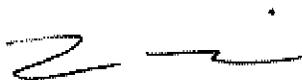
Re: Fiduciary Trust Company

Dear Ms. Fecks:

Please use this letter as your confirmation that JPMorgan Chase Bank, N.A. held over 1,400 shares of Exxon Mobil Corp (Cusip# 30231G102) in the custody account ^{IB Memorandum} on behalf of Fiduciary Trust Company International Clients. The shares were held in custody under this account continuously for a period of over a year as of November 6th, 2015.

JPMorgan is a DTC Participant and the shares were held in DTC Participant Account #902. Please let me know if you require any additional information.

Sincerely,



Larry Saia

Page 150 redacted for the following reason:

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



**Dominican Sisters of Hope
FINANCE OFFICE**

3 p.
RECEIVED

DEC 3 2015

G.R. GLASS

December 2, 2015

Jeffrey Woodbury, Secretary
ExxonMobil Corporation
5959 Las Collinas Boulevard
Irving, TX 75039-2298

Dear Mr. Woodbury:

On behalf of the Dominican Sisters of Hope, I am authorized to submit the following resolution which requests the Board of Directors to adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-Industrial levels, which includes committing ExxonMobil to support the goal of limiting warming to less than 2°C. The proposal is filed for inclusion in the 2016 proxy statement under Rule 14 a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The Dominican Sisters of Hope believe that all corporations should focus on the human and environmental impacts of their operations and set goals where corrections are needed. It is apparent that when we ignore these impacts, we may face reputational, litigation and financial risks. Furthermore, we expect ExxonMobil to take leadership on supporting policies and practices which limit global average temperature increases.

The Dominican Sisters of Hope is the beneficial owner of at least \$2000 worth of shares of ExxonMobil stock and verification of ownership from a DTC participating bank will follow. We have held the requisite number of shares for more than one year and will continue to hold the stock through the date of the annual shareholders' meeting in order to be present in person or by proxy. I, on behalf of the Dominican Sisters of Hope, designate Sister Patricia A. Daly, OP and Mary Beth Gallagher as the lead filer to act on our behalf for all purposes in connection with this proposal. However, I request direct communication from ExxonMobil and to be listed in the proxy.

Yours truly,

Valerie Heinonen
V.A.H.

Valerie Heinonen, o.s.u.
Director, Shareholder Advocacy
Dominican Sisters of Hope
205 Avenue C #10E, NY NY 10009
heinonenv@juno.com

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>;

<https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>;

<http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiov.vt/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiov.vt/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report--energy-and-climate.pdf>

climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015.

Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

⁶ <http://www.carbontracker.org/report/energyaccess/>

⁷ <http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁸ <http://www.se4all.org/tracking-progress/>

⁹ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>
<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 9, 2015

VIA UPS – OVERNIGHT DELIVERY

Valerie Heinonen o.s.u.
Director, Shareholder Advocacy
Dominican Sisters of Hope
205 Avenue C, #10E
New York, NY 10009

Dear Ms. Heinonen:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Dominican Sisters of Hope (the "Co-filer"), the proposal previously submitted by the Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 2, 2015 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. For this Proposal, the date of submission is December 2, 2015, which is the date the Proposal was received by fax.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 2, 2015, the required amount of securities were continuously held – 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.

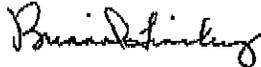
Ms. Valerie Heinonen o.s.u.
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 158 through 161 redacted for the following reasons:

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



INSTITUTIONAL SERVICES GROUP
MC 3462, PO BOX 75000, DETROIT, MI 48275
411 WEST LAFAYETTE BOULEVARD, DETROIT, MI 48226

Received
DEC 21 2015
J. J. Woodbury

DECEMBER 2ND, 2015

JEFFREY WOODBURY
SECRETARY
EXXON MOBIL CORPORATION
5959 LAS COLINAS BOULEVARD
IRVING, TX 75039-2298

RECEIVED
JAN 4 2016
B. D. TINSLEY

RE: DOMINICAN SISTERS OF HOPE

Dear MR. JEFFREY WOODBURY,

In regard to the request for verification of holdings, the above referenced account currently holds 6,835 shares of EXXON MOBIL CORPORATION stock. The attached tax lot detail indicates the date the stock was acquired. Also please note that Comerica Inc. is a DTC participant.

Please feel free to contact me should you have any additional questions or concerns.

Sincerely,

Dunja Medar
Trust Analyst
(313) 222 - 5757
dmedar@comerica.com

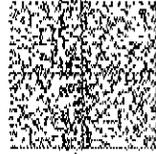
Pages 163 through 166 redacted for the following reasons:

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



INSTITUTIONAL SERVICES GROUP
MC 3452, PO BOX 75080, DETROIT, MI 48275
411 WEST LAFAYETTE BOULEVARD, DEERBIT, MI 48226

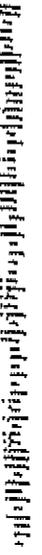
12
Post Office
Form 3800



U.S. POSTAL SERVICE
08546
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0001333004DEC 15 2015

JEFFREY WOODBURY
EXXON MOBIL CORPORATION
5959 LAS COLINAS BOULEVARD
IRVING, TX 75039-2298

7503982298 0044





Dominican Sisters of Springfield Illinois
Sacred Heart Convent
1237 West Monroe Street
Springfield, Illinois 62704
(217) 787-0481 Fax (217) 787-8169

December 9, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd. Irving, TX 75039-2298

Dear Mr. Woodbury,

As a beneficial owner of ExxonMobil Corporation stock, we are submitting the enclosed shareholder resolution as a "Co-Filer" (with the Sisters of St. Dominic of Caldwell, NJ) for inclusion in the 2016 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (the "Act").

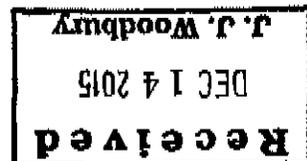
We are the beneficial owner, as defined in Rule 13d-3 of the Act, of at least \$2,000 in market value of ExxonMobil Corporation common stock. We have held these securities for more than one year as of the filing date and will continue to hold at least the requisite number of shares for a resolution through the shareholder's meeting. Enclosed is a copy of Proof of Ownership from JP Morgan Chase Bank.

A representative of the filers will attend the annual meeting to move the resolution as required by SEC rules.

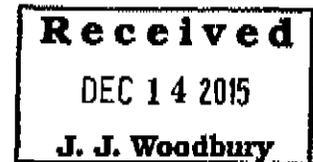
Sincerely,

Sr. Marcelline Koch, O.P.

Enclosure



RECEIVED
DEC 14 2015
G.R. GLASS



J.P.Morgan

December 09, 2015

Mr. Stephen L. Zielinski
ViaGem Consulting
12412 Powerscourt Dr. Suite 240
St. Louis, MO 63131

As of the date of this letter, the Dominican Sisters of Springfield, IL (Sacred Heart Convent) continuously held for at least one year the requisite number (46) of ExxonMobil shares in account ending ~~account~~ *** FISHMAN & OMB Memorandum 11/07/15 *** Any further questions, please do not hesitate to call.

Also please be advised that JPMorgan is a Registered DTC Participant.

Regards,



Ronald Lagtapon
866-780-8424
Client Service Associate
JPMorgan Private Bank

Page 170 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
8989 Las Colinas Boulevard
Irving, TX 75039-2298



December 15, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Marcelline Koch, O.P.
Dominican Sisters of Springfield Illinois
Sacred Heart Convent
1237 West Monroe Street
Springfield, IL 62704

Dear Sister Koch:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Dominican Sisters of Springfield, Illinois, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from J. P. Morgan, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 172 through 173 redacted for the following reasons:

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



GLENMARY home missionaries

P. O. Box 465618
Cincinnati, OH 45246-5618
513.874.8900 phone
513.874.1690 fax
info@glenmary.org

Received
OCT 30 2015
J. J. Woodbury
AW

cc: ZAL
BOT

October 28, 2015

Mr. Jeffrey Woodbury
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED

OCT 30 2015

B. D. TINSLEY

Dear Mr. Woodbury:

Home Missioners of America, holds 600 shares of Exxon Mobil stock. As an investor we believe that companies with a commitment to customers, employees, communities and the environment will prosper long-term. We are urging the Board of Directors to acknowledge the moral imperative to limit global warming to 2°C.

The attached proposal is submitted for resolution in the 2016 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Act of 1934. We are the beneficial owner of at least \$2,000 worth of Exxon Mobil stock as defined in Rule 13d-3 of the Securities Exchange Act of 1934. We intend to maintain at least \$2,000 market value of the required number of shares through the date of the next stockholder's annual meeting.

We will be happy to provide additional verification of our ownership position from our sub-custodian, a DTC participant.

A representative will attend the shareholder's meeting to move the resolution as required by SEC rules. We consider Sisters of St. Dominic of Caldwell New Jersey as the "primary filer" of this resolution, and request that you copy correspondence both to me and to Timothy Smith at Walden Asset Management (tsmith@bostontrust.com) as Walden is our investment manager. We hereby deputize Sisters of St. Dominic of Caldwell New Jersey to act on our behalf in withdrawing this resolution.

Sincerely,


Sandra M. Wissel
Treasurer / Director of Finance
The Home Missioners of America

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiov.vg/content/dam/accademia/pdf/declaration%20\(finl\).pdf](http://www.casinapiov.vg/content/dam/accademia/pdf/declaration%20(finl).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFVikg>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 177 redacted for the following reason:

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



STATE STREET.

RECEIVED

NOV 12 2015

G.R. GLASS

Wealth Manager Services
1,200 Crown Colony Drive
Quincy, MA 02169-0938
www.statestreet.com

Date: October 28, 2015

To Whom It May Concern:

State Street Bank and Trust Company ("State Street") is the sub-custodian for Boston Trust & Investment Management Company (Boston Trust) who is the custodian for the account of **Home Missioners of America**.

In connection with a shareholder proposal submitted by **Home Missioners** on **October 28, 2015** we are writing to confirm that **Home Missioners of America** has had beneficial ownership of a least \$2,000 in market value of the voting securities of **Exxon Mobil Corporation (Cuslp#30231G102)** for more than one year.

As indicated earlier State Street serves as the sub-custodian for Boston Trust and Investment Management Company. State Street is a DTC participant.

In witness hereof the individual signing below confirms to best of her knowledge that the above statements are true and accurate.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Gautreau".

Bryan Gautreau
Assistant Vice President
Date: 11/05/2015

Pages 179 through 180 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Sandra M. Wissel
Treasurer / Director of Finance
Home Missioners of America
Glenmary Home Missioners of America
4119 Glenmary Trace
Fairfield, OH 45014

Dear Ms. Wissel:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Home Missioners of America (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning a policy to limit global warming 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from State Street, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Timothy Smith, WAM
Mary Beth Gallagher, TSC

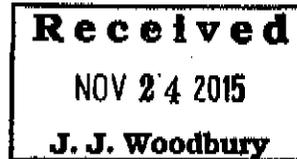
Page 182 redacted for the following reason:

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

Zevin Asset Management, LLC
PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

November 23, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298
Re: Shareholder Proposal for 2015 Annual Meeting



RECEIVED

NOV 24 2015

G.R. GLASS

Dear Mr. Woodbury:

Enclosed please find our letter co-filing the moral imperative to limit global warming to 2°C proposal to be included in the proxy statement of Exxon Mobil (the "Company") for its 2016 annual meeting of stockholders.

Zevin Asset Management is a socially responsible investment manager which integrates financial and environmental, social, and governance research in making investment decisions on behalf of our clients. We are filing on behalf of one of our clients, John Maher Trust (the Proponent), who has continuously held, for at least one year of the date hereof, 6105 shares of the Company's common stock which would meet the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Verification of this ownership from a DTC participating bank (number 0221), UBS Financial Services Inc, is enclosed.

Zevin Asset Management, LLC has complete discretion over the Proponent's shareholding account at UBS Financial Services Inc which means that we have complete discretion to buy or sell investments in the Proponent's portfolio. Let this letter serve as a confirmation that the Proponent intends to continue to hold the requisite number of shares through the date of the Company's 2016 annual meeting of stockholders.

Zevin Asset Management, LLC is a co-filer for this resolution. Sister Pat Daly of the Community of the Sisters of St. Dominic of Caldwell, NJ is the lead filer of this resolution and can act on our behalf in withdrawal of this resolution. A representative of the filer will be present at the stockholder meeting to present the proposal.

Zevin Asset Management welcomes the opportunity to discuss the proposal with representatives of the Company. Please confirm receipt to me 617-742-6666 x308 or sonia@zevin.com.

Sincerely,

A handwritten signature in cursive script that reads "Sonia Kowal".

Sonia Kowal
President
Zevin Asset Management, LLC

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(finale\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(finale).pdf)

⁴ <http://cdn.exxonmobil.com/~//media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.ollandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Pages 186 through 187 redacted for the following reasons:

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

Zevin Asset Management

PIONEERS IN SOCIALLY RESPONSIBLE INVESTING

RECEIVED

NOV 24 2015

G.R. GLASS

November 23, 2015

To Whom It May Concern:

Please find attached DTC participant (number 0221) UBS Financial Services Inc's custodial proof of ownership statement of Exxon Mobil from the John Maher Trust. Zevin Asset Management, LLC is the investment advisor to the John Maher Trust and filed a share holder resolution her behalf.

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

Sincerely,



Sonia Kowal

President
Zevin Asset Management, LLC



UBS Financial Services Inc.
One Post Office Square
Boston, MA 02109
Tel. 617-439-8000
Fax 617-439-8474
Toll Free 800-225-2385

www.ubs.com

November 23, 2015

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 6105 shares of common stock in Exxon Mobil (XOM) owned by the John Maher Trust.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of XOM and that such beneficial ownership has continuously existed for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

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

Zevin Asset Management, LLC is the investment advisor to the John Maher Trust and is planning to co-file a shareholder resolution on the John Maher Trust's behalf.

Sincerely,

A handwritten signature in black ink, appearing to read "Kelley A. Bowker".

Kelley A. Bowker
Assistant to Myra G. Kolton
Senior Vice President/ Investments

Pages 190 through 191 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Sonia Kowal
President
Zevin Asset Management, LLC
11 Beacon Street, Suite 1125
Boston, MA 02108

Dear Ms. Kowal:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the the John Maher Trust, the proposal previously submitted by Sister Patricia Daly concerning a a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from UBS Financial Services, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Julie Wokaty, ICCR

Pages 193 through 194 redacted for the following reasons:

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



Maryknoll Sisters
Making God's love visible

Received
NOV 17 2015
J. J. Woodbury

*P.O. Box 311, Maryknoll, NY 10545-0311
Tel: 914-941-7575
www.maryknollsisters.org*

November 13, 2015

Mr. Jeffrey Woodbury, Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED

NOV 16 2015

G.R. GLASS

Orig - BDT
C JSW
C RAL

Dear Mr. Woodbury,

The Maryknoll Sisters of St. Dominic, Inc. are the beneficial owners of over \$2,000 dollars worth of shares of Exxon Mobil Corporation. The Maryknoll Sisters have held these shares continuously for over twelve months and will continue to do so at least until after the next annual meeting of shareholders. A letter of verification of ownership is enclosed.

Maryknoll Sisters, in their mission work in over 20 countries, report dramatically changing weather patterns and an increase in extreme weather events, with devastating impacts on vulnerable communities. A basic moral test for all humanity is how our most vulnerable brothers and sisters impacted by climate change are faring. As we continue to dialogue with the Company regarding the impacts of climate change, we believe now is a critical moment for the Company to support the goal of limiting global warming to less than 2° C.

I am authorized to notify you of our intention to present the attached proposal for consideration and action by the stockholders at the next annual meeting. I submit this resolution for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The lead filer of this resolution is the Community of Sisters of St. Dominic of Caldwell, New Jersey, represented by Sister Patricia Daly and Mary Beth Gallagher. While they will serve as the primary contact regarding this proposal, I ask that you please include me in correspondence and list the Maryknoll Sisters of St. Dominic in the proxy.

Sincerely,

Catherine M. Rowan
Corporate Responsibility Coordinator

enc



Ronald T. Bates
Managing Director

TELEPHONE: (513) 562-8522
FACSIMILE: (513) 621-7665
EMAIL: rbates@1919ic.com

November 13, 2015

To Whom It May Concern:

Please accept this letter as verification that as of November 13, 2015, the Maryknoll Sisters of St. Dominic, Inc. are the beneficial owners of 100 shares of Exxon Mobil Corp. The Maryknoll Sisters have held these shares continuously for over twelve months.

This letter is to confirm that the aforementioned shares are registered with RBC Wealth Management at the Depository Trust Company and have been since August 2015. Prior to that date, the shares were registered with Merrill Lynch at the Depository Trust Company.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Bates", written over a faint horizontal line.

Ronald T. Bates
Managing Director

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioly.va/content/dam/accademia/pdf/declarator%20\(final\).pdf](http://www.casinapioly.va/content/dam/accademia/pdf/declarator%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/light-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 199 redacted for the following reason:

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

LS

Gilbert, Jeanine

Maryknoll Sisters

Shane Proof

From: Tinsley, Brian D
Sent: Wednesday, December 02, 2015 12:20 PM
To: Glass, Ginger R; Gilbert, Jeanine
Subject: FW: Maryknoll Sisters' verification of ownership letters
Attachments: XOM Merill Lynch verification.PDF; XOM verification cover.PDF; ExxonMobil RBC verification.pdf; XOM filing 2016.PDF; Exxon Moral Resolution 2016 FINAL.docx

FYI. Please save to appropriate folder.

BT

RECEIVED

DEC 9 2015

G.R. GLASS

-----Original Message-----

From: Woodbury, Jeffrey J
Sent: Wednesday, December 02, 2015 11:21 AM
To: Luetgen, Robert A; Tinsley, Brian D
Subject: FW: Maryknoll Sisters' verification of ownership letters

Please note.

Regards, Jeff

Jeffrey J. Woodbury
 Exxon Mobil Corporation

The information in this message is intended only for person(s) to whom it is addressed and may contain private or confidential information. If you receive this message in error, please contact the sender immediately and promptly delete the message.

-----Original Message-----

From: Cathy Rowan [mailto:rowan@bestweb.net]
Sent: Tuesday, December 01, 2015 6:59 PM
To: Woodbury, Jeffrey J
Subject: Maryknoll Sisters' verification of ownership letters

Dear Mr. Woodbury,

Attached please find the corrected verification of ownership letters from the Maryknoll Sisters' custodians. The Sisters changed custodians in August, but the letters from RBC and Merrill Lynch demonstrate that the shares were have been held continuously for over 12 months. The shares will continue to be held through the next annual meeting of the company.

Please let me know if you have any questions. I will express mail these to you later this week.

Hope you had a nice Thanksgiving holiday.

Cathy

Policy to Limit
 Global Warming

Catherine Rowan
Corporate Responsibility Coordinator
Maryknoll Sisters
766 Brady Ave., Apt. 635
Bronx, NY 10462
phone 718-822-0820
fax 718-504-4787
rowan@bestweb.net



Maryknoll Sisters

Making God's love visible

P.O. Box 311, Maryknoll, NY 10545-0311

Tel: 914-941-7575

www.maryknollsisters.org

November 13, 2015

Mr. Jeffrey Woodbury, Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Woodbury,

The Maryknoll Sisters of St. Dominic, Inc. are the beneficial owners of over \$2,000 dollars worth of shares of Exxon Mobil Corporation. The Maryknoll Sisters have held these shares continuously for over twelve months and will continue to do so at least until after the next annual meeting of shareholders. A letter of verification of ownership is enclosed.

Maryknoll Sisters, in their mission work in over 20 countries, report dramatically changing weather patterns and an increase in extreme weather events, with devastating impacts on vulnerable communities. A basic moral test for all humanity is how our most vulnerable brothers and sisters impacted by climate change are faring. As we continue to dialogue with the Company regarding the impacts of climate change, we believe now is a critical moment for the Company to support the goal of limiting global warming to less than 2° C.

I am authorized to notify you of our intention to present the attached proposal for consideration and action by the stockholders at the next annual meeting. I submit this resolution for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The lead filer of this resolution is the Community of Sisters of St. Dominic of Caldwell, New Jersey, represented by Sister Patricia Daly and Mary Beth Gallagher. While they will serve as the primary contact regarding this proposal, I ask that you please include me in correspondence and list the Maryknoll Sisters of St. Dominic in the proxy.

Sincerely,

Catherine M. Rowan
Corporate Responsibility Coordinator

enc



Maryknoll Sisters
Making God's love visible

P.O. Box 311, Maryknoll, NY 10545-0311
Tel: 914-941-7575
www.maryknollsisters.org

December 1, 2015

Mr. Jeffrey Woodbury, Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RE: Shareholder Proposal

Dear Mr. Woodbury,

This is in regards to the shareholder proposal that the Maryknoll Sisters of Dominic, Inc., submitted on November 13, 2015. Enclosed please find the letters from our custodians verifying the Maryknoll Sisters' beneficial ownership of shares in Exxon Mobil Corporation.

These shares have been held continuously for over 12 months and will continue to be held through the next annual meeting of the Company.

Thank you.

Sincerely,

Catherine Rowan
Corporate Responsibility Coordinator
Maryknoll Sisters

enc

Pages 204 through 205 redacted for the following reasons:

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



RBC Wealth Management

3 Landmark Sq. Suite 100
Stamford, CT 06901

Phone: 203-351-9300
Toll Free: 800-882-5372
Fax: 203-356-1282

December 1, 2015

Re: Maryknoll Sisters 317-23364

This letter is to confirm that RBC holds as custodian for the above client 100 shares of common stock in Exxon Mobil Corporation. These 100 shares have been held in this account continuously from August 10, 2015 to December 1, 2015.

These shares are held at Depository Trust Company under the nominee name RBC Wealth Management.

This letter serves as confirmation that the shares are held by RBC.

Sincerely,

A handwritten signature in black ink, appearing to be 'N. Anger'.

Nicholas H. Anger
Managing Director-Financial Advisor

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



November 25, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Rowan
Catherine M. Rowan
Corporate Responsibility Coordinator
Maryknoll Sisters of St. Dominic
10 Pinesbridge Rd
Ossining, NY 10562

Dear Ms. Rowan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Maryknoll Sisters of St. Dominic, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from RBC Wealth Management, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink that reads "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

Pages 208 through 209 redacted for the following reasons:

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



ONEIDA TRUST DEPARTMENT

P.O. BOX 365 • ONEIDA, WI 54155

PHONE: (920) 490-3935 FAX: (920) 496-7491

RECEIVED

DEC 8 2015

G.R. GLASS

December 1, 2015

Mr. Jeffrey Woodbury
Corporation Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Woodbury:

The Oneida Tribe of Indians Trust Fund for the Elderly holds 5,300 shares of Exxon Mobil stock. We believe that companies with a commitment to customers, employees, communities and the environment will prosper long-term and we want to encourage Exxon Mobil to take additional steps in their accountability relating to greenhouse gas emissions and climate change.

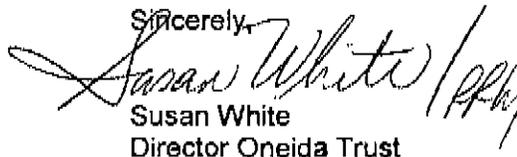
We are submitting the enclosed shareholder proposal as a co-sponsor with Caldwell Dominican Sisters as primary, for inclusion in the 2016 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned number of Exxon Mobil shares.

We have been a shareholder for more than one year holding more than \$2,000 in market value of Exxon Mobil stock during that time. We will continue to be an investor holding over \$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 SEC rules. Proof of Ownership will be provided from our custodian.

Please copy Tim Smith at Walden Asset Management (tsmith@bostontrust.com) our investment manager with any correspondence.

We consider Caldwell Dominican Sisters as the "primary contact" of this resolution, and deputize Caldwell Dominican Sisters to act on our behalf.

Sincerely,


Susan White
Director Oneida Trust

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved; Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFVjko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Pages 213 through 214 redacted for the following reasons:

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

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000



Northern Trust

RECEIVED

DEC 9 2015

G.R. GLASS

December 1, 2015

To Whom It May Concern:

The Northern Trust Company acts as custodian for **Oneida Trust Department** with Walden Asset Management as the manager for this portfolio.

