



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

DIVISION OF  
CORPORATION FINANCE

March 25, 2019

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

Re: Exxon Mobil Corporation

Dear Mr. Goldberg:

This letter is in regard to your correspondence dated March 22, 2019 concerning the shareholder proposal (the “Proposal”) submitted to Exxon Mobil Corporation (the “Company”) by Noel E. Karasin (the “Proponent”) for inclusion in the Company’s proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its January 24, 2019 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter 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,

Kasey L. Robinson  
Special Counsel

cc: Conrad MacKerron  
As You Sow  
mack@asyousow.org

New York	Paris
Northern California	Madrid
Washington DC	Tokyo
São Paulo	Beijing
London	Hong Kong



**Louis L. Goldberg**

Davis Polk & Wardwell LLP    212 450 4539 tel  
450 Lexington Avenue    212 701 5539 fax  
New York, NY 10017    louis.goldberg@davispolk.com

March 22, 2019

Re:    Exxon Mobil Withdrawal of No-Action Request Dated January 24, 2019  
Regarding Shareholder Proposal of As You Sow

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

Ladies and Gentlemen:

We refer to our letter, dated January 24, 2019 (the “**No-Action Request**”), pursuant to which we requested that the Staff of the Division of Corporation Finance of the Securities and Exchange Commission concur with our view that Exxon Mobil Corporation (the “**Company**”) may exclude the shareholder proposal and supporting statement regarding plastic pollution (the “**Proposal**”) submitted by As You Sow (the “**Proponent**”) from the proxy materials it intends to distribute in connection with its 2019 Annual Meeting of Shareholders.

Attached hereto as Exhibit A is a communication, dated March 22, 2019 (the “**Withdrawal Communication**”), from the Proponent to the Company in which the Proponent agrees to withdraw the Proposal. In reliance on the Withdrawal Communication, we hereby withdraw the No-Action Request.

Please contact the undersigned at (212) 450-4539 or [louis.goldberg@davispolk.com](mailto:louis.goldberg@davispolk.com) if you should have any questions or need additional information. Thank you for your attention to this matter.

Respectfully yours,

A handwritten signature in blue ink, appearing to read "L. Goldberg".

Louis Goldberg

Attachment

cc w/ att: James E. Parsons, Exxon Mobil Corporation

As You Sow

**Exhibit A**

**Withdrawal Communication**



**AS YOU SOW**

1992

1611 Telegraph Ave, Suite 1450  
Oakland, CA 94612

[www.asyousow.org](http://www.asyousow.org)  
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE

March 22, 2018

Mr. Neil Hansen  
Vice President of Investor Relations and Secretary  
Exxon Mobil Corporation  
Irving, TX 75039

Dear Mr. Hansen:

In recognition of the company's statement delivered to proponents agreeing to a public reporting process for plastic pellet spills and remediation, on behalf of Noel E. Karasin, a shareholder of Exxon Mobil Corporation, As You Sow withdraws the shareholder proposal it filed seeking an annual report to shareholders on plastic pollution.

We look forward to continuing dialogue on this issue.

Sincerely,

Conrad MacKerron  
Senior Vice President

New York	Paris
Northern California	Madrid
Washington DC	Tokyo
São Paulo	Beijing
London	Hong Kong

# DavisPolk

Louis L. Goldberg

Davis Polk & Wardwell LLP      212 450 4539 tel  
450 Lexington Avenue      212 701 5539 fax  
New York, NY 10017      louis.goldberg@davispolk.com

January 24, 2019

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 (the “**Company**” or “**Exxon Mobil**”), 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 (the “**Proposal**”) submitted by As You Sow (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the “**2019 Proxy Materials**”). The Proposal is 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 2019 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 as notification of the Company’s intention to omit the Proposal from the 2019 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 states:

**BE IT RESOLVED** Shareholders request that the Board of Directors of ExxonMobil issue an annual report to shareholders, at reasonable cost and omitting proprietary information, on plastic pollution. The report should disclose trends in the amount of pellets, powder or granules released to the environment by the company annually,

and concisely assess the effectiveness of the company's policies and actions to reduce the volume of the company's plastic materials contaminating the environment.

The Company believes that the Proposal may be properly omitted from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(7) because it impermissibly seeks to micromanage the Company.

