



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

DIVISION OF
CORPORATION FINANCE

March 4, 2019

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP
shareholderproposals@gibsondunn.com

Re: Amazon.com, Inc.

Dear Mr. Mueller:

This letter is in regard to your correspondence dated March 2, 2019 concerning the shareholder proposal (the "Proposal") submitted to Amazon.com, Inc. (the "Company") by Green Century Capital Management 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 Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its January 22, 2019 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Kasey L. Robinson
Special Counsel

cc: Jared Fernandez
Green Century Capital Management, Inc.
jfernandez@greencentury.com

March 2, 2019

VIA E-MAIL

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

Re: *Amazon.com, Inc.*
Shareholder Proposal of Green Century Capital Management et al.
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

In a letter dated January 22, 2019, we requested that the staff of the Division of Corporation Finance concur that our client, Amazon.com, Inc. (the “Company”), could exclude from its proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders a shareholder proposal (the “Proposal”) and statements in support thereof received from Green Century Capital Management, Sisters of the Order of St. Dominic of Grand Rapids, Trinity Health, and As You Sow on behalf of LongView LargeCap 500 Index Fund, LongView LargeCap 500 VEBA Fund, LongView LargeCap 1000 Growth Fund, LongView Broad Market 3000 Fund, Brian Patrick Kariger Revocable Trust, Bruce P. Tinker, John B. and Linda C. Mason Comm Prop, K.F.P. A California Limited Partnership, Merck Family Fund, Park Foundation, Samajak LP, Shallat Chemel Trust of 1994, The Gun Denhart Living Trust, and The Nicola Miner Revocable Trust (the “Proponents”).

Enclosed as Exhibit A is confirmation from Jared Fernandez of Green Century Capital Management, Inc., dated March 1, 2019, withdrawing the Proposal. Each of the Proponents in its submission authorized Green Century Capital Management, Inc. to act on its behalf with respect to the Proposal. In reliance thereon, we hereby withdraw the January 22, 2019 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Please do not hesitate to call me at (202) 955-8671, or Mark Hoffman, the Company’s Vice President & Associate General Counsel and Assistant Secretary, at (206) 266-2132.

GIBSON DUNN

Office of Chief Counsel
Division of Corporation Finance
March 2, 2019
Page 2

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Jared Fernandez, Green Century Capital Management, Inc.

EXHIBIT A



March 1, 2018

David A. Zapolsky
Senior Vice President, General Counsel and Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

RE: Shareholder Proposal on GHG Management Goals

Dear Mr. Zapolsky,

Green Century Capital Management appreciates the recent constructive dialogue with Amazon.com, Inc. (the “Company” or “Amazon”) regarding the Company’s ambitions towards managing its global greenhouse gas emissions and increasing public disclosure. This letter is regarding the shareholder proposal (the “Proposal”) submitted by the Green Century Capital Management, the Sisters of the Order of St. Dominic of Grand Rapids, Trinity Health, and As You Sow (the “Proponents”) on December 13, 2018 for the Company’s 2019 annual meeting of shareholders.

We are greatly encouraged by the recent announcement of Amazon’s “Shipment Zero” initiative, which commits to reaching net-zero carbon emissions for 50% of all Amazon deliveries by 2030. We are further encouraged by the Company’s ongoing efforts to map the carbon footprint of its operations and the subsequent commitment to disclose its company-wide carbon emissions by the end of 2019, along with related goals and programs to manage its footprint. Together, these commitments represent meaningful progress towards developing investor confidence regarding the Company’s mitigation of climate risk.

Still, we firmly believe that the Company has substantial risk exposure that remains to be addressed. Amazon does not have overarching, timebound policies to address the greenhouse gas emissions of its corporate facilities, fulfillment warehouses, or data centers--policies that we consider critical to ensure Amazon’s actions are aligned with the globally recognized goals of the Paris Agreement. Amazon’s language around renewable energy sourcing is largely aspirational and lacks a timebound component to more meaningfully support renewable infrastructure development among major energy providers. Amazon actively markets AWS products to Oil and Gas companies who remain the largest impediment to meaningful and rapid action to mitigate global climate change.

