



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

DIVISION OF  
CORPORATION FINANCE

March 15, 2019

Martin P. Dunn  
Morrison & Foerster LLP  
mdunn@mof.com

Re: JPMorgan Chase & Co.

Dear Mr. Dunn:

This letter is in regard to your correspondence dated March 15, 2019 concerning the shareholder proposal (the "Proposal") submitted to JPMorgan Chase & Co. (the "Company") by Samajak LP et al. (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its January 15, 2019 request for a no-action letter from the Division.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,

Jacqueline Kaufman  
Attorney-Adviser

cc: Danielle Fugere  
As You Sow  
dfugere@asyousow.org

Writer's Direct Contact  
+1 (202) 778.1611  
MDunn@mofocom

**1934 Act/Rule 14a-8**

January 15, 2019

VIA E-MAIL ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))

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

Re: JPMorgan Chase & Co.  
Shareholder Proposal of As You Sow on behalf of Samajak LP et al.

Dear Ladies and Gentlemen:

We submit this letter on behalf of our client JPMorgan Chase & Co., a Delaware corporation (the "**Company**"), which requests confirmation that the staff (the "**Staff**") of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the "**Commission**") will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934 (the "**Exchange Act**"), the Company omits the enclosed shareholder proposal (the "**Proposal**") submitted by As You Sow on behalf of Samajak LP et al. (the "**Proponents**") from the Company's proxy materials for its 2019 Annual Meeting of Shareholders (the "**2019 Proxy Materials**").<sup>1</sup>

Pursuant to Rule 14a-8(j) under the Exchange Act, we have:

- submitted this letter to the Staff no later than eighty (80) calendar days before the Company intends to file its definitive 2019 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponents.

<sup>1</sup> The Proposal was also submitted by John B. and Linda C. Mason Comm Prop, K.F.P. A California Limited Partnership, The Janine Firpo Living Trust, The Shallat Chemel Trust of 1994, and Sisters of the Order of St. Dominic of Grand Rapids. The Company respectfully advises the Staff that, on January 15, 2019, the Company submitted two separate no-action requests regarding the eligibility of various purported co-sponsors to be proponents with regard to the Proposal.

Copies of the Proposal, the Proponents' cover letters submitting the Proposal, and other correspondence relating to the Proposal are attached hereto as Exhibit A.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to Martin Dunn, on behalf of the Company, via email at [mdunn@mof.com](mailto:mdunn@mof.com), and to the Proponents' representative via email at [DFugere@asyousow.org](mailto:DFugere@asyousow.org).

## ***I. THE PROPOSAL***

On December 5, 2018, the Company received from the Proponents the Proposal for inclusion in the Company's 2019 Proxy Materials. The Proposal reads as follows:<sup>2</sup>

*“Whereas: The Intergovernmental Panel’s recent report on Climate Change announced that “rapid, far-reaching” changes must be made, and net emissions of carbon dioxide must fall 45 percent by 2030, reaching “net zero” by 2050, to avoid disastrous levels of global warming.*

*The impacts associated with climate change present systemic portfolio risks to investors. A warming climate causes supply chain dislocations, reduced resource availability, lost production, commodity price volatility, infrastructure damage, energy disruptions, among others.*

*Banks’ financing choices have a major role to play in promoting carbon reduction. Bank lending and investments make up a significant source of external capital for carbon intensive industries. Every dollar banks invest in new fossil fuel infrastructure increases climate risk and slows the transition to a clean energy economy.*

*JPMorgan recognises climate change and has increased clean energy financing and renewable energy sourcing for its operations. JPMorgan’s Environmental and Social Policy Framework requires avoiding coal projects in developed nations (where there is limited demand for such projects). Significantly, JPMorgan’s climate change policies do not require reductions in its largest contribution to climate change: its investments and loans in carbon-intensive fossil fuel projects and companies.*

*To the contrary, JPMorgan continues to make investments and loans in the most extreme fossil fuel projects. Between 2015 and 2017, it poured over 26 billion dollars into financing tar sands, Arctic oil, ultra-deepwater oil, LNG and coal –*

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<sup>2</sup> We have omitted footnote references to the cited documents. The footnote references are available in the Proposal included within Exhibit A.

*the highest funding of any American bank. It also invests in companies holding licenses to drill in the Amazon rainforest, threatening climate stability and indigenous human rights.*

*In contrast, peer banks have adopted policies to reduce carbon in loan and investment portfolios. Five banks with a combined portfolio of 2.7 trillion dollars committed to decrease the climate impact of their loans in alignment with Paris climate goals. BNP Paribas' policies phase out financing for companies tied to Arctic drilling, oil sands, and shale development and restrict financing for coal. Natixis committed to end financing of tar sands and Arctic drilling. The World Bank committed to end upstream oil and gas financing. Eleven banks have adopted policies to end or reduce financing for Arctic oil and/ or tar sands projects.*

*Banks that finance carbon intensive fossils fuel investments, projects, and companies also face reputational harm, boycotts, divestment, and litigation that adversely affects shareholder value.*

***Resolved:*** *Shareholders request that JPMorgan Chase adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the 2015 Paris goal of maintaining global warming well below 2 degrees, and issue annual reports (at reasonable cost, omitting proprietary information) describing targets, plans, and progress under this policy.*

***Supporting Statement:*** *Shareholders recommend the report include, among other issues at board and management discretion:*

- *The carbon reduction benefits of expeditiously reducing exposure to extreme fossil fuel projects such as such as coal, Arctic oil and gas, and tar sands."*

## **II. EXCLUSION OF THE PROPOSAL**

### **A. Basis for Excluding the Proposal**

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2019 Proxy Materials in reliance on Rule 14a-8(i)(7), as the Proposal deals with matters related to the Company's ordinary business operations.

### **B. The Proposal May Be Omitted in Reliance on Rule 14a-8(i)(7), as It Deals With Matters Relating to the Company's Ordinary Business Operations**

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business operations." According to the Commission, the underlying policy of 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 an annual shareholders meeting.” *Exchange Act Release No. 40018, Amendments to Rules on Shareholder Proposals*, [1998 Transfer Binder] Fed. Sec. L. Rep. (CCH) 86,018, at 80,539 (May 21, 1998) (the “**1998 Release**”). In the 1998 Release, the Commission described the two “central considerations” for the ordinary business exclusion. One consideration of the 1998 Release relates to “the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* at 86,017-18 (footnote omitted). The other is that certain tasks are “so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight” and, as such, may be excluded, unless the proposal raises policy issues that are sufficiently significant to transcend day-to-day business matters.

**1. The Proposal May be Omitted Because it Seeks to Micromanage the Company**

It is the Company’s view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Staff has repeatedly recognized that a proposal that seeks to micromanage the determinations of a company’s management regarding day-to-day decisions is excludable under Rule 14a-8(i)(7) as a component of “ordinary business.”

The Proposal requests that the Company “adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the 2015 Paris goal of maintaining global warming well below 2 degrees,” and “issue annual reports . . . describing targets, plans, and progress under this policy.” Staff Legal Bulletin No. 14J (Oct. 23, 2018) (“**SLB 14J**”) states that the micromanagement framework “also applies to proposals that call for a study or report. . . [f]or example, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds.” SLB 14J further provides that proposals “seek[ing] to impose specific time-frames or methods for implementing complex policies” are excludable under Rule 14a-8(i)(7) as seeking to micromanage a company. As discussed further below, the Proposal seeks for the Company to implement policies that would require the Company to consider specific criteria set forth in the Proposal regarding complex issues that face the Company in the course of making its lending and investment decisions. As such, the Proposal seeks to micromanage management’s decisions relating to its customers.

The Staff has recently concurred with the exclusion under Rule 14a-8(i)(7) for a number of proposals that have dictated a specific outcome related to carbon emissions, as in the Proposal. For example, in *Verizon Comms. Inc.* (Mar. 6, 2018), the Staff concurred in the exclusion under Rule 14a-8(i)(7) of a proposal requesting a report evaluating the feasibility of the company achieving by 2030 “net-zero” emissions of greenhouse gases from parts of the business directly owned and operated by the company, as well as the feasibility of reducing other emissions associated with company activities as micromanagement. In its response, the Staff stated: “In our view, the Proposal seeks to micromanage 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.” Further, in *EOG Resources, Inc.* (Feb. 26, 2018) (recon. denied Mar. 12, 2018), the Staff concurred in the exclusion under Rule 14a-8(i)(7) of a proposal seeking targets for reducing greenhouse gas (GHG) emissions and a report discussing the company’s plans and progress towards achieving those targets as micromanagement. In its response, the Staff used the same language as in the *Verizon Communications* response cited above. In addition, in its response to *Apple Inc.* (Dec. 5, 2016), the Staff used that same language when concurring in the exclusion of a proposal requesting that the company’s board of directors “generate a feasible plan ... to reach a net-zero GHG emission status by the year 2010”).

The Proposal dictates that the Company (i) adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the specific global level of “well below 2 degrees,” and (ii) issue annual reports describing the targets, plans, and progress under the policy. In this regard the Proposal imposes a mandate of both a specific reduction in emissions levels (*i.e.*, alignment with a level “well below 2 degrees”) and on-going reporting required by the Company. Further, as the annual reporting requirement contemplates, the Proposal also seeks targets for the attainment of the “well below 2 degrees” requirement of the Proposal. Although the Proposal does not provide the targets, it would require the Company to determine target levels that would achieve alignment with the “well below 2 degrees” requirement of the Proposal and then manage its lending and investment activities consistent with those targets. The Company’s view that the terms of the Proposal seek to micromanage the Company is consistent with prior Staff no-action responses, as described above. For example, in *EOG Resources*, the proposal requested that the company adopt company-wide, quantitative, timebound targets for reducing greenhouse gas emissions and issue a report discussing its plans and progress towards achieving these targets. The proponent argued that the proposal would not micromanage the company in part because the proposal did not “mandate what the quantitative targets could or should be, or how they should be set.” The Staff disagreed and concurred with the exclusion of the proposal noting that the proposal sought “to micromanage the [c]ompany by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” The Proposal goes further than the proposal in *EOG Resources* as, although neither the Proposal nor the proposal in *EOG Resources* contain specific target levels, the Proposal explicitly provides for the targets to be “align[ed] with the 2015 Paris goal of maintaining global warming well below 2 degrees.” Consistent with the Staff’s decision in *EOG Resources*, the Proposal seeks to micromanage the Company for purposes of Rule 14a-8(i)(7).