## **REASON FOR EXCLUSION OF THE PROPOSAL**

**The Company may omit the Proposal pursuant to Rule 14a-8(i)(7) because it relates to the Company's ordinary business operations by impermissibly seeking to micromanage the Company.**

### *A. Background*

Rule 14a-8(i)(7) allows a company to omit a shareholder proposal from its proxy materials if such proposal deals with a matter relating to the company's ordinary business operations. The general policy underlying the "ordinary business" exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at annual shareholders meetings." Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"). This general policy reflects two central considerations: (i) "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight" and (ii) the "degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

Although the Staff has stated that a proposal generally will not be excludable under Rule 14a-8(i)(7) where it raises a significant policy issue (Staff Legal Bulletin 14E (October 27, 2009)), even if a proposal involves a significant policy issue, the proposal may nevertheless be excluded under Rule 14a-8(i)(7) if it seeks to micromanage the company by specifying in detail the manner in which the company should address the policy issue. See *EOG Resources, Inc.* (February 26, 2018) (proposal requesting EOG adopt company-wide, quantitative, time-bound GHG emissions reduction targets and issue a report excludable for micromanaging despite EOG's acknowledgment that the proposal touched on the significant social issue of environmental sustainability and climate change); *Walgreens Boots Alliance, Inc.* (November 20, 2018) (proposal requesting that stock buybacks adopted by the board not become effective until approved by shareholders excludable for micromanaging by substituting shareholder approval for board decision-making in a complex matter); and *Amazon.com, Inc.* (January 18, 2018) (proposal requesting that Amazon list certain efficient showerheads before others on its website and describe the benefits of these showerheads excludable for micromanaging by mandating a specific order of product placements without regard for the business judgment of management). The casting of a proposal as a request for a report, rather than a request for a specific action, does not mean that the proposal does not seek to micro-manage the Company, and the focus will be on the underlying subject matter of the report. See *Ford Motor Company* (March 2, 2004) (proposal requesting the preparation and publication of scientific report regarding the existence of global warming or cooling excludable "as relating to ordinary business operations" despite recognition that global warming is a significant policy issue).

### *B. The Proposal seeks to micromanage the Company by imposing specific methods to implement complex policies.*

The Proposal seeks to micromanage the Company by asking the Company to issue a report on plastic pollution, in particular trends in the amount of certain plastic materials released by the Company to the environment, information related to pellet spills and remediation, and the effectiveness of Company policies and actions to reduce the volume of plastic materials contaminating the environment.

Staff Legal Bulletin 14J (October 23, 2018) indicates that a Proposal inappropriately micromanages a company where the proposal involves intricate detail or seeks to impose specific time-frames or methods for implementing complex policies. The Proposal imposes specific methods for implementing complex policies relating to plastic waste.

The Company produces a wide variety of plastics products, from polymers used in the rubber industry, polyethylene used for films and numerous other applications, and polymer modifiers used in nonwoven products as well as molded or extruded products. In the report requested in the Proposal, the Company is expected to include a discussion of “pellet loss prevention, cleanup and containment.” The policies and procedures involved in such a discussion are complex and intricately detailed and best suited for management to handle as part of its day-to-day activities. The Company has had in place for some time policies and procedures to manage and prevent release of plastic pellets to the environment. Environmental protection is a key element of the Company’s Operations Integrity Management System, which “is the framework that helps put [the Company’s] Corporate Environment Policy into action by establishing common worldwide expectations for addressing environmental risks.”<sup>1</sup> ExxonMobil has rigorous management systems and facilities safeguards in place at all of its facilities to prevent unauthorized discharges to the environment, including discharges of plastic powders and pellets. Plastics plant facilities include, among other relevant systems, dust filters to prevent powder release and redundant facilities for pellet recovery from water runoff from the sites.

In addition, since 2008, ExxonMobil has been a member of Operation Clean Sweep (“OCS”) for U.S. plastics manufacturing facilities. OCS is a voluntary industry program that encourages the use of best practices for pellet management and containment to reduce pellet loss. In 2015, OCS was extended to Europe. The Company applies these best practices in its plastics production facilities around the world, including in Europe and Asia. Best practices include housekeeping standards, immediate clean-up of any spills within the facility, and redundant facilities to ensure no release from the site.

The Company’s plastics production operations occur throughout the world at numerous facilities and in over 10 countries. As such, decisions regarding all facets of these operations, and how the Company minimizes risks of plastic pellet releases, require the involvement of a significant number of personnel and experts. Deciding how to minimize such risks at the Company’s facilities and how best to implement best practices while following all applicable laws and the Company’s additional rigorous systems and processes, are the types of complex decisions, involving factors such as the manner and amount of capital and other resources to be deployed and contractual negotiations, that are inherently fact-specific, rooted in the day-to-day business of the Company, and too impractical to subject to direct shareholder oversight.