We are writing to verify that **Oneida Trust Department** currently owns **5,300** shares of **Exxon Mobil Corporation (Cusip #30231G102)**. We confirm that **Oneida Trust Department** 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.

In addition, we confirm that we are a DTC participant.

Should you require further information, please contact Patrick Flanagan directly.

Sincerely,

Patrick Flanagan
Vice President

Glass, Ginger R

From: Tinsley, Brian D
Sent: Wednesday, December 09, 2015 8:00 AM
To: Gilbert, Jeanine; Glass, Ginger R
Cc: Parsons, Jim E
Subject: FW: Proof of Ownership
Attachments: xom - oneida documentation.pdf

Importance: High

More co-filer proof.

BT

From: Morgan, Regina [mailto:rmorgan@bostontrust.com]
Sent: Wednesday, December 09, 2015 7:56 AM
To: Woodbury, Jeffrey J; Tinsley, Brian D
Cc: Smith, Timothy
Subject: Re: Proof of Ownership
Importance: High

Good Morning Mr. Woodbury,

On behalf of our client Oneida Trust Department we are forwarding ownership documentation for the Moral Imperative to Limit Global Warming shareholder resolution.

Please advise if there are any questions and if you require a hard copy.

Regards,
Regina



Regina R. Morgan
ESG Associate
Walden Asset Management | Boston Trust & Investment Management Company
One Beacon Street, 33rd Floor | Boston, Massachusetts 02108
Phone: 617.726.7259 | Fax: 617.227.2690
rmorgan@bostontrust.com | www.waldenassetmgmt.com | www.bostontrust.com

Since 1975, Walden Asset Management has specialized in managing portfolios for institutional and individual clients with a dual investment mandate: competitive financial returns and positive social and environmental impact. Walden is an industry leader in integrating ESG analysis into investment decision-making and company engagement to strengthen ESG performance, transparency and accountability. Walden is a division of Boston Trust & Investment Management Company, a PRI signatory.

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail. This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network. Boston Trust & Investment Management Company Walden Asset Management BTIM, Inc.

Exxon Mobil Corporation
Investor Relations
5950 Las Colinas Boulevard
Irving, TX 75039-2298



December 9, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Susan White
Director, Oneida Trust
Oneida Trust Department
909 Packerland Dr.
Green Bay, WI 54303

Dear Ms. White:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Oneida Tribe of Indians Trust Fund, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Northern Trust, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Timothy Smith, Walden Asset Management

Pages 218 through 219 redacted for the following reasons:

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



PRESBYTERIAN MISSION AGENCY BOARD

PRESBYTERIAN CHURCH (U.S.A.)

COMPASSION, PEACE AND JUSTICE

November 16, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED

NOV 18 2015

B. D. TINSLEY

Received
NOV 18 2015
J. J. Woodbury

ORIG - BOT
c RML
c JFW

Dear Mr. Woodbury:

The Presbyterian Church (USA) is a major Protestant denomination with nearly 1.7 million members. Our General Assembly believes its investments should promote its mission goals, and reflect its ethical values such as caring for the environment. The Committee on Mission Responsibility Through Investment (MRTI) was created to implement this policy. The General Assembly has worked on climate change since 1990, and has called for reduction of emissions in our church buildings, international agreements and adoption of reduction targets by corporations.

The Board of Pensions of the Presbyterian Church (USA) is the beneficial owner of 51 shares of ExxonMobil Corporation common stock. The enclosed shareholder proposal, along with its supporting statement, has been submitted by Sisters of St. Dominic of Caldwell, New Jersey for consideration and action at your 2016 Annual Meeting. We are co-filing this resolution, and authorize Sr. Patricia Daly to act as our representative regarding the resolution.

In accordance with SEC Regulation 14A-8 of the Securities and Exchange Commission Guidelines, the Board of Pensions has continuously held ExxonMobil shares for at least one year prior to the date of this filing. Proof of ownership from BNY Mellon Asset Servicing, the master custodian, will be forwarded separately. The Board will maintain the SEC-required ownership position of ExxonMobil stock through the date of the Annual Meeting where our shares will be represented.

Sincerely yours,

Robert Fohr
Associate for Mission Responsibility Through Investment

Enclosure: 2016 ExxonMobil Shareholder Resolution

Cc: Ms. Elizabeth "Terry" Dunning, MRTI Chairperson
Mr. George Philips, MRTI Vice Chairperson

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>;
<http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>;
<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>;
<https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>;
<http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinaplov.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinaplov.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_media/global/files/energy-and-environment/report--energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-Industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

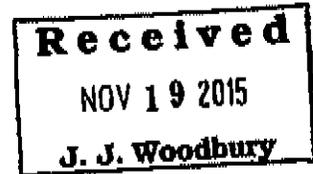
⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REVIko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 223 redacted for the following reason:

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



1315T

November 18, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED

NOV 20 2015 

G.R. GLASS

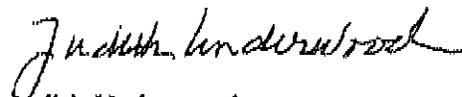
Dear Mr. Woodbury,

This letter is to verify that the Board of Pensions of the Presbyterian Church (U.S.A.) is the beneficial owner of 51 shares of Exxon Mobil Corporation, as of November 16, 2015, the day the filing letter was sent, and November 17, 2015, the day you received the filing letter. This stock position is valued at over \$2,000.00, and has been held continuously for over one year prior to the date of the filing of the shareholder resolution.

The resolution is being filed under the name of the Presbyterian Church (U.S.A.), 100 Witherspoon Street, Louisville, Kentucky 40202.

Please feel free to contact me if you need any additional information related to this information.

Sincerely,



Judith Underwood
Vice President
BNY Mellon Asset Servicing

CC: Donald Walker
Board of Pensions of the Presbyterian Church

Page 225 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



November 25, 2015

VIA UPS – OVERNIGHT DELIVERY

Mr. Robert Fohr
Associate for Mission Responsibility Through Investment
Presbyterian Church
100 Witherspoon Street
Louisville, KY 40202-1396

Dear Mr. Fohr:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the the Presbyterian Church, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Mary Beth Gallagher, TSC
Elizabeth "Terry" Dunning, MRTI
George Philips, MRTI

Pages 227 through 228 redacted for the following reasons:

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

RECEIVED

DEC 11 2015

G.R. GLASS

PROVIDENCE TRUST

SAN ANTONIO, TEXAS

December 11, 2015

Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Sent by Fax: 972-444-1505

Dear Mr. Woodbury:

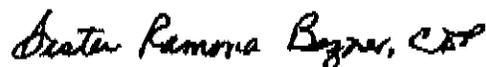
I am writing you on behalf of Providence Trust to co-file the stockholder resolution on Acknowledge Moral Imperative to Limit Global Warming to 2°C. In brief, the proposal states RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Sisters of St. Dominic of Caldwell, NJ. I submit it for inclusion in the 2016 proxy statement for consideration and action by the shareholders at the 2016 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of 1,794 Exxon Mobil Corporation shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Exxon Mobil Corporation stock and will continue to hold at least \$2,000 of Exxon Mobil Corporation stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We truly hope that the company will be willing to dialogue with the filers about this proposal. We consider Sisters of St. Dominic of Caldwell, NJ the lead filer of this resolution and as so are authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal. Please note that the contact person for this resolution/proposal will be Sr. Patricia Daly, OP of Sisters of St. Dominic of Caldwell, NJ who can be reached at 973-509-8800 or at pdaly@tricer.org. As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Respectfully yours,



Sister Ramona Bezner, CDP
Trustee

Acknowledge Moral Imperative to Limit Global Warming to 2°C

WHEREAS: Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

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The emissions profile of ExxonMobil's 2015 Outlook for Energy report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

Supporting Statement: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

1 http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

2 <http://www.umc.org/what-we-believe/resolution-on-global-warming>;

<http://www.pcusa.org/media/uploads/acs/wp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-implic-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

3 [http://www.casinapiolo.va/content/dam/accademia/pdf/declaration%20\(finale\).pdf](http://www.casinapiolo.va/content/dam/accademia/pdf/declaration%20(finale).pdf)

4 <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report—energy-and-climate.pdf>

5 <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

6 <http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

7 <http://www.se4all.org/tracking-progress/>

8 http://www.ucusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memo#_Vind3RFViko

9 <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>;

<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 14, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Ramona Bezner, CDP
Trustee
Providence Trust
515 SW 24th Street
San Antonio, TX 78207

Dear Sister Bezner:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Providence Trust (the "Co-filer"), the proposal previously submitted by the Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 11, 2015 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. For this Proposal, the date of submission is December 11, 2015, which is the date the Proposal was received electronically by fax.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 11, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 11, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 11, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 11, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 11, 2015, the required amount of securities were continuously held – 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.

Sister Ramona Bezner, CDP

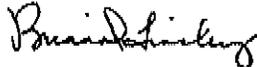
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 235 through 236 redacted for the following reasons:

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

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DEC 14 2015

G.R. GLASS

December 11, 2015

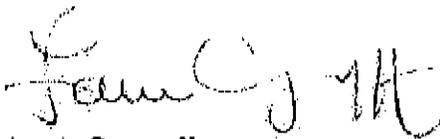
Mr. Jeffrey Woodbury
General Counsel and Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 78039-2298

Re: Co-filing of shareholder resolution: Acknowledge Moral Imperative to Limit Global Warming to 2 degrees C

As of December 11, 2015, Providence Trust held 1794 shares of Exxon Mobil Corporation Common Stock. These shares have been held with Morgan Stanley DTC 0015.

If you need further information, please contact Laurle Georgeff at (210) 366-6645.

Sincerely,



Laurle Georgeff
Institutional Consulting Associate

Morgan Stanley

To: 19724441505

Subject: Exxon

From: Laurie Georgeff
+1 210 366-6645

Date: Mon December 14 2015

Ref#: RROWW4N81Z3DKWSV-001

Pages: 2 (Including this one)

This message is intended only for the use of the person or entity to which it is addressed. If received in error, use of the information is strictly prohibited; please destroy the information and notify the sender. The attached is based on information generally available to the public from sources believed to be reliable. No representation is made that it is accurate or complete. Certain assumptions may have been made in this analysis which have resulted in any returns detailed herein. No representation is made that any returns indicated will be achieved. Changes to the assumptions may have a material impact on any returns detailed. Past performance is not necessarily indicative of future returns. Price and availability are subject to change without notice. The attached has been prepared solely for information purposes, and is not an offer to buy or sell or a solicitation of an offer to buy or sell any security or instrument or to participate in any trading strategy.

Morgan Stanley & Co. LLC, Morgan Stanley & Co. International Limited, Morgan Stanley MIFG Securities Co., Ltd. and/or their affiliates may have positions in and may effect transactions in securities and instruments of issuers mentioned herein and may also provide or seek to provide significant advice or investment services, including investment banking, for the issuers of such securities and instruments.

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST.



**School Sisters
of Notre Dame**
Central Pacific Province

TRANSFORMING THE WORLD
THROUGH EDUCATION

Central Office
320 East Ripa Avenue
St. Louis, MO 63125-2897
P: 314-633-7005
F: 314-544-6754
www.ssndcentralpacific.org

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C RAL

Received
NOV 20 2015
J. J. Woodbury

November 17, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED
NOV 20 2015
G.R. GLASS

Dear Mr. Woodbury:

I am writing you on behalf of the School Sisters of Notre Dame Central Pacific Province, an international religious congregation committed to the well-being and quality of life of the human family throughout the world.

We believe we are all responsible for preserving our planet and we believe that climate change is a moral issue. We feel that our company has the responsibility and capacity to demonstrate leadership on climate change, especially now before the Paris gathering.

The School Sisters of Notre Dame Central Pacific Province are the beneficial owners of 100 shares of Exxon Mobil common stock. Verification of ownership of the shares is attached. We have held this stock continuously for over a year and intend to hold the stock at least through the date of the annual meeting.

I am hereby authorized to notify you of our intention to co-file the attached shareholder proposal with the Sisters of St. Dominic of Caldwell, NJ. I submit it for inclusion in the proxy statement for consideration and action by the shareholders at the next stockholders meeting in accordance with Rule 14-a 8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. I designate Patricia A. Daly, OP, and Mary Beth Gallagher, as the lead filers 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.

We hope that the Board of Directors will agree to support and implement this shareholder resolution.

Sincerely,

Sister Linda Jansen, SSND

Sister Linda Jansen, SSND
Assistant Treasurer
School Sisters of Notre Dame
320 East Ripa Avenue
St. Louis, MO 63125

Campuses

Notre Dame of Dallas PO Box 227275 Dallas, TX 75222-7275 P: 214-330-9152 F: 214-330-9197	Notre Dame of Elm Grove 13105 Watertown Plank Road Elm Grove, WI 53122-2291 P: 262-787-1048 F: 262-782-5725	Our Lady of Good Counsel 170 Good Counsel Drive Mankato, MN 56001-3138 P: 507-389-4208 F: 507-389-4125	Santa Maria in Ripa 320 East Ripa Avenue St. Louis, MO 63125-2897 P: 314-633-7005 F: 314-544-6754	St. Mary of the Pines 3167 Old Highway 51 S Osyka, MS 39657-7056 P: 601-783-3494 F: 601-783-0401
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Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

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ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinaploiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~//media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REVIko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

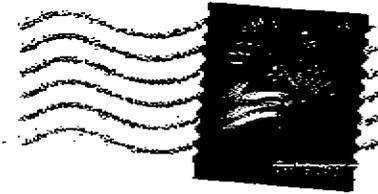


**School Sisters
of Notre Dame**
Central Pacific Province

Sancta Maria in Ripa Campus
320 East Ripa Avenue
Saint Louis, MO 63125-2897

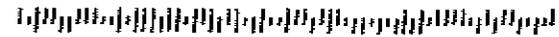
SAINT LOUIS MO 630

17 NOV 2015 PM 5 L



**Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298**

75039-229898





The Commerce Trust Company

A division of Commerce Bank

RECEIVED

NOV 20 2015

G.R. GLASS

Lora Downey
314-746-7453

November 17, 2015

Sister Linda Jansen, SSND
School Sisters of Notre Dame
Central Pacific Providence
320 East Ripa Avenue
St Louis MO 63125

Re: School Sister of Notre Dame Central Pacific Province Restricted

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

Dear Sister Linda:

<u>Security</u>	<u>Shares</u>	<u>Acquisition Date</u>
Exxon Mobil Corp	100	Held continuously for at least one year

To the best of my knowledge, the Sisters intend to hold this security in this account at least through the date of the next annual meeting. The Commerce Trust Company is a member of the Depository Trust and Clearing Company.

If you should have any questions, please call me.

Sincerely,

Lora Downey
Lora Downey
Vice President

LJD/lj

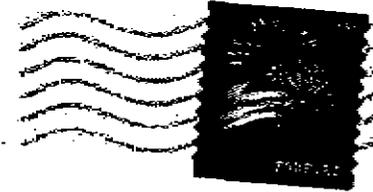


**School Sisters
of Notre Dame**
Central Pacific Province

Sacra Maria in Ripa Campus
320 East Ripa Avenue
Saint Louis, MO 63125-2897

SAINT LOUIS MO 631

17 NOV 2015 PM 8 L



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

75039-229899



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 76039-2298



November 25, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Linda Jansen
Assistant Treasurer
School Sisters of Notre Dame
Central Pacific Province
320 East Ripa Avenue
St. Louis, MO 63125-2897

Dear Sister Jansen:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the School Sisters of Notre Dame Central Pacific Province, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Commerce Bank, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

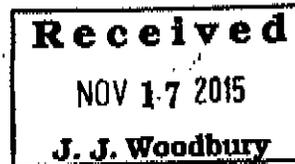
Pages 246 through 247 redacted for the following reasons:

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

School Sisters of Notre Dame Cooperative Investment Fund
345 Belden Hill Road
Wilton, CT 06897
203 762 3318

November 9, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298



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C JJW
C RAL

RECEIVED

NOV 17 2015

G.R. GLASS

Dear Mr. Woodbury,

The School Sisters of Notre Dame Cooperative Investment Fund has been an investor in Exxon Mobil Corporation for many years. At this time, we are co-filing the attached resolution, *Acknowledge Moral Imperative to Limit Global Warming to 2degrees C*, with the Sisters of St. Dominic of Caldwell, NJ. With members of the Interfaith Center on Corporate Responsibility and other institutional investors, we are emphatically working together to address climate change. Recognizing the "cry of the Earth and the cry of the poor," faith communities are united in the belief that the gathering of world leaders in Paris this December will lead to a strong international climate agreement.

I believe our company has the responsibility and capacity to demonstrate leadership on climate change, especially in this period leading to the Paris climate negotiations. I am disappointed that our company has remained silent as ten peers in the oil and gas industry have issued a statement in support of "clear stable policy frameworks that are consistent with a 2 degree C future." The window of opportunity for the Board to demonstrate leadership in advance of the Paris climate negotiations is dwindling. Therefore we urge Exxon Mobil to use its voice and influence to support a 2 degree C future.

I submit the attached proposal for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of The Security and Exchange Act of 1934. Verification of ownership is attached.

Sister Patricia Daly, OP pdaly@tricri.org and Mary Beth Gallagher mbgallagher@tricri.org will serve as the primary contacts for this proposal.

Sincerely,

Ethel M. Howley, SSND
Ethel Howley, SSND
Social Responsibility Resource Person
ehowley@amssnd.org

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

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⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

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⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFVkg>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/O&GCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Ethel M. Howley, SSND
345 Belden Hill road
Wilton, CT 06897

WESTCHESTER NY 105

14 NOV 2015 PM 3 L



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 LasColinas Blvd.
Irving, TX 75039-2298

75039229899





For Everything You Invest In™

Institutional Investor Services
801 Pennsylvania Ave.
Kansas City, MO 64105

RECEIVED

NOV 17 2015

G.R. GLASS

November 9, 2015

Sister Ethel Howley
School Sisters of Notre Dame Cooperative Investment Fund
345 Belden Hill Road
Wilton, CT 06897-3898

Re: School Sisters of Notre Dame Cooperative Investment Fund Directed Investment – 11CJ

Dear Sister Ethel:

This is to confirm that the following security is held in the above referenced account:

<u>Security</u>	<u>Shares</u>	<u>Acquisition Date</u>
Exxon Mobil Corp	100	6/20/2003

To the best of my knowledge, the Sisters intend to hold this security in this account at least through the date of the next annual meeting.

If you have any questions or need additional information, please call me at 816-871-3757.

Sincerely,

Katerina Hubbard
Assistant Vice President
Institutional Investor Services

Ethel M. Howley, SSND
345 Belden Hill road
Wilton, CT 06897

WESTCHESTER NY 105

14 NOV 2015 PM 3 L



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 LasColinas Blvd.
Irving, TX 75039-2298

75039229899



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Ethel Howley
Social Responsibility Resource Person
School Sisters of Notre Dame Cooperative Investment Fund
345 Belden Hill Road
Wilton, CT 06897

Dear Ms. Howley:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the School Sisters of Notre Dame Cooperative Investment Fund, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from State Street, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 255 through 256 redacted for the following reasons:

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

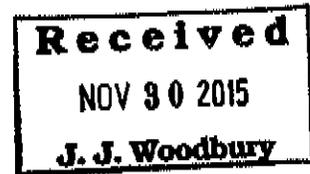


Sinsinawa Dominicans

585 County Road Z \$ Sinsinawa, WI 53824-9701
Phone (608) 748-4411, ext. 164 \$ Fax (608) 748-4491
jpeterson@sinsinawa.org \$ www.sinsinawa.org

Office of Peace and Justice

November 23, 2015



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

Dear Mr. Woodbury:

The Sinsinawa Dominicans consider social, environmental, and financial factors in our investment decisions. Last year, our congregation of 470 women religious voted with a 99.9% approval to support a corporate stance opposing natural gas fracturing and the mining of silica sand. We took this stance and made it public because we believe that Catholic social justice principles of stewardship of creation, solidarity, and the common good impel us to assess the social and environmental impacts of the practice of hydraulic fracturing.

The Sinsinawa Dominicans are the beneficial owners of 126 shares of common stock which we have held for at least a year and intend to hold until after the annual meeting. Verification of ownership is attached.

I am hereby authorized to notify you of our intention to present the attached proposal regarding "Acknowledge Moral Imperative to Limit Global Warming to 2 Degrees C" for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of the *Securities Exchange Act of 1934*.

We are co-filing the resolution with the Sisters of St. Dominic, Caldwell NJ. Mary Beth Gallagher, mbgallagher@triori.org, will be the contact person for this resolution. We look forward to discussing the issues surrounding at your earliest convenience.

Sincerely,

Joy Peterson, PBVM
Promoter of Peace and Justice
Sinsinawa Dominicans

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

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² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

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⁴ http://cdn.exxonmobil.com/~/_media/global/files/energy-and-environment/report—energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

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Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶[http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5950 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Joy Peterson
Promoter of Peace and Justice
Sinsinawa Dominicans
585 County Road Z
Sinsinawa, WI 53824-9701

Dear Ms. Peterson:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sinsinawa Dominicans (the "Co-filer"), the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, we were unable to confirm DTC participation for Dubuque Bank and Trust and therefore, proof of share ownership does not meet requirements, as shown below.

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. For this Proposal, the date of submission is November 23, 2015, which is the date the Proposal was postmarked for delivery by certified mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 23, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 23, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 23, 2015.
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 23, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 23, 2015, the required amount of securities were continuously held – 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.

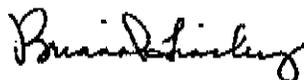
Ms. Joy Peterson
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 264 through 265 redacted for the following reasons:

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

RECEIVED

DEC 1 2015

G.R. GLASS

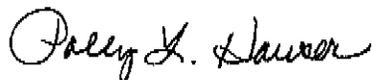
November 23, 2015

To Whom It Concerns:

As of and including November 23, 2015, Dubuque Bank & Trust, in its nominee name, DBTCO, holds and has held continuously for at least one year, 126 shares of Exxon Mobil Corp common stock. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

Please contact me at the address shown below with any questions. You may also email me at phauser@dubuquebank.com.

Sincerely,



Polly L. Hauser, CFP
Sr. Vice President, Sr. Wealth Advisor

Page 267 redacted for the following reason:

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

RECEIVED

DEC 15 2015

B. D. TINSLEY

December 14, 2015

To: Joanna Richter

CC: Polly Hauser

Re: XOM shares

To Whom It May Concern:

This letter serves as confirmation that as of November 23, 2015, Sinsinawa Dominicans-Peace & Justice

Account held 126 Exxon Mobil common stock shares (XOM), which the SEI Private Trust
Company (SPTC) had in custody at the Depository Trust Company (DTCC.)

If you have any questions or concerns, please feel free to contact me directly.

Thanks and regards,

Shawn MacCoy

SEI Wealth Platform

SEI New ways. New answers.

1 Freedom Valley Drive, Oaka, PA 19456 T 610-676-1237 F 484-676-1237 M 267-357-3488
www.seic.com

Gilbert, Jeanine

From: Joy Peterson <JPeterson@sinsinawa.org>
Sent: Tuesday, December 15, 2015 12:56 PM
To: Gilbert, Jeanine
Subject: Documentation
Attachments: no.reply@htif.com_20151215_105515.pdf; Exxon Letter.docx
Categories: External Sender

RECEIVED
DEC 15 2015
B. D. TINSLEY

Dear Ms Gilbert,

I am emailing the proof of ownership of ExxonMobil shares provided by the Dubuque Bank and Trust from their custodian SEI for the Sinsinawa Dominicans - Peace and Justice Account. I am also attaching a copy of the letter we received from Brian Tinsley in which he suggests that we could email the documentation to you.

I hope this fulfills the rules for shareholder submission.

Sincerely,
Sister Joy

Joy Peterson, PBVM
Promoter of Peace and Justice
Sinsinawa Dominican Sisters
608-748-4411, ext. 164
www.sinsinawa.org
www.twitter.com/OpjusticeJoy
jpeterson@sinsinawa.org

-----Original Message-----

From: Hauser, Polly L. [<mailto:phauser@dubuquebank.com>]
Sent: Tuesday, December 15, 2015 11:22 AM
To: Joy Peterson
Subject: Exxon Mobil document

Sister Joy -

Today, we received the attached letter from SEI, our custodian. I hope it will meet the requirements laid out in the letter from Exxon Mobil.