The Company acknowledges decisions in which the Staff declined to extend relief under Rule 14a-8(i)(7) for proposals asking for a report as to how a company could lower its emissions without a timeline. *See, e.g., Entergy Corp.* (Mar. 14, 2018) (denying exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company prepare a report “describing how ... the Company could adapt its enterprise-wide business model to significantly increase deployment of distributed-scale noncarbon-emitting electricity resources” consistent with the no more than 2 degrees Celsius benchmark). However, the Proposal is distinguishable from such decisions

because it mandates a specific policy that the Company must adopt with a defined target level of impact, in addition to the required reports on such mandates.

In addition to imposing a specific outcome on the Company, the Proposal also micromanages the Company's affairs by seeking to require that the Company consider not providing its products and services to particular customers, based solely on those customers' carbon emissions. The Company is a global financial services firm and is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing and asset management. As such, the Company's decisions with respect to its loan and investment portfolios involve complex, day-to-day operational determinations by management that are dependent on management's underlying expertise with respect to the Company's products and services. The Company's management invests a significant amount of time, energy and effort on a regular basis in determining how the Company will offer its products and services, while generating an attractive return to the Company's shareholders. Discussions regarding the Company's policies and procedures for making financing decisions are a regular agenda item at routine management meetings, and management periodically updates the Board of Directors on key factors underlying the Company's financing policies. Although environmental issues are considered in the Company's business decisions, they are one of many factors considered in a holistic review of what is best for both the Company's customers and its shareholders. Consideration of environmental matters is contextual and cannot operate as a mechanical rule, and management focuses extensively on establishing appropriate standards for making decisions regarding the financing products and services the Company will offer, which are then considered on a day-to-day basis by management and employees who are making financing decisions with respect to particular projects and other matters. Per the guidance in SLB 14J, a proposal is excludable under micromanagement, even with a proper subject matter, if it "probe[s] too deeply into matters of a complex nature," which, as discussed above, the Proposal seeks to do.

The Company's conclusion that the Proposal seeks to micromanage the Company is supported by additional recent Staff decisions. In *JPMorgan Chase & Co. (The Christensen Fund)* (Mar. 30, 2018), the Staff concurred in the exclusion of a proposal which asked for a report on the reputational, financial and climate risks associated with project and corporate lending, underwriting, advising and investing for tar sands production and transportation. While the proposal did not explicitly dictate an alteration of Company policy, the Staff found that it micromanaged in that it sought to "impose specific methods for implementing complex policies." Notably, a "Whereas" clause in the Proposal specifies that the requested report also consider "[t]he carbon reduction benefits of expeditiously reducing exposure to extreme fossil fuel projects such as such as coal, Arctic oil and gas, and tar sands," which is comparable to the actions sought in *JPMorgan Chase & Co. (The Christensen Fund)* – the imposition of specific methods for implementing funding decisions. Similarly, in *JPMorgan Chase & Co. (Harrington)* (Mar. 30, 2018), the Staff concurred in the exclusion of a proposal which asked the Company to establish a human and indigenous peoples' rights committee that, among other things, would adopt policies and procedures to require consideration of human and indigenous

peoples' rights in connection with certain financing decisions. The Staff found that the proposal would micromanage the Company for purposes of Rule 14a-8(i)(7) as the proposal sought to "impose specific methods for implementing complex policies." As was the case in *JPMorgan Chase & Co. (Harrington)*, the Proposal seeks to have policies implemented that would require the Company to consider specific criteria set forth in the Proposal regarding complex issues that face the Company in the course of making its lending and investment decisions. In that way, the Proposal seeks to "impose specific methods for implementing complex policies" of the Company.

As in the above decisions, the Proposal would interfere with the Company's affairs by dictating that the Company cannot provide its products or services to particular customers, based solely on those customers' carbon emissions, even if the customer otherwise meets all of the myriad conditions established in the Company's policies and procedures. Similarly, the Proposal seeks to impose upon the Company's lending and investment decisions the consideration of emissions related to a potential customer, which would significantly impact the day-to-day decision making of the Company regarding the projects to which it will provide financing or other support. Each of the Company's decisions regarding the appropriate policies and practices to implement with respect to financing decisions, and decisions with respect to the financing based on those policies and procedures, requires deep knowledge of the Company's complex business and operations – information to which the Company's shareholders do not have access. Determining the appropriate policies and practices for financing decisions requires a complex analysis of numerous factors, including the features of a particular product or service, the attendant risk to the Company, legal and regulatory compliance and competitive factors, among others. Company personnel similarly must consider those and other factors in making specific decisions regarding whether to provide financing to a particular effort. The requested carbon footprint target, however, would effectively displace management's judgment regarding the appropriate factors for making lending and investment decisions. The Proposal would require the Company to take its preferred action to meet both a carbon footprint target and to modify the manner in which the Company makes lending and investment decisions, both of which would involve myriad complex financial, legal and political issues, among others. As such, the Proposal seeks to "impose specific methods for implementing complex policies" as was the case in the *JPMorgan Chase & Co.* letters cited above.

The Proponents attempt to dictate that the Company adopt the specific outcome of reduced emissions for its loan and investment portfolios and also that the Company adopt a particular standard for assessing its potential investments. These requests within the Proposal would clearly impact the Company's policies and procedures with respect to how the Company evaluates potential loans and investments and the ongoing financing decisions the Company makes. Those Company decisions implied by the Proposal involve complex, day-to-day operational determinations of management that are dependent on management's underlying expertise. As the Proposal seeks to impose upon the Company a particular result, by way of altering the Company's existing lending and investment criteria that would impact day-to-day management decisions, the Company is of the view that the Proposal seeks to micromanage 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. As a result, the Company is of the view that the Proposal may be omitted pursuant to Rule 14a-8(i)(7) as it seeks to micromanage the Company.

**2. *The Proposal May be Omitted because it Relates to Ordinary Business Matters***

**a. *The Company's Determinations Regarding the Offering of Particular Products and Services Are Ordinary Business Matters***

It is the Company's view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Staff has recognized that a proposal relating to the sale of a particular product or service is excludable under Rule 14a-8(i)(7) as a component of "ordinary business." A company's financing and investment criteria implicates precisely the kind of fundamental, day-to-day operational matters meant to be covered by the ordinary business operations exception under Rule 14a-8(i)(7).

It is well established in prior Staff no-action responses that a company's decisions as to whether to offer particular products and services to its clients and the manner in which a company offers those products and services, including related investment policies and loan underwriting and customer relations practices, are precisely the kind of fundamental, day-to-day operational matters meant to be covered by the ordinary business operations exception under Rule 14a-8(i)(7). In *Wells Fargo & Co.* (Jan. 28, 2013) (recon. denied Mar. 4, 2013), the Proposal sought a report "discussing the adequacy of the company's policies in addressing the social and financial impacts of direct deposit advance lending. . ." The Staff concurred that the proposal could be omitted, noting in particular that "the proposal relates to the products and services offered for sale by the company" and that "[p]roposals concerning the sale of particular products and services are generally excludable under rule 14a-8(i)(7)". See also *Fifth Third Bancorp* (Jan. 28, 2013) (recon. denied Mar. 4, 2013) (same).

In addition to requiring a new policy to reduce the carbon footprint of its loan and investment portfolio, the Proposal requests that the Company report annually on the policy. The Proposal includes three specific assessments that the report should include: a description of targets, plans, and progress under the new policy. The underlying subject matter of the new policy and of the reports, including those three assessments, requested in the Proposal relates directly to the ordinary business matter of determining the particular products and services the Company should or should not provide and the Company's standards for selecting the customers to whom it will provide those products and services. The Staff has consistently concurred with the exclusion of proposals relating to such ordinary business matters.

In *JPMorgan Chase & Co.* (Mar. 12, 2010) the Staff concurred in the exclusion of a proposal requesting a report assessing, among other things, the adoption of a policy barring financing of companies engaged in mountain top removal coal mining because it related to

“decisions to extend credit or provide other financial services to particular types of customers,” where the Staff noted that “proposals concerning customer relations or the sale of particular services are generally excludable under Rule 14a-8(i)(7).” *See also Bank of America Corp.* (Feb. 24, 2010) (Trillium) (concurring in relief under Rule 14a-8(i)(7) for a proposal requesting a report on the implementation of the company’s policy regarding funding of companies engaged predominantly in mountain top removal, in addition to an assessment of the related impact on greenhouse gas emissions in Appalachia). As discussed above, the Company is a global financial services firm and is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing and asset management. Accordingly, the Company’s criteria for making particular financing decisions is fundamental to its day-to-day business operations and, as such, is a matter of its ordinary business.

Omission of the Proposal is also supported by a long line of Staff no-action responses recognizing that proposals focusing on a financial institution’s business decisions relate to ordinary business matters and may be omitted under Rule 14a-8(i)(7). For example, in *Bank of America Corp.* (Feb. 27, 2008), the Staff concurred in the omission of a proposal requesting a report disclosing the company’s policies and practices regarding the issuance of credit cards because, as the Staff stated in its response, the proposal related to “credit policies, loan underwriting and customer relations”). In *JPMorgan Chase & Co.* (Mar. 7, 2013), the Staff concurred in the omission of a proposal requesting that the board “adopt public policy principles for national and international reforms to prevent illicit financial flows...” based upon principles specified in the proposal, expressly noting that “the proposal relates to principles regarding the products and services that the company offers.” In *JPMorgan Chase & Co.* (March 16, 2010), the Staff concurred in the omission of a proposal that related to JPMorgan’s business decision to issue refund anticipation loans, in which the Staff noted that “proposals concerning the sale of particular services are generally excludable under Rule 14a-8(i)(7).” *See also JPMorgan Chase & Co.* (Mar. 12, 2010) in which the Staff concurred in the exclusion of a proposal requesting a report assessing, among other things, the adoption of a policy barring financing of companies engaged in mountain top removal coal mining as it related to “decisions to extend credit or provide other financial services to particular types of customers” and that “proposals concerning customer relations or the sale of particular services are generally excludable under Rule 14a-8(i)(7).”