The Proponents intend to closely follow Amazon’s subsequent efforts to address its full climate impact and are hopeful for the opportunity to meaningfully engage with the Company in the coming months. Specifically, the Proponents would greatly appreciate the opportunity to dialogue with Company representatives following the forthcoming disclosure of Amazon’s company-wide carbon footprint to facilitate feedback on the metrics, timelines, transparency, and plans for continuous improvement with respect to its energy and climate initiatives.

On the basis of the aforementioned announcements, the Proponents hereby agree to withdraw the Proposal in return for the Company agreeing to withdraw its no-action request filed with the SEC on January 22, 2019.

Sincerely,

Jared Fernandez
Shareholder Advocate
Green Century Capital Management



Via Electronic Mail (shareholderproposals@sec.gov)

February 22, 2019

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

RE: Amazon.com, Inc's No-Action Request Regarding Shareholder Proposal Submitted By Green Century Capital Management

Dear Ladies and Gentlemen,

This letter is submitted on behalf of Green Century Capital Management, Sisters of the Order of St. Dominic of Grand Rapids, Trinity Health, and As You Sow on behalf of LongView LargeCap 500 Index Fund, LongView LargeCap 500 VEBA Fund, LongView LargeCap 1000 Growth Fund, LongView Broad Market 3000 Fund, Brian Patrick Kariger Revocable Trust, Bruce P. Tinker, John B. and Linda C. Mason Comm Prop, K.F.P. A California Limited Partnership, Merck Family Fund, Park Foundation, Samajak LP, Shallat Chemel Trust of 1994, The Gun Denhart Living Trust, and The Nicola Miner Revocable Trust (the "Proponents") in response to the January 22, 2019, letter (the "Company Letter") from Amazon.com, Inc. ("Amazon" or "the Company") which asks the Office of Chief Counsel of the Division of Corporation Finance (the "Staff") to confirm that it will not recommend enforcement action if the Company omits the Proponent's shareholder proposal (the "GHG Proposal") submitted pursuant to the Commission's Rule 14a-8 from the Company's proxy materials to be sent to shareholders in connection with the 2019 Amazon annual meeting of shareholders.

The Proponents respectfully submit that the Company should not be granted permission to exclude the Proposal in accordance with Securities and Exchange Commission ("SEC") Staff Legal Bulletin No. 140 (Nov. 7, 2008), this response is being e-mailed to shareholderproposals@sec.gov. A copy of this response is also being sent by electronic mail to Amazon.

The Proposal requests that Amazon.com, Inc. "adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets."

Amazon contends that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(11), arguing that the Proposal substantially duplicates a proposal submitted by a collection of Amazon employees (the "Employee Proposal") which asks that "Amazon's Board of Directors prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change, and how Amazon is reducing its company-wide dependence on fossil fuels. The report should be prepared at reasonable expense and may exclude confidential information." The Company intends to include the Employee Proposal in its proxy materials.



We believe that Amazon should not be permitted to exclude the Proposal from its 2019 proxy materials pursuant to Rule 14a-8(i)(11) for the reasons set forth below:

BASIS FOR INCLUSION

The GHG Proposal Does Not Substantially Duplicate the Employee Proposal and is Not Excludable Under Rule 14a-8(i)(11).

Rule 14a-8(i)(11) allows a company to exclude a shareholder proposal from its proxy materials 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." As the Company points out, two proposals need not be exactly identical in order to provide a basis for exclusion under Rule 14a-8(i)(11) but must share the same "principal thrust" or "principal focus."

The Company Letter argues that the current GHG Proposal is duplicative of the Employee Proposal asking the Company's Board of Directors to prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change.