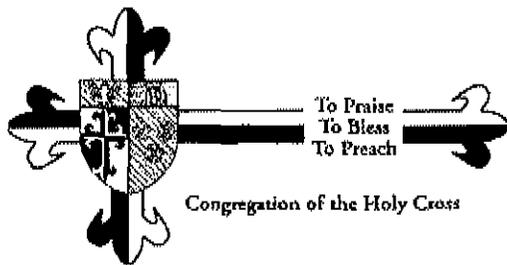
Good luck!

Polly L. Hauser
563.589.4537

PLEASE CONSIDER THE ENVIRONMENT BEFORE PRINTING THIS EMAIL

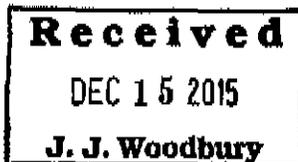
This message and accompanying documents are covered by the Electronic Communications Privacy Act, 18 U.S.C. " 2510-2521, and contain information intended for the specified individual(s) only. This information is confidential. If you are not the intended recipient, or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error and that any review, dissemination, copying, or the taking of any action based on the contents of this information is strictly prohibited. If you have received this communication in error, please notify sender immediately by e-mail, and delete the original message.

IRS Circular 230 Disclosure: To ensure compliance with the requirements imposed by the IRS, we inform you that (1) any tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for purposes of avoiding penalties under the Internal Revenue Code or (2) promoting, marketing or recommending to another party any transaction or matter addressed herein or any attachments hereto.



Sisters of St. Dominic
555 Albany Avenue
Amityville, NY 11701-1197
Tel: 631-608-9342 Fax: 631-842-1347
Email: lhincken@amityop.org
Office of Financial Services

December 10, 2015



RECEIVED

DEC 16 2015

B. D. TINSLEY

Mr. Jeffrey Woodbury, Secretary
ExxonMobil
5959 Las Colinas Blvd.
Irving, TX 75039-2298

Dear Mr. Woodbury,

The Sisters of the Order of St. Dominic have been long time investors in ExxonMobile. The Sisters looks for social, as well as financial, accountability in its investments. The Sisters of the Order of St. Dominic is a religious organization that is interested in the well-being of all people and the environment in which they live. Our colleagues in the Interfaith Center for Corporate Responsibility and other institutional investors are emphatically working together to address climate change.

We believe that our company has the responsibility and capacity to demonstrate leadership on climate change. We are disappointed that our company has remained silent as ten peers in the oil and gas industry have issued a statement in support of "clear stable policy frameworks that are consistent with a 2°C future."

The Amityville Dominican Sisters are the beneficial owners of 1000 shares of common stock which we intend to hold until after the annual meeting. Verification of ownership is attached.

I am hereby authorized to notify you of our intention to present the attached proposal urging the Board of Directors to acknowledge the moral imperative to limit global warming to 2°C, for consideration and action by the stockholders at the next annual meeting, and I hereby submit it for inclusion in the proxy statement in accordance with the rule 14-a-8 of the general rules and regulations of the Securities Exchange Act of 1934.

Patricia Daly, Community of the Sisters of St. Dominic of Caldwell, NJ will be the contact person for this resolution. We look forward to discussing the issues surrounding Climate change.

Sincerely,

Linda Hincken, CFO

✓



GAMCO
ASSET MANAGEMENT

One Corporate Center
Rye, NY 10580-1422
t 814.921.5237
cdesmarais@gabelli.com

December 10, 2015

To Whom It May Concern:

This letter will certify that as of December 10, 2015 the Amityville Dominican Sisters are the beneficial owners of 1,000 shares of Exxon Mobil Corp. common stock and have continuously held it for more than one year. We have been directed by the shareowners to place a hold on this stock at least until the next annual meeting.

Further, this letter will confirm that the aforementioned shares of stock are registered at First Clearing, LLC, participant #0141 at the Depository Trust Company.

Thank you.

Sincerely,

Christopher Desmarais
Managing Director

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶[http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

OFFICE OF FINANCIAL SERVICES
Sisters of St. Dominic
555 Albany Avenue
Amityville, NY 11701-1197

MasterCard
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ZIP 11701
01601636092

Mr Jeffrey Woodbury
Eggs Mobile
5959 Lee Colman Blvd.
Jung, TX 75039-2298

750392298 0044

Exxon Mobil Corporation
Investor Relations
5950 Las Colinas Boulevard
Irving, TX 75039-2298



December 22, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Linda Hincken, CFO

Sisters of St. Dominic
Congregation of the Holy Cross
555 Albany Avenue
Amityville, NY 11701-1197

Dear Ms. Hincken:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of the Order of St. Dominic, the proposal previously submitted by the Sisters of St. Dominic of Caldwell NJ concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from GAMCO Asset Management, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink that reads "Brian D. Tinsley". The signature is written in a cursive, flowing style.

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 277 through 278 redacted for the following reasons:

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

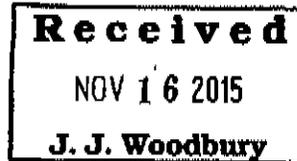


Society of the Holy Child Jesus
AMERICAN PROVINCE

1341 Montgomery Avenue
Rosemont, Pennsylvania 19010
610.626.1400 phone / 610.525.2910 fax
www.shcj.org/american

November 13, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298



BOT - orig
JJW - c
RAL - c

RECEIVED

NOV 16 2015

G.R. GLASS

Dear Mr. Woodbury:

As concerned persons of faith, responsive not only to encyclical letter of Pope Francis [*Laudato Si', On Care for Our Common Home*] but also supportive of climate-change negotiators at forthcoming United Nations conference in Paris ("Catholic Leaders Issue an Appeal on Climate Change Ahead of Paris Conference", *New York Times*, October 27, 2015, page A6], the Society of the Holy Child Jesus, long-time investor in ExxonMobil Corporation, urges our company to demonstrate leadership in stemming environmental destruction and climate change by supporting the goal of limiting global warming to less than 2 degrees Centigrade.

The Society of the Holy Child Jesus has been the beneficial owner of at least two hundred (200) shares of ExxonMobil stock for at least one year and intends to hold its investment until after the next annual meeting of our company. Enclosed is verification of ownership.

I am hereby authorized to notify you of the intention of the Society of the Holy Child Jesus to co-file for consideration and action at the next annual meeting of ExxonMobil the attached proposal of the Sisters of St. Dominic of Caldwell New Jersey, "Acknowledge Moral Imperative to Limit Global Warming to 2 Degrees Centigrade". In accordance with Rule 14-a-8 of the general rules and regulations of the Securities and Exchange Act of 1934, I hereby submit such proposal for inclusion in the proxy statement.

On behalf of the Society of the Holy Child Jesus, I request not only direct communication from ExxonMobil but also listing in proxy materials. Thank you.

Sincerely,

(Sister) Maureen Welsh SHCJ
Justice Representative

Enclosures (2)

1. Morgan Stanley Letter of Verification of Ownership
2. Shareholder Proposal, "Acknowledge Moral Imperative to Limit Global Warming to 2 Degrees Celsius: ExxonMobil"

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

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The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casiniapiiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casiniapiiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ http://cdn.exxonmobil.com/~/_/media/global/files/energy-and-environment/report---energy-and-climate.pdf

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Soudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 282 redacted for the following reason:

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

Morgan Stanley

Wealth Management
1850 K Street, NW
Suite 900
Washington, DC 20006
tel 202 857 5444
fax 202 857 5460

RECEIVED

NOV. 16 2015

G.R. GLASS

November 13, 2015

Society of the Holy Child Jesus
1341 Montgomery Ave
Rosemont, PA 19010

Re: Letter of Verification of Ownership

To Whom It May Concern:

As of and including November 13, 2015, the Society of the Holy Child Jesus account numbers *** FISMA & OMB Memorandum M-07-16 *** hold a combined total of 4,200 shares of Exxon Mobil Corp Common. These shares have been continuously held for over one year. We have directed the money manager on these accounts to place a hold on the stock until at least the next annual meeting.

Please contact me at 202-857-5444 with any questions.

Sincerely,



Douglas Schreck
Assistant Vice President
Complex Risk Officer

Page 284 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5969 Las Colinas Boulevard
Irving, TX 75039-2200

ExxonMobil

November 25, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Maureen Welsh
Justice Representative
Society of the Holy Child Jesus
1341 Montgomery Avenue
Rosemont, PA 19010

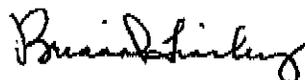
Dear Sister Welsh:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Society of the Holy Child Jesus, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Morgan Stanley, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Mary Beth Gallagher, TSC

Page 286 redacted for the following reason:

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



Sisters of
Saint Joseph™
CHESTNUT HILL · PHILADELPHIA

Received
DEC 10 2015
J. J. Woodbury

December 8, 2015

Mr. Jeffery Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED
DEC 10 2015
G.R. GLASS

Dear Mr. Woodbury,

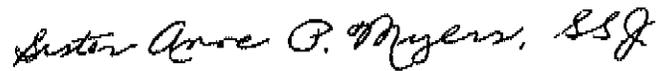
The Congregation of the Sisters of Saint Joseph of Chestnut Hill, Philadelphia has been long time investors in ExxonMobil Corporation. We are working with our colleagues at the Interfaith Center on Corporate Responsibility to address climate change. We have seen communities devastated due to severe climate events, and scientific reports indicate conclusively, the urgency to act now to avoid the worst impacts yet to come. Recognizing the "cry of the earth and the cry of the poor", faith communities have been reinvigorated in their commitment to address climate change and have issued a number of statements in the past months, including Pope Francis' Encyclical Letter *Laudato Si: On Care for Our Common Home*, a Rabbinic letter on climate change by over 400 Jewish Rabbis, and an Islamic Declaration of Climate Change. Faith communities are united in the belief that addressing climate change is a moral imperative, and we are hopeful that the gathering of world leaders in Paris this December will lead to a strong international agreement. We are urging the Board of Directors at ExxonMobil Corporation to demonstrate leadership and use their voice and influence to support a 2° C future.

The Sisters of Saint Joseph are beneficial owners of stock in ExxonMobil Corporation, which we have held for at least one year. An emailed copy verification of our holdings is enclosed and an original document will be sent under separate cover by Atlantic Consulting Group. We will continue to hold these shares at least through the company's annual meeting.

Therefore, we are co-filing the attached proposal with the Sisters of Saint Dominic of Caldwell, NJ represented by Sister Patricia Daly, urging the Board of Directors to acknowledge the moral imperative to limit global warming to 2° C for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and the regulations of The Securities and Exchange Act of 1934.

I designate Sister Patricia A. Daly, OP as the lead filer to act on my behalf for all purposes in connection with this proposal. However, I request the copies of any communications be forwarded to Sister Colleen Dauerbach at the address below or by email at: cdauerbach@ssjphila.org

Thank you for your attention to this matter.
Sincerely,

A handwritten signature in cursive script that reads "Sister Anne P. Myers, SSJ".

Sister Anne P. Myers, SSJ
President
The Corporation of the Convent
of the Sisters of Saint Joseph of Chestnut Hill, Philadelphia

Enclosures:

cc: Patricia Daly OP, Sisters of Saint Dominic of Caldwell, NJ
Julie Wokaty, Interfaith Center for Corporate Responsibility (ICCR)

.../mail.iccr.org/AC TIONS/DOCS/16/ENVIRONMENTAL HE...
Acknowledge Moral Imperative to Limit Global Warming to 2°C
2016 – Exxon Mobil Corporation

WHEREAS: Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all,"¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 Outlook for Energy report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

RESOLVED: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

Supporting Statement: We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

1 http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_encyclica-laudato-si.html

2 <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/> ; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

3 [http://www.casinapioviv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapioviv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

- 4 <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>
- 5 <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>
- 6 [http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>
- 7 <http://www.se4all.org/tracking-progress/>
- 8 <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>
- 9 [http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf;](http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf)
<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

December 8, 2015

Sister Colleen Dauerbach
Social Justice Coordinator
Sisters of Saint Joseph
9701 Germantown Avenue
Philadelphia, PA 19118-2694

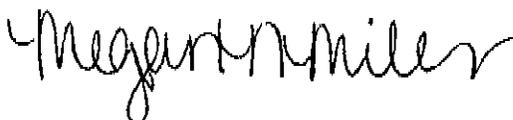
RE: Exxon Mobile Corporation

Dear Sister Colleen,

This is to certify that the Sisters of Saint Joseph have beneficially owned 9,836 shares i.e \$755,404.80 market value of Exxon Mobile Corporation stock at Raymond James and Associates, Inc. as of and on December 8, 2015. These shares have been continuously held for more than 12 months prior to this proposal submission date at Raymond James DTC 0725.

The Sisters of Saint Joseph intend on keeping these shares through the annual meeting. If any further information is required please do not hesitate to contact me at the above number.

Sincerely,



Megan N Miller
Client Operations Specialist

CC: Jeffery Woodbury

Pages 292 through 298 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2288

ExxonMobil

December 14, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Anne P. Myers
President
The Corporation of the Convent
Sisters of Saint Joseph
9701 Germantown Avenue
Philadelphia, PA 19118-2694

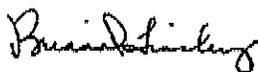
Dear Sister Myers:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Congregation of the Sisters of Saint Joseph of Chestnut Hill, Philadelphia, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Atlanta Consulting Group, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Julie Wokaty, ICCR

Pages 300 through 301 redacted for the following reasons:

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

LEW



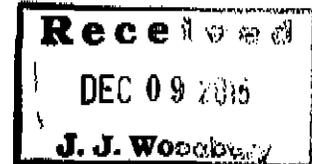
Sisters of Saint Joseph of Peace

1663 Killarney Way P.O. Box 248 Bellevue, WA 98009-0248
425-467-5499 FAX 425-462-9760

RECEIVED
DEC 9 2015
G.R. GLASS

December 8, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298



Dear Mr. Woodbury,

The members of the Northwest Women Religious Investment Trust call on Exxon Mobil to acknowledge the moral imperative to limit global warming to 2°C and to support the global framework which is being worked out at COP21 in Paris. Faith based shareholders have been on the Road to Paris since 1989 when we began addressing "planetary warming" with corporations. It's past time for Exxon Mobil to invest in climate solutions.

The Northwest Women Religious Investment Trust is co-filing the enclosed resolution with the Sisters of St. Dominic of Caldwell, NJ for action at the annual meeting in 2016. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As of December 8, 2015 the Northwest Women Religious Investment Trust held and has held continuously for at least one year, fifty (50) shares of Exxon Mobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Exxon Mobil Corporation through the annual meeting in 2016.

We designate Sister Patricia Daly, OP as the lead filer to act on our 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,

Deborah R. Fleming
Chair, Northwest Women Religious Investment Trust

Encl.: Verification of ownership
Resolution

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/tarah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinpioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinpioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>



All of **us** serving you™

December 8, 2015

To Whom It May Concern:

This letter is to verify that the Northwest Women Religious Investment Trust owns fifty (50) shares of ExxonMobil common stock. Northwest Women Religious Investment Trust owned the required amount of securities on December 8, 2015 and has continuously owned the securities for at least twelve months prior to December 8, 2015. At least the minimum required will continue to be held through the time of the company's next annual meeting.

This security is currently held by U. S. Bank, N. A. who serves as custodian for the Northwest Women Religious Investment Trust. The shares are registered in our nominee name (Cede & Co.) at U. S. Bank, N. A. at DTC.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheila Dellavedova for:".

Sheila Dellavedova, Vice President
U. S. Bank Institutional Trust & Custody

Pages 306 through 307 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 10, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Deborah R. Fleming
Chair, Northwest Women Religious Investment Trust
Sisters of Saint Joseph of Peace
1663 Killarney Way
Bellevue, WA 98009-0248

Dear Ms. Fleming:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Northwest Women Religious Investment Trust, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from US Bank, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

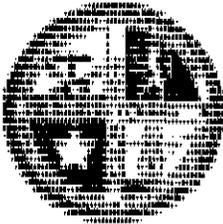
Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 309 through 310 redacted for the following reasons:

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



ACADEMY OF OUR LADY OF LOURDES

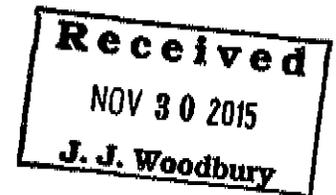
CORPORATE TITLE OF

SISTERS OF THE THIRD ORDER REGULAR OF SAINT FRANCIS
OF THE CONGREGATION OF OUR LADY OF LOURDES

PHONE 507/282-7441
FAX: 507/282-7762

1001 14 ST NW, SUITE 100 • ASSISI HEIGHTS
ROCHESTER, MINNESOTA 55901-2525

November 2, 2015



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, Texas 75039-2298

Dear Mr. Woodbury:

The Sisters of Saint Francis, Rochester, Minnesota look for social, as well as financial, accountability in its investments, especially with regard to our environment. We believe that ExxonMobil has the responsibility and capacity to demonstrate leadership on climate change, especially in this period leading to the Paris climate negotiations. The recent investigative report that revealed that Exxon knew as early as 1978 that the climate was changing and that their dirty fossil fuels were responsible was disheartening to say the least.

For this reason, I am authorized to notify you of our intention to co-file the enclosed resolution with its primary filer, the Sisters of St. Dominic of Caldwell as the primary filer and Sister Pat Daly as the primary contact for the resolution. Please copy me on all materials. We want the resolution to be presented for consideration and action by the stockholders at the next annual meeting. Therefore I hereby submit it for inclusion in the proxy statement in accordance with Rule 14A-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

As verification that we are beneficial owners of common stock in ExxonMobil, I enclose a letter from Morgan Stanley. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

We hope that this issue will be resolved so that we will find it possible to withdraw the resolution. We are willing to dialogue with you on this matter in an effort to find common ground. Please let us know if this is a possibility.

Sincerely,

Sister Betty Kenny, OSF

Sister Betty Kenny, OSF
Corporate Responsibility Representative

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <http://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.cashnapioiv.va/content/dam/ac/academia/pdf/declaration%20\(final\).pdf](http://www.cashnapioiv.va/content/dam/ac/academia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-cl>

Wealth Management
8300 Norman Center Drive
Suite 1150
Bloomington, MN 55437

Morgan Stanley

November 2, 2015

Academy of Our Lady of Lourdes
Attn: Sister Marlene Pinzka
1001 14th St NW
Rochester, MN 55901

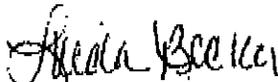
RE: Ownership of Exxon Mobil Corporation

Dear Sister Marlene,

This letter verifies that the Academy of Our Lady of Lourdes owns and holds in their Morgan Stanley account 60 shares of Exxon Mobil Corporation. These shares were purchased in July of 1998. The shares are held long in the Academy of Our Lady of Lourdes account at Morgan Stanley.

If further information is required, please do not hesitate to contact me.

Sincerely,



Linda Becker
Complex Service Manager
Morgan Stanley Wealth Management
8300 Norman Center Drive
Suite 1150
Bloomington, MN 55437
Phone: 952-921-1996
EFax: 651-389-9311

Page 315 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Betty Kenny, OSF
Corporate Responsibility Representative
Sisters of Saint Frances, Academy of Our Lady of Lourdes
1001 14 Street, NW, Suite 100 Assisi Heights
Rochester, MN 55901-2525

Dear Sister Kenny:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Sisters of Saint Frances, Academy of Our Lady of Lourdes, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Morgan Stanley, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 317 through 318 redacted for the following reasons:

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

LB



Sisters of the Holy Names
of Jesus and Mary
General Administration

Received
DEC 09 2015
J. J. Woodbury

RECEIVED

DEC. 9 2015

G.R. GLASS

December 8th, 2015

Mr. Jeffrey Woodbury, Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Woodbury,

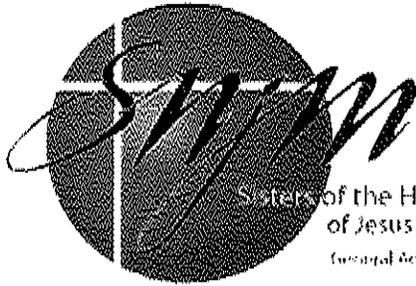
The *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* calls on Exxon Mobil to acknowledge the moral imperative to limit global warming to 2°C and to support the global framework which is being worked out at COP21 in Paris. Faith based shareholders have been on the Road to Paris since 1989 when we began addressing "planetary warming" with corporations. It's past time for Exxon Mobil to invest in climate solutions.

The *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* is co-filing the enclosed resolution with the Sisters of St. Dominic of Caldwell, NJ for action at the annual meeting in 2016. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of December 8th, 2015, the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* held, and has held continuously for at least one year, 100 shares of Exxon Mobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Exxon Mobil Corporation through the annual meeting in 2016.

We designate Sister Patricia Daly, OP as the lead filer to act on our 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.

Educate, Contemplate, Liberate



Sisters of the Holy Names
of Jesus and Mary
General Administration

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. Please copy our Director of Finance on all communications: Mr. Marc Beaudry, beaudrym2004@yahoo.ca.

Sincerely,

Sister Catherine Ferguson
Superior General and President

Encl.: Verification of ownership
Resolution

Educate, Contemplate, Liberate

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.ymc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acs/wp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiojv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiojv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REviko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

25



Desjardins
Business

December 8th, 2015

To Whom It May Concern

Subject: Verification of Ownership

This letter is to verify that the Congrégation des Soeurs des Saints Noms de Jésus et de Marie owns 100 shares of Exxon Mobil Corporation common stock. Furthermore, the Congrégation des Soeurs des Saints Noms de Jésus et de Marie has held these shares continuously since the purchase date of March 31st 2008 including the one year period preceding and including December 8th 2015. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by Desjardins Trust who serves as custodian for the Congrégation des Soeurs des Saints Noms de Jésus et de Marie. The shares are registered in our nominee name at Desjardins Trust. Please note that Desjardins Trust is a DTC participant. Yours truly,

Sincerely,

Patricia Hudon
Senior Representative
Administration and Customer Service
Custody Services

Desjardins Trust
1 Complexe Desjardins
P.O. Box 34 Desjardins Station
Montréal (Québec) H5B 1E4
(514) 286-9441

Desjardins Business is a trade name used by Desjardins Trust Inc.

Page 324 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 10, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Catherine Ferguson
Superior General and President
Sisters of the Holy Names of Jesus and Mary
80, rue Saint-Charles Est, Longueuil
Quebec, Canada J4H 1A9

Dear Sister Ferguson:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of the Holy Names of Jesus and Mary, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Desjardins Trust, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

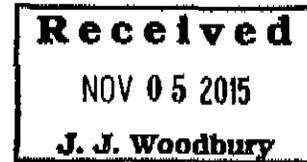
Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 326 through 328 redacted for the following reasons:

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



November 2, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED

NOV 6 2015

B. D. TINSLEY

Dear Mr. Woodbury,

The Sisters of Charity of Saint Elizabeth believe that efforts to address climate change is at a critical time in history and provides Exxon with an opportunity to support the goal of limiting warming to less than 2 °C as described in the attached proposal.

The Sisters of Charity of Saint Elizabeth are beneficial owners of at least 500 shares of stock. Enclosed is proof of ownership. We will retain shares through the annual meeting.

I have been authorized to notify you of our intention to co-sponsor this resolution with the lead filer, the Community of the Sisters of St. Dominic of Caldwell, NJ, for consideration by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities Act of 1934.

If you should, for any reason, desire to oppose the adoption of this proposal by the stockholders please include it in the corporation's proxy material attached statement of the security holder, submitted in support of this proposal, as required by the aforesaid rules and regulations. The lead filer has authority to act on our behalf.

Sincerely,

Sister Barbara Aires, SC
Coordinator of Corporate Responsibility

Enc
SBA/an



973.290.5402
973.290.5441
P.O. BOX 476
CONVENT STATION
NEW JERSEY
07961-0476

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

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¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umpc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries-synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiov.vg/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiov.vg/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>



P.O. BOX 476
CONVENT STATION
NEW JERSEY
07961-0476

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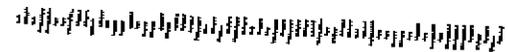


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Received
NOV 05 2015
J. J. Woodbury

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

75039229899





STATE STREET

RECEIVED

NOV 6 2015

B. D. TINSLEY

November 2, 2015
Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RE: ~~The Sisters of Charity of Saint Elizabeth, State Street~~ MB Memorandum M-07-16 ***

Letter of Verification of Ownership

Dear Mr. Woodbury

This letter alone shall serve as proof of beneficial ownership of 500 shares of Exxon Mobil Corporation common stock for the Sisters of Charity of Saint Elizabeth.