The Proposal requests that the Company adopt an overarching policy for its loan and investment portfolios that adheres to the emissions standard the Proponent has chosen. To this end the Proposal seeks to institute a standard for assessing potential borrowers and investments that would necessarily require a screening of each to ensure the contemplated emissions targets are met. In the Proponent’s judgment, “[b]anks that finance carbon intensive fossils fuel investments, projects, and companies also face reputational harm, boycotts, divestment, and litigation that adversely affects shareholder value,” as is provided in the supporting statement. As such, the Proposal seeks to effectively disqualify particular investments based on the entities’ corresponding emissions. Similar to the Staff’s concurrences discussed above, the decisions as

to the entities, projects, and individuals to whom a financial firm, such as the Company, extends its financial services are plainly matters of ordinary business. As the Proposal directly relates to the Company's financing decisions, the Proposal may be excluded under Rule 14a-8(i)(7).

***b. The Proposal Does Not Focus on a Significant Policy Issue***

It is the Company's view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Proposal is focused on the "ordinary business" of determining what products and services the Company offers to its customers.

Even if the Proposal touches upon a policy issue that may be of such significance that the matter transcends ordinary business and would be appropriate for a shareholder vote, if the Proposal does not focus on such significant policy issue, the Staff has consistently concurred with the exclusion of the proposal. For example, in *McKesson Corp.* (June 1, 2017), the Staff permitted the company's exclusion of a shareholder proposal that requested a report on the company's processes to "safeguard against failure" in its distribution system for restricted medicines despite the fact that the proponent argued that the proposal touched upon a significant policy issue (the impermissible use of medicines to carry out execution by lethal injection). In granting relief under Rule 14a-8(i)(7), the Staff concurred with the company that the proposal related to the sale or distribution of the company's products. Similarly, in *Amazon.com, Inc.* (Feb. 3, 2015), the Staff concurred that the company could exclude a proposal requesting that the company provide disclosure regarding reputational and financial risks relating to the sale of certain products. The Staff concluded that the proposal related to "the products and services offered for sale by the company" despite the proponent's assertion that the sale of those products raised a significant policy issue. *See also Hewlett-Packard Co.* (Jan. 23, 2015), in which the Staff concurred with the exclusion of a proposal requesting that the board provide a report on the company's sales of products and services to certain foreign entities, with the Staff noting that the proposal related to ordinary business and "does not *focus* on a significant policy issue" (emphasis added). The Staff similarly concurred with the exclusion of a proposal under Rule 14a-8(i)(7) in a response to *Capital One Financial Corp.* (Feb. 3, 2005), where a proposal asked the company to disclose information about the ordinary business matter of how it managed its workforce. The Staff concurred in excluding the proposal even though the proposal also related to the significant policy issue of outsourcing.

Further, even if a proposal itself focuses on a significant policy issue, language accompanying a proposal may be used to demonstrate that the proposal relates to ordinary business matters. The Staff stated in Staff Legal Bulletin 14C (June 28, 2005) ("**SLB 14C**") that "[i]n determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole." For example, in *JPMorgan Chase & Co.* (Feb. 28, 2018), the Staff concurred with the exclusion under Rule 14a-8(i)(7) of a proposal with a whereas clause and resolution concerning the general charitable contribution activities of the Company where the supporting statement demonstrated that the thrust and focus of the proposal was on specific Company charitable contributions, which are ordinary business matters. Similarly, in *Johnson & Johnson (Northstar)* (Feb. 10, 2014), the Staff concurred with

the exclusion under Rule 14a-8(i)(7) of a proposal with a resolution concerning the general political activities of the company where the preamble paragraphs to the proposal demonstrated that the thrust and focus of the proposal was on specific company political expenditures, which are ordinary business matters.

If the Staff were to conclude that the Proposal, even in part, relates to a policy issue that transcends ordinary business and would be appropriate for a shareholder vote, as was the case in the letters discussed above, the Proposal may nonetheless be excluded pursuant to Rule 14a-8(i)(7) because it is not focused on such policy issue and clearly addresses matters related to the Company's ordinary business operations. The Company is of the view that the Proposal relates to the ordinary business matter of the Company's financing criteria and is not focused on a significant policy issue. The Company's view is supported by the language of the supporting statement in which the Proponents specifically request that the report include a discussion of the "carbon reduction benefits of expeditiously reducing exposure to extreme fossil fuel projects such as such as coal, Arctic oil and gas, and tar sands." That language demonstrates the Proponent's attempt to impose upon the Company a restriction that goes even beyond the mandate of the resolved clause by categorically specifying the types of investments which are to be avoided. Such a request would impact how the Company evaluates potential financing customers, which is a day-to-day operational determination of management and is fundamental to decisions the Company's management makes with regard to whom the Company will provide particular products and services.

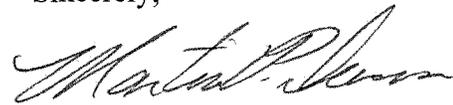
The criteria the Company chooses to utilize in its myriad financing and investment decisions is a day-to-day operational determination of management. As the Proposal relates to the Company's ordinary business operations of its investment criteria, and is not focused on a significant policy issue, the Company is of the view that it may properly omit the Proposal pursuant to Rule 14a-8(i)(7).

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
January 15, 2019  
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**III. CONCLUSION**

For the reasons discussed above, the Company believes that it may properly omit the Proposal from its 2019 Proxy Materials in reliance on Rule 14a-8. As such, we respectfully request that the Staff concur with the Company's view and not recommend enforcement action to the Commission if the Company omits the Proposal from its 2019 Proxy Materials. If we can be of further assistance in this matter, please do not hesitate to contact me at (202) 778-1611.

Sincerely,



Martin P. Dunn  
Morrison & Foerster LLP

Attachments

cc: Danielle Fugere, President, As You Sow  
Molly Carpenter, Corporate Secretary, JPMorgan Chase & Co.

# **EXHIBIT A**



December 5, 2018

Molly Carpenter  
Corporate Secretary  
JPMorgan Chase & Co.  
Office of the Secretary  
270 Park Avenue  
New York, NY 10017

Dear Ms. Carpenter:

*As You Sow* is co-filing a shareholder proposal on behalf of the following JPMorgan Chase & Co. shareholders for action at the next annual meeting of JPMorgan Chase & Co.:

- Campbell Irrevocable Trust for Nancy Dtd 12/7/1990
- John B. and Linda C. Mason Comm Prop
- K.F.P. A California Limited Partnership
- Remmer Family Foundation Inc
- Samajak LP
- The Janine Firpo Living Trust
- Daniel Handler & Lisa Brown Family Trust
- Schwab Charitable Fund FBO The Resiliency Fund
- Shallat Chemel Trust of 1994

The lead filer, The Gun Denhart Living Trust, has submitted the enclosed shareholder proposal for inclusion in the 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. Please note that *As You Sow* also represents the lead filer of this proposal.

Letters authorizing *As You Sow* to act on co-filers' behalf are enclosed. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

Sincerely,

Danielle Fugere  
President

Enclosures

- Shareholder Proposal
- Shareholder Authorizations

## Limit High Carbon Financing for Low Carbon Transition

**Whereas:** The Intergovernmental Panel's recent report on Climate Change announced that "rapid, far-reaching" changes must be made, and net emissions of carbon dioxide must fall 45 percent by 2030, reaching "net zero" by 2050, to avoid disastrous levels of global warming.

The impacts associated with climate change present systemic portfolio risks to investors. A warming climate causes supply chain dislocations, reduced resource availability, lost production, commodity price volatility, infrastructure damage, energy disruptions, among others.

Banks' financing choices have a major role to play in promoting carbon reduction. Bank lending and investments make up a significant source of external capital for carbon intensive industries. Every dollar banks invest in new fossil fuel infrastructure increases climate risk and slows the transition to a clean energy economy.

JPMorgan recognises climate change and has increased clean energy financing and renewable energy sourcing for its operations.<sup>1</sup> JPMorgan's Environmental and Social Policy Framework requires avoiding coal projects in developed nations (where there is limited demand for such projects).<sup>2</sup> Significantly, JPMorgan's climate change policies *do not* require reductions in its largest contribution to climate change: its investments and loans in carbon-intensive fossil fuel projects and companies.

To the contrary, JPMorgan continues to make investments and loans in the most extreme fossil fuel projects. Between 2015 and 2017, it poured over 26 billion dollars into financing tar sands, Arctic oil, ultra-deepwater oil, LNG and coal – the highest funding of any American bank.<sup>3</sup> It also invests in companies holding licenses to drill in the Amazon rainforest, threatening climate stability and indigenous human rights.

In contrast, peer banks have adopted policies to reduce carbon in loan and investment portfolios. Five banks with a combined portfolio of 2.7 trillion dollars committed to decrease the climate impact of their loans in alignment with Paris climate goals.<sup>4</sup> BNP Paribas' policies phase out financing for companies tied to Arctic drilling, oil sands, and shale development and

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<sup>1</sup> <https://www.jporganchase.com/corporate/Corporate-Responsibility/environment.htm>

<sup>2</sup> <https://www.jporganchase.com/corporate/Corporate-Responsibility/document/jpmc-environmental-and-social-policy-framework.pdf>

<sup>3</sup> [http://www.ran.org/wp-content/uploads/rainforestactionnetwork/pages/19540/attachments/original/1525099181/Banking\\_on\\_Climate\\_Change\\_2018\\_vWEB.pdf?1525099181](http://www.ran.org/wp-content/uploads/rainforestactionnetwork/pages/19540/attachments/original/1525099181/Banking_on_Climate_Change_2018_vWEB.pdf?1525099181)

<sup>4</sup> <https://www.bloomberg.com/news/articles/2018-12-04/five-of-europe-s-biggest-banks-join-low-carbon-lending-effort>

restrict financing for coal.<sup>5</sup> Natixis committed to end financing of tar sands and Arctic drilling.<sup>6</sup> The World Bank committed to end upstream oil and gas financing. Eleven banks have adopted policies to end or reduce financing for Arctic oil and/ or tar sands projects.<sup>7</sup>

Banks that finance carbon intensive fossil fuel investments, projects, and companies also face reputational harm, boycotts, divestment, and litigation that adversely affects shareholder value.

**Resolved:** Shareholders request that JPMorgan Chase adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the 2015 Paris goal of maintaining global warming well below 2 degrees, and issue annual reports (at reasonable cost, omitting proprietary information) describing targets, plans, and progress under this policy.

**Supporting Statement:** Shareholders recommend the report include, among other issues at board and management discretion:

- The carbon reduction benefits of expeditiously reducing exposure to extreme fossil fuel projects such as such as coal, Arctic oil and gas, and tar sands.