A. The Two Proposals Make Different Requests for Action

While the GHG Proposal and the Employee Proposal both arise from the need to reduce climate change, the similarities end there. The goals and actions of the two proposals are distinct and the Company Letter concedes as much at the bottom of Page 4. The GHG Proposal asks the Company to set quantitative, company-wide goals for managing operational GHG emissions to presumably lessen the Company's contribution to the development and furtherance of climate change. In contrast, the Employee Proposal requests that the Company's Board of Directors disclose how the Company is planning for physical, and in turn financial, disruptions caused by the effects of climate change.

B. The Focus of the Two Proposals Are Distinct

The Company Letter sets forth two ways in which it believes the proposals are duplicative.

First, the Company Letter mischaracterizes the Employee Proposal as being substantially related to the Company's management of its GHG emissions in an attempt to argue the two proposals are duplicative, stating that the "principal thrust and focus" revolves around "[t]he Company's plans to address its GHG emissions in an effort to mitigate climate change."

Again, the GHG Proposal is focused on a very specific topic, namely, asking the Company to set quantitative, company-wide goals for managing operational GHG emissions to presumably lessen the Company's contribution to the development and furtherance of climate change. In contrast, the Employee Proposal is much broader, requesting that the Company's Board of Directors disclose how the Company is planning for physical, and in turn financial, disruptions caused by the effects of climate change. ***In other words, the GHG Proposal seeks to address how the Company is contributing to climate change. The Employee Proposal primarily seeks to address how the company is operationally responding to disturbances caused by climate change to minimize disruptions and financial loss.*** This distinction is underscored by the inclusion in the Employee Proposal of nine bullet points detailing specific incidences of extreme weather either directly impacting Amazon's operations and profitability or directly impacting planned components of Amazon's business.



The Company’s duplicative proposal argument is similar to a prior unsuccessful challenge brought by Exxon in which Exxon asserted duplication of submitted proposals because both addressed the issue of climate change. In *ExxonMobil Corp.* (March 17, 2014), the request for exclusion was denied by Staff where one proposal requested a report on the company’s strategy to address the risk of stranded assets presented by global climate change, including analysis of long and short term financial and operational risks to the company, while the prior proposal asked for the company to adopt quantitative goals, based on current technologies, for reducing total greenhouse gas emissions from the company’s products and operations.¹ The actions in the two proposals were distinct. Although both proposals centered on climate change, one proposal sought a company strategy to reduce its likelihood of experiencing stranded assets and the other sought company action and goals to reduce the company’s own carbon footprint. The two proposals at issue here are even more distinct.

Second, in seeking to prove a similar “principal thrust and focus,” the Company Letter argues that specific language within the two proposals renders them substantially duplicative, first claiming that “the Proposals both focus on the Company’s efforts to address its GHG emissions on a ‘company-wide’ basis.”

While this is true of the GHG Proposal, the principal focus of the Employee Proposal is for the Company to report to shareholders and the public on how the Company is planning for specific operational and logistic disruptions to its operations caused by the impacts of climate change, while also including a qualitative description of how the Company intends to transition away from energy derived from a specific type of fuel. In reality, the Employee Proposal **does not mention GHG emissions** or how the Company could manage them. Instead, it raises the prospect of transitioning away from fossil fuels – a measure that could produce a host of other benefits to the Company and society at large, including reduced contribution to air pollution in its value chains and the communities that the Company serves as well as mitigation of exposure to price volatility in the fossil fuel energy market.

Although the Employee Proposal does include a request for information on how Amazon is reducing its company-wide dependence on fossil fuels, this component of the broader request of the Employee Proposal is not analogous to a request for a policy seeking to set GHG emission management goals. The GHG Proposal does not prescribe how the Company could reduce its operational GHG emissions nor indicate if this would require reducing dependence on fossil fuels. Indeed, there are a number of actions the Company could theoretically take to manage its emissions without reducing its dependence on fossil fuels: by focusing on measures for energy efficiency throughout its data centers and operations, utilizing alternative methods for package delivery such as drones, and retrofitting current corporate offices and distribution centers to reduce the need for excess heating and cooling, among other potential actions. Each of these measures could be achieved with the same mix of fossil fuels it currently utilizes, but resulting in a reduction in GHG emissions.