Please be advised that as of 11/2/15, the Sisters of Charity of Saint Elizabeth:

- have continuously held the requisite number of shares of common stock for at least one year, and
- intend to continue holding the requisite number of shares of common stock through the date of the next Annual Meeting of Shareholders

Sincerely,

Brandon Wilber
Client Service Manager



P.O. BOX 476
CONVENT STATION
NEW JERSEY
07981-0476

DV DANIELS
NO 070
03 NOV '15
PM 10 L

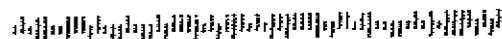


U.S. POSTAGE PITNEY BOWES
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02 18
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Received
NOV 05 2015
J. J. Woodbury

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

75039229899





November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Barbara Aires, SC
Coordinator of Corporate Responsibility
The Sisters of Charity of Saint Elizabeth
2 Convent Rd.
Morristown, NJ 07960

Dear Sister Aires:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Sisters of Charity of Saint Elizabeth (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of share ownership provided in your State Street submission does not meet requirements, as shown below.

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. For this Proposal, the date of submission is, November 3, 2015, which is the date the Proposal was received by first class mail delivery.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 3, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 3, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 3, 2015.
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 3, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 3, 2015, the required amount of securities were continuously held – 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.

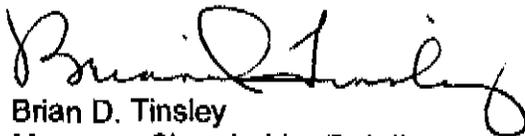
Sr. Barbara Aires
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Mary Beth Gallagher, Tri Cri

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Page 339 redacted for the following reason:

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

Gilbert, Jeanine

From: B Aires <baires@scnj.org>
Sent: Tuesday, November 17, 2015 1:04 PM
To: Gilbert, Jeanine
Subject: FW: proof of Ownership.
Attachments: Letter of verification of ownership Exxon 11-17-15.pdf.zip

Categories: External Sender

RECEIVED

NOV 17 2015

G.R. GLASS

Barbara Aires
Sisters of Charity of Saint Elizabeth
PO Box 476
Convent Station, NJ 07961-0476
Tel: 973-290-5402
Fax:973-290-5441
e-mail:baires@scnj.org

From: Kuster, John William [mailto:JWKuster@StateStreet.com]
Sent: Tuesday, November 17, 2015 12:59 PM
To: B Aires; Ruegsegger, Linda
Subject: RE: proof of Ownership.

Hello,

Please see attached.

Thank you,

John W. Kuster, Client Services, Associate 2
State Street Corporation / Institutional Investor Services / 801 Pennsylvania Avenue, Kansas City, MO 64105
P +1 816 871 3880 / JWKuster@statestreet.com

The information contained in this email and any attachments have been classified as limited access and/or privileged State Street information/communication and is intended solely for the use of the named addressee(s). If you are not an intended recipient or a person responsible for delivery to an intended recipient, please notify the author and destroy this email. Any unauthorized copying, disclosure, retention or distribution of the material in this email is strictly forbidden.

Go green. Consider the environment before printing this email.

Information Classification: Limited Access

Information Classification: Limited Access

From: B Aires [mailto:baires@scnj.org]
Sent: Tuesday, November 17, 2015 11:26 AM

To: Kuster, John William; Ruegsegger, Linda
Subject: FW: proof of Ownership.

John ,

Please re-send proof of ownership...with correct date.....See Memo from EXXON below.

Thank you

Barbara Aires
Sisters of Charity of Saint Elizabeth
PO Box 476
Convent Station, NJ 07961-0476
Tel: 973-290-5402
Fax:973-290-5441
e-mail:baires@scnj.org

From: Gilbert, Jeanine [<mailto:jeanine.gilbert@exxonmobil.com>]
Sent: Tuesday, November 17, 2015 11:58 AM
To: B Aires
Cc: Kuster, John William; pdaly@tricri.org; mbgallagher@tricri.org
Subject: RE: proof of Ownership.

It is the date of the letters (proposal/share proof) as are they are both dated 11/2/15, however in accordance with SEC guidelines the postmark date of 11/3/15 is the official date of submission. Please have State Street re-issue letter of proof as of 11/3/15, thanks.

Best regards,

Jeanine Gilbert
Shareholder Relations
ExxonMobil
5959 Las Colinas Blvd.
Irving, TX 75039

"Be kinder than necessary, for everyone you meet is fighting some kind of battle!"

From: B Aires [<mailto:baires@scnj.org>]
Sent: Tuesday, November 17, 2015 9:19 AM
To: Gilbert, Jeanine
Cc: Kuster, John William; pdaly@tricri.org; mbgallagher@tricri.org
Subject: proof of Ownership.

Our proof of ownership was forwarded to you by State Street, Trustee of our accounts.

Advise as to why this was not acceptable.

Sister Barbara.

Barbara Aires
Sisters of Charity of Saint Elizabeth

PO Box 476
Convent Station, NJ 07961-0476
Tel: 973-290-5402
Fax:973-290-5441
e-mail:baires@scnj.org



STATE STREET

RECEIVED

NOV. 17 2015

G.R. GLASS

November 17, 2015
Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RE: ~~The Sisters of Charity of Saint Elizabeth, State Street~~ DMB Memorandum M-07-16 ***

Letter of Verification of Ownership

Dear Mr. Woodbury

This letter alone shall serve as proof of beneficial ownership of 500 shares of Exxon Mobil Corporation common stock for the Sisters of Charity of Saint Elizabeth.

Please be advised that as of 11/3/15, the Sisters of Charity of Saint Elizabeth:

- have continuously held the requisite number of shares of common stock for at least one year, and
- intend to continue holding the requisite number of shares of common stock through the date of the next Annual Meeting of Shareholders

Sincerely,

Brandon Wilber
Client Service Manager

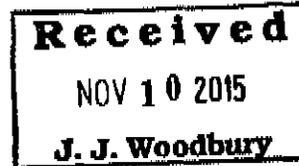


THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

Orig - BNT
C JTW

November 9, 2015

Mr. Jeffrey Woodbury
Corporate Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298



RECEIVED
NOV 10 2015
G.R. GLASS

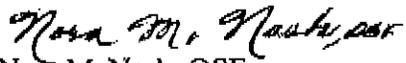
Dear Mr. Woodbury:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in ExxonMobil for several years. As faith-based investors, we seek social as well as financial returns on our investments. We appreciate the opportunities that we have had to dialogue with representatives of the company on various issues over the past several years. In light of the potential for lower demand for oil and gas we believe it's not only a moral imperative to move to a low-carbon energy future but it is necessary to mitigate risks and consider the health of the planet and its people.

I am hereby authorized to notify you of our intention to submit this enclosed shareholder proposal with the Sisters of St. Dominic of Caldwell New Jersey. I submit it for inclusion in the proxy statement for consideration and action by the next stockholders meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the shareholders meeting to move the resolution. Please note that Mary Beth Gallagher is the primary contact. Her contact information is: 973-509-8800 mbgallagher@tricri.org

As verification that we are beneficial owners of common stock in ExxonMobil, I enclose a letter from Northern Trust Company, our portfolio custodian/record holder attesting to the fact. It is our intention to keep these shares in our portfolio beyond the annual meeting.

Respectfully yours,


Nora M. Nash, OSF
Director Corporate Social Responsibility

Enclosures

cc: Julie Wokaty, ICCR (Interfaith Center on Corporate Responsibility)
Mary Beth Gallagher, Tri-State Coalition

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter 'Laudato Si', states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change, calling for urgent action to avoid the most catastrophic impacts.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

ExxonMobil's 2015 *Outlook for Energy* report projects reliance on fossil fuels that will entail warming in excess of 2°C.

ExxonMobil claims that its energy production responds to a "moral imperative"⁴ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁵ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁶

¹ <https://s3.amazonaws.com/s3.documentcloud.org/documents/2105201/laudato-si-inglese.pdf>

² <http://www.uua.org/statements/threat-global-warmingclimate-change;>

[http://www.ecobuddhism.org/bcp/all_content/buddhist_declaration/;](http://www.ecobuddhism.org/bcp/all_content/buddhist_declaration/)

<http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change;>

<http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate;>

[http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/;](http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/)

<https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>

³ [http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf.](http://www.casinapiolv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

⁵ [http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁶ [http://www.se4all.org/tracking-progress/.](http://www.se4all.org/tracking-progress/)

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁷ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, peers such as Total, Shell, and Statoil, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁸

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁷ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>.

⁸ <https://www.cdp.net/en-US/Results/Pages/responses.aspx> question CC2.4; <https://www.whitehouse.gov/the-press-office/2015/07/27/fact-sheet-white-house-launches-american-business-act-climate-pledge>; <http://www.ceres.org/files/bank-statement-on-climate-policy>.

Page 347 redacted for the following reason:

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



Northern Trust

50 S LaSalle Street
Chicago IL 60603

RECEIVED

NOV 10 2015

G.R. GLASS

November 9, 2015

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold 6,088 shares of Exxon Mobile Corp. These shares have been held for more than one year and will be held at the time of your next annual meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Sister Nora M. Nash and/or Thomas McCaney are representatives of the Sisters of St. Francis of Philadelphia and are authorized to act on their behalf.

Sincerely,

A handwritten signature in cursive script that reads "Sanjay K. Singhal".

Sanjay K. Singhal
Vice President

Page 349 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298

ExxonMobil

November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Nora M. Nash, OSF
Director Corporate Social Responsibility
The Sisters of St. Francis of Philadelphia
Office of Corporate Social Responsibility
609 South Convent Road
Aston, PA 19014-1207

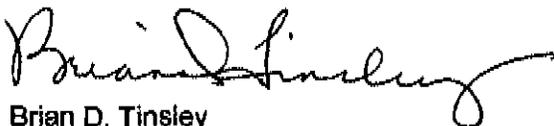
Dear Sister Nash:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Sisters of St. Francis of Philadelphia (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Northern Trust, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly
Julie Wokaty, ICCR
Mary Beth Gallagher, TSC

Page 351 redacted for the following reason:

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



20555 Victor Parkway
Livonia, MI 48152
tel 734-343-1000
trinity-health.org

RECEIVED

DEC 7 2015

G.R. GLASS

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

December 3, 2015

Dear Mr. Woodbury,

Trinity Health, with an investment position of over \$2000 worth of shares of common stock in ExxonMobil Corporation, looks for social and environmental as well as financial accountability in its investments.

Proof of ownership of common stock in ExxonMobil Corporation is enclosed. Trinity Health has held stock in ExxonMobil continuously for over one year and intends to retain the requisite number of shares through the date of the Annual Meeting.

Acting on behalf of Trinity Health, I am authorized to notify you of our intention to present the enclosed proposal for consideration and action by the stockholders at the next annual meeting, and I hereby submit it for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The lead filer for this proposal is Sister Patricia Daly, OP, of the Sisters of St. Dominic of Caldwell New Jersey.

We look forward to dialogue on this issue.

Sincerely,

Jody Wise
Socially Responsible Investment Consultant

enc

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapiiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REVIko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Northern Trust Corporation
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000

December 3, 2015



Northern Trust

TO WHOM IT MAY CONCERN,

Please accept this letter as verification that as of December 3, 2015, Northern Trust as custodian held for the beneficial interest of Trinity Health 2,000 shares of ExxonMobil.

As of December 3rd, 2015 Trinity Health has held at least \$2,000 worth of ExxonMobil continuously for over one year. Trinity Health has informed us it intends to continue to hold the required number of shares through the date of the company's annual meeting in 2016.

This letter is to confirm that the aforementioned shares of stock are registered with Northern Trust, Participant Number 2669, at the Depository Trust Company.

Sincerely,

Joanne Meulendyke
Second Vice President
The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Friday, December 04, 2015 6:46 AM
To: Gilbert, Jeanine; Glass, Ginger R
Cc: Parsons, Jim E
Subject: FW: Acknowledge Moral Imperative to Limit Global Warming to Two Degrees Centigrade
Attachments: Co-filing Documents 12-3-15.pdf; ATT00001.bt

Co-filer information.

Brian T

From: Jody Wise [mailto:wisejo@trinity-health.org]
Sent: Thursday, December 03, 2015 3:53 PM
To: Woodbury, Jeffrey J
Cc: Tinsley, Brian D
Subject: Acknowledge Moral Imperative to Limit Global Warming to Two Degrees Centigrade

Dear Mr. Woodbury,

Attached please find a letter of intent to present attached proposal for consideration and action by the stockholders at the next annual meeting, also included is a verification letter of ExxonMobil Corporation stock ownership. I will be sending you hard copies via the United States Postal Service. I look forward to dialogue. Thank you.

Jody Wise
SRI Consultant
tel 734-343-1382 cell 734-512-3840
wisejo@trinity-health.org
Trinity Health | 20555 Victor Parkway | Livonia, MI 48152
trinity-health.org



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 9, 2015

VIA UPS – OVERNIGHT DELIVERY

Jody Wise
Socially Responsible Investment Consultant
Trinity Health
20555 Victor Parkway
Livonia, MI 48152

Dear Mr. Wise:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Trinity Health, the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. By copy of a letter from Northern Trust, share ownership has been verified.

In light of the guidance in SEC staff legal bulletin No. 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 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,

A handwritten signature in black ink, appearing to read "Brian D. Tinsley".

Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

c: Sister Patricia Daly

Pages 358 through 359 redacted for the following reasons:

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

Received
OCT 30 2015
J. J. Woodbury

October 27, 2015

Mr. Jeffrey Woodbury
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2298

RECEIVED
NOV 2 2015
B. D. TINSLEY

Dear Mr. Woodbury:

The Unitarian Universalist Association ("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 Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the company to support the goal of limiting warming to less than 2°C. We are joining with the Sisters of St. Dominic of Caldwell, NJ in filing this resolution. Sister Patricia A. Daly, OP represents the Sisters of St. Dominic of Caldwell, NJ which is the primary filer and as such the UUA delegates authority to Sister Pat to act on behalf of the UUA in all aspects with regard to this filing.



UNITARIAN
UNIVERSALIST
ASSOCIATION

Timothy Brennan
Treasurer and
Chief Financial Officer

This resolution is submitted by the Unitarian Universalist Association, 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 \$171 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.

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globalwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casnaploiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casnaploiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Pages 363 through 364 redacted for the following reasons:

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



STATE STREET.

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

RECEIVED

NOV 2 2015

B. D. TINSLEY

October 27, 2015

To Whom It May Concern:

The Unitarian Universalist Association has consistently held 87 shares of EXXON MOBIL CORP, CUSIP 30231G102, in account number 1074887. The asset has been held in custody for more than a one year period, preceding and including October 26, 2015. The Unitarian Universalist Association is the beneficial owner of the shares. State Street's DTC participant number is 2319.

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

Thank you,

Brandon Wilber
Client Service
State Street Corporation
Wealth Manager Services
816-871-1645

Pages 366 through 367 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



November 13, 2015

VIA UPS – OVERNIGHT DELIVERY

Mr. Timothy Brennan
Treasurer & Chief Financial Officer
Unitarian Universalist Association
24 Farnsworth Street
Boston, MA 02210-1409

Dear Mr. Brennan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Unitarian Universalist Association (the "Co-filer") the proposal previously submitted by Sister Patricia Daly concerning policy to limit global warming to 2°C in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of share ownership provided in your State Street submission does not meet requirements, as shown below.

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. For this Proposal, the date of submission is, October 29, 2015, which is the date the Proposal was received by priority mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including October 29, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 29, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 29, 2015.
 - 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 29, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including October 29, 2015, the required amount of securities were continuously held – 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.
-

Mr. Timothy Brennan
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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Mary Beth Gallagher, Tri Cri

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 372 through 373 redacted for the following reasons:

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

Gilbert, Jeanine

From: Susan Helbert <SHelbert@uaa.org>
Sent: Tuesday, November 17, 2015 2:06 PM
To: Gilbert, Jeanine
Subject: Proof of Ownership as Requested
Attachments: Exxon Mobil Letter and 2nd Proof of Ownership.pdf

Categories: External Sender

RECEIVED
NOV 17 2015
G.R. GLASS

Hi there-

In response to your letter dated November 13, 2015 please find attached proof that we were the beneficial owners of ExxonMobil shares as of October 29, 2015.

Please confirm receipt of this email and attachment.

Best-

Susan D. Helbert | Assistant to the Treasurer

Phone (617) 946-4306 | shelbert@uaa.org

uaa.org | uucef.org



Our work is made possible by congregations' generous gifts to the Annual Program Fund and individual friends like you. Please consider making a gift today!

RECEIVED

NOV 17 2015

G.R. GLASS

November 17, 2015

Mr. Brian D. Tinsley
Manager, Shareholder Relations
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2298

Dear Mr. Tinsley:

Please find enclosed verification that we are beneficial owners of 87 shares of Exxon Mobil Corporation and have been for more than one year preceding and including October 29, 2015.

Yours very truly,



Timothy Brennan



Timothy Brennan
Treasurer and
Chief Financial Officer

CC: Sister Patricia A. Daly, OP



STATE STREET.

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

RECEIVED

NOV 17 2015

G.R. GLASS

November 16, 2015

To Whom It May Concern:

The Unitarian Universalist Association has consistently held 87 shares of EXXON MOBIL CORP, CUSIP 30231G102, in account number OMB Memorandum. The asset has been held in custody for more than a one year period, preceding and including October 29, 2015. The Unitarian Universalist Association is the beneficial owner of the shares. State Street's DTC participant number is 2319.

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

Thank you,

A handwritten signature in black ink, appearing to read "B Wilber".

Brandon Wilber
Client Service
State Street Corporation
Wealth Manager Services
816-871-1645



Received
NOV 20 2015
J. J. Woodbury

November 18, 2015

Mr. Jeffrey Woodbury
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

RECEIVED

NOV 20 2015

G.R. GLASS

Orig - BOT
c JJW
RAL

Dear Mr. Woodbury,

For more than 70 years, UUSC has advanced human rights and social justice in the United States and internationally. In order to pursue these goals, we partner with a number of grassroots organizations around the world. These partners tell us of the great need for global companies to adopt and implement company-wide policies and practices which protect human rights and the just treatment of employees, and which also sustain the environment.

The Unitarian Universalist Service Committee (UUSC) is the beneficial owner of 76 shares of Exxon Mobil stock. We have owned over \$2,000 worth of Exxon Mobil stock for more than a year. Further, it is our intent to hold greater than \$2,000 in market value through the next annual meeting of Exxon Mobil Corporation. We will be pleased to provide additional proof of ownership from our sub-custodian, a DTC participant.

This resolution is submitted for inclusion in the 2016 proxy statement under Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. We are co-filing this resolution with Home Missioners of America as the primary filer and therefore deputize Caldwell Dominican Sisters to act on our behalf in the withdrawal of this resolution.

Please copy Timothy Smith of Walden Asset Management our investment manager (617-726-7155 or tsmith@bostontrust.com) our investment manager with any correspondence. We hereby deputize Home Missioners of America to act on our behalf.

Sincerely,

Pamela Sparr
Associate Director of Advocacy, Activism & Engagement

Cc: Timothy Smith
Sandra Wissel, Home Missioners of America

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioly.va/content/dam/accademia/pdf/declaration%20\(finai\).pdf](http://www.casinapioly.va/content/dam/accademia/pdf/declaration%20(finai).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report--energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3REVko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Pages 380 through 381 redacted for the following reasons:

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

Exxon Mobil Corporation
Investor Relations
6959 Las Colinas Boulevard
Irving, TX 75039-2268



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Pamela Sparr
Associate Director of Advocacy, Activism & Engagement
Unitarian Universalist Service Committee
689 Massachusetts Avenue
Cambridge, MA 02139-3302

Dear Ms. Sparr:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Unitarian Universalist Service Committee (UUSC) (the "Co-filer"), the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated November 18, 2015 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. For this Proposal, the date of submission is November 18, 2015, which is the date the Proposal was received by overnight delivery service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 18, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 18, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 18, 2015
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 18, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 18, 2015, the required amount of securities were continuously held – 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.

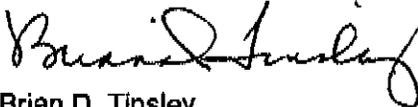
Ms. Pamela Sparr
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Tim Smith, Walden Asset Management, LLC
Sandra Wissel, Home Missioners of America

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Pages 386 through 387 redacted for the following reasons:

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

LS

UUSC

Gilbert, Jeanine

RECEIVED

From: Tinsley, Brian D
Sent: Tuesday, December 08, 2015 10:34 AM
To: Glass, Ginger R; Gilbert, Jeanine
Cc: Parsons, Jim E
Subject: FW: Proof of Ownership
Attachments: image001.png; ATT00001.htm; xom - uusc documentation.pdf; ATT00002.htm; xom - [redacted] updated documentation.pdf; ATT00003.htm

DEC 9 2015

G.R. GLASS

Proof.

From: Woodbury, Jeffrey J
Sent: Tuesday, December 08, 2015 10:30 AM
To: Luetzgen, Robert A; Tinsley, Brian D
Subject: Fwd: Proof of Ownership

Sent from my iPhone

Begin forwarded message:

From: "Morgan, Regina" <rmorgan@bostontrust.com>
Date: December 8, 2015 at 8:12:06 AM PST
To: "Woodbury, Jeffrey J" <jeff.j.woodbury@exxonmobil.com>, "Bell, Pam" <pam.bell@exxonmobil.com>
Cc: "Smith, Timothy" <tsmith@bostontrust.com>
Subject: Re: Proof of Ownership

Good Morning Mr. Woodbury,

On behalf of UUSC (Unitarian Universalist Service Committee and [redacted]) we enclose ownership documentation for the Moral Imperative to Limit Global Warming shareholder resolution.

Please advise if there are any questions and if you require a hard copy.

Regards,
 Regina

Policy to Limit
 Global Warming



STATE STREET.

Wealth Manager Services
1200 Crown Colony Drive
Quincy, MA 02169-0938
www.statestreet.com

Date: November 18, 2015

To Whom It May Concern:

State Street Bank and Trust Company ("State Street") is the sub-custodian for Boston Trust & Investment Management Company (Boston Trust) who is the custodian for the account of **UUSC – Equity Portfolio IMA**.

In connection with a shareholder proposal submitted by **UUSC – Equity Portfolio IMA** on **November 18, 2015** we are writing to confirm that **UUSC – Equity Portfolio IMA** has had beneficial ownership of a least \$2,000 in market value of the voting securities of **Exxon Mobil Corporation (Cusip#30231G102)** for more than one year.

As indicated earlier State Street serves as the sub-custodian for Boston Trust and Investment Management Company. State Street is a DTC participant.

In witness hereof the individual signing below confirms to best of her knowledge that the above statements are true and accurate.

Sincerely,

Marc Iovine
Officer

Date: 12/5/2015



STATE STREET.

Wealth Manager Services
1200 Crown Colony Drive
Quincy, MA 02169
www.statestreet.com

RECEIVED

DEC 11 2015

G.R. GLASS

Date: December 8, 2014

To Whom It May Concern:

State Street Bank and Trust Company ("State Street") is the sub-custodian for Boston Trust & Investment Management Company (Boston Trust) who is the custodian for the account of **Unitarian Universalist Service Committee**.

In connection with a shareholder proposal submitted by **Unitarian Universalist Service Committee** on **December 8, 2014** we are writing to confirm that **Unitarian Universalist Service Committee** has had beneficial ownership of a least \$2,000 in market value of the voting securities of **Exxon Mobil Corporation (Cusip#30231G102)** for more than one year.

As indicated earlier State Street serves as the sub-custodian for Boston Trust and Investment Management Company. State Street is a DTC participant.

In witness hereof the individual signing below confirms to best of her knowledge that the above statements are true and accurate.