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<sup>5</sup> <https://www.upi.com/BNP-Paribas-says-it-will-no-longer-back-oil/4921507715402/>

<sup>6</sup>

[https://www.banktrack.org/download/natixis\\_deepens\\_its\\_commitment\\_to\\_the\\_climate\\_and\\_the\\_environment/pr\\_natixis\\_new\\_commitments\\_december\\_11\\_2017.pdf](https://www.banktrack.org/download/natixis_deepens_its_commitment_to_the_climate_and_the_environment/pr_natixis_new_commitments_december_11_2017.pdf)

<sup>7</sup> [https://www.banktrack.org/campaign/banks\\_that\\_ended\\_direct\\_finance\\_for\\_arctic\\_oil\\_and\\_or\\_gas\\_projects](https://www.banktrack.org/campaign/banks_that_ended_direct_finance_for_arctic_oil_and_or_gas_projects)

November 5, 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

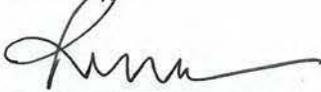
Dear Andrew Behar,

The undersigned (the "Stockholder") authorizes As You Sow to file or cofile a shareholder resolution on Stockholder's behalf with **JPMorgan Chase & Co.** (the "Company"), relating to **Report on Climate Asset Transition**, and that it be included in the Company's 2019 proxy statement, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

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,



**RICHARD W. CHAMBERLAIN**

Trustee

Campbell Irrevocable Trust for Nancy Dtd 12/7/1990

October 19, 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

The undersigned Stockholder authorizes As You Sow to file or co-file a shareholder resolution on the Stockholder's behalf with below mentioned Company, and that it be included in below mentioned Company's 2019 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.

Stockholder:                 m ajak, LP  
Company:                     J Morgan Chase & Co.  
Resolution Request:        eport on Climate Asset Transition

The Stockholder has continuously owned over \$2,000 worth of stock of the above mentioned Company, 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:  
  
A4E88381457E4E8...

Karen Leech

Special Power of Attorney

m ajak, LP

November 2, 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

The undersigned Stockholder authorizes As You Sow to co-file a shareholder resolution on the Stockholder's behalf with below mentioned Company, and that it be included in below mentioned Company's 2019 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.

Stockholder: Daniel Handler & Lisa Brown Family Trust  
Company: J Morgan Chase & Co.  
Resolution Request: Report on Climate Asset Transition

The Stockholder has continuously owned over \$2,000 worth of stock of the above mentioned Company, 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.

Sincerely,

DocuSigned by:  
*Daniel Handler*  
0F34BA869BDF487...  
Daniel Handler

Trustee  
Daniel Handler & Lisa Brown Family Trust

DocuSigned by:  
*Lisa Brown*  
22AB8890C28C487...  
Lisa Brown

Trustee  
Daniel Handler & Lisa Brown Family Trust

October 30, 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

The undersigned Stockholder authorizes As You Sow to co-file a shareholder resolution on the Stockholder's behalf with below mentioned Company, and that it be included in below mentioned Company's 2019 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.

Stockholder: Schwab Charitable Fund FBO The Resiliency Fund  
Company: J Morgan Chase & Co.  
Resolution Request: Report on Climate Asset Transition

The Stockholder has continuously owned over \$2,000 worth of stock of the above mentioned Company, 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.

Sincerely,

DocuSigned by:  
  
39590243F37D495...  
Jen Hicks on behalf of Wetherby Asset Management  
Authorized Discretionary Advisor  
Schwab Charitable Fund FBO The Resiliency Fund

October 15 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

The undersigned Stockholder authorizes As You Sow to file or co-file a shareholder resolution on the Stockholder's behalf with below mentioned Company, and that it be included in below mentioned Company's 2019 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.

Stockholder:               The Shallat Chemel Trust of 1994  
Company:                   JPMorgan Chase & Co.  
Resolution Request:      Report on climate asset transition

The Stockholder has continuously owned over \$2,000 worth of stock of the above mentioned Company, 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:  
  
A8A1C6B6CE204A8...  
Lee Chemel

Trustee

The Shallat Chemel Trust of 1994

October 19, 2018

Andrew Behar  
CEO  
As You Sow  
1611 Telegraph Ave., Ste. 1450  
Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

The undersigned Stockholder authorizes As You Sow to file or co-file a shareholder resolution on the Stockholder's behalf with below mentioned Company, and that it be included in below mentioned Company's 2019 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.

Stockholder: K.F.P. A California Limited Partnership  
Company: J Morgan Chase & Co.  
Resolution Request: report on Climate Asset Transition

The Stockholder has continuously owned over \$2,000 worth of stock of the above mentioned Company, 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:  
  
A4E88381457E4E8...

Karen Leech

Special Power of Attorney  
K.F.P. A California Limited Partnership

10/29/2018

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: J nine Firpo Liv Tr (S)

Company: JPMorg n Chase & Co.

Annual Meeting/Proxy Statement Year: 2019

Resolution: Clim t Asset Transition

Background information re: AYS Campaign: <https://www.asyousow.org/our-work/energy/limit-change>

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:  
*Janine Firpo*  
6F3787F5D5A64BB...  
J nine Firpo

10/24/2018

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: John B & Linda C Mason Comm Prop (S)

Company: JPMorgan Chase & Co.

Annual Meeting/Proxy Statement Year: 2019

Resolution: Climate Asset Transition

Background information re: AYS Campaign: <https://www.asyousow.org/our-work/energy-climate-change>

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:  
  
1A2546F5C31941A...  
John B & Linda C M son

11/2/2018

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: emmer Family Foundation Inc (S)

Company: JPMorgan Chase & Co.

Annual Meeting/Proxy Statement Year: 2019

Resolution: Climate Asset Transition

Background information re: AYS Campaign: <https://www.asyousow.org/our-work/energ /climate-change>

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:



563A42F4A52C468...

Steven Fox

December 5, 2018

*Via UPS & email*

Sister Mary Brigid Clingman, OP  
Sisters of the Order of St. Dominic of Grand Rapids  
2025 E. Fulton  
Grand Rapids, MI 49503

Molly Carpenter  
Secretary  
JPMorgan Chase & Co.  
Office of the Secretary  
270 Park Avenue  
New York, NY 10017

**RE: Shareholder proposal for 2019 Annual Meeting**

Dear Ms. Carpenter:

On behalf of the Sisters of the Order of St. Dominic of Grand Rapids, I write to give notice that pursuant to the proxy statement of JPMorgan Chase & Co ("JPMorgan" or the "Company") and Rule 14a-8 under of the Securities Exchange Act of 1934, as amended, we intend to co-file the enclosed proposal with lead filer As You Sow at the Company's 2019 annual meeting of stockholders.

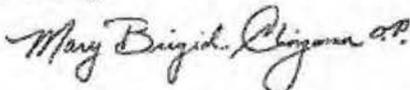
Our congregation is an apostolic community of vowed women religious. We are rooted in both the Word of God and the Dominican tradition of the Catholic Church. In keeping with our commitment to socially responsible investment, we are co-filing the attached proposal asking for JPMorgan to consider a policy to reduce the carbon footprint of its loans and investment portfolios in line with the Paris Climate Accord. Adopting this proposal would help JPMorgan catch up with peer financial institutions that have already adopted such policies, and it would help to reduce long-term portfolio risks stemming from climate change.

The Sisters of the Order of St. Dominic of Grand Rapids has continuously held for at least one year more than \$2,000 in market value of JPMorgan stock, which would meet the requirements under SEC rules. Verification of this ownership is confirmed in the enclosed letter from our custodial bank PNC Institutional Asset Management. We intend to hold at least the minimum required number of shares through the date of the 2019 annual meeting.

We hope that the Company will continue to engage in productive dialogue with the filers of this proposal. As the lead filer, As You Sow is authorized to act on our behalf in all aspects of the resolution including negotiation and withdrawal. A representative of the lead filer will be present at the stockholder meeting to present the proposal.

Kindly contact me at [MBClingman@GRDominicans.org](mailto:MBClingman@GRDominicans.org) to confirm receipt of this submission. We would appreciate being copied on any correspondence related to this matter.

Sincerely,



Sister Mary Brigid Clingman OP  
Promoter of Justice  
Sisters of the Order of St. Dominic

RECEIVED BY THE  
DEC 05 2018  
OFFICE OF THE SECRETARY

## Limit High Carbon Financing for Low Carbon Transition

**Whereas:** The Intergovernmental Panel's recent report on Climate Change announced that "rapid, far-reaching" changes must be made, and net emissions of carbon dioxide must fall 45 percent by 2030, reaching "net zero" by 2050, to avoid disastrous levels of global warming.

The impacts associated with climate change present systemic portfolio risks to investors. A warming climate causes supply chain dislocations, reduced resource availability, lost production, commodity price volatility, infrastructure damage, energy disruptions, among others.

Banks' financing choices have a major role to play in promoting carbon reduction. Bank lending and investments make up a significant source of external capital for carbon intensive industries. Every dollar banks invest in new fossil fuel infrastructure increases climate risk and slows the transition to a clean energy economy.

JPMorgan recognises climate change and has increased clean energy financing and renewable energy sourcing for its operations.<sup>1</sup> JPMorgan's Environmental and Social Policy Framework requires avoiding coal projects in developed nations (where there is limited demand for such projects).<sup>2</sup> Significantly, JPMorgan's climate change policies *do not* require reductions in its largest contribution to climate change: its investments and loans in carbon-intensive fossil fuel projects and companies.

To the contrary, JPMorgan continues to make investments and loans in the most extreme fossil fuel projects. Between 2015 and 2017, it poured over 26 billion dollars into financing tar sands, Arctic oil, ultra-deepwater oil, LNG and coal – the highest funding of any American bank.<sup>3</sup> It also invests in companies holding licenses to drill in the Amazon rainforest, threatening climate stability and indigenous human rights.