The Company Letter goes on to argue that both proposals cite the major components of the Company’s operations which both contribute to the Company’s overall GHG emissions and are still predominantly reliant on fossil fuels, which would in turn renders the proposals substantially duplicative. However, the statements in each of the proposals are undisputable facts, and the notion that two proposals

¹ Note that in this instance the Staff apparently issued a denial of the no action request concurrent with a decision of the parties to withdraw the request.



requesting entirely different actions are substantially duplicative because the bodies of the respective proposals contain similar facts is unsubstantiated in Staff precedent.

The Company Letter also claims that “[b]oth proposals express concern over how the Company is affected by and contributing to climate change.” This is incorrect. Only the Employee Proposal expresses concern over how the Company and its operations are materially affected by climate change. The GHG Proposal is solely focused on the Company’s contribution to global climate change.

The Company Letter also claims that the proposals are substantially duplicative as “[b]oth Proposals contemplate quantitative metrics,” as if such a tangible and specific request from investors is out of the norm. Quantitative metrics are an objectively important tool for investors to gauge risk management and exposure, and as such, language requesting quantitative metrics in no way justifies claims that the proposals are substantially duplicative in principal thrust and focus.

The Company Letter also claims that “[b]oth Proposals reference the Paris Climate Agreement and the United Nations Intergovernmental Panel on Climate Change (‘IPCC’) as external references.” Again, while the GHG Proposal and the Employee Proposal both arise from the need to curb climate change, the similarities end there. The Paris Climate Agreement is the strongest international agreement in the history of humanity on the need to address global climate change, and the IPCC is the preeminent body of scientists and climate experts which produces some of the most highly publicized and recognized reports on the development of climate change. Citing the Paris Climate Agreement and the IPCC would likely be expected of any proposal seeking to demonstrate the international support and time-sensitive need for addressing climate change.

In summary, although certain phrases and citations specific to the issue of climate change are shared between the GHG Proposal and the Employee Proposal, the Company Letter’s arguments that these similarities constitute a substantially duplicative “principal thrust” or “principal focus” are incorrect.

C. Prior Precedent Supports the Distinctiveness of the Two Proposals

Staff precedent indicates that proposals addressing a broad overarching topic (i.e., climate change) are not necessarily duplicative so long as they have a distinct “principal thrust.” See *ExxonMobil Corp.* (March 13, 2017) (concurring that a proposal seeking a report on actions to minimize methane leakage from the company’s hydraulic fracturing operations was not substantially duplicative of a proposal seeking a report on the impacts to its business and operations under a ‘2 degree’ regulatory scenario despite the fact both proposals dealt broadly with climate change) as well as *ExxonMobil Corp.* (March 17, 2014) (concurring that a proposal seeking a report on carbon asset risk was not substantially duplicative of a proposal seeking GHG reduction goals despite the fact both proposals dealt broadly with climate change). See *PayPal Holdings, Inc.* (January 23, 2017) (concurring that a proposal seeking a report on the feasibility of achieving “net-zero” GHG emissions by 2030 was not substantially duplicative of a proposal asking for an annual sustainability report describing the company’s short- and long-term responses to ESG related issues including “relevant policies, practices, metrics, and goals on topics such as: greenhouse gas emissions”). See *AT&T Inc.* (February 3, 2012) (indicating that a proposal seeking a report on lobbying contributions and expenditures is distinct from a proposal seeking a report on political disclosure, whereas AT&T argued they were both “political”). See also *Bank of America Corp.* (January 7, 2013) (concurring that a proposal seeking to explore an end to political spending on elections and referenda is distinct from a proposal asking the company to disclose its political spending in a