Sincerely,

Bryan Gautreau
Assistant Vice President
Date: 12/10/2014

RECEIVED

DEC 12 2014

G.R. GLASS

Gilbert, Jeanine

From: Tinsley, Brian D
Sent: Friday, December 12, 2014 12:41 PM
To: Glass, Ginger R
Cc: Parsons, Jim E; Gilbert, Jeanine
Subject: FW: Proof of Ownership
Attachments: xom - uusc documentation.pdf; xom - walden documentation.pdf; xom - holy family documentation.pdf; xom - brainerd documentation.pdf; xom - carol master documentation.pdf; xom - noyes documentation.pdf; xom - pride documentation.pdf

Importance: High

This looks like proof of ownership for several co-filers. Please review and confirm.

From: Morgan, Regina [mailto:rmorgan@bostontrust.com]
Sent: Friday, December 12, 2014 11:59 AM
To: Tinsley, Brian D
Cc: Smith, Timothy
Subject: Re: Proof of Ownership
Importance: High

Good Afternoon Mr. Tinsley,

On behalf of clients Unitarian Universalist Service Committee, Sisters of the Holy Family, Brainerd Foundation, Carol Master, Gwendolien Noyes, Pride Foundation and Walden Asset Management we enclose ownership documentation for the shareholder resolutions filed.

Please advise if you require a hard copy.

Regards,
Regina

Regina R. Morgan
Walden Asset Management / Boston Trust & Investment Management Company
One Beacon Street, 33rd Floor, Boston, Massachusetts 02108
Phone: 617-726-7259 / Fax: 617-227-2690
rmorgan@bostontrust.com / www.waldenassetmgmt.com / www.bostontrust.com

Walden Asset Management has been a leader since 1975 in integrating environmental, social and governance (ESG) analysis into investment decision-making and shareholder engagement. Walden offers separately managed portfolios tailored to meet client-specific investment guidelines and works to strengthen corporate ESG performance, transparency and accountability.

Walden Asset Management is a division of Boston Trust & Investment Management Company.

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust. The information provided in this e-mail or any attachments is not an official transaction confirmation or account

statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.

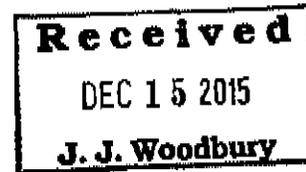
Boston Trust & Investment Management Company Walden Asset Management BTIM, Inc.

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail. This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network. Boston Trust & Investment Management Company Walden Asset Management BTIM, Inc.



December 1, 2015

Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298



Dear Mr. Woodbury:

We Ursulines of the Roman Union, Eastern Province, consider social, environmental and financial factors in our investment decisions. We stand in solidarity with Pope Francis as he states that the climate is a common good belonging to all and meant for all. We feel that ExxonMobil must change to emissions practices that ensure that its Outlook for Energy will entail warming limited to 2 degrees Centigrade.

The Ursuline Provincialate Eastern Province of the United States Inc. is the beneficial owner of 400 shares of Exxon common stock which we have held for more than one year, and intend to hold until after the shareholders meeting. Verification of Ownership is attached.

I am hereby authorized to notify you of our intention to present the attached proposal regarding the imperative to limit global average temperature increases to 2degrees Centigrade for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accordance with rule 14-a-8 of the general rules and regulations of the Securities Exchange Act of 1934.

Sr. Patricia Daly, O.P. and Mary Beth Gallagher, both of the Tristate Coalition for Responsible Investing will serve as the primary contacts for this resolution. We respectfully request to be listed in the proxy and to receive direct communication from Exxon Corporation concerning the proposal.

Very truly yours,

Sister Alice Marie Giordano

Sister Alice Marie Giordano
Ursulines of the Roman Union, Eastern Province



December 1, 2015

To Whom It May Concern:

As of and including December 1, 2015, the Ursuline Provincialate Eastern Province of the United States, Inc., has held in its own possession continuously for at least one year 400 shares of Exxon Corporation common stock.

I have been directed by the Directors of the Ursuline Provincialate Corporation to place a hold on this stock at least until the next annual meeting.

Please contact me at 914-712-0060 Ex 219 with any questions.

Very truly yours,

Marie-Celine Miranda
osu

(Sister) Marie-Celine Miranda, osu

Provincial Treasurer

Ursuline Provincialate • Eastern Province of the United States

1338 North Avenue, New Rochelle, NY 10804-2121 • 914.712.0060 • Fax 914.712.3134 • ursruepr@aol.com

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

World leaders in the 2010 Cancun Agreement agreed to limit warming of the average global atmospheric temperature to less than 2 degrees Centigrade (2°C) above pre-industrial levels in order to prevent the worst impacts of climate change, including extreme weather, drought, rising sea levels, crop failure, and accelerated species loss. These impacts will likely have societal consequences including migration, food insecurity, and conflict. The World Bank and the Intergovernmental Panel on Climate Change warn that if warming exceeds 2°C, there are risks of "triggering nonlinear tipping elements" thus producing "irreversible" impacts.

The emissions profile of ExxonMobil's 2015 *Outlook for Energy* report approximates scenarios that would entail warming in excess of 2°C.⁴

ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/~media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶[http://www.carbontracker.org/report/energyaccess/;](http://www.carbontracker.org/report/energyaccess/)

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

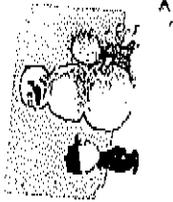


Service: A Vision for Change.

The Provincial State

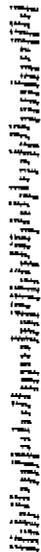
of the United States

1000 New York State Capitol Building
Albany, New York 12247-0001
Phone: 518-474-2121
Fax: 518-474-2122
E-mail: info@provincialstate.org



Mr. Jeffrey Woodburg
Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, Texas 75039-2298

7503962298 0044



Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 22, 2015

VIA UPS – OVERNIGHT DELIVERY

Sister Alice Marie Giordano
Ursulines of the Roman Union, Eastern Province
1338 North Avenue
New Rochelle, NY 10804-2121

Dear Sister Giordano:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Ursuline Provincialate Eastern Province (the "Co-filer"), the proposal previously submitted by the Sisters of St. Dominic of Caldwell NJ concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, proof of independent 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. For this Proposal, the date of submission is December 15, 2015, which is the date the Proposal was received by first class mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

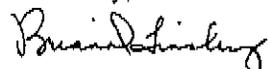
- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015
- If the Co-filer's 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 15, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 15, 2015, the required amount of securities were continuously held – 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.

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly

Pages 401 through 402 redacted for the following reasons:

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

3 p



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Ursuline Sisters of Tildonk
United States Province

RECEIVED

DEC 8 2015

G.R. GLASS

December 2, 2015

Jeffrey Woodbury, Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

972-444-1157; fax 972-444-1505

Dear Mr. Woodbury:

On behalf of the Ursuline Sisters of Tildonk, U.S. Province, I am authorized to submit the following resolution requesting the Board of Directors to adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C. The proposal is filed for inclusion in the 2016 proxy statement under Rule 14 a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The Ursuline Sisters of Tildonk consider that given the political, human and environmental impacts of corporations and their operations, they should set goals and correct the problems company operations have caused. If we ignore these impacts on the common good, we may face reputational, litigation and financial risks to say nothing of the continued destruction of our planet and its resources.

The Ursuline Sisters of Tildonk, U.S. Province, is the beneficial owner of at least \$2000 worth of shares of ExxonMobil stock. Verification of ownership from a DTC participating bank will follow. We have held the requisite number of shares for more than one year and will continue to hold the stock through the date of the annual shareholders' meeting in order to be present in person or by proxy. I, on behalf of the Ursuline Sisters of Tildonk, designate Sister Patricia A. Daly, OP and Mary Beth Gallagher as the lead filer to act on our behalf for all purposes in connection with this proposal. However, I request direct communication from ExxonMobil and to be listed in the proxy.

Yours truly,

Valerie Heinonen, o.s.u.
Director, Shareholder Advocacy
Ursuline Sisters of Tildonk
205 Avenue C #10E, NY NY 10009
heinoneny@juno.com

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

The poor and most vulnerable are the first to suffer, while future generations, holding no responsibility, will live with greater impacts of global warming.

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² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; http://www.ucc.org/environmental-ministries_synod-resolutions_a-resolution-on-climate; <http://www.uua.org/statements/threat-global-warmingclimate-change>;

<http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>;

<https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>;

<http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casinapioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report--energy-and-climate.pdf>

climate change or the moral imperative to limit warming to 2°C. Further, World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

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Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

⁶ <http://www.carbontracker.org/report/energyaccess/>
<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFViko>

⁹ <http://www.oilandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>
<https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 9, 2015

VIA UPS – OVERNIGHT DELIVERY

Valerie Heinonen o.s.u
Director, Shareholder Advocacy
Ursuline Sisters of Tildonk
205 Avenue C, #10E
New York, NY 10009

Dear Ms. Heinonen:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Ursuline Sisters of Tildonk (the "Co-filer"), the proposal previously submitted by the Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, as noted in your letter dated December 2, 2015 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. For this Proposal, the date of submission is December 2, 2015, which is the date the Proposal was postmarked for delivery by first class mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 2, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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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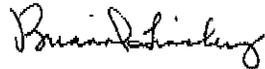
Ms. Heinonen
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

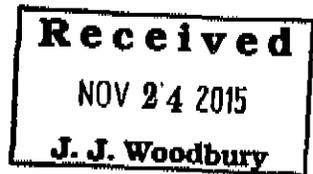
c: Sister Patricia Daly

Pages 409 through 412 redacted for the following reasons:

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

Sisters of the Humility of Mary

November 12, 2015



Mr. Jeffrey Woodbury
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED

NOV 24 2015

G.R. GLASS

Dear Mr. Woodbury,

The Sisters of the Humility of Mary have been committed to care of the earth and of all creation since our founding in 1854. As such, we are most keenly aware of the effects of climate change on our earth.

Currently, our colleagues at the Interfaith Center of Corporate Responsibility and other institutional investors are working together to address climate change. Our faith-based institutions with members in almost every nation on the planet have seen communities devastated due to severe climate events, and scientific reports indicate the urgency to act now to avoid the impacts of climate change yet to come. In response to Pope Francis' Encyclical Letter, "Laudato Si: On Care for Our Common Home", the Rabbinic letter on climate change signed by over 400 Jewish Rabbis, and an Islamic Declaration on Climate Change, faith communities worldwide, have been reinvigorated in their commitment to work with corporations to make the changes so desperately needed to address this issue. We are united in the belief that addressing climate change is a moral imperative and we are hopeful that the gathering of world leaders in Paris this December will lead to a strong international climate agreement.

We believe ExxonMobile has the responsibility and capacity to demonstrate leadership on climate change, especially in this period leading to the Paris climate negotiations. However, we are disappointed that ExxonMobile has remained silent as ten peers in the oil and gas industry have issued a statement in support of "clear stable policy frameworks that are consistent with a 2°C future." Now more than ever, we urge your company to use its voice and influence to support a 2°C future.

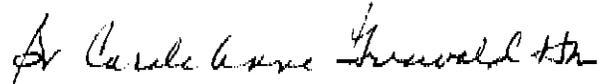
The Sisters of the Humility of Mary is the beneficial owner of 110 shares of ExxonMobile stock. As verification that we are beneficial owners of common stock in ExxonMobile, I enclose a letter from Comerica Bank, our portfolio custodian/record holder attesting to that fact. It is our intention to continuously keep these shares in our portfolio beyond the date of the annual meeting.

I am authorized to notify you of our intention to submit this enclosed shareholder proposal:

Acknowledge Moral Imperative to Limit Global Warming to 2°C

With the Community of the Sisters of St. Dominic of Caldwell, NJ, I submit it for inclusion in the proxy statement for consideration and action by the shareholders at the next annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange act of 1934. Please note that the contact persons for this proposal will be Mary Beth Gallagher and Sr. Patricia Daly, OP. However, as a co-filer, we respectfully request direct communication from the company and to be listed in the proxy.

Respectfully yours,



Sr. Carole Anne Griswold, HM
Treasurer

Enclosures

Cc: Julie Wokaty, ICCR

Mary Beth Gallagher, Sisters of St. Dominic of Caldwell, NJ

Acknowledge Moral Imperative to Limit Global Warming to 2°C

ExxonMobil

Whereas:

Pope Francis, in his encyclical letter *Laudato Si'*, states that "the climate is a common good, belonging to all and meant for all."¹ Numerous faith traditions have issued statements highlighting the moral responsibility to address climate change and care for creation and calling for urgent action.² They join experts in science, business, and politics who have stated that global warming is unequivocal, that climate change is human-induced, and that its decisive mitigation is a moral imperative for humanity.³

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ExxonMobil claims that its energy production responds to a "moral imperative"⁵ to meet growing energy demand and eradicate poverty, but this does not offset the necessity to mitigate climate change or the moral imperative to limit warming to 2°C. Further,

¹ http://w2.vatican.va/content/francesco/en/encyclicals/documents/papa-francesco_20150524_enciclica-laudato-si.html

² <http://www.umc.org/what-we-believe/resolution-on-global-warming>; <http://www.pcusa.org/media/uploads/acswp/pdf/energyreport.pdf>; <http://www.abc-usa.org/wp-content/uploads/2012/06/globwarm.pdf>; <http://www.ucc.org/environmental-ministries-synod-resolutions-a-resolution-on-climate>; <http://www.uua.org/statements/threat-global-warmingclimate-change>; <http://islamicclimatedeclaration.org/islamic-declaration-on-global-climate-change/>; <https://theshalomcenter.org/torah-pope-crisis-inspire-400-rabbis-call-vigorous-climate-action>; <http://www.quakerearthcare.org/article/shared-quaker-statement-facing-challenge-climate-change>

³ [http://www.casnapioiv.va/content/dam/accademia/pdf/declaration%20\(final\).pdf](http://www.casnapioiv.va/content/dam/accademia/pdf/declaration%20(final).pdf)

⁴ <http://cdn.exxonmobil.com/-/media/global/files/energy-and-environment/report---energy-and-climate.pdf>

⁵ <http://corporate.exxonmobil.com/en/company/news-and-updates/speeches/unleashing-innovation-to-meet-our-energy-and-environmental-needs>

World Bank and energy analyst reports conclude that renewable energy provides a better pathway to energy access.⁶ Billions of people living in energy poverty are not only the least responsible for greenhouse gas (GHG) emissions, but also likely to be most adversely impacted by climate change.⁷

As a large GHG emitter with carbon intensive products, ExxonMobil should robustly support the global framework to address climate change resulting from the 21st Conference of Parties of the United Nations Framework Convention on Climate Change in December 2015. Constructive engagement on climate policy is especially important given Exxon's historical role in financing climate denial and misinformation campaigns on climate change.⁸ Failing to address this could present reputational risk for ExxonMobil. In contrast to ExxonMobil, ten oil industry peers including Total, Shell, BP, and Saudi Aramco, and business leaders in other industries, support an international agreement to limit warming to 2°C.⁹

Resolved: Shareholders request that the Board of Directors adopt a policy acknowledging the imperative to limit global average temperature increases to 2°C above pre-industrial levels, which includes committing the Company to support the goal of limiting warming to less than 2°C.

SUPPORTING STATEMENT

We believe that ExxonMobil should assert moral leadership with respect to climate change. This policy would supplement ExxonMobil's existing positions on climate policy.

⁶<http://www.carbontracker.org/report/energyaccess/>;

<http://www.theguardian.com/sustainable-business/2015/aug/07/world-bank-clean-energy-is-the-solution-to-poverty-not-coal>

⁷ <http://www.se4all.org/tracking-progress/>

⁸ <http://www.ucsusa.org/global-warming/fight-misinformation/climate-deception-dossiers-fossil-fuel-industry-memos#.Vfrd3RFVlko>

⁹ <http://www.ollandgasclimateinitiative.com/wp-content/uploads/2015/10/OGCI-Report-2015.pdf>; <https://www.whitehouse.gov/the-press-office/2015/10/19/fact-sheet-white-house-announces-commitments-american-business-act>

Page 417 redacted for the following reason:

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



INSTITUTIONAL SERVICES GROUP
411 WEST LAFAYETTE BOULEVARD
MC 3462
DETROIT, MI 48226

RECEIVED

NOV 24 2015

G.R. GLASS

November 12, 2015

Ms. Cathy Bender
Director of Finance
Sisters of the Humility of Mary
288 Villa Drive
Villa Maria, PA 16155

Dear Ms. Bender:

This letter is confirmation that Sisters of the Humility of Mary currently holds 110.00 shares of Exxon Mobil Corporation (CUSIP: 30231G102). Sisters of the Humility of Mary has continuously held Exxon Mobil Corporation stock for at least one year prior to the submission of their letter of proposal.

This security is currently held by Comerica Bank as Custodian for Sisters of the Humility of Mary in our nominee name at The Depository Trust Company Corporation, and this letter is a statement of Comerica Bank as record holder of the above referenced common stock.

Please contact me directly at the number provided below with any questions.

Thank you,

Geoffrey G. Rossi
Vice President, Institutional Services Group
Comerica Bank
Custodian for Sisters of the Humility of Mary
(313) 222-7091
grossi@comerica.com

Page 419 redacted for the following reason:

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

Exxon Mobil Corporation
Investor Relations
5959 Las Colinas Boulevard
Irving, TX 75039-2298



December 2, 2015

VIA UPS – OVERNIGHT DELIVERY

Ms. Carole Anne Griswold, HM
Treasurer
Sisters of the Humility of Mary
Villa Maria Community Center
Villa Maria, PA 16155

Dear Ms. Griswold:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of the Sisters of the Humility of Mary (the "Co-filer"), the proposal previously submitted by Sister Patricia Daly concerning a Policy to Limit Global Warming to 2°C (the "Proposal") in connection with ExxonMobil's 2016 annual meeting of shareholders. However, date deficiencies exist between the Comerica Institutional Services Group proof letter and the submission date and therefore, do not meet requirements, as shown below.

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. For this Proposal, the date of submission is November 20, 2015, which is the date the Proposal was postmarked by certified mail service.

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 verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 20, 2015.

As explained in Rule 14a-8(b), sufficient proof must 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 20, 2015; or

- 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, 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.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). 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 may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 20, 2015.
- 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 the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 20, 2015. 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 the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 20, 2015, the required amount of securities were continuously held – 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.

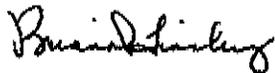
Ms. Carole Anne Griswold
Page 3

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 972-444-1233, or by email to Jeanine.gilbert@exxonmobil.com.

In light of the SEC staff legal bulletin No. 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 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,



Brian D. Tinsley
Manager, Shareholder Relations

BDT/ljg

Enclosures

c: Sister Patricia Daly
Julie Wokaty, ICCR

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

The Paris Agreement



United Nations

FCCC/CP/2015/L.9/Rev.1



Framework Convention on
Climate Change

Distr.: Limited
12 December 2015

Original: English

Conference of the Parties

Twenty-first session

Paris, 30 November to 11 December 2015

Agenda item 4(b)

Durban Platform for Enhanced Action (decision 1/CP.17)

**Adoption of a protocol, another legal instrument, or an
agreed outcome with legal force under the Convention
applicable to all Parties**

ADOPTION OF THE PARIS AGREEMENT

Proposal by the President

Draft decision -/CP.21

The Conference of the Parties,

Recalling decision 1/CP.17 on the establishment of the Ad Hoc Working Group on the Durban Platform for Enhanced Action,

Also recalling Articles 2, 3 and 4 of the Convention,

Further recalling relevant decisions of the Conference of the Parties, including decisions 1/CP.16, 2/CP.18, 1/CP.19 and 1/CP.20,

Welcoming the adoption of United Nations General Assembly resolution A/RES/70/1, “Transforming our world: the 2030 Agenda for Sustainable Development”, in particular its goal 13, and the adoption of the Addis Ababa Action Agenda of the third International Conference on Financing for Development and the adoption of the Sendai Framework for Disaster Risk Reduction,

Recognizing that climate change represents an urgent and potentially irreversible threat to human societies and the planet and thus requires the widest possible cooperation by all countries, and their participation in an effective and appropriate international response, with a view to accelerating the reduction of global greenhouse gas emissions,

Also recognizing that deep reductions in global emissions will be required in order to achieve the ultimate objective of the Convention and emphasizing the need for urgency in addressing climate change,

Acknowledging that climate change is a common concern of humankind, Parties should, when taking action to address climate change, respect, promote and consider their respective obligations on human rights, the right to health, the rights of indigenous peoples,

GE.15-21932(E)



Please recycle



local communities, migrants, children, persons with disabilities and people in vulnerable situations and the right to development, as well as gender equality, empowerment of women and intergenerational equity,

Also acknowledging the specific needs and concerns of developing country Parties arising from the impact of the implementation of response measures and, in this regard, decisions 5/CP.7, 1/CP.10, 1/CP.16 and 8/CP.17,

Emphasizing with serious concern the urgent need to address the significant gap between the aggregate effect of Parties' mitigation pledges in terms of global annual emissions of greenhouse gases by 2020 and aggregate emission pathways consistent with holding the increase in the global average temperature to well below 2 °C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5 °C above pre-industrial levels,

Also emphasizing that enhanced pre-2020 ambition can lay a solid foundation for enhanced post-2020 ambition,

Stressing the urgency of accelerating the implementation of the Convention and its Kyoto Protocol in order to enhance pre-2020 ambition,

Recognizing the urgent need to enhance the provision of finance, technology and capacity-building support by developed country Parties, in a predictable manner, to enable enhanced pre-2020 action by developing country Parties,

Emphasizing the enduring benefits of ambitious and early action, including major reductions in the cost of future mitigation and adaptation efforts,

Acknowledging the need to promote universal access to sustainable energy in developing countries, in particular in Africa, through the enhanced deployment of renewable energy,

Agreeing to uphold and promote regional and international cooperation in order to mobilize stronger and more ambitious climate action by all Parties and non-Party stakeholders, including civil society, the private sector, financial institutions, cities and other subnational authorities, local communities and indigenous peoples,

I. ADOPTION

1. *Decides* to adopt the Paris Agreement under the United Nations Framework Convention on Climate Change (hereinafter referred to as "the Agreement") as contained in the annex;
2. *Requests* the Secretary-General of the United Nations to be the Depositary of the Agreement and to have it open for signature in New York, United States of America, from 22 April 2016 to 21 April 2017;
3. *Invites* the Secretary-General to convene a high-level signature ceremony for the Agreement on 22 April 2016;
4. *Also invites* all Parties to the Convention to sign the Agreement at the ceremony to be convened by the Secretary-General, or at their earliest opportunity, and to deposit their respective instruments of ratification, acceptance, approval or accession, where appropriate, as soon as possible;
5. *Recognizes* that Parties to the Convention may provisionally apply all of the provisions of the Agreement pending its entry into force, and *requests* Parties to provide notification of any such provisional application to the Depositary;

6. *Notes* that the work of the Ad Hoc Working Group on the Durban Platform for Enhanced Action, in accordance with decision 1/CP.17, paragraph 4, has been completed;
7. *Decides* to establish the Ad Hoc Working Group on the Paris Agreement under the same arrangement, mutatis mutandis, as those concerning the election of officers to the Bureau of the Ad Hoc Working Group on the Durban Platform for Enhanced Action;¹
8. *Also decides* that the Ad Hoc Working Group on the Paris Agreement shall prepare for the entry into force of the Agreement and for the convening of the first session of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;
9. *Further decides* to oversee the implementation of the work programme resulting from the relevant requests contained in this decision;
10. *Requests* the Ad Hoc Working Group on the Paris Agreement to report regularly to the Conference of the Parties on the progress of its work and to complete its work by the first session of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;
11. *Decides* that the Ad Hoc Working Group on the Paris Agreement shall hold its sessions starting in 2016 in conjunction with the sessions of the Convention subsidiary bodies and shall prepare draft decisions to be recommended through the Conference of the Parties to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for consideration and adoption at its first session;