In contrast, peer banks have adopted policies to reduce carbon in loan and investment portfolios. Five banks with a combined portfolio of 2.7 trillion dollars committed to decrease the climate impact of their loans in alignment with Paris climate goals.<sup>4</sup> BNP Paribas' policies phase out financing for companies tied to Arctic drilling, oil sands, and shale development and

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<sup>1</sup> <https://www.jporganchase.com/corporate/Corporate-Responsibility/environment.htm>

<sup>2</sup> <https://www.jporganchase.com/corporate/Corporate-Responsibility/document/jpmc-environmental-and-social-policy-framework.pdf>

<sup>3</sup> [http://www.ran.org/wp-content/uploads/rainforestactionnetwork/pages/19540/attachments/original/1525099181/Banking\\_on\\_Climate\\_Change\\_2018\\_vWEB.pdf?1525099181](http://www.ran.org/wp-content/uploads/rainforestactionnetwork/pages/19540/attachments/original/1525099181/Banking_on_Climate_Change_2018_vWEB.pdf?1525099181)

<sup>4</sup> <https://www.bloomberg.com/news/articles/2018-12-04/five-of-europe-s-biggest-banks-join-low-carbon-lending-effort>

RECEIVED BY THE

DEC 05 2018

OFFICE OF THE SECRETARY

restrict financing for coal.<sup>5</sup> Natixis committed to end financing of tar sands and Arctic drilling.<sup>6</sup> The World Bank committed to end upstream oil and gas financing. Eleven banks have adopted policies to end or reduce financing for Arctic oil and/ or tar sands projects.<sup>7</sup>

Banks that finance carbon intensive fossils fuel investments, projects, and companies also face reputational harm, boycotts, divestment, and litigation that adversely affects shareholder value.

**Resolved:** Shareholders request that JPMorgan Chase adopt a policy to reduce the carbon footprint of its loan and investment portfolios in alignment with the 2015 Paris goal of maintaining global warming well below 2 degrees, and issue annual reports (at reasonable cost, omitting proprietary information) describing targets, plans, and progress under this policy.

**Supporting Statement:** Shareholders recommend the report include, among other issues at board and management discretion:

- The carbon reduction benefits of expeditiously reducing exposure to extreme fossil fuel projects such as such as coal, Arctic oil and gas, and tar sands.

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<sup>5</sup> <https://www.upi.com/BNP-Paribas-says-it-will-no-longer-back-oil/4921507715402/>

<sup>6</sup>

[https://www.banktrack.org/download/natixis\\_deepens\\_its\\_commitment\\_to\\_the\\_climate\\_and\\_the\\_environment/pr\\_natixis\\_new\\_commitments\\_december\\_11\\_2017.pdf](https://www.banktrack.org/download/natixis_deepens_its_commitment_to_the_climate_and_the_environment/pr_natixis_new_commitments_december_11_2017.pdf)

<sup>7</sup> [https://www.banktrack.org/campaign/banks\\_that\\_ended\\_direct\\_finance\\_for\\_arctic\\_oil\\_andor\\_gas\\_projects](https://www.banktrack.org/campaign/banks_that_ended_direct_finance_for_arctic_oil_andor_gas_projects)



December 5, 2018

To Whom It May Concern:

This is to confirm that PNC Institutional Asset Management is the custodian of 1,570 shares of JP Morgan Chase & Co (JPM) owned by Sisters of the Order of St. Dominic of Grand Rapids.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of JPM 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, as amended.

This letter serves as confirmation that Sisters of the Order of St. Dominic of Grand Rapids is the beneficial owner of the above referenced stock.

Sincerely,

A handwritten signature in cursive script that reads 'Barbara A. Citizen'.

Barbara A Citizen, AVP  
Fiduciary Advisor  
PNC Institutional Client Services

RECEIVED BY THE

DEC 05 2018

OFFICE OF THE SECRETARY

Member of The PNC Financial Services Group

1900 East Ninth Street B7-YB13-13-2 Cleveland Ohio 44114

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

## Ashton, Deb

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**From:** Corporate Secretary  
**Sent:** Thursday, December 13, 2018 3:14 PM  
**To:** 'Danielle Fugere'  
**Cc:** Carpenter, Molly; 'Lila Holzman'; 'corporate.secretary@jpmchase.com'; 'Kwan Hong Teoh'; Scott, Linda E  
**Subject:** RE: JPM - Shareholder Resolution - As You Sow  
**Attachments:** Signed SH Acknowledgement - As You Sow - Denhart Trust deficiency (owner....pdf; Signed SH Acknowledgement - As You Sow - Cover letter with ind Co-filers....pdf; Rule 14a-8 \_Attachment.pdf; SLB 14F\_(12790357)\_1).pdf

Dear Ms. Fugere

Attached are copies of our letters regarding the shareholder proposal submitted for inclusion in the proxy materials relating to JPMC's 2019 Annual Meeting of Shareholders.

Regards  
Irma Caracciolo

Corporate Secretary | 270 Park Avenue, Mail Code: NY1-K721, New York, NY 10017 | W: 212-270-7122 | F: 212-270-4240 | F: 646-534-2396 | [corporate.secretary@jpmchase.com](mailto:corporate.secretary@jpmchase.com)

**From:** Kwan Hong Teoh [<mailto:Kwan@asyousow.org>]  
**Sent:** Wednesday, December 05, 2018 4:29 PM  
**To:** 'corporate.secretary@jpmchase.com'  
**Cc:** Danielle Fugere ; Lila Holzman  
**Subject:** JPM - Shareholder Resolution

Dear Ms. Carpenter,

Please find enclosed the filing letters for a shareholder proposal, submitted for inclusion in JPMorgan Chase & Co.'s 2019 proxy statement. A paper copy was also mailed via FedEx. Confirmation receipt of this email would be appreciated.

Thank you

Best Regards,  
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)

~Building a Safe, Just and Sustainable World since 1992~

# JPMORGAN CHASE & CO.

Molly Carpenter  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of The Gun Denhart Living Trust (the "Proponent"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Proponent is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Proponent that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

To remedy this defect, the Proponent must submit sufficient proof of ownership of JPMC shares. As explained in Rule 14a-8(b), sufficient proof may be in one of the following forms:

- A written statement from the "record" holder of the shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted (i.e., December 5, 2018), the Proponent continuously held the requisite number of JPMC shares for at least one year.
- If the Proponent has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting ownership of JPMC 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 required number of shares for the one-year period.

270 Park Avenue, New York, New York 10017-2070  
Telephone 212-270-7122 Facsimile 212 270 4240 molly.carpenter@jpmchase.com  
JPMorgan Chase & Co.

22692919

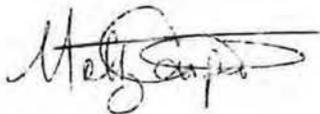
To help shareholders comply with the requirement to prove ownership by providing a written statement from the "record" holder of the shares, the SEC's Division of Corporation Finance (the "SEC Staff") published Staff Legal Bulletin No. 14F ("SLB 14F"). In SLB 14F, the SEC Staff stated that only brokers or banks that are Depository Trust Company ("DTC") participants will be viewed as "record" holders for purposes of Rule 14a-8. Thus, you will need to obtain the required written statement from the DTC participant through which your shares are held. If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. If your broker or bank is not on DTC's participant list, you will need to obtain proof of ownership from the DTC participant through which your securities are held. You should be able to determine the name of this DTC participant by asking your broker or bank. If the DTC participant knows the holdings of your broker or bank, but does not know your holdings, you may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held by you for at least one year – with one statement from your broker or bank confirming your ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

For your reference, enclosed is a copy of SEC Rule 14a-8 and SLB 14F.

For the Proposal to be eligible for inclusion in the JPMC's proxy materials for the JPMC's 2019 Annual Meeting of Shareholders, the rules of the SEC require that a response to this letter, correcting all procedural deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 270 Park Avenue, 38<sup>th</sup> Floor, New York NY 10017 or via email to [corporate.secretary@jpmchase.com](mailto:corporate.secretary@jpmchase.com).

If you have any questions with respect to the foregoing, please contact me.

Sincerely,



cc Kwan Hong Teoh  
Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
Rule 14a-8 of the Securities Exchange Act of 1934  
Division of Corporation Finance Staff Bulletin No. 14F

# JPMORGAN CHASE & CO.

Irma Caracciolo  
Vice President  
Office of the Secretary

VIA EMAIL & OVERNIGHT DELIVERY

DFugere@asyousow.org

December 13, 2018

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

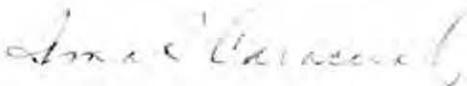
I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of The Gun Denhart Living Trust (the "proponent") and nine Co-filers (Campbell Irrevocable Trust for Nancy Dtd 12/7/90, John B. and Linda C. Mason Comm Prop, K.F.P. A California Limited Partnership, Remmer Family Foundation Inc, Samajak LP, The Janine Firpo Living Trust, Daniel Handler & Lisa Brown Family Trust, Schwab Charitable Fund FBO The Resiliency Trust and Shallat Chemel Trust of 1994, the "Co-filers"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

Please find enclosed a letter to the Proponent and each of the Co-filers with respect to Ownership Verification as required under Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, which provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. Please forward to each filer.

For your reference, enclosed is a copy of SEC Rule 14a-8 and SLB 14F.

If you have any questions with respect to the foregoing, please contact me.

Sincerely,



22705546

270 Park Avenue, New York, New York 10017-2070  
Telephone 212-270-2451 Facsimile 212 270 4240

JPMorgan Chase & Co.

# JPMORGAN CHASE & CO.

Molly Carpenter  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of the Campbell Irrevocable Trust for Nancy Dtd 12/7/1990 (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Co-filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Co-filer that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

To remedy this defect, the Co-filer must submit sufficient proof of ownership of JPMC shares. As explained in Rule 14a-8(b), sufficient proof may be in one of the following forms:

- A written statement from the "record" holder of the shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted (i.e., December 5, 2018), the Co-filer continuously held the requisite number of JPMC shares for at least one year.
- If the Co-filer has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting ownership of JPMC 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 required number of shares for the one-year period.

To help shareholders comply with the requirement to prove ownership by providing a written statement from the "record" holder of the shares, the SEC's Division of Corporation Finance (the "SEC Staff") published Staff Legal Bulletin No. 14F ("SLB 14F"). In SLB 14F, the SEC Staff stated that only brokers or banks that are Depository Trust Company ("DTC") participants will be viewed as "record" holders for purposes of Rule 14a-8. Thus, you will need to obtain the required written statement from the DTC participant through which your shares are held. If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is currently available on the Internet at

<http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. If your broker or bank is not on DTC's participant list, you will need to obtain proof of ownership from the DTC participant through which your securities are held. You should be able to determine the name of this DTC participant by asking your broker or bank. If the DTC participant knows the holdings of your broker or bank, but does not know your holdings, you may satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held by you for at least one year – with one statement from your broker or bank confirming your ownership, and the other statement from the DTC participant confirming the broker or bank's ownership.