The Company is subject to the local laws applicable in all the jurisdictions in which it has plastic production operations (including the U.S., Canada, and countries in Europe, Asia and the Middle East), each of which has its own compliance and reporting criteria regarding release of plastic pellets. For example, in the U.S., the Company reports releases of plastic pellets from its facilities pursuant to applicable state and federal law and implementing regulations, and it is subject

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<sup>1</sup> <https://corporate.exxonmobil.com/en/community/sustainability-report/environmental-performance/environmental-management>

to fines and penalties for non-compliance. There have been no reportable releases by the Company in the U.S. over the past three years. The Proposal thus seeks monitoring and reporting of information the Company is already required to monitor and report in the U.S. as part of its day-to-day operations. It should also be noted that the Company complies with a vast array of environmental laws and regulations applicable to its plastic production operations beyond those relating to release of plastic pellets and granules. These include, in the U.S., meeting applicable emissions and discharge limits in air and water permits as well as reporting of releases of particulate matter in compliance with permitting provisions under the Clean Air Act.

As discussed above, the Company has management systems and detailed processes in place to prevent plastic pollution, including the release of plastic pellets into the environment, and it reviews opportunities for improvement in these systems on an ongoing basis. ExxonMobil reports environmental performance as required by law in all of the jurisdictions where it operates, and it further applies best practices to its operations, as evidenced by its membership in Operation Clean Sweep.

It is the manner in which the Proposal seeks to address the issue of plastic pollution, which impedes management's ability to operate the Company's day-to-day business, that renders the Proposal excludable pursuant to Rule 14a-8(i)(7).

## 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 2019 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

Enclosures

cc w/ att: James E. Parsons, Exxon Mobil Corporation

As You Sow

**Proposal**

Whereas plastic pollution is a global environmental crisis. ExxonMobil is one of the world's largest chemical companies and a top producer of plastics such as polypropylene and polyethylene. ExxonMobil Chemical Co., as a major petrochemical producer, operates facilities that produce plastic pellets.

Most plastic products originate from plastic pellets, also known as pre-production pellets, or nurdles, manufactured in polymer production plants. Due to spills and poor handling procedures, billions of such plastic pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment.

Eight million tons of plastics leaks into oceans annually. Plastics degrade in water to small particles that animals mistake for food; plastic pollution impacts 260 species, causing fatalities from ingestion, entanglement, suffocation, and drowning. Plastic does \$13 billion in damage to marine ecosystems annually. If no action is taken, oceans are expected to contain more plastic than fish by 2050. Pellets are similar in size and shape to fish eggs and are often mistaken by marine animals for food. Plastic pellets can absorb toxins such as dioxins from water and transfer them to the marine food web and potentially to human diets, increasing the risk of adverse effects to wildlife and humans.

Nearly 200 nations pledged to eliminate plastic pollution in the world's oceans at the United Nations Environment Assembly in Nairobi last December. The United Nations Undersecretary-General has called this issue "an ocean Armageddon." The U.S. Microbead-Free Waters Act of 2015 banned one form of microplastic pollution—microbeads used in cosmetic products.

Plastic pellets are estimated to be the second largest direct source of microplastic pollution to the ocean by weight; up to 53 billion pellets may be spilled annually in the United Kingdom alone. A recent study concluded that up to 36 million plastic pellets may be spilled from one major industry production complex in Sweden.

ExxonMobil Chemical Co. is listed as a member of Operation Clean Sweep, an industry program that encourages use of best practices for pellet management and containment to reduce pellet loss, but this initiative provides no public reporting.

Given the severe biodiversity and economic impacts of plastic pollution described above, there is an urgent need to increase and improve reporting on pellet spills and remediation, as well as discussing accountability for pellet spill remediation in more detail.

**BE IT RESOLVED** Shareholders request that the Board of Directors of ExxonMobil issue an annual report to shareholders, at reasonable cost and omitting proprietary information, on plastic pollution. The report should disclose trends in the amount of pellets, powder or granules released to the environment by the company annually, and concisely assess the effectiveness of the company's policies and actions to reduce the volume of the company's plastic materials contaminating the environment.

Supporting statement: Proponent recommends that the report include discussion of pellet loss prevention, cleanup and containment.