II. INTENDED NATIONALLY DETERMINED CONTRIBUTIONS

12. *Welcomes* the intended nationally determined contributions that have been communicated by Parties in accordance with decision 1/CP.19, paragraph 2(b);
13. *Reiterates* its invitation to all Parties that have not yet done so to communicate to the secretariat their intended nationally determined contributions towards achieving the objective of the Convention as set out in its Article 2 as soon as possible and well in advance of the twenty-second session of the Conference of the Parties (November 2016) and in a manner that facilitates the clarity, transparency and understanding of the intended nationally determined contributions;
14. *Requests* the secretariat to continue to publish the intended nationally determined contributions communicated by Parties on the UNFCCC website;
15. *Reiterates* its call to developed country Parties, the operating entities of the Financial Mechanism and any other organizations in a position to do so to provide support for the preparation and communication of the intended nationally determined contributions of Parties that may need such support;
16. *Takes note* of the synthesis report on the aggregate effect of intended nationally determined contributions communicated by Parties by 1 October 2015, contained in document FCCC/CP/2015/7;
17. *Notes* with concern that the estimated aggregate greenhouse gas emission levels in 2025 and 2030 resulting from the intended nationally determined contributions do not fall within least-cost 2 °C scenarios but rather lead to a projected level of 55 gigatonnes in 2030, and *also notes* that much greater emission reduction efforts will be required than those associated with the intended nationally determined contributions in order to hold the increase in the global average temperature to below 2 °C above pre-industrial levels by

¹ Endorsed by decision 2/CP.18, paragraph 2.

reducing emissions to 40 gigatonnes or to 1.5 °C above pre-industrial levels by reducing to a level to be identified in the special report referred to in paragraph 21 below;

18. *Also notes, in this context*, the adaptation needs expressed by many developing country Parties in their intended nationally determined contributions;

19. *Requests* the secretariat to update the synthesis report referred to in paragraph 16 above so as to cover all the information in the intended nationally determined contributions communicated by Parties pursuant to decision 1/CP.20 by 4 April 2016 and to make it available by 2 May 2016;

20. *Decides* to convene a facilitative dialogue among Parties in 2018 to take stock of the collective efforts of Parties in relation to progress towards the long-term goal referred to in Article 4, paragraph 1, of the Agreement and to inform the preparation of nationally determined contributions pursuant to Article 4, paragraph 8, of the Agreement;

21. *Invites* the Intergovernmental Panel on Climate Change to provide a special report in 2018 on the impacts of global warming of 1.5 °C above pre-industrial levels and related global greenhouse gas emission pathways;

III. DECISIONS TO GIVE EFFECT TO THE AGREEMENT

MITIGATION

22. *Invites* Parties to communicate their first nationally determined contribution no later than when the Party submits its respective instrument of ratification, accession, or approval of the Paris Agreement. If a Party has communicated an intended nationally determined contribution prior to joining the Agreement, that Party shall be considered to have satisfied this provision unless that Party decides otherwise;

23. *Urges* those Parties whose intended nationally determined contribution pursuant to decision 1/CP.20 contains a time frame up to 2025 to communicate by 2020 a new nationally determined contribution and to do so every five years thereafter pursuant to Article 4, paragraph 9, of the Agreement;

24. *Requests* those Parties whose intended nationally determined contribution pursuant to decision 1/CP.20 contains a time frame up to 2030 to communicate or update by 2020 these contributions and to do so every five years thereafter pursuant to Article 4, paragraph 9, of the Agreement;

25. *Decides* that Parties shall submit to the secretariat their nationally determined contributions referred to in Article 4 of the Agreement at least 9 to 12 months in advance of the relevant meeting of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement with a view to facilitating the clarity, transparency and understanding of these contributions, including through a synthesis report prepared by the secretariat;

26. *Requests* the Ad Hoc Working Group on the Paris Agreement to develop further guidance on features of the nationally determined contributions for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

27. *Agrees* that the information to be provided by Parties communicating their nationally determined contributions, in order to facilitate clarity, transparency and understanding, may include, as appropriate, inter alia, quantifiable information on the reference point (including, as appropriate, a base year), time frames and/or periods for implementation, scope and coverage, planning processes, assumptions and methodological approaches including those for estimating and accounting for anthropogenic greenhouse gas

emissions and, as appropriate, removals, and how the Party considers that its nationally determined contribution is fair and ambitious, in the light of its national circumstances, and how it contributes towards achieving the objective of the Convention as set out in its Article 2;

28. *Requests* the Ad Hoc Working Group on the Paris Agreement to develop further guidance for the information to be provided by Parties in order to facilitate clarity, transparency and understanding of nationally determined contributions for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

29. *Also requests* the Subsidiary Body for Implementation to develop modalities and procedures for the operation and use of the public registry referred to in Article 4, paragraph 12, of the Agreement, for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

30. *Further requests* the secretariat to make available an interim public registry in the first half of 2016 for the recording of nationally determined contributions submitted in accordance with Article 4 of the Agreement, pending the adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement of the modalities and procedures referred to in paragraph 29 above;

31. *Requests* the Ad Hoc Working Group on the Paris Agreement to elaborate, drawing from approaches established under the Convention and its related legal instruments as appropriate, guidance for accounting for Parties' nationally determined contributions, as referred to in Article 4, paragraph 13, of the Agreement, for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session, which ensures that:

(a) Parties account for anthropogenic emissions and removals in accordance with methodologies and common metrics assessed by the Intergovernmental Panel on Climate Change and adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;

(b) Parties ensure methodological consistency, including on baselines, between the communication and implementation of nationally determined contributions;

(c) Parties strive to include all categories of anthropogenic emissions or removals in their nationally determined contributions and, once a source, sink or activity is included, continue to include it;

(d) Parties shall provide an explanation of why any categories of anthropogenic emissions or removals are excluded;

32. *Decides* that Parties shall apply the guidance mentioned in paragraph 31 above to the second and subsequent nationally determined contributions and that Parties may elect to apply such guidance to their first nationally determined contribution;

33. *Also decides* that the Forum on the Impact of the Implementation of response measures, under the subsidiary bodies, shall continue, and shall serve the Agreement;

34. *Further decides* that the Subsidiary Body for Scientific and Technological Advice and the Subsidiary Body for Implementation shall recommend, for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session, the modalities, work programme and functions of the Forum on the Impact of the Implementation of response measures to address the effects of the implementation of response measures under the Agreement by enhancing cooperation amongst Parties on understanding the impacts of mitigation actions under the Agreement

and the exchange of information, experiences, and best practices amongst Parties to raise their resilience to these impacts;*

36. *Invites* Parties to communicate, by 2020, to the secretariat mid-century, long-term low greenhouse gas emission development strategies in accordance with Article 4, paragraph 19, of the Agreement, and *requests* the secretariat to publish on the UNFCCC website Parties' low greenhouse gas emission development strategies as communicated;

37. *Requests* the Subsidiary Body for Scientific and Technological Advice to develop and recommend the guidance referred to under Article 6, paragraph 2, of the Agreement for adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session, including guidance to ensure that double counting is avoided on the basis of a corresponding adjustment by Parties for both anthropogenic emissions by sources and removals by sinks covered by their nationally determined contributions under the Agreement;

38. *Recommends* that the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement adopt rules, modalities and procedures for the mechanism established by Article 6, paragraph 4, of the Agreement on the basis of:

- (a) Voluntary participation authorized by each Party involved;
- (b) Real, measurable, and long-term benefits related to the mitigation of climate change;
- (c) Specific scopes of activities;
- (d) Reductions in emissions that are additional to any that would otherwise occur;
- (e) Verification and certification of emission reductions resulting from mitigation activities by designated operational entities;
- (f) Experience gained with and lessons learned from existing mechanisms and approaches adopted under the Convention and its related legal instruments;

39. *Requests* the Subsidiary Body for Scientific and Technological Advice to develop and recommend rules, modalities and procedures for the mechanism referred to in paragraph 38 above for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

40. *Also requests* the Subsidiary Body for Scientific and Technological Advice to undertake a work programme under the framework for non-market approaches to sustainable development referred to in Article 6, paragraph 8, of the Agreement, with the objective of considering how to enhance linkages and create synergy between, inter alia, mitigation, adaptation, finance, technology transfer and capacity-building, and how to facilitate the implementation and coordination of non-market approaches;

41. *Further requests* the Subsidiary Body for Scientific and Technological Advice to recommend a draft decision on the work programme referred to in paragraph 40 above, taking into account the views of Parties, for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

ADAPTATION

* Paragraph 35 has been deleted, and subsequent paragraph numbering and cross references to other paragraphs within the document will be amended at a later stage.

42. *Requests* the Adaptation Committee and the Least Developed Countries Expert Group to jointly develop modalities to recognize the adaptation efforts of developing country Parties, as referred to in Article 7, paragraph 3, of the Agreement, and make recommendations for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

43. *Also requests* the Adaptation Committee, taking into account its mandate and its second three-year workplan, and with a view to preparing recommendations for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session:

(a) To review, in 2017, the work of adaptation-related institutional arrangements under the Convention, with a view to identifying ways to enhance the coherence of their work, as appropriate, in order to respond adequately to the needs of Parties;

(b) To consider methodologies for assessing adaptation needs with a view to assisting developing countries, without placing an undue burden on them;

44. *Invites* all relevant United Nations agencies and international, regional and national financial institutions to provide information to Parties through the secretariat on how their development assistance and climate finance programmes incorporate climate-proofing and climate resilience measures;

45. *Requests* Parties to strengthen regional cooperation on adaptation where appropriate and, where necessary, establish regional centres and networks, in particular in developing countries, taking into account decision 1/CP.16, paragraph 13;

46. *Also requests* the Adaptation Committee and the Least Developed Countries Expert Group, in collaboration with the Standing Committee on Finance and other relevant institutions, to develop methodologies, and make recommendations for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session on:

(a) Taking the necessary steps to facilitate the mobilization of support for adaptation in developing countries in the context of the limit to global average temperature increase referred to in Article 2 of the Agreement;

(b) Reviewing the adequacy and effectiveness of adaptation and support referred to in Article 7, paragraph 14(c), of the Agreement;

47. *Further requests* the Green Climate Fund to expedite support for the least developed countries and other developing country Parties for the formulation of national adaptation plans, consistent with decisions 1/CP.16 and 5/CP.17, and for the subsequent implementation of policies, projects and programmes identified by them;

LOSS AND DAMAGE

48. *Decides* on the continuation of the Warsaw International Mechanism for Loss and Damage associated with Climate Change Impacts, following the review in 2016;

49. *Requests* the Executive Committee of the Warsaw International Mechanism to establish a clearinghouse for risk transfer that serves as a repository for information on insurance and risk transfer, in order to facilitate the efforts of Parties to develop and implement comprehensive risk management strategies;

50. *Also requests* the Executive Committee of the Warsaw International Mechanism to establish, according to its procedures and mandate, a task force to complement, draw upon the work of and involve, as appropriate, existing bodies and expert groups under the Convention including the Adaptation Committee and the Least Developed Countries Expert Group, as well as relevant organizations and expert bodies outside the Convention, to

develop recommendations for integrated approaches to avert, minimize and address displacement related to the adverse impacts of climate change;

51. *Further requests* the Executive Committee of the Warsaw International Mechanism to initiate its work, at its next meeting, to operationalize the provisions referred to in paragraphs 49 and 50 above, and to report on progress thereon in its annual report;

52. *Agrees* that Article 8 of the Agreement does not involve or provide a basis for any liability or compensation;

FINANCE

53. *Decides* that, in the implementation of the Agreement, financial resources provided to developing countries should enhance the implementation of their policies, strategies, regulations and action plans and their climate change actions with respect to both mitigation and adaptation to contribute to the achievement of the purpose of the Agreement as defined in Article 2;

54. *Also decides* that, in accordance with Article 9, paragraph 3, of the Agreement, developed countries intend to continue their existing collective mobilization goal through 2025 in the context of meaningful mitigation actions and transparency on implementation; prior to 2025 the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall set a new collective quantified goal from a floor of USD 100 billion per year, taking into account the needs and priorities of developing countries;

55. *Recognizes* the importance of adequate and predictable financial resources, including for results-based payments, as appropriate, for the implementation of policy approaches and positive incentives for reducing emissions from deforestation and forest degradation, and the role of conservation, sustainable management of forests and enhancement of forest carbon stocks; as well as alternative policy approaches, such as joint mitigation and adaptation approaches for the integral and sustainable management of forests; while reaffirming the importance of non-carbon benefits associated with such approaches; encouraging the coordination of support from, inter alia, public and private, bilateral and multilateral sources, such as the Green Climate Fund, and alternative sources in accordance with relevant decisions by the Conference of the Parties;

56. *Decides* to initiate, at its twenty-second session, a process to identify the information to be provided by Parties, in accordance with Article 9, paragraph 5, of the Agreement with the view to providing a recommendation for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

57. *Also decides* to ensure that the provision of information in accordance with Article 9, paragraph 7 of the Agreement shall be undertaken in accordance with modalities, procedures and guidelines referred to in paragraph 96 below;

58. *Requests* Subsidiary Body for Scientific and Technological Advice to develop modalities for the accounting of financial resources provided and mobilized through public interventions in accordance with Article 9, paragraph 7, of the Agreement for consideration by the Conference of the Parties at its twenty-fourth session (November 2018), with the view to making a recommendation for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

59. *Decides* that the Green Climate Fund and the Global Environment Facility, the entities entrusted with the operation of the Financial Mechanism of the Convention, as well as the Least Developed Countries Fund and the Special Climate Change Fund, administered by the Global Environment Facility, shall serve the Agreement;

60. *Recognizes* that the Adaptation Fund may serve the Agreement, subject to relevant decisions by the Conference of the Parties serving as the meeting of the Parties to the Kyoto Protocol and the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;
61. *Invites* the Conference of the Parties serving as the meeting of the Parties to the Kyoto Protocol to consider the issue referred to in paragraph 60 above and make a recommendation to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;
62. *Recommends* that the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall provide guidance to the entities entrusted with the operation of the Financial Mechanism of the Convention on the policies, programme priorities and eligibility criteria related to the Agreement for transmission by the Conference of the Parties;
63. *Decides* that the guidance to the entities entrusted with the operations of the Financial Mechanism of the Convention in relevant decisions of the Conference of the Parties, including those agreed before adoption of the Agreement, shall apply *mutatis mutandis*;
64. *Also decides* that the Standing Committee on Finance shall serve the Agreement in line with its functions and responsibilities established under the Conference of the Parties;
65. *Urges* the institutions serving the Agreement to enhance the coordination and delivery of resources to support country-driven strategies through simplified and efficient application and approval procedures, and through continued readiness support to developing country Parties, including the least developed countries and small island developing States, as appropriate;

TECHNOLOGY DEVELOPMENT AND TRANSFER

66. *Takes note of* the interim report of the Technology Executive Committee on guidance on enhanced implementation of the results of technology needs assessments as referred to in document FCCC/SB/2015/INF.3;
67. *Decides* to strengthen the Technology Mechanism and requests the Technology Executive Committee and the Climate Technology Centre and Network, in supporting the implementation of the Agreement, to undertake further work relating to, *inter alia*:
- (a) Technology research, development and demonstration;
 - (b) The development and enhancement of endogenous capacities and technologies;
68. *Requests* the Subsidiary Body for Scientific and Technological Advice to initiate, at its forty-fourth session (May 2016), the elaboration of the technology framework established under Article 10, paragraph 4, of the Agreement and to report on its findings to the Conference of the Parties, with a view to the Conference of the Parties making a recommendation on the framework to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for consideration and adoption at its first session, taking into consideration that the framework should facilitate, *inter alia*:
- (a) The undertaking and updating of technology needs assessments, as well as the *enhanced* implementation of their results, particularly technology action plans and project ideas, through the preparation of bankable projects;
 - (b) The provision of enhanced financial and technical support for the implementation of the results of the technology needs assessments;

- (c) The assessment of technologies that are ready for transfer;
 - (d) The enhancement of enabling environments for and the addressing of barriers to the development and transfer of socially and environmentally sound technologies;
69. *Decides* that the Technology Executive Committee and the Climate Technology Centre and Network shall report to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement, through the subsidiary bodies, on their activities to support the implementation of the Agreement;
70. *Also decides* to undertake a periodic assessment of the effectiveness of and the adequacy of the support provided to the Technology Mechanism in supporting the implementation of the Agreement on matters relating to technology development and transfer;
71. *Requests* the Subsidiary Body for Implementation to initiate, at its forty-fourth session, the elaboration of the scope of and modalities for the periodic assessment referred to in paragraph 70 above, taking into account the review of the Climate Technology Centre and Network as referred to in decision 2/CP.17, annex VII, paragraph 20 and the modalities for the global stocktake referred to in Article 14 of the Agreement, for consideration and adoption by the Conference of the Parties at its twenty-fifth session (November 2019);

CAPACITY-BUILDING

72. *Decides* to establish the Paris Committee on Capacity-building whose aim will be to address gaps and needs, both current and emerging, in implementing capacity-building in developing country Parties and further enhancing capacity-building efforts, including with regard to coherence and coordination in capacity-building activities under the Convention;
73. *Also decides* that the Paris Committee on Capacity-building will manage and oversee the work plan mentioned in paragraph 74 below;
74. *Further decides* to launch a work plan for the period 2016–2020 with the following activities:
- (a) Assessing how to increase synergies through cooperation and avoid duplication among existing bodies established under the Convention that implement capacity-building activities, including through collaborating with institutions under and outside the Convention;
 - (b) Identifying capacity gaps and needs and recommending ways to address them;
 - (c) Promoting the development and dissemination of tools and methodologies for the implementation of capacity-building;
 - (d) Fostering global, regional, national and subnational cooperation;
 - (e) Identifying and collecting good practices, challenges, experiences, and lessons learned from work on capacity-building by bodies established under the Convention;
 - (f) Exploring how developing country Parties can take ownership of building and maintaining capacity over time and space;
 - (g) Identifying opportunities to strengthen capacity at the national, regional, and subnational level;
 - (h) Fostering dialogue, coordination, collaboration and coherence among relevant processes and initiatives under the Convention, including through exchanging

information on capacity-building activities and strategies of bodies established under the Convention;

(i) Providing guidance to the secretariat on the maintenance and further development of the web-based capacity-building portal;

75. *Decides* that the Paris Committee on Capacity-building will annually focus on an area or theme related to enhanced technical exchange on capacity-building, with the purpose of maintaining up-to-date knowledge on the successes and challenges in building capacity effectively in a particular area;

76. *Requests* the Subsidiary Body for Implementation to organize annual in-session meetings of the Paris Committee on Capacity-building;

77. *Also requests* the Subsidiary Body for Implementation to develop the terms of reference for the Paris Committee on Capacity-building, in the context of the third comprehensive review of the implementation of the capacity-building framework, also taking into account paragraphs 75, 76, 77 and 78 above and paragraphs 82 and 83 below, with a view to recommending a draft decision on this matter for consideration and adoption by the Conference of the Parties at its twenty-second session;

78. *Invites* Parties to submit their views on the membership of the Paris Committee on Capacity-building by 9 March 2016;²

79. *Requests* the secretariat to compile the submissions referred to in paragraph 78 above into a miscellaneous document for consideration by the Subsidiary Body for Implementation at its forty-fourth session;

80. *Decides* that the inputs to the Paris Committee on Capacity-building will include, inter alia, submissions, the outcome of the third comprehensive review of the implementation of the capacity-building framework, the secretariat's annual synthesis report on the implementation of the framework for capacity-building in developing countries, the secretariat's compilation and synthesis report on capacity-building work of bodies established under the Convention and its Kyoto Protocol, and reports on the Durban Forum and the capacity-building portal;

81. *Requests* the Paris Committee on Capacity-building to prepare annual technical progress reports on its work, and to make these reports available at the sessions of the Subsidiary Body for Implementation coinciding with the sessions of the Conference of the Parties;

82. *Also requests* the Conference of the Parties at its twenty-fifth session (November 2019), to review the progress, need for extension, the effectiveness and enhancement of the Paris Committee on Capacity-building and to take any action it considers appropriate, with a view to making recommendations to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session on enhancing institutional arrangements for capacity-building consistent with Article 11, paragraph 5, of the Agreement;

83. *Calls upon* all Parties to ensure that education, training and public awareness, as reflected in Article 6 of the Convention and in Article 12 of the Agreement are adequately considered in their contribution to capacity-building;

84. *Invites* the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session to explore ways of enhancing the implementation of

² Parties should submit their views via the submissions portal at <<http://www.unfccc.int/5900>>.

training, public awareness, public participation and public access to information so as to enhance actions under the Agreement;

TRANSPARENCY OF ACTION AND SUPPORT

85. *Decides* to establish a Capacity-building Initiative for Transparency in order to build institutional and technical capacity, both pre- and post-2020. This initiative will support developing country Parties, upon request, in meeting enhanced transparency requirements as defined in Article 13 of the Agreement in a timely manner;

86. *Also decides* that the Capacity-building Initiative for Transparency will aim:

(a) To strengthen national institutions for transparency-related activities in line with national priorities;

(b) To provide relevant tools, training and assistance for meeting the provisions stipulated in Article 13 of the Agreement;

(c) To assist in the improvement of transparency over time;

87. *Urges and requests* the Global Environment Facility to make arrangements to support the establishment and operation of the Capacity-building Initiative for Transparency as a priority reporting-related need, including through voluntary contributions to support developing countries in the sixth replenishment of the Global Environment Facility and future replenishment cycles, to complement existing support under the Global Environment Facility;

88. *Decides* to assess the implementation of the Capacity-building Initiative for Transparency in the context of the seventh review of the financial mechanism;

89. *Requests* that the Global Environment Facility, as an operating entity of the financial mechanism include in its annual report to the Conference of the Parties the progress of work in the design, development and implementation of the Capacity-building Initiative for Transparency referred to in paragraph 85 above starting in 2016;

90. *Decides* that, in accordance with Article 13, paragraph 2, of the Agreement, developing countries shall be provided flexibility in the implementation of the provisions of that Article, including in the scope, frequency and level of detail of reporting, and in the scope of review, and that the scope of review could provide for in-country reviews to be optional, while such flexibilities shall be reflected in the development of modalities, procedures and guidelines referred to in paragraph 92 below;

91. *Also decides* that all Parties, except for the least developed country Parties and small island developing States, shall submit the information referred to in Article 13, paragraphs 7, 8, 9 and 10, as appropriate, no less frequently than on a biennial basis, and that the least developed country Parties and small island developing States may submit this information at their discretion;

92. *Requests* the Ad Hoc Working Group on the Paris Agreement to develop recommendations for modalities, procedures and guidelines in accordance with Article 13, paragraph 13, of the Agreement, and to define the year of their first and subsequent review and update, as appropriate, at regular intervals, for consideration by the Conference of the Parties, at its twenty-fourth session, with a view to forwarding them to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for adoption at its first session;

93. *Also requests* the Ad Hoc Working Group on the Paris Agreement in developing the recommendations for the modalities, procedures and guidelines referred to in paragraph 92 above to take into account, inter alia:

- (a) The importance of facilitating improved reporting and transparency over time;
- (b) The need to provide flexibility to those developing country Parties that need it in the light of their capacities;
- (c) The need to promote transparency, accuracy, completeness, consistency, and comparability;
- (d) The need to avoid duplication as well as undue burden on Parties and the secretariat;
- (e) The need to ensure that Parties maintain at least the frequency and quality of reporting in accordance with their respective obligations under the Convention;
- (f) The need to ensure that double counting is avoided;
- (g) The need to ensure environmental integrity;

94. *Further requests* the Ad Hoc Working Group on the Paris Agreement, when developing the modalities, procedures and guidelines referred to in paragraph 92 above, to draw on the experiences from and take into account other on-going relevant processes under the Convention;

95. *Requests* the Ad Hoc Working Group on the Paris Agreement, when developing modalities, procedures and guidelines referred to in paragraph 92 above, to consider, inter alia:

- (a) The types of flexibility available to those developing countries that need it on the basis of their capacities;
- (b) The consistency between the methodology communicated in the nationally determined contribution and the methodology for reporting on progress made towards achieving individual Parties' respective nationally determined contribution;
- (c) That Parties report information on adaptation action and planning including, if appropriate, their national adaptation plans, with a view to collectively exchanging information and sharing lessons learned;
- (d) Support provided, enhancing delivery of support for both adaptation and mitigation through, inter alia, the common tabular formats for reporting support, and taking into account issues considered by the Subsidiary Body for Scientific and Technological Advice on methodologies for reporting on financial information, and enhancing the reporting by developing countries on support received, including the use, impact and estimated results thereof;
- (e) Information in the biennial assessments and other reports of the Standing Committee on Finance and other relevant bodies under the Convention;
- (f) Information on the social and economic impact of response measures;