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For the Proposal to be eligible for inclusion in the JPMC's proxy materials for the JPMC's 2019 Annual Meeting of Shareholders, the rules of the SEC require that a response to this letter, correcting all procedural deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 270 Park Avenue, 38<sup>th</sup> Floor, New York NY 10017 or via email to [corporate.secretary@jpmchase.com](mailto:corporate.secretary@jpmchase.com).

If you have any questions with respect to the foregoing, please contact me.

Sincerely,



cc Kwan Hong Teoh  
Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
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# JPMORGAN CHASE & CO.

**Molly Carpenter**  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of John B. and Linda C. Mason Comm Prop (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

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If you have any questions with respect to the foregoing, please contact me.

Sincerely,



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Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
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# JPMORGAN CHASE & CO.

**Molly Carpenter**  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of K.F.P. A California Limited Partnership (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Co-filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Co-filer that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

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If you have any questions with respect to the foregoing, please contact me.

Sincerely,



cc Kwan Hong Teoh  
Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
Rule 14a-8 of the Securities Exchange Act of 1934  
Division of Corporation Finance Staff Bulletin No. 14F

# JPMORGAN CHASE & CO.

**Molly Carpenter**  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of the Remmer Family Foundation Inc (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Co-filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Co-filer that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

To remedy this defect, the Co-filer must submit sufficient proof of ownership of JPMC shares. As explained in Rule 14a-8(b), sufficient proof may be in one of the following forms:

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To help shareholders comply with the requirement to prove ownership by providing a written statement from the "record" holder of the shares, the SEC's Division of Corporation Finance (the "SEC Staff") published Staff Legal Bulletin No. 14F ("SLB 14F"). In SLB 14F, the SEC Staff stated that only brokers or banks that are Depository Trust Company ("DTC") participants will be viewed as "record" holders for purposes of Rule 14a-8. Thus, you will need to obtain the required written statement from the DTC participant through which your shares are held. If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is currently available on the Internet at

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If you have any questions with respect to the foregoing, please contact me.

Sincerely,



cc Kwan Hong Teoh  
Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
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Division of Corporation Finance Staff Bulletin No. 14F

# JPMORGAN CHASE & CO.

Molly Carpenter  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of Samajak LLP (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Co-filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Co-filer that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

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If you have any questions with respect to the foregoing, please contact me.

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1611 Telegraph Avenue  
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# JPMORGAN CHASE & CO.

**Molly Carpenter**  
Corporate Secretary  
Office of the Secretary

December 13, 2018

VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of the Janine Firpo Living Trust (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

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To help shareholders comply with the requirement to prove ownership by providing a written statement from the "record" holder of the shares, the SEC's Division of Corporation Finance (the "SEC Staff") published Staff Legal Bulletin No. 14F ("SLB 14F"). In SLB 14F, the SEC Staff stated that only brokers or banks that are Depository Trust Company ("DTC") participants will be viewed as "record" holders for purposes of Rule 14a-8. Thus, you will need to obtain the required written statement from the DTC participant through which your shares are held. If you are not certain whether your broker or bank is a DTC participant, you may check the DTC's participant list, which is currently available on the Internet at

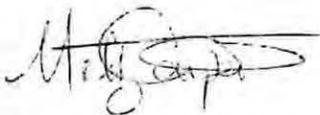
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For your reference, enclosed is a copy of SEC Rule 14a-8 and SLB 14F.

For the Proposal to be eligible for inclusion in the JPMC's proxy materials for the JPMC's 2019 Annual Meeting of Shareholders, the rules of the SEC require that a response to this letter, correcting all procedural deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 270 Park Avenue, 38<sup>th</sup> Floor, New York NY 10017 or via email to [corporate.secretary@jpmchase.com](mailto:corporate.secretary@jpmchase.com).

If you have any questions with respect to the foregoing, please contact me.

Sincerely,



cc Kwan Hong Teoh  
Lili Holzman  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Enclosures:  
Rule 14a-8 of the Securities Exchange Act of 1934  
Division of Corporation Finance Staff Bulletin No. 14F

# JPMORGAN CHASE & CO.

**Molly Carpenter**  
Corporate Secretary  
Office of the Secretary

December 13, 2018

## VIA EMAIL & OVERNIGHT DELIVERY

Ms. Danielle Fugere  
President  
As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

Dear Ms. Fugere:

I am writing on behalf of JPMorgan Chase & Co. ("JPMC") which received from you on behalf of the Daniel Handler & Lisa Brown Family Trust (the "Co-filer"), via email on December 5, 2018, the shareholder proposal titled "Limit High Carbon Financing for Low Carbon Transition" (the "Proposal") for consideration at JPMC's 2019 Annual Meeting of Shareholders.

The Proposal contains certain procedural deficiencies, as set forth below, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

### **Ownership Verification**

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that each shareholder proponent must submit sufficient proof that it has continuously held at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. JPMC's stock records do not indicate that the Co-filer is the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof from the Co-filer that it has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to JPMC. In this regard, our records indicate that you submitted the Proposal on December 5, 2018.

To remedy this defect, the Co-filer must submit sufficient proof of ownership of JPMC shares. As explained in Rule 14a-8(b), sufficient proof may be in one of the following forms:

- A written statement from the "record" holder of the shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted (i.e., December 5, 2018), the Co-filer continuously held the requisite number of JPMC shares for at least one year.
- If the Co-filer has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting ownership of JPMC 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 required number of shares for the one-year period.

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As You Sow  
1611 Telegraph Avenue  
Suite 1450  
Oakland, CA 94612

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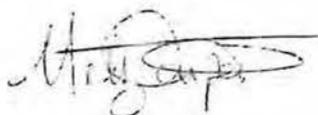
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Oakland, CA 94612

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Enclosures:  
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Division of Corporation Finance Staff Bulletin No. 14F

## **Rule 14a-8 — Proposals of Security Holders**

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) **Question 1: What is a proposal?**

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) **Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

- (ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:
  - (A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;
  - (B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and
  - (C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) **Question 3: How many proposals may I submit?**

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) **Question 4: How long can my proposal be?**

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) **Question 5: What is the deadline for submitting a proposal?**

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q, or in shareholder reports of investment companies under Rule 270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

- (3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.
- (f) **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?**
- (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).
- (2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.
- (g) **Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?**  
Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.
- (h) **Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**
- (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.
- (2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.
- (3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) **Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

- (1) *Improper under state law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

**Note to paragraph (i)(1):** Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

- (2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

**Note to paragraph (i)(2):** We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law could result in a violation of any state or federal law.

- (3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

- (4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

- (5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

- (6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

- (7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

- (8) *Relates to election:* If the proposal:

- (i) Would disqualify a nominee who is standing for election;

- (ii) Would remove a director from office before his or her term expired;
- (iii) Questions the competence, business judgment, or character of one or more nominees or directors;
- (iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or
- (v) Otherwise could affect the outcome of the upcoming election of directors.

- (9) *Conflicts with company's proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting.

**Note to paragraph (i)(9):** A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

- (10) *Substantially implemented:* If the company has already substantially implemented the proposal;

**Note to paragraph (i)(10):** A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by Rule 240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by rule 240.14a-21(b) of this chapter.

- (11) *Duplication:* If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

- (12) *Resubmissions:* If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

- (i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

- (ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
- (iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

**(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?**

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

- (i) The proposal;
- (ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and
- (iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

**(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

**(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

- (2) The company is not responsible for the contents of your proposal or supporting statement.
- (m) **Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**
- (1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.
  - (2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.
  - (3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:
    - (i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or
    - (ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

**Division of Corporation Finance  
Securities and Exchange Commission**

## **Shareholder Proposals**

### **Staff Legal Bulletin No. 14F (CF)**

**Action:** Publication of CF Staff Legal Bulletin

**Date:** October 18, 2011

**Summary:** This staff legal bulletin provides information for companies and shareholders regarding Rule 14a-8 under the Securities Exchange Act of 1934.

**Supplementary Information:** The statements in this bulletin represent the views of the Division of Corporation Finance (the "Division"). This bulletin is not a rule, regulation or statement of the Securities and Exchange Commission (the "Commission"). Further, the Commission has neither approved nor disapproved its content.

**Contacts:** For further information, please contact the Division's Office of Chief Counsel by calling (202) 551-3500 or by submitting a web-based request form at [https://tts.sec.gov/cgi-bin/corp\\_fin\\_interpretive](https://tts.sec.gov/cgi-bin/corp_fin_interpretive).

#### **A. The purpose of this bulletin**

This bulletin is part of a continuing effort by the Division to provide guidance on important issues arising under Exchange Act Rule 14a-8. Specifically, this bulletin contains information regarding:

Brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8;

Common errors shareholders can avoid when submitting proof of ownership to companies;

The submission of revised proposals;

Procedures for withdrawing no-action requests regarding proposals submitted by multiple proponents; and

The Division's new process for transmitting Rule 14a-8 no-action responses by email.

You can find additional guidance regarding Rule 14a-8 in the following bulletins that are available on the Commission's website: [SLB No. 14](#), [SLB No. 14A](#), [SLB No. 14B](#), [SLB No. 14C](#), [SLB No. 14D](#) and [SLB No. 14E](#).

#### **B. The types of brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8**

## **1. Eligibility to submit a proposal under Rule 14a-8**

To be eligible to submit a shareholder proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the shareholder meeting for at least one year as of the date the shareholder submits the proposal. The shareholder must also continue to hold the required amount of securities through the date of the meeting and must provide the company with a written statement of intent to do so.<sup>1</sup>

The steps that a shareholder must take to verify his or her eligibility to submit a proposal depend on how the shareholder owns the securities. There are two types of security holders in the U.S.: registered owners and beneficial owners.<sup>2</sup> Registered owners have a direct relationship with the issuer because their ownership of shares is listed on the records maintained by the issuer or its transfer agent. If a shareholder is a registered owner, the company can independently confirm that the shareholder's holdings satisfy Rule 14a-8(b)'s eligibility requirement.