**Exhibit B**

**Shareholder Correspondence**



# Received

December 12, 2018

DEC 13 2018

Mr. Neil Hansen  
Vice President of Investor Relations and Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

**N.A. HANSEN**

Dear Mr. Hansen:

*As You Sow* is concerned about the impact of spills of plastic pre-production pellets. ExxonMobil Chemical Co. is a top producer of plastics, operating facilities that produce plastic pellets. Due to spills and poor handling procedures, billions of plastic pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment. The company provides no public reporting about pellet spills or remediation.

We reached out in recent months to start a dialogue but received no response. Therefore, to protect our right to bring this issue before shareholders, *As You Sow* is filing a shareholder proposal on behalf of Noel E. Karasin ("Proponent"), a shareholder of Exxon Mobil Corporation, for action at the next annual meeting of Exxon Mobil. Proponent submits the enclosed shareholder proposal for inclusion in Exxon Mobil's 2019 proxy statement, for consideration by shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on their behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such discussion could result in resolution of the Proponent's concerns. To schedule a dialogue, please contact Conrad MacKerron, Senior Vice President at mack@asyousow.org.

Sincerely,

Conrad MacKerron  
Senior Vice President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

Whereas plastic pollution is a global environmental crisis. ExxonMobil is one of the world's largest chemical companies and a top producer of plastics such as polypropylene and polyethylene. ExxonMobil Chemical Co., as a major petrochemical producer, operates facilities that produce plastic pellets.

Most plastic products originate from plastic pellets, also known as pre-production pellets, or nurdles, manufactured in polymer production plants. Due to spills and poor handling procedures, billions of such plastic pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment.

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**BE IT RESOLVED** Shareholders request that the Board of Directors of ExxonMobil issue an annual report to shareholders, at reasonable cost and omitting proprietary information, on plastic pollution. The report should disclose trends in the amount of pellets, powder or granules released to the environment by the company annually, and concisely assess the effectiveness of the company's policies and actions to reduce the volume of the company's plastic materials contaminating the environment.

**Supporting statement:** Proponent recommends that the report include discussion of pellet loss prevention, cleanup and containment.

10/14/2018  
Andrew Behar  
CEO  
As You Sow Foundation  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

As of the date of this letter, the undersigned authorizes As You Sow (AYS) file, cofile, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Noel E Karasin (S)

Company: Exxon Mobil Corporation

Annual Meeting/Proxy Statement Year: 2019

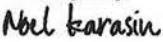
Resolution: Pellets

Background information re: AYS Campaign: <https://www.asyousow.org/our-work/waste/consumer-packaging>

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2019 .

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:  
  
Noel Karasin  
7EB1B6F88685477...



12/12/18, 3:24 PM

ORIGIN ID: JEMA  
ANDREW BEHAR  
AS YOU SOW  
1611 TELEGRAPH AVE  
SUITE 1450  
OAKLAND, CA 94612  
UNITED STATES US

(510) 735-8151

SHIP DATE: 12DEC18  
ACTWGT: 0.25 LB  
CAD: 103055598/NET4040

BILL SENDER

TO NEIL HANSEN, CORP SEC.  
EXXON MOBIL CORPORATION  
5959 LAS COLINAS BOULEVARD

IRVING TX 75039

(800) 243-9986  
INV:  
PO:

REF: WASTE - OCEAN PLASTICS

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DEPT. \*\*\*



552J2/E4RF/DCAS

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TRK#  
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THU - 13 DEC 10:30A  
PRIORITY OVERNIGHT

75039  
TX-US DFW

AI AD DALA

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03620607 12/12 552J2/E4RF/DCAS

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

**Neil A. Hansen**  
Vice President, Investor Relations  
and Corporate Secretary



**VIA UPS – OVERNIGHT DELIVERY**

December 14, 2018

Mr. Conrad MacKerron  
Senior Vice President  
As You Sow  
1611 Telegraph Ave., Suite 1450  
Oakland, CA 94612

Dear Mr. MacKerron:

This will acknowledge receipt of the proposal concerning a Report on Plastic Pollution (the "Proposal"), which you have submitted on behalf of Noel E. Karasin (the "Proponent") in connection with ExxonMobil's 2019 annual meeting of shareholders. However, proof of share ownership was not included with your December 12, 2018, submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year through and including the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 12, 2018, which is the date the Proposal was received by the overnight delivery service.

The Proponent does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 12, 2018.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 12, 2018; or
- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of their 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 Proponent can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/~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 Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 12, 2018.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 12, 2018. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy 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 12, 2018, the required amount of securities were continuously held – one from the Proponent's broker or bank, confirming the Proponent's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

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 972-940-6748, or by email to shareholderrelations@exxonmobil.com.