96. *Also requests* the Ad Hoc Working Group on the Paris Agreement, when developing recommendations for modalities, procedures and guidelines referred to in paragraph 92 above, to enhance the transparency of support provided in accordance with Article 9 of the Agreement;

97. *Further requests* the Ad Hoc Working Group on the Paris Agreement to report on the progress of work on the modalities, procedures and guidelines referred to in paragraph

92 above to future sessions of the Conference of the Parties, and that this work be concluded no later than 2018;

98. *Decides* that the modalities, procedures and guidelines developed under paragraph 92 above, shall be applied upon the entry into force of the Paris Agreement;

99. *Also decides* that the modalities, procedures and guidelines of this transparency framework shall build upon and eventually supersede the measurement, reporting and verification system established by decision 1/CP.16, paragraphs 40 to 47 and 60 to 64, and decision 2/CP.17, paragraphs 12 to 62, immediately following the submission of the final biennial reports and biennial update reports;

GLOBAL STOCKTAKE

100. *Requests* the Ad Hoc Working Group on the Paris Agreement to identify the sources of input for the global stocktake referred to in Article 14 of the Agreement and to report to the Conference of the Parties, with a view to the Conference of the Parties making a recommendation to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for consideration and adoption at its first session, including, but not limited to:

- (a) Information on:
 - (i) The overall effect of the nationally determined contributions communicated by Parties;
 - (ii) The state of adaptation efforts, support, experiences and priorities from the communications referred to in Article 7, paragraphs 10 and 11, of the Agreement, and reports referred to in Article 13, paragraph 7, of the Agreement;
 - (iii) The mobilization and provision of support;
- (b) The latest reports of the Intergovernmental Panel on Climate Change;
- (c) Reports of the subsidiary bodies;

101. *Also requests* the Subsidiary Body for Scientific and Technological Advice to provide advice on how the assessments of the Intergovernmental Panel on Climate Change can inform the global stocktake of the implementation of the Agreement pursuant to its Article 14 of the Agreement and to report on this matter to the Ad Hoc Working Group on the Paris Agreement at its second session;

102. *Further requests* the Ad Hoc Working Group on the Paris Agreement to develop modalities for the global stocktake referred to in Article 14 of the Agreement and to report to the Conference of the Parties, with a view to making a recommendation to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for consideration and adoption at its first session;

FACILITATING IMPLEMENTATION AND COMPLIANCE

103. *Decides* that the committee referred to in Article 15, paragraph 2, of the Agreement shall consist of 12 members with recognized competence in relevant scientific, technical, socio-economic or legal fields, to be elected by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement on the basis of equitable geographical representation, with two members each from the five regional groups of the United Nations and one member each from the small island developing States and the least developed countries, while taking into account the goal of gender balance;

104. *Requests* the Ad Hoc Working Group on the Paris Agreement to develop the modalities and procedures for the effective operation of the committee referred to in Article 15, paragraph 2, of the Agreement, with a view to the Ad Hoc Working Group on the Paris

Agreement completing its work on such modalities and procedures for consideration and adoption by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session;

FINAL CLAUSES

105. *Also requests* the secretariat, solely for the purposes of Article 21 of the Agreement, to make available on its website on the date of adoption of the Agreement as well as in the report of the Conference of the Parties at its twenty-first session, information on the most up-to-date total and per cent of greenhouse gas emissions communicated by Parties to the Convention in their national communications, greenhouse gas inventory reports, biennial reports or biennial update reports;

IV. ENHANCED ACTION PRIOR TO 2020

106. *Resolves* to ensure the highest possible mitigation efforts in the pre-2020 period, including by:

(a) Urging all Parties to the Kyoto Protocol that have not already done so to ratify and implement the Doha Amendment to the Kyoto Protocol;

(b) Urging all Parties that have not already done so to make and implement a mitigation pledge under the Cancun Agreements;

(c) Reiterating its resolve, as set out in decision 1/CP.19, paragraphs 3 and 4, to accelerate the full implementation of the decisions constituting the agreed outcome pursuant to decision 1/CP.13 and enhance ambition in the pre-2020 period in order to ensure the highest possible mitigation efforts under the Convention by all Parties;

(d) Inviting developing country Parties that have not submitted their first biennial update reports to do so as soon as possible;

(e) Urging all Parties to participate in the existing measurement, reporting and verification processes under the Cancun Agreements, in a timely manner, with a view to demonstrating progress made in the implementation of their mitigation pledges;

107. *Encourages* Parties to promote the voluntary cancellation by Party and non-Party stakeholders, without double counting of units issued under the Kyoto Protocol, including certified emission reductions that are valid for the second commitment period;

108. *Urges* host and purchasing Parties to report transparently on internationally transferred mitigation outcomes, including outcomes used to meet international pledges, and emission units issued under the Kyoto Protocol with a view to promoting environmental integrity and avoiding double counting;

109. *Recognizes* the social, economic and environmental value of voluntary mitigation actions and their co-benefits for adaptation, health and sustainable development;

110. *Resolves* to strengthen, in the period 2016–2020, the existing technical examination process on mitigation as defined in decision 1/CP.19, paragraph 5(a), and decision 1/CP.20, paragraph 19, taking into account the latest scientific knowledge, including by:

(a) Encouraging Parties, Convention bodies and international organizations to engage in this process, including, as appropriate, in cooperation with relevant non-Party stakeholders, to share their experiences and suggestions, including from regional events, and to cooperate in facilitating the implementation of policies, practices and actions identified during this process in accordance with national sustainable development priorities;

(b) Striving to improve, in consultation with Parties, access to and participation in this process by developing country Party and non-Party experts;

(c) Requesting the Technology Executive Committee and the Climate Technology Centre and Network in accordance with their respective mandates:

(i) To engage in the technical expert meetings and enhance their efforts to facilitate and support Parties in scaling up the implementation of policies, practices and actions identified during this process;

(ii) To provide regular updates during the technical expert meetings on the progress made in facilitating the implementation of policies, practices and actions previously identified during this process;

(iii) To include information on their activities under this process in their joint annual report to the Conference of the Parties;

(d) Encouraging Parties to make effective use of the Climate Technology Centre and Network to obtain assistance to develop economically, environmentally and socially viable project proposals in the high mitigation potential areas identified in this process;

111. *Encourages* the operating entities of the Financial Mechanism of the Convention to engage in the technical expert meetings and to inform participants of their contribution to facilitating progress in the implementation of policies, practices and actions identified during the technical examination process;

112. *Requests* the secretariat to organize the process referred to in paragraph 110 above and disseminate its results, including by:

(a) Organizing, in consultation with the Technology Executive Committee and relevant expert organizations, regular technical expert meetings focusing on specific policies, practices and actions representing best practices and with the potential to be scalable and replicable;

(b) Updating, on an annual basis, following the meetings referred to in paragraph 112(a) above and in time to serve as input to the summary for policymakers referred to in paragraph 112(c) below, a technical paper on the mitigation benefits and co-benefits of policies, practices and actions for enhancing mitigation ambition, as well as on options for supporting their implementation, information on which should be made available in a user-friendly online format;

(c) Preparing, in consultation with the champions referred to in paragraph 122 below, a summary for policymakers, with information on specific policies, practices and actions representing best practices and with the potential to be scalable and replicable, and on options to support their implementation, as well as on relevant collaborative initiatives, and publishing the summary at least two months in advance of each session of the Conference of the Parties as input for the high-level event referred to in paragraph 121 below;

113. *Decides* that the process referred to in paragraph 110 above should be organized jointly by the Subsidiary Body for Implementation and the Subsidiary Body for Scientific and Technological Advice and should take place on an ongoing basis until 2020;

114. *Also decides* to conduct in 2017 an assessment of the process referred to in paragraph 110 above so as to improve its effectiveness;

115. *Resolves* to enhance the provision of urgent and adequate finance, technology and capacity-building support by developed country Parties in order to enhance the level of ambition of pre-2020 action by Parties, and in this regard *strongly urges* developed country Parties to scale up their level of financial support, with a concrete roadmap to achieve the

goal of jointly providing USD 100 billion annually by 2020 for mitigation and adaptation while significantly increasing adaptation finance from current levels and to further provide appropriate technology and capacity-building support;

116. *Decides* to conduct a facilitative dialogue in conjunction with the twenty-second session of the Conference of the Parties to assess the progress in implementing decision 1/CP.19, paragraphs 3 and 4, and identify relevant opportunities to enhance the provision of financial resources, including for technology development and transfer and capacity-building support, with a view to identifying ways to enhance the ambition of mitigation efforts by all Parties, including identifying relevant opportunities to enhance the provision and mobilization of support and enabling environments;

117. *Acknowledges* with appreciation the results of the Lima-Paris Action Agenda, which build on the climate summit convened on 23 September 2014 by the Secretary-General of the United Nations;

118. *Welcomes* the efforts of non-Party stakeholders to scale up their climate actions, and *encourages* the registration of those actions in the Non-State Actor Zone for Climate Action platform;³

119. *Encourages* Parties to work closely with non-Party stakeholders to catalyse efforts to strengthen mitigation and adaptation action;

120. *Also encourages* non-Party stakeholders to increase their engagement in the processes referred to in paragraph 110 above and paragraph 125 below;

121. *Agrees* to convene, pursuant to decision 1/CP.20, paragraph 21, building on the Lima-Paris Action Agenda and in conjunction with each session of the Conference of the Parties during the period 2016–2020, a high-level event that:

(a) Further strengthens high-level engagement on the implementation of policy options and actions arising from the processes referred to in paragraph 110 above and paragraph 125 below, drawing on the summary for policymakers referred to in paragraph 112(c) above;

(b) Provides an opportunity for announcing new or strengthened voluntary efforts, initiatives and coalitions, including the implementation of policies, practices and actions arising from the processes referred to in paragraph 110 above and paragraph 125 below and presented in the summary for policymakers referred to in paragraph 112(c) above;

(c) Takes stock of related progress and recognizes new or strengthened voluntary efforts, initiatives and coalitions;

(d) Provides meaningful and regular opportunities for the effective high-level engagement of dignitaries of Parties, international organizations, international cooperative initiatives and non-Party stakeholders;

122. *Decides* that two high-level champions shall be appointed to act on behalf of the President of the Conference of the Parties to facilitate through strengthened high-level engagement in the period 2016–2020 the successful execution of existing efforts and the scaling-up and introduction of new or strengthened voluntary efforts, initiatives and coalitions, including by:

³ <<http://climateaction.unfccc.int/>>.

(a) Working with the Executive Secretary and the current and incoming Presidents of the Conference of the Parties to coordinate the annual high-level event referred to in paragraph 121 above;

(b) Engaging with interested Parties and non-Party stakeholders, including to further the voluntary initiatives of the Lima-Paris Action Agenda;

(c) Providing guidance to the secretariat on the organization of technical expert meetings referred to in paragraph 112(a) above and paragraph 130(a) below;

123. *Also decides* that the high-level champions referred to in paragraph 122 above should normally serve for a term of two years, with their terms overlapping for a full year to ensure continuity, such that:

(a) The President of the Conference of the Parties of the twenty-first session should appoint one champion, who should serve for one year from the date of the appointment until the last day of the Conference of the Parties at its twenty-second session;

(b) The President of the Conference of the Parties of the twenty-second session should appoint one champion who should serve for two years from the date of the appointment until the last day of the Conference of the Parties at its twenty-third session (November 2017);

(c) Thereafter, each subsequent President of the Conference of the Parties should appoint one champion who should serve for two years and succeed the previously appointed champion whose term has ended;

124. *Invites* all interested Parties and relevant organizations to provide support for the work of the champions referred to in paragraph 122 above;

125. *Decides* to launch, in the period 2016–2020, a technical examination process on adaptation;

126. *Also decides* that the technical examination process on adaptation referred to in paragraph 125 above will endeavour to identify concrete opportunities for strengthening resilience, reducing vulnerabilities and increasing the understanding and implementation of adaptation actions;

127. *Further decides* that the technical examination process referred to in paragraph 125 above should be organized jointly by the Subsidiary Body for Implementation and the Subsidiary Body for Scientific and Technological Advice, and conducted by the Adaptation Committee;

128. *Decides* that the process referred to in paragraph 125 above will be pursued by:

(a) Facilitating the sharing of good practices, experiences and lessons learned;

(b) Identifying actions that could significantly enhance the implementation of adaptation actions, including actions that could enhance economic diversification and have mitigation co-benefits;

(c) Promoting cooperative action on adaptation;

(d) Identifying opportunities to strengthen enabling environments and enhance the provision of support for adaptation in the context of specific policies, practices and actions;

129. *Also decides* that the technical examination process on adaptation referred to in paragraph 125 above will take into account the process, modalities, outputs, outcomes and lessons learned from the technical examination process on mitigation referred to in paragraph 110 above;

130. *Requests* the secretariat to support the technical examination process referred to in paragraph 125 above by:

(a) Organizing regular technical expert meetings focusing on specific policies, strategies and actions;

(b) Preparing annually, on the basis of the meetings referred to in paragraph 130(a) above and in time to serve as an input to the summary for policymakers referred to in paragraph 112(c) above, a technical paper on opportunities to enhance adaptation action, as well as options to support their implementation, information on which should be made available in a user-friendly online format;

131. *Decides* that in conducting the process referred to in paragraph 125 above, the Adaptation Committee will engage with and explore ways to take into account, synergize with and build on the existing arrangements for adaptation-related work programmes, bodies and institutions under the Convention so as to ensure coherence and maximum value;

132. *Also decides* to conduct, in conjunction with the assessment referred to in paragraph 120 above, an assessment of the process referred to in paragraph 125 above, so as to improve its effectiveness;

133. *Invites* Parties and observer organizations to submit information on the opportunities referred to in paragraph 126 above by 3 February 2016;

V. NON-PARTY STAKEHOLDERS

134. *Welcomes* the efforts of all non-Party stakeholders to address and respond to climate change, including those of civil society, the private sector, financial institutions, cities and other subnational authorities;

135. *Invites* the non-Party stakeholders referred to in paragraph 134 above to scale up their efforts and support actions to reduce emissions and/or to build resilience and decrease vulnerability to the adverse effects of climate change and demonstrate these efforts via the Non-State Actor Zone for Climate Action platform⁴ referred to in paragraph 118 above;

136. *Recognizes* the need to strengthen knowledge, technologies, practices and efforts of local communities and indigenous peoples related to addressing and responding to climate change, and *establishes* a platform for the exchange of experiences and sharing of best practices on mitigation and adaptation in a holistic and integrated manner;

137. *Also recognizes* the important role of providing incentives for emission reduction activities, including tools such as domestic policies and carbon pricing;

VI. ADMINISTRATIVE AND BUDGETARY MATTERS

138. *Takes note* of the estimated budgetary implications of the activities to be undertaken by the secretariat referred to in this decision and requests that the actions of the secretariat called for in this decision be undertaken subject to the availability of financial resources;

139. *Emphasizes* the urgency of making additional resources available for the implementation of the relevant actions, including actions referred to in this decision, and the implementation of the work programme referred to in paragraph 9 above;

⁴ <<http://climateaction.unfccc.int/>>.

140. *Urges* Parties to make voluntary contributions for the timely implementation of this decision.

Annex

PARIS AGREEMENT

The Parties to this Agreement,

Being Parties to the United Nations Framework Convention on Climate Change, hereinafter referred to as “the Convention”,

Pursuant to the Durban Platform for Enhanced Action established by decision 1/CP.17 of the Conference of the Parties to the Convention at its seventeenth session,

In pursuit of the objective of the Convention, and being guided by its principles, including the principle of equity and common but differentiated responsibilities and respective capabilities, in the light of different national circumstances,

Recognizing the need for an effective and progressive response to the urgent threat of climate change on the basis of the best available scientific knowledge,

Also recognizing the specific needs and special circumstances of developing country Parties, especially those that are particularly vulnerable to the adverse effects of climate change, as provided for in the Convention,

Taking full account of the specific needs and special situations of the least developed countries with regard to funding and transfer of technology,

Recognizing that Parties may be affected not only by climate change, but also by the impacts of the measures taken in response to it,

Emphasizing the intrinsic relationship that climate change actions, responses and impacts have with equitable access to sustainable development and eradication of poverty,

Recognizing the fundamental priority of safeguarding food security and ending hunger, and the particular vulnerabilities of food production systems to the adverse impacts of climate change,

Taking into account the imperatives of a just transition of the workforce and the creation of decent work and quality jobs in accordance with nationally defined development priorities,

Acknowledging that climate change is a common concern of humankind, Parties should, when taking action to address climate change, respect, promote and consider their respective obligations on human rights, the right to health, the rights of indigenous peoples, local communities, migrants, children, persons with disabilities and people in vulnerable situations and the right to development, as well as gender equality, empowerment of women and intergenerational equity,

Recognizing the importance of the conservation and enhancement, as appropriate, of sinks and reservoirs of the greenhouse gases referred to in the Convention,

Noting the importance of ensuring the integrity of all ecosystems, including oceans, and the protection of biodiversity, recognized by some cultures as Mother Earth, and noting the importance for some of the concept of “climate justice”, when taking action to address climate change,

Affirming the importance of education, training, public awareness, public participation, public access to information and cooperation at all levels on the matters addressed in this Agreement,

Recognizing the importance of the engagements of all levels of government and various actors, in accordance with respective national legislations of Parties, in addressing climate change,

Also recognizing that sustainable lifestyles and sustainable patterns of consumption and production, with developed country Parties taking the lead, play an important role in addressing climate change,

Have agreed as follows:

Article 1

For the purpose of this Agreement, the definitions contained in Article 1 of the Convention shall apply. In addition:

1. “Convention” means the United Nations Framework Convention on Climate Change, adopted in New York on 9 May 1992.
2. “Conference of the Parties” means the Conference of the Parties to the Convention.
3. “Party” means a Party to this Agreement.

Article 2

1. This Agreement, in enhancing the implementation of the Convention, including its objective, aims to strengthen the global response to the threat of climate change, in the context of sustainable development and efforts to eradicate poverty, including by:
 - (a) Holding the increase in the global average temperature to well below 2 °C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5 °C above pre-industrial levels, recognizing that this would significantly reduce the risks and impacts of climate change;
 - (b) Increasing the ability to adapt to the adverse impacts of climate change and foster climate resilience and low greenhouse gas emissions development, in a manner that does not threaten food production;
 - (c) Making finance flows consistent with a pathway towards low greenhouse gas emissions and climate-resilient development.
2. This Agreement will be implemented to reflect equity and the principle of common but differentiated responsibilities and respective capabilities, in the light of different national circumstances.

Article 3

As nationally determined contributions to the global response to climate change, all Parties are to undertake and communicate ambitious efforts as defined in Articles 4, 7, 9, 10, 11 and 13 with the view to achieving the purpose of this Agreement as set out in Article 2. The efforts of all Parties will represent a progression over time, while recognizing the need to support developing country Parties for the effective implementation of this Agreement.

Article 4

1. In order to achieve the long-term temperature goal set out in Article 2, Parties aim to reach global peaking of greenhouse gas emissions as soon as possible, recognizing that peaking will take longer for developing country Parties, and to undertake rapid reductions thereafter in accordance with best available science, so as to achieve a balance between anthropogenic emissions by sources and removals by sinks of greenhouse gases in the second half of this century, on the basis of equity, and in the context of sustainable development and efforts to eradicate poverty.
2. Each Party shall prepare, communicate and maintain successive nationally determined contributions that it intends to achieve. Parties shall pursue domestic mitigation measures, with the aim of achieving the objectives of such contributions.
3. Each Party’s successive nationally determined contribution will represent a progression beyond the Party’s then current nationally determined contribution and reflect its highest possible ambition, reflecting its common but differentiated responsibilities and respective capabilities, in the light of different national circumstances.
4. Developed country Parties should continue taking the lead by undertaking economy-wide absolute emission reduction targets. Developing country Parties should continue enhancing their mitigation efforts, and are encouraged to move over time towards economy-wide emission reduction or limitation targets in the light of different national circumstances.
5. Support shall be provided to developing country Parties for the implementation of this Article, in accordance with Articles 9, 10 and 11, recognizing that enhanced support for developing country Parties will allow for higher ambition in their actions.

6. The least developed countries and small island developing States may prepare and communicate strategies, plans and actions for low greenhouse gas emissions development reflecting their special circumstances.
7. Mitigation co-benefits resulting from Parties' adaptation actions and/or economic diversification plans can contribute to mitigation outcomes under this Article.
8. In communicating their nationally determined contributions, all Parties shall provide the information necessary for clarity, transparency and understanding in accordance with decision 1/CP.21 and any relevant decisions of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
9. Each Party shall communicate a nationally determined contribution every five years in accordance with decision 1/CP.21 and any relevant decisions of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement and be informed by the outcomes of the global stocktake referred to in Article 14.
10. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall consider common time frames for nationally determined contributions at its first session.
11. A Party may at any time adjust its existing nationally determined contribution with a view to enhancing its level of ambition, in accordance with guidance adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
12. Nationally determined contributions communicated by Parties shall be recorded in a public registry maintained by the secretariat.
13. Parties shall account for their nationally determined contributions. In accounting for anthropogenic emissions and removals corresponding to their nationally determined contributions, Parties shall promote environmental integrity, transparency, accuracy, completeness, comparability and consistency, and ensure the avoidance of double counting, in accordance with guidance adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
14. In the context of their nationally determined contributions, when recognizing and implementing mitigation actions with respect to anthropogenic emissions and removals, Parties should take into account, as appropriate, existing methods and guidance under the Convention, in the light of the provisions of paragraph 13 of this Article.
15. Parties shall take into consideration in the implementation of this Agreement the concerns of Parties with economies most affected by the impacts of response measures, particularly developing country Parties.
16. Parties, including regional economic integration organizations and their member States, that have reached an agreement to act jointly under paragraph 2 of this Article shall notify the secretariat of the terms of that agreement, including the emission level allocated to each Party within the relevant time period, when they communicate their nationally determined contributions. The secretariat shall in turn inform the Parties and signatories to the Convention of the terms of that agreement.
17. Each party to such an agreement shall be responsible for its emission level as set out in the agreement referred to in paragraph 16 above in accordance with paragraphs 13 and 14 of this Article and Articles 13 and 15.
18. If Parties acting jointly do so in the framework of, and together with, a regional economic integration organization which is itself a Party to this Agreement, each member State of that regional economic integration organization individually, and together with the regional economic integration organization, shall be responsible for its emission level as set out in the agreement communicated under paragraph 16 of this Article in accordance with paragraphs 13 and 14 of this Article and Articles 13 and 15.
19. All Parties should strive to formulate and communicate long-term low greenhouse gas emission development strategies, mindful of Article 2 taking into account their common but differentiated responsibilities and respective capabilities, in the light of different national circumstances.

Article 5

1. Parties should take action to conserve and enhance, as appropriate, sinks and reservoirs of greenhouse gases as referred to in Article 4, paragraph 1(d), of the Convention, including forests.
2. Parties are encouraged to take action to implement and support, including through results-based payments, the existing framework as set out in related guidance and decisions already agreed under the Convention for: policy approaches and positive incentives for activities relating to reducing emissions from deforestation and forest degradation, and the role of conservation, sustainable management of forests and enhancement of forest carbon

stocks in developing countries; and alternative policy approaches, such as joint mitigation and adaptation approaches for the integral and sustainable management of forests, while reaffirming the importance of incentivizing, as appropriate, non-carbon benefits associated with such approaches.