The vast majority of investors in shares issued by U.S. companies, however, are beneficial owners, which means that they hold their securities in book-entry form through a securities intermediary, such as a broker or a bank. Beneficial owners are sometimes referred to as "street name" holders. Rule 14a-8(b)(2)(i) provides that a beneficial owner can provide proof of ownership to support his or her eligibility to submit a proposal by submitting a written statement "from the 'record' holder of [the] securities (usually a broker or bank)," verifying that, at the time the proposal was submitted, the shareholder held the required amount of securities continuously for at least one year.<sup>3</sup>

## **2. The role of the Depository Trust Company**

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 acting as a securities depository. Such brokers and banks are often referred to as "participants" in DTC.<sup>4</sup> The names of these DTC participants, however, do not appear as the registered owners of the securities deposited with DTC on the list of shareholders maintained by the company or, more typically, by its transfer agent. Rather, DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants. A company can request from DTC a "securities position listing" as of a specified date, which identifies the DTC participants having a position in the company's securities and the number of securities held by each DTC participant on that date.<sup>5</sup>

## **3. Brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8**

In *The Hain Celestial Group, Inc.* (Oct. 1, 2008), we took the position that an introducing broker could be considered a "record" holder for purposes of Rule 14a-8(b)(2)(i). An introducing broker is a broker that engages in sales and other activities involving customer contact, such as opening customer accounts and accepting customer orders, but is not permitted to maintain custody of customer funds and securities.<sup>6</sup> Instead, an introducing broker engages another broker, known as a "clearing broker," to hold custody of client funds and securities, to clear and execute customer trades, and to handle other functions such as issuing confirmations of customer trades and customer account statements.

Clearing brokers generally are DTC participants; introducing brokers generally are not. As introducing brokers generally are not DTC participants, and therefore typically do not appear on DTC's securities position listing, *Hain Celestial* has required companies to accept proof of ownership letters from brokers in cases where, unlike the positions of registered owners and brokers and banks that are DTC participants, the company is unable to verify the positions against its own or its transfer agent's records or against DTC's securities position listing.

In light of questions we have received following two recent court cases relating to proof of ownership under Rule 14a-8<sup>7</sup> and in light of the Commission's discussion of registered and beneficial owners in the Proxy Mechanics Concept Release, we have reconsidered our views as to what types of brokers and banks should be considered "record" holders under Rule 14a-8(b)(2)(i). Because of the transparency of DTC participants' positions in a company's securities, we will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. As a result, we will no longer follow *Hain Celestial*.

We believe that taking this approach as to who constitutes a "record" holder for purposes of Rule 14a-8(b)(2)(i) will provide greater certainty to beneficial owners and companies. We also note that this approach is consistent with Exchange Act Rule 12g5-1 and a 1988 staff no-action letter addressing that rule,<sup>8</sup> under which brokers and banks that are DTC participants are considered to be the record holders of securities on deposit with DTC when calculating the number of record holders for purposes of Sections 12(g) and 15(d) of the Exchange Act.

Companies have occasionally expressed the view that, because DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants, only DTC or Cede & Co. should be viewed as the "record" holder of the securities held on deposit at DTC for purposes of Rule 14a-8(b)(2)(i). We have never interpreted the rule to require a shareholder to obtain a proof of ownership letter from DTC or Cede & Co., and nothing in this guidance should be construed as changing that view.

*How can a shareholder determine whether his or her broker or bank is a DTC participant?*

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>.

*What if a shareholder's broker or bank is not on DTC's participant list?*

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.<sup>9</sup>

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the shareholder's broker or bank confirming the shareholder's ownership, and the

other from the DTC participant confirming the broker or bank's ownership.

*How will the staff process no-action requests that argue for exclusion on the basis that the shareholder's proof of ownership is not from a DTC participant?*

The staff will grant no-action relief to a company on the basis that the shareholder's proof of ownership is not from a DTC participant only if the company's notice of defect describes the required proof of ownership in a manner that is consistent with the guidance contained in this bulletin. Under Rule 14a-8(f)(1), the shareholder will have an opportunity to obtain the requisite proof of ownership after receiving the notice of defect.

### **C. Common errors shareholders can avoid when submitting proof of ownership to companies**

In this section, we describe two common errors shareholders make when submitting proof of ownership for purposes of Rule 14a-8(b)(2), and we provide guidance on how to avoid these errors.

First, Rule 14a-8(b) requires a shareholder to provide proof of ownership that he or she has "continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal" (emphasis added).<sup>10</sup> We note that many proof of ownership letters do not satisfy this requirement because they do not verify the shareholder's beneficial ownership for the entire one-year period preceding and including the date the proposal is submitted. In some cases, the letter speaks as of a date *before* the date the proposal is submitted, thereby leaving a gap between the date of the verification and the date the proposal is submitted. In other cases, the letter speaks as of a date *after* the date the proposal was submitted but covers a period of only one year, thus failing to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Second, many letters fail to confirm continuous ownership of the securities. This can occur when a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but omits any reference to continuous ownership for a one-year period.

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals. Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]."<sup>11</sup>

As discussed above, a shareholder may also need to provide a separate written statement from the DTC participant through which the shareholder's securities are held if the shareholder's broker or bank is not a DTC participant.

## **D. The submission of revised proposals**

On occasion, a shareholder will revise a proposal after submitting it to a company. This section addresses questions we have received regarding revisions to a proposal or supporting statement.

### **1. A shareholder submits a timely proposal. The shareholder then submits a revised proposal before the company's deadline for receiving proposals. Must the company accept the revisions?**

Yes. In this situation, we believe the revised proposal serves as a replacement of the initial proposal. By submitting a revised proposal, the shareholder has effectively withdrawn the initial proposal. Therefore, the shareholder is not in violation of the one-proposal limitation in Rule 14a-8(c).<sup>12</sup> If the company intends to submit a no-action request, it must do so with respect to the revised proposal.

We recognize that in Question and Answer E.2 of SLB No. 14, we indicated that if a shareholder makes revisions to a proposal before the company submits its no-action request, the company can choose whether to accept the revisions. However, this guidance has led some companies to believe that, in cases where shareholders attempt to make changes to an initial proposal, the company is free to ignore such revisions even if the revised proposal is submitted before the company's deadline for receiving shareholder proposals. We are revising our guidance on this issue to make clear that a company may not ignore a revised proposal in this situation.<sup>13</sup>

### **2. A shareholder submits a timely proposal. After the deadline for receiving proposals, the shareholder submits a revised proposal. Must the company accept the revisions?**

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company's notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

### **3. If a shareholder submits a revised proposal, as of which date must the shareholder prove his or her share ownership?**

A shareholder must prove ownership as of the date the original proposal is submitted. When the Commission has discussed revisions to proposals,<sup>14</sup> it has not suggested that a revision triggers a requirement to provide proof of ownership a second time. As outlined in Rule 14a-8(b), proving ownership includes providing a written statement that the shareholder intends to continue to hold the securities through the date of the shareholder meeting. Rule 14a-8(f)(2) provides that if the shareholder "fails in [his or her] promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of [the same shareholder's] proposals from its proxy materials for any meeting held in the following two calendar years." With these provisions in mind, we do not interpret Rule 14a-8 as requiring additional proof of ownership when a shareholder submits a revised proposal.<sup>15</sup>

### **E. Procedures for withdrawing no-action requests for proposals submitted by multiple proponents**

We have previously addressed the requirements for withdrawing a Rule 14a-8 no-action request in SLB Nos. 14 and 14C. SLB No. 14 notes that a company should include with a withdrawal letter documentation demonstrating that a shareholder has withdrawn the proposal. In cases where a proposal submitted by multiple shareholders is withdrawn, SLB No. 14C states that, if each shareholder has designated a lead individual to act on its behalf and the company is able to demonstrate that the individual is authorized to act on behalf of all of the proponents, the company need only provide a letter from that lead individual indicating that the lead individual is withdrawing the proposal on behalf of all of the proponents.

Because there is no relief granted by the staff in cases where a no-action request is withdrawn following the withdrawal of the related proposal, we recognize that the threshold for withdrawing a no-action request need not be overly burdensome. Going forward, we will process a withdrawal request if the company provides a letter from the lead filer that includes a representation that the lead filer is authorized to withdraw the proposal on behalf of each proponent identified in the company's no-action request.<sup>16</sup>

### **F. Use of email to transmit our Rule 14a-8 no-action responses to companies and proponents**

To date, the Division has transmitted copies of our Rule 14a-8 no-action responses, including copies of the correspondence we have received in connection with such requests, by U.S. mail to companies and proponents. We also post our response and the related correspondence to the Commission's website shortly after issuance of our response.

In order to accelerate delivery of staff responses to companies and proponents, and to reduce our copying and postage costs, going forward, we intend to transmit our Rule 14a-8 no-action responses by email to companies and proponents. We therefore encourage both companies and proponents to include email contact information in any correspondence to each other and to us. We will use U.S. mail to transmit our no-action response to any company or proponent for which we do not have email contact information.

Given the availability of our responses and the related correspondence on the Commission's website and the requirement under Rule 14a-8 for companies and proponents to copy each other on correspondence submitted to the Commission, we believe it is unnecessary to transmit copies of the related correspondence along with our no-action response. Therefore, we intend to transmit only our staff response and not the correspondence we receive from the parties. We will continue to post to the Commission's website copies of this correspondence at the same time that we post our staff no-action response.

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<sup>1</sup> See Rule 14a-8(b).

<sup>2</sup> For an explanation of the types of share ownership in the U.S., see Concept Release on U.S. Proxy System, Release No. 34-62495 (July 14, 2010) [75 FR 42982] ("Proxy Mechanics Concept Release"), at Section II.A. The term "beneficial owner" does not have a uniform meaning under the federal securities laws. It has a different meaning in this bulletin as

compared to “beneficial owner” and “beneficial ownership” in Sections 13 and 16 of the Exchange Act. Our use of the term in this bulletin is not intended to suggest that registered owners are not beneficial owners for purposes of those Exchange Act provisions. See Proposed Amendments to Rule 14a-8 under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Release No. 34-12598 (July 7, 1976) [41 FR 29982], at n.2 (“The term ‘beneficial owner’ when used in the context of the proxy rules, and in light of the purposes of those rules, may be interpreted to have a broader meaning than it would for certain other purpose[s] under the federal securities laws, such as reporting pursuant to the Williams Act.”).

<sup>3</sup> If a shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reflecting ownership of the required amount of shares, the shareholder may instead prove ownership by submitting a copy of such filings and providing the additional information that is described in Rule 14a-8(b)(2)(ii).