You should note that, if the Proposal is not withdrawn or excluded, the Proponent 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 Proponent intends for a representative to present the Proposal, the Proponent 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.

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,



NAH/jg

Enclosures

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

## **Gilbert, Jeanine**

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**From:** UPS Quantum View <pkginfo@ups.com>  
**Sent:** Monday, December 17, 2018 1:53 PM  
**To:** Gilbert, Jeanine  
**Subject:** UPS Delivery Notification, Tracking Number

\*\*\*

**Categories:** External Sender



**Your package has been delivered.**

**Delivery Date:** Monday, 12/17/2018  
**Delivery Time:** 11:46 AM

At the request of EXXON MOBIL GLOBAL SERVICES CO this notice alerts you that the status of the shipment listed below has changed.

## **Shipment Detail**

---

**Tracking Number:**

\*\*\*

As You Sow  
Mr. Conrad MacKerron  
**Ship To:** 1611 TELEGRAPH AVE  
FLOOR 14 ROOM 1450  
OAKLAND, CA 94612  
US

**UPS Service:** UPS NEXT DAY AIR SAVER

**Number of Packages:** 1

**Shipment Type:** Letter

**Delivery Location:** RECEIVER

CHO

**Reference Number 1:** 6401

**Reference Number 2:** XOM ACK-LTR\_RPT Plastic Pollution



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December 28, 2018

NOEL E KARASIN  
\*\*\*

RECEIVED  
DEC 28 2018  
S.M. ENGLANDE

Reference #: AM-2585626  
Account number ending in:  
Questions: Contact your advisor or  
call Schwab Alliance at  
1-800-515-2157.

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**Important information regarding shares in your account.**

---

NOEL E KARASIN,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 1899 shares of EXXON MOBILE CORP XOM common stock. These shares have been held in the account continuously for at least one year prior to and including December 27, 2018.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab & Co., Inc., which serves as custodian for the registration listed above.

Thank you for choosing Schwab. If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Sincerely,

Seth Deibel  
Associate, Institutional  
MID-MARKET PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").

**Gilbert, Jeanine**

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**From:** Shareholder Relations /SM  
**Sent:** Sunday, December 30, 2018 4:26 PM  
**To:** Kwan Hong Teoh; Shareholder Relations /SM  
**Cc:** Conrad MacKerron; Danielle Fugere  
**Subject:** RE: XOM - Shareholder Resolution - Def Response 12/14/18

Thank you Kwan Hong.

**Best regards,**

**Jeanine Gilbert  
Shareholder Relations**

**ExxonMobil  
5959 Las Colinas Blvd.  
Irving, TX 75039  
Phone: 972-940-6715  
Fax: 972-940-6748**

RECEIVED

**DEC 28 2018**

**S.M. ENGLANDE**

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

**From:** Kwan Hong Teoh [mailto:[Kwan@asyousow.org](mailto:Kwan@asyousow.org)]  
**Sent:** Friday, December 28, 2018 11:28 PM  
**To:** Shareholder Relations /SM <[shareholderrelations@exxonmobil.com](mailto:shareholderrelations@exxonmobil.com)>  
**Cc:** Conrad MacKerron <[mack@asyousow.org](mailto:mack@asyousow.org)>; Danielle Fugere <[DFugere@asyousow.org](mailto:DFugere@asyousow.org)>  
**Subject:** XOM - Shareholder Resolution - Def Response 12/14/18

Dear Mr. Hansen,

We are in receipt of your letter issued December 14, 2018 alleging notice of a deficiency in our December 12, 2018 letter transmitting a proposal for inclusion on the Company's 2019 proxy. In response to the cited deficiency, we enclose a proof of ownership letter establishing the proponent's ownership of the Company's common stock in the requisite amount and in the time frame necessary to meet eligibility requirements.

SEC Rule 14a-8(f) requires a company to provide notice of specific deficiencies in a shareholder's proof of eligibility to submit a proposal. We therefore request that you notify us if you identify any deficiencies in the enclosed documentation.

Please confirm receipt of this correspondence.

Sincerely,  
Kwan Hong

**Kwan Hong Teoh**

**Environmental Health Program**

**Research Manager**

**As You Sow**

1611 Telegraph Ave., Ste. 1450

Oakland, CA 94612

(510) 735-8147 (direct line) | (605) 651-5517 (cell)

[kwan@asyousow.org](mailto:kwan@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

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