Article 6

1. Parties recognize that some Parties choose to pursue voluntary cooperation in the implementation of their nationally determined contributions to allow for higher ambition in their mitigation and adaptation actions and to promote sustainable development and environmental integrity.
2. Parties shall, where engaging on a voluntary basis in cooperative approaches that involve the use of internationally transferred mitigation outcomes towards nationally determined contributions, promote sustainable development and ensure environmental integrity and transparency, including in governance, and shall apply robust accounting to ensure, inter alia, the avoidance of double counting, consistent with guidance adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
3. The use of internationally transferred mitigation outcomes to achieve nationally determined contributions under this Agreement shall be voluntary and authorized by participating Parties.
4. A mechanism to contribute to the mitigation of greenhouse gas emissions and support sustainable development is hereby established under the authority and guidance of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement for use by Parties on a voluntary basis. It shall be supervised by a body designated by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement, and shall aim:
 - (a) To promote the mitigation of greenhouse gas emissions while fostering sustainable development;
 - (b) To incentivize and facilitate participation in the mitigation of greenhouse gas emissions by public and private entities authorized by a Party;
 - (c) To contribute to the reduction of emission levels in the host Party, which will benefit from mitigation activities resulting in emission reductions that can also be used by another Party to fulfil its nationally determined contribution; and
 - (d) To deliver an overall mitigation in global emissions.
5. Emission reductions resulting from the mechanism referred to in paragraph 4 of this Article shall not be used to demonstrate achievement of the host Party's nationally determined contribution if used by another Party to demonstrate achievement of its nationally determined contribution.
6. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall ensure that a share of the proceeds from activities under the mechanism referred to in paragraph 4 of this Article is used to cover administrative expenses as well as to assist developing country Parties that are particularly vulnerable to the adverse effects of climate change to meet the costs of adaptation.
7. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall adopt rules, modalities and procedures for the mechanism referred to in paragraph 4 of this Article at its first session.
8. Parties recognize the importance of integrated, holistic and balanced non-market approaches being available to Parties to assist in the implementation of their nationally determined contributions, in the context of sustainable development and poverty eradication, in a coordinated and effective manner, including through, inter alia, mitigation, adaptation, finance, technology transfer and capacity-building, as appropriate. These approaches shall aim to:
 - (a) Promote mitigation and adaptation ambition;
 - (b) Enhance public and private sector participation in the implementation of nationally determined contributions; and
 - (c) Enable opportunities for coordination across instruments and relevant institutional arrangements.
9. A framework for non-market approaches to sustainable development is hereby defined to promote the non-market approaches referred to in paragraph 8 of this Article.

Article 7

1. Parties hereby establish the global goal on adaptation of enhancing adaptive capacity, strengthening resilience and reducing vulnerability to climate change, with a view to contributing to sustainable development and ensuring an adequate adaptation response in the context of the temperature goal referred to in Article 2.
2. Parties recognize that adaptation is a global challenge faced by all with local, subnational, national, regional and international dimensions, and that it is a key component of and makes a contribution to the long-term global response to climate change to protect people, livelihoods and ecosystems, taking into account the urgent and immediate needs of those developing country Parties that are particularly vulnerable to the adverse effects of climate change.
3. The adaptation efforts of developing country Parties shall be recognized, in accordance with the modalities to be adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session.
4. Parties recognize that the current need for adaptation is significant and that greater levels of mitigation can reduce the need for additional adaptation efforts, and that greater adaptation needs can involve greater adaptation costs.
5. Parties acknowledge that adaptation action should follow a country-driven, gender-responsive, participatory and fully transparent approach, taking into consideration vulnerable groups, communities and ecosystems, and should be based on and guided by the best available science and, as appropriate, traditional knowledge, knowledge of indigenous peoples and local knowledge systems, with a view to integrating adaptation into relevant socioeconomic and environmental policies and actions, where appropriate.
6. Parties recognize the importance of support for and international cooperation on adaptation efforts and the importance of taking into account the needs of developing country Parties, especially those that are particularly vulnerable to the adverse effects of climate change.
7. Parties should strengthen their cooperation on enhancing action on adaptation, taking into account the Cancun Adaptation Framework, including with regard to:
 - (a) Sharing information, good practices, experiences and lessons learned, including, as appropriate, as these relate to science, planning, policies and implementation in relation to adaptation actions;
 - (b) Strengthening institutional arrangements, including those under the Convention that serve this Agreement, to support the synthesis of relevant information and knowledge, and the provision of technical support and guidance to Parties;
 - (c) Strengthening scientific knowledge on climate, including research, systematic observation of the climate system and early warning systems, in a manner that informs climate services and supports decision-making;
 - (d) Assisting developing country Parties in identifying effective adaptation practices, adaptation needs, priorities, support provided and received for adaptation actions and efforts, and challenges and gaps, in a manner consistent with encouraging good practices;
 - (e) Improving the effectiveness and durability of adaptation actions.
8. United Nations specialized organizations and agencies are encouraged to support the efforts of Parties to implement the actions referred to in paragraph 7 of this Article, taking into account the provisions of paragraph 5 of this Article.
9. Each Party shall, as appropriate, engage in adaptation planning processes and the implementation of actions, including the development or enhancement of relevant plans, policies and/or contributions, which may include:
 - (a) The implementation of adaptation actions, undertakings and/or efforts;
 - (b) The process to formulate and implement national adaptation plans;
 - (c) The assessment of climate change impacts and vulnerability, with a view to formulating nationally determined prioritized actions, taking into account vulnerable people, places and ecosystems;
 - (d) Monitoring and evaluating and learning from adaptation plans, policies, programmes and actions; and
 - (e) Building the resilience of socioeconomic and ecological systems, including through economic diversification and sustainable management of natural resources.

10. Each Party should, as appropriate, submit and update periodically an adaptation communication, which may include its priorities, implementation and support needs, plans and actions, without creating any additional burden for developing country Parties.
11. The adaptation communication referred to in paragraph 10 of this Article shall be, as appropriate, submitted and updated periodically, as a component of or in conjunction with other communications or documents, including a national adaptation plan, a nationally determined contribution as referred to in Article 4, paragraph 2, and/or a national communication.
12. The adaptation communications referred to in paragraph 10 of this Article shall be recorded in a public registry maintained by the secretariat.
13. Continuous and enhanced international support shall be provided to developing country Parties for the implementation of paragraphs 7, 9, 10 and 11 of this Article, in accordance with the provisions of Articles 9, 10 and 11.
14. The global stocktake referred to in Article 14 shall, inter alia:
 - (a) Recognize adaptation efforts of developing country Parties;
 - (b) Enhance the implementation of adaptation action taking into account the adaptation communication referred to in paragraph 10 of this Article;
 - (c) Review the adequacy and effectiveness of adaptation and support provided for adaptation; and
 - (d) Review the overall progress made in achieving the global goal on adaptation referred to in paragraph 1 of this Article.

Article 8

1. Parties recognize the importance of averting, minimizing and addressing loss and damage associated with the adverse effects of climate change, including extreme weather events and slow onset events, and the role of sustainable development in reducing the risk of loss and damage.
2. The Warsaw International Mechanism for Loss and Damage associated with Climate Change Impacts shall be subject to the authority and guidance of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement and may be enhanced and strengthened, as determined by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
3. Parties should enhance understanding, action and support, including through the Warsaw International Mechanism, as appropriate, on a cooperative and facilitative basis with respect to loss and damage associated with the adverse effects of climate change.
4. Accordingly, areas of cooperation and facilitation to enhance understanding, action and support may include:
 - (a) Early warning systems;
 - (b) Emergency preparedness;
 - (c) Slow onset events;
 - (d) Events that may involve irreversible and permanent loss and damage;
 - (e) Comprehensive risk assessment and management;
 - (f) Risk insurance facilities, climate risk pooling and other insurance solutions;
 - (g) Non-economic losses;
 - (h) Resilience of communities, livelihoods and ecosystems.
5. The Warsaw International Mechanism shall collaborate with existing bodies and expert groups under the Agreement, as well as relevant organizations and expert bodies outside the Agreement.

Article 9

1. Developed country Parties shall provide financial resources to assist developing country Parties with respect to both mitigation and adaptation in continuation of their existing obligations under the Convention.
2. Other Parties are encouraged to provide or continue to provide such support voluntarily.
3. As part of a global effort, developed country Parties should continue to take the lead in mobilizing climate finance from a wide variety of sources, instruments and channels, noting the significant role of public funds,

through a variety of actions, including supporting country-driven strategies, and taking into account the needs and priorities of developing country Parties. Such mobilization of climate finance should represent a progression beyond previous efforts.

4. The provision of scaled-up financial resources should aim to achieve a balance between adaptation and mitigation, taking into account country-driven strategies, and the priorities and needs of developing country Parties, especially those that are particularly vulnerable to the adverse effects of climate change and have significant capacity constraints, such as the least developed countries and small island developing States, considering the need for public and grant-based resources for adaptation.
5. Developed country Parties shall biennially communicate indicative quantitative and qualitative information related to paragraphs 1 and 3 of this Article, as applicable, including, as available, projected levels of public financial resources to be provided to developing country Parties. Other Parties providing resources are encouraged to communicate biennially such information on a voluntary basis.
6. The global stocktake referred to in Article 14 shall take into account the relevant information provided by developed country Parties and/or Agreement bodies on efforts related to climate finance.
7. Developed country Parties shall provide transparent and consistent information on support for developing country Parties provided and mobilized through public interventions biennially in accordance with the modalities, procedures and guidelines to be adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement, at its first session, as stipulated in Article 13, paragraph 13. Other Parties are encouraged to do so.
8. The Financial Mechanism of the Convention, including its operating entities, shall serve as the financial mechanism of this Agreement.
9. The institutions serving this Agreement, including the operating entities of the Financial Mechanism of the Convention, shall aim to ensure efficient access to financial resources through simplified approval procedures and enhanced readiness support for developing country Parties, in particular for the least developed countries and small island developing States, in the context of their national climate strategies and plans.

Article 10

1. Parties share a long-term vision on the importance of fully realizing technology development and transfer in order to improve resilience to climate change and to reduce greenhouse gas emissions.
2. Parties, noting the importance of technology for the implementation of mitigation and adaptation actions under this Agreement and recognizing existing technology deployment and dissemination efforts, shall strengthen cooperative action on technology development and transfer.
3. The Technology Mechanism established under the Convention shall serve this Agreement.
4. A technology framework is hereby established to provide overarching guidance to the work of the Technology Mechanism in promoting and facilitating enhanced action on technology development and transfer in order to support the implementation of this Agreement, in pursuit of the long-term vision referred to in paragraph 1 of this Article.
5. Accelerating, encouraging and enabling innovation is critical for an effective, long-term global response to climate change and promoting economic growth and sustainable development. Such effort shall be, as appropriate, supported, including by the Technology Mechanism and, through financial means, by the Financial Mechanism of the Convention, for collaborative approaches to research and development, and facilitating access to technology, in particular for early stages of the technology cycle, to developing country Parties.
6. Support, including financial support, shall be provided to developing country Parties for the implementation of this Article, including for strengthening cooperative action on technology development and transfer at different stages of the technology cycle, with a view to achieving a balance between support for mitigation and adaptation. The global stocktake referred to in Article 14 shall take into account available information on efforts related to support on technology development and transfer for developing country Parties.

Article 11

1. Capacity-building under this Agreement should enhance the capacity and ability of developing country Parties, in particular countries with the least capacity, such as the least developed countries, and those that are particularly vulnerable to the adverse effects of climate change, such as small island developing States, to take

effective climate change action, including, inter alia, to implement adaptation and mitigation actions, and should facilitate technology development, dissemination and deployment, access to climate finance, relevant aspects of education, training and public awareness, and the transparent, timely and accurate communication of information.

2. Capacity-building should be country-driven, based on and responsive to national needs, and foster country ownership of Parties, in particular, for developing country Parties, including at the national, subnational and local levels. Capacity-building should be guided by lessons learned, including those from capacity-building activities under the Convention, and should be an effective, iterative process that is participatory, cross-cutting and gender-responsive.
3. All Parties should cooperate to enhance the capacity of developing country Parties to implement this Agreement. Developed country Parties should enhance support for capacity-building actions in developing country Parties.
4. All Parties enhancing the capacity of developing country Parties to implement this Agreement, including through regional, bilateral and multilateral approaches, shall regularly communicate on these actions or measures on capacity-building. Developing country Parties should regularly communicate progress made on implementing capacity-building plans, policies, actions or measures to implement this Agreement.
5. Capacity-building activities shall be enhanced through appropriate institutional arrangements to support the implementation of this Agreement, including the appropriate institutional arrangements established under the Convention that serve this Agreement. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall, at its first session, consider and adopt a decision on the initial institutional arrangements for capacity-building.

Article 12

Parties shall cooperate in taking measures, as appropriate, to enhance climate change education, training, public awareness, public participation and public access to information, recognizing the importance of these steps with respect to enhancing actions under this Agreement.

Article 13

1. In order to build mutual trust and confidence and to promote effective implementation, an enhanced transparency framework for action and support, with built-in flexibility which takes into account Parties' different capacities and builds upon collective experience is hereby established.
2. The transparency framework shall provide flexibility in the implementation of the provisions of this Article to those developing country Parties that need it in the light of their capacities. The modalities, procedures and guidelines referred to in paragraph 13 of this Article shall reflect such flexibility.
3. The transparency framework shall build on and enhance the transparency arrangements under the Convention, recognizing the special circumstances of the least developed countries and small island developing States, and be implemented in a facilitative, non-intrusive, non-punitive manner, respectful of national sovereignty, and avoid placing undue burden on Parties.
4. The transparency arrangements under the Convention, including national communications, biennial reports and biennial update reports, international assessment and review and international consultation and analysis, shall form part of the experience drawn upon for the development of the modalities, procedures and guidelines under paragraph 13 of this Article.
5. The purpose of the framework for transparency of action is to provide a clear understanding of climate change action in the light of the objective of the Convention as set out in its Article 2, including clarity and tracking of progress towards achieving Parties' individual nationally determined contributions under Article 4, and Parties' adaptation actions under Article 7, including good practices, priorities, needs and gaps, to inform the global stocktake under Article 14.
6. The purpose of the framework for transparency of support is to provide clarity on support provided and received by relevant individual Parties in the context of climate change actions under Articles 4, 7, 9, 10 and 11, and, to the extent possible, to provide a full overview of aggregate financial support provided, to inform the global stocktake under Article 14.
7. Each Party shall regularly provide the following information:

- (a) A national inventory report of anthropogenic emissions by sources and removals by sinks of greenhouse gases, prepared using good practice methodologies accepted by the Intergovernmental Panel on Climate Change and agreed upon by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;
 - (b) Information necessary to track progress made in implementing and achieving its nationally determined contribution under Article 4.
8. Each Party should also provide information related to climate change impacts and adaptation under Article 7, as appropriate.
9. Developed country Parties shall, and other Parties that provide support should, provide information on financial, technology transfer and capacity-building support provided to developing country Parties under Article 9, 10 and 11.
10. Developing country Parties should provide information on financial, technology transfer and capacity-building support needed and received under Articles 9, 10 and 11.
11. Information submitted by each Party under paragraphs 7 and 9 of this Article shall undergo a technical expert review, in accordance with decision 1/CP.21. For those developing country Parties that need it in the light of their capacities, the review process shall include assistance in identifying capacity-building needs. In addition, each Party shall participate in a facilitative, multilateral consideration of progress with respect to efforts under Article 9, and its respective implementation and achievement of its nationally determined contribution.
12. The technical expert review under this paragraph shall consist of a consideration of the Party's support provided, as relevant, and its implementation and achievement of its nationally determined contribution. The review shall also identify areas of improvement for the Party, and include a review of the consistency of the information with the modalities, procedures and guidelines referred to in paragraph 13 of this Article, taking into account the flexibility accorded to the Party under paragraph 2 of this Article. The review shall pay particular attention to the respective national capabilities and circumstances of developing country Parties.
13. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall, at its first session, building on experience from the arrangements related to transparency under the Convention, and elaborating on the provisions in this Article, adopt common modalities, procedures and guidelines, as appropriate, for the transparency of action and support.
14. Support shall be provided to developing countries for the implementation of this Article.
15. Support shall also be provided for the building of transparency-related capacity of developing country Parties on a continuous basis.

Article 14

1. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall periodically take stock of the implementation of this Agreement to assess the collective progress towards achieving the purpose of this Agreement and its long-term goals (referred to as the "global stocktake"). It shall do so in a comprehensive and facilitative manner, considering mitigation, adaptation and the means of implementation and support, and in the light of equity and the best available science.
2. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall undertake its first global stocktake in 2023 and every five years thereafter unless otherwise decided by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
3. The outcome of the global stocktake shall inform Parties in updating and enhancing, in a nationally determined manner, their actions and support in accordance with the relevant provisions of this Agreement, as well as in enhancing international cooperation for climate action.

Article 15

1. A mechanism to facilitate implementation of and promote compliance with the provisions of this Agreement is hereby established.
2. The mechanism referred to in paragraph 1 of this Article shall consist of a committee that shall be expert-based and facilitative in nature and function in a manner that is transparent, non-adversarial and non-punitive. The committee shall pay particular attention to the respective national capabilities and circumstances of Parties.

3. The committee shall operate under the modalities and procedures adopted by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement at its first session and report annually to the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.

Article 16

1. The Conference of the Parties, the supreme body of the Convention, shall serve as the meeting of the Parties to this Agreement.
2. Parties to the Convention that are not Parties to this Agreement may participate as observers in the proceedings of any session of the Conference of the Parties serving as the meeting of the Parties to this Agreement. When the Conference of the Parties serves as the meeting of the Parties to this Agreement, decisions under this Agreement shall be taken only by those that are Parties to this Agreement.
3. When the Conference of the Parties serves as the meeting of the Parties to this Agreement, any member of the Bureau of the Conference of the Parties representing a Party to the Convention but, at that time, not a Party to this Agreement, shall be replaced by an additional member to be elected by and from amongst the Parties to this Agreement.
4. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall keep under regular review the implementation of this Agreement and shall make, within its mandate, the decisions necessary to promote its effective implementation. It shall perform the functions assigned to it by this Agreement and shall:
 - (a) Establish such subsidiary bodies as deemed necessary for the implementation of this Agreement; and
 - (b) Exercise such other functions as may be required for the implementation of this Agreement.
5. The rules of procedure of the Conference of the Parties and the financial procedures applied under the Convention shall be applied mutatis mutandis under this Agreement, except as may be otherwise decided by consensus by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
6. The first session of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall be convened by the secretariat in conjunction with the first session of the Conference of the Parties that is scheduled after the date of entry into force of this Agreement. Subsequent ordinary sessions of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall be held in conjunction with ordinary sessions of the Conference of the Parties, unless otherwise decided by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.
7. Extraordinary sessions of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall be held at such other times as may be deemed necessary by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement or at the written request of any Party, provided that, within six months of the request being communicated to the Parties by the secretariat, it is supported by at least one third of the Parties.
8. The United Nations and its specialized agencies and the International Atomic Energy Agency, as well as any State member thereof or observers thereto not party to the Convention, may be represented at sessions of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement as observers. Any body or agency, whether national or international, governmental or non-governmental, which is qualified in matters covered by this Agreement and which has informed the secretariat of its wish to be represented at a session of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement as an observer, may be so admitted unless at least one third of the Parties present object. The admission and participation of observers shall be subject to the rules of procedure referred to in paragraph 5 of this Article.

Article 17

1. The secretariat established by Article 8 of the Convention shall serve as the secretariat of this Agreement.
2. Article 8, paragraph 2, of the Convention on the functions of the secretariat, and Article 8, paragraph 3, of the Convention, on the arrangements made for the functioning of the secretariat, shall apply mutatis mutandis to this Agreement. The secretariat shall, in addition, exercise the functions assigned to it under this Agreement and by the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement.

Article 18

1. The Subsidiary Body for Scientific and Technological Advice and the Subsidiary Body for Implementation established by Articles 9 and 10 of the Convention shall serve, respectively, as the Subsidiary Body for Scientific and Technological Advice and the Subsidiary Body for Implementation of this Agreement. The provisions of the Convention relating to the functioning of these two bodies shall apply mutatis mutandis to this Agreement. Sessions of the meetings of the Subsidiary Body for Scientific and Technological Advice and the Subsidiary Body for Implementation of this Agreement shall be held in conjunction with the meetings of, respectively, the Subsidiary Body for Scientific and Technological Advice and the Subsidiary Body for Implementation of the Convention.
2. Parties to the Convention that are not Parties to this Agreement may participate as observers in the proceedings of any session of the subsidiary bodies. When the subsidiary bodies serve as the subsidiary bodies of this Agreement, decisions under this Agreement shall be taken only by those that are Parties to this Agreement.
3. When the subsidiary bodies established by Articles 9 and 10 of the Convention exercise their functions with regard to matters concerning this Agreement, any member of the bureaux of those subsidiary bodies representing a Party to the Convention but, at that time, not a Party to this Agreement, shall be replaced by an additional member to be elected by and from amongst the Parties to this Agreement.

Article 19

1. Subsidiary bodies or other institutional arrangements established by or under the Convention, other than those referred to in this Agreement, shall serve this Agreement upon a decision of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement shall specify the functions to be exercised by such subsidiary bodies or arrangements.
2. The Conference of the Parties serving as the meeting of the Parties to the Paris Agreement may provide further guidance to such subsidiary bodies and institutional arrangements.

Article 20

1. This Agreement shall be open for signature and subject to ratification, acceptance or approval by States and regional economic integration organizations that are Parties to the Convention. It shall be open for signature at the United Nations Headquarters in New York from 22 April 2016 to 21 April 2017. Thereafter, this Agreement shall be open for accession from the day following the date on which it is closed for signature. Instruments of ratification, acceptance, approval or accession shall be deposited with the Depositary.
2. Any regional economic integration organization that becomes a Party to this Agreement without any of its member States being a Party shall be bound by all the obligations under this Agreement. In the case of regional economic integration organizations with one or more member States that are Parties to this Agreement, the organization and its member States shall decide on their respective responsibilities for the performance of their obligations under this Agreement. In such cases, the organization and the member States shall not be entitled to exercise rights under this Agreement concurrently.
3. In their instruments of ratification, acceptance, approval or accession, regional economic integration organizations shall declare the extent of their competence with respect to the matters governed by this Agreement. These organizations shall also inform the Depositary, who shall in turn inform the Parties, of any substantial modification in the extent of their competence.

Article 21

1. This Agreement shall enter into force on the thirtieth day after the date on which at least 55 Parties to the Convention accounting in total for at least an estimated 55 percent of the total global greenhouse gas emissions have deposited their instruments of ratification, acceptance, approval or accession.
2. Solely for the limited purpose of paragraph 1 of this Article, “total global greenhouse gas emissions” means the most up-to-date amount communicated on or before the date of adoption of this Agreement by the Parties to the Convention.
3. For each State or regional economic integration organization that ratifies, accepts or approves this Agreement or accedes thereto after the conditions set out in paragraph 1 of this Article for entry into force have been fulfilled,

this Agreement shall enter into force on the thirtieth day after the date of deposit by such State or regional economic integration organization of its instrument of ratification, acceptance, approval or accession.

4. For the purposes of paragraph 1 of this Article, any instrument deposited by a regional economic integration organization shall not be counted as additional to those deposited by its member States.

Article 22

The provisions of Article 15 of the Convention on the adoption of amendments to the Convention shall apply mutatis mutandis to this Agreement.

Article 23

1. The provisions of Article 16 of the Convention on the adoption and amendment of annexes to the Convention shall apply mutatis mutandis to this Agreement.
2. Annexes to this Agreement shall form an integral part thereof and, unless otherwise expressly provided for, a reference to this Agreement constitutes at the same time a reference to any annexes thereto. Such annexes shall be restricted to lists, forms and any other material of a descriptive nature that is of a scientific, technical, procedural or administrative character.

Article 24

The provisions of Article 14 of the Convention on settlement of disputes shall apply mutatis mutandis to this Agreement.

Article 25

1. Each Party shall have one vote, except as provided for paragraph 2 of this Article.
2. Regional economic integration organizations, in matters within their competence, shall exercise their right to vote with a number of votes equal to the number of their member States that are Parties to this Agreement. Such an organization shall not exercise its right to vote if any of its member States exercises its right, and vice versa.

Article 26

The Secretary-General of the United Nations shall be the Depositary of this Agreement.

Article 27

No reservations may be made to this Agreement.

Article 28

1. At any time after three years from the date on which this Agreement has entered into force for a Party, that Party may withdraw from this Agreement by giving written notification to the Depositary.
2. Any such withdrawal shall take effect upon expiry of one year from the date of receipt by the Depositary of the notification of withdrawal, or on such later date as may be specified in the notification of withdrawal.
3. Any Party that withdraws from the Convention shall be considered as also having withdrawn from this Agreement.

Article 29

The original of this Agreement, of which the Arabic, Chinese, English, French, Russian and Spanish texts are equally authentic, shall be deposited with the Secretary-General of the United Nations.

DONE at Paris this twelfth day of December two thousand and fifteen.

IN WITNESS WHEREOF, the undersigned, being duly authorized to that effect, have signed this Agreement.