variety of categories). Further, at *Pharma-Bio Serv, Inc.* (January 17, 2014) two proposals, which both related to the issuance of dividends, were allowed by the Staff to appear on the proxy, and were not found to be excludable under Rule 14a-8(i)(11). The first proposal requested that the board establish a quarterly dividend policy while the second requested that the board immediately adopt and issue a special cash dividend. Even though the subject matter of dividends underlay both proposals, they were not considered duplicative for purposes of the rule. Similarly, proposals that relate to aspects of board elections are not considered duplicative under the rule. For instance, one proposal calling for a simple majority vote, and another calling for directors to be elected on an annual basis were not found duplicative for purposes of Rule 14a-8(i)(11) in *Baxter Inc.* (January 31, 2012). See also *Pulte Homes Inc.* (avail. March 17, 2010) (indicating that a proposal urging the board of directors to adopt a policy requiring that senior executives retain 75% of all equity-based compensation for at least two years following their departure from the company and to report to shareholders regarding the policy is distinct from a proposal asking the board to adopt a policy that would bar senior executives and directors from engaging in speculative transactions involving their holdings of company stock).

As noted, these proposals are distinct in “principal thrust.” The GHG Proposal and the Employee Proposal, while set in the context of the need to address global climate change, exhibit a distinct “principal thrust” and unique requests.

Although the Company Letter cites a number of previous Staff decisions in which proposals present the same “principal thrust” or “principal focus” and omission has been permitted on the basis of Rule 14a-8(i)(11), **in each instance the prior proposal effectively subsumed most of the subject matter of the later submitted proposal.** In *Pacific Gas & Electric Co.* (Feb. 1, 1993) a proposal seeking to tie total compensation of the chief executive officer to the Company's performance was found to duplicate two prior submitted proposals, one tying non-salary compensation of all management to performance indicators and one placing ceilings on future total compensation of officers and directors, thereby reducing their compensation. In each of these instances, there was a clear rationale because disclosures or actions sought would be largely subsumed by the prior proposals. In *Exxon Mobil Corp.* (March 9, 2017), the prior proposal sought a report on the company's lobbying expenditures whereas the subsequent proposal requested a report on political contributions. In this instance, there would clearly be significant overlap in the content of the requested proposals as lobbying expenditures and political contributions could be considered analogous terms. In *Wells Fargo & Co.* (Feb. 8, 2011), the prior proposal sought a report on internal controls over its mortgage servicing operations, including a discussion of the company's participation in mortgage modification programs to prevent residential foreclosures, and the company's servicing of securitized mortgages that the company may be liable to repurchase. The content of such a report would have overlapped significantly with the later submitted proposal, which sought independent review of the company's internal controls related to loan modifications, foreclosures, and securitizations. In *Bank of America Corp.* (February 24, 2009), Staff concurred with the exclusion of a proposal requesting the adoption of a 75% hold-to-retirement policy because it was, in the words of the Company Letter, “subsumed by another proposal that included such a policy as one of many requests.” In *Ford Motor Co.* (March 3, 2008), the prior proposal sought the adoption of a recapitalization plan so that all of the company's outstanding stock would have one-vote per share, whereas the subsequent proposal sought to form an independent committee which would in part seek to reach an agreement with the Ford family to reduce their 16-vote per share status versus the one-vote per share status of non-family shareholders. The request of the subsequent proposal was



clearly subsumed by the request in the prior proposal, and thus, Staff concurrence with omission was clearly justified.

The Company Letter next cites a number of previous decisions in which Staff concurred that two proposals were substantially similar where one called for the company to adopt quantitative goals on reducing greenhouse gases and the other requested the company to assess the steps it was taking to reduce its products' dependence on fossil fuels. **Again, the precedents cited in the company letter involves specific cases where the request in the prior proposal was largely subsumed by that of the subsequent proposal.** In both *General Motors Corp.* (March 13, 2008) and *Ford Motor Co.* (January 3, 2008), the prior proposal requested the company adopt quantitative goals to reduce total GHG emissions from the company's products and operations while the proposal sought a report to shareholders on steps the company was taking to meet newly federally mandated fuel economy and GHG emission standards for each respective company's fleets of cars and trucks. Because each proposal predominantly sought discussion specifically around the company's forward-looking approach to managing GHG emissions, the subject matter of the second proposal was largely subsumed by the subject matter of the prior proposal, and thus Staff concurred with the request for exclusion. In *Ford Motor Co.* (February 19, 2004), a proposal requesting that the company adopt fuel mileage and GHG emission goals similar to those contained in recent Congressional proposals was largely subsumed by a prior proposal requesting the company report on its GHG emissions and how it intended to ensure competitive positioning under various regulatory scenarios and how the company could significantly reduce greenhouse gas emissions from its fleet of vehicles. In this instance, there was clearly significant overlap in the content of the requested proposals as both explicitly addressed the company's GHG emissions in the context of relevant regulatory constrictions.