<sup>4</sup> DTC holds the deposited securities in “fungible bulk,” meaning that there are no specifically identifiable shares directly owned by the DTC participants. Rather, each DTC participant holds a pro rata interest or position in the aggregate number of shares of a particular issuer held at DTC. Correspondingly, each customer of a DTC participant – such as an individual investor – owns a pro rata interest in the shares in which the DTC participant has a pro rata interest. See Proxy Mechanics Concept Release, at Section II.B.2.a.

<sup>5</sup> See Exchange Act Rule 17Ad-8.

<sup>6</sup> See Net Capital Rule, Release No. 34-31511 (Nov. 24, 1992) [57 FR 56973] (“Net Capital Rule Release”), at Section II.C.

<sup>7</sup> See *KBR Inc. v. Chevedden*, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); *Apache Corp. v. Chevedden*, 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a record holder for purposes of Rule 14a-8(b) because it did not appear on a list of the company’s non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

<sup>8</sup> *Techne Corp.* (Sept. 20, 1988).

<sup>9</sup> In addition, if the shareholder’s broker is an introducing broker, the shareholder’s account statements should include the clearing broker’s identity and telephone number. See Net Capital Rule Release, at Section II.C.(iii). The clearing broker will generally be a DTC participant.

<sup>10</sup> For purposes of Rule 14a-8(b), the submission date of a proposal will generally precede the company’s receipt date of the proposal, absent the use of electronic or other means of same-day delivery.

<sup>11</sup> This format is acceptable for purposes of Rule 14a-8(b), but it is not mandatory or exclusive.

<sup>12</sup> As such, it is not appropriate for a company to send a notice of defect for multiple proposals under Rule 14a-8(c) upon receiving a revised proposal.

<sup>13</sup> This position will apply to all proposals submitted after an initial proposal but before the company's deadline for receiving proposals, regardless of whether they are explicitly labeled as "revisions" to an initial proposal, unless the shareholder affirmatively indicates an intent to submit a second, *additional* proposal for inclusion in the company's proxy materials. In that case, the company must send the shareholder a notice of defect pursuant to Rule 14a-8(f)(1) if it intends to exclude either proposal from its proxy materials in reliance on Rule 14a-8(c). In light of this guidance, with respect to proposals or revisions received before a company's deadline for submission, we will no longer follow *Layne Christensen Co.* (Mar. 21, 2011) and other prior staff no-action letters in which we took the view that a proposal would violate the Rule 14a-8(c) one-proposal limitation if such proposal is submitted to a company after the company has either submitted a Rule 14a-8 no-action request to exclude an earlier proposal submitted by the same proponent or notified the proponent that the earlier proposal was excludable under the rule.

<sup>14</sup> See, e.g., Adoption of Amendments Relating to Proposals by Security Holders, Release No. 34-12999 (Nov. 22, 1976) [41 FR 52994].

<sup>15</sup> Because the relevant date for proving ownership under Rule 14a-8(b) is the date the proposal is submitted, a proponent who does not adequately prove ownership in connection with a proposal is not permitted to submit another proposal for the same meeting on a later date.

<sup>16</sup> Nothing in this staff position has any effect on the status of any shareholder proposal that is not withdrawn by the proponent or its authorized representative.

## Ashton, Deb

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**From:** Kwan Hong Teoh <Kwan@asyousow.org>  
**Sent:** Thursday, December 27, 2018 4:54 PM  
**To:** Carpenter, Molly; Corporate Secretary  
**Cc:** Danielle Fugere; Lila Holzman  
**Subject:** JPM - Shareholder Resolution re Def Notice  
**Attachments:** 19.JPM.1 Def Notice Response 20181227.pdf  
  
**Categories:** EXTERNAL

Dear Ms. Carpenter,

Please find enclosed a response to your letter sent on December 13, 2018 citing deficiencies in our December 5, 2018 shareholder resolution filing letter. Within the attached PDF are proof of ownership letters establishing ownership of the Company's stock by K.F.P. A California Limited Partnership, Samajak LP, The Shallat Chemel Trust of 1994, Janine Firpo Living Trust, John B Mason & Linda C Mason Comm/Prop, and the Remmer Family Foundation.

Thank you and confirmation receipt of this email would be appreciated.

Best Regards,  
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)

~Building a Safe, Just and Sustainable World since 1992~



AS YOU SOW

1611 Telegraph Ave, Suite 1450  
Oakland, CA 94612

www.asyousow.com

**VIA EMAIL**

12/27/18

Molly Carpenter  
Secretary  
JPMorgan Chase & Co.  
Office of the Secretary  
270 Park Avenue  
New York, NY 10017

Re: JPMorgan's –Shareholder Authorizations

Dear Ms. Carpenter:

This letter responds to your December 13, 2018 notice of deficiency related to the low carbon transition financing transition proposal *As You Sow* submitted to JPMorgan on behalf of The Gun Denhart Living Trust. The letter was received in our offices, via email, on December 13, 2018.

In response to the cited deficiency, we enclose proof of ownership letters establishing ownership of the Company's company stock in the requisite amount and in the time frame necessary to meet eligibility requirements by K.F.P. A California Limited Partnership, Samajak LP, The Shallat Chemel Trust of 1994, Janine Firpo Living Trust, John B Mason & Linda C Mason Comm/Prop, and the Remmer Family Foundation.

We are hereby designating Samajak LP as lead proponent of the proposal. You will receive a proof of ownership letter from The Gun Denhart Living Trust next week, who will now be a co-filer on this proposal.

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. We further request that you confirm receipt of this correspondence.

Sincerely,

Danielle Fugere  
President

Enclosures

- Proof of Ownership Letters: K.F.P. A California Limited Partnership, Samajak LP, The Shallat Chemel Trust of 1994, Janine Firpo Living Trust, John B Mason & Linda C Mason Comm/Prop, and the Remmer Family Foundation

cc: Irma Caracciolo  
Vice President  
JPMorgan Chase & Co.



December 24, 2018

K.F.P. A California Limited Partnership  
P.O. Box 1247  
Sonoma, CA 95476

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.**

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Dear Margaret Kaplan,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 114 shares of JPMorgan Chase JPM common stock. These shares have been held in the account continuously for at least one year prior to and including December 5, 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,

Jason Almquist  
Sr. Specialist, Institutional  
IST/STAR PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85050

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



December 24, 2018

SAMAJAK, LP  
P.O. Box 1247  
Sonoma, CA 95476

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.**

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Dear Margaret Kaplan and Mejak Llc,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 222 shares of JPMorgan Chase JPM common stock. These shares have been held in the account continuously for at least one year prior to and including December 5, 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,

Jason Almquist  
Sr. Specialist, Institutional  
IST/STAR PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85050

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



December 24, 2018

The Shallat Chemel Trust of 1994

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Account number ending in:

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Questions: Contact your advisor or  
call Schwab Alliance at  
1-800-515-2157.

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

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Dear Lee Shallat Chemel and David Chemel,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 88 shares of JPMorgan Chase JPM common stock. These shares have been held in the account continuously for at least one year prior to and including December 5, 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,

Jason Almquist  
Sr. Specialist, Institutional  
IST/STAR PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85050

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



Advisor Services

December 6, 2018

Advisor Family Office  
P.O. Box 628290  
Orlando, FL 62829

Janine Firpo, TTEE for Janine Firpo Living Trust U/A Dtd 06/21/2004

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Re: Account \*\*\*

We are writing to confirm information about the account number listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds the following:

- 24 shares of Amazon, Inc. symbol AMZN
- 179 shares of J P Morgan Chase & Co., symbol JPM
- 138 shares of NiSource, Inc., symbol NI
- 30 shares of Pepsico, Inc., symbol PEP
- 55 shares of PayPal Holdings, Inc., symbol PYPL
- 66 shares of Sempra Energy, symbol SRE
- 196 shares of Verizon Communications, Inc., symbol VZ
- 210 shares of Kroger Co., symbol KR

These shares have been held in the account continuously for at least 395 days (13 months) prior to and including December 6, 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. We appreciate your business and look forward to serving you in the future.

Sincerely,

Thomas Putz  
Service Relationship Manager  
Advisor Family Office  
2423 E Lincoln Drive  
Phoenix, AZ 85016



## Advisor Services

December 6, 2018

Advisor Family Office  
P.O. Box 628290  
Orlando, FL 62829

John B Mason & Linda C Mason Comm/Prop

\*\*\*

Re: Account \*\*\*

We are writing to confirm information about the account number listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds the following:

- 100 shares of Amazon, Inc. symbol AMZN
- 118 shares Dominion Energy, Inc., symbol D
- 116 shares DTE Energy Co., symbol DTE
- 64 shares of Consolidated Edison, symbol ED
- 89 shares of Entergy Corp., symbol ETR
- 339 shares of Ford Motor Co., symbol F
- 150 shares of Goldman Sachs Group, symbol GS
- 660 shares of J P Morgan Chase & Co., symbol JPM
- 292 shares of McDonalds Corp., symbol MCD
- 373 shares of Morgan Stanley, symbol MS
- 145 shares of Sempra Energy, symbol SRE
- 710 shares of Verizon Communications, Inc., symbol VZ
- 42 shares of W E C Energy Group, Inc., symbol WEC
- 170 shares of Yum Brands, Inc., symbol YUM

These shares have been held in the account continuously for at least 395 days (13 months) prior to and including December 6, 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. We appreciate your business and look forward to serving you in the future.

Sincerely,

Thomas Putz

Service Relationship Manager  
Advisor Family Office  
2423 E Lincoln Drive  
Phoenix, AZ 85016

December 12, 2018

REMMER FAMILY FOUNDATION INC

\*\*\*

To Whom It May Concern:

Please accept this letter as confirmation.

Fidelity Investments, a DTC participant, acts as the custodian for the REMMER FAMILY FOUNDATION INC corporate account. As of December 10, 2018, our records confirm that 63 shares of Home Depot (Symbol 'HD', CUSIP 437076102), and 102 shares of JP Morgan Chase (Symbol 'JPM', CUSIP 46625H100) have been held continuously for greater than one year on the below referenced account:

Name: REMMER FAMILY FOUNDATION INC

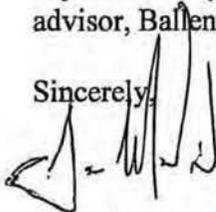
Registration: CORPORATE

Account number: ends in\*

\*

If you have any questions on this matter, please contact your registered Investments advisor, Ballentine Partners LLC at (603) 569-1717.

Sincerely,



Jason Marsland  
Client Services Manager

Our file: W056367-12DEC18