The Company Letter concludes by yet again misinterpreting precedent in citing a handful of decisions which it characterizes broadly as "addressing environmental concerns," yet exclusion was permitted despite differences in the scope and breadth of the proposals. In *Chevron Corp.* (March 23, 2009) the proposal sought disclosure of environmental damage that would result from the company's expanding oil sands operations in the Canadian boreal forest, including the environmental implications of a policy of discontinuing these expansions. It was found to overlap with the prior proposal seeking a report on reducing total greenhouse gas emissions from the company's products and operations because, as the Company Letter notes, "the principal focus and thrust of both proposals was substantially the same – that is, reducing the environmental impact of the company's operations." In both proposals, the "principal thrust" involved the company assessing and reducing the environmental damages potentially caused by **its own** operations, rather than addressing how the company would respond to **external** disturbances caused by broader climate change impacts. Again, this precedent differs significantly from the current proposals with Amazon: ***the GHG Proposal seeks to address how the Company is contributing to climate change. The Employee Proposal seeks to address how the company is operationally responding to disturbances caused by climate change to minimize disruptions and financial loss.*** In *Exxon Mobil Corp.* (March 8, 2017), Staff concurred that a proposal requesting the company issue a report summarizing strategic options for aligning its business operations with a low carbon economy substantially duplicated a proposal requesting the company assess the long-term portfolio impacts of technological advancements and global climate change policies. It is highly likely that an international oil and gas company asked to publicly assess the impacts of global climate change policies to its portfolio would include discussion of how the company would then seek to align and



thrive in a low carbon economy, and thus while the two proposals may have differed slightly in scope and breadth, the proposal was rightly omitted as the subject matter of the proposal was substantially subsumed by the prior proposal. Finally, in *Exxon Mobil Corp.* (March 19, 2010), Staff concurred that a proposal requesting a report on how reduced demand for fossil fuels would affect the company's long-term strategic plan was substantially duplicative of a proposal asking for a report to assess the financial risks associated with climate change. Clearly a reduction in demand for fossil fuels would pose significant financial risks for an oil and gas company, so yet again, the core content of the request in the proposal was substantially subsumed by the prior proposal.

Each of the precedents cited by Company Letter stands in direct contrast to the present situation as the thrust and focus of the GHG Proposal is objectively unique to that of the Employee Proposal. The Employee Proposal's focus on disclosure regarding how the Company is planning for physical disruptions to its operations caused by the effects of climate change is entirely separate from, and not duplicative of, a Proposal seeking the adoption of quantitative, company-wide goals for managing operational GHG emissions to presumably lessen the Company's contribution to the development and furtherance of climate change.

D. Shareholders Will Not Be Confused by the Two Proposals

Despite the clearly different scope of the two proposals, Amazon argues that shareholders "would be confused" if both proposals are in the proxy. This seems highly unlikely. Shareholders could clearly evaluate both proposals separately with principled positions for a vote on each.

For example:

- "Yes" on both proposals: "I am concerned about the specific issue of what the Company is doing to manage its GHG emissions and contribution to climate change, and I am also interested in more information about how the Company is planning and preparing for disruptions caused by climate change."
- "No" on both proposals: "I am not interested in ESG issues and am willing to leave such issues up to management's discretion."
- "Yes" on the GHG Proposal and "No" on the Employee Proposal: "The Paris Agreement is an important new development, and I am interested in what the Company is doing to reduce its GHG emission footprint, but I don't find a detailed report on the hypothetical impacts of climate change as a useful expenditure of the company's resources at this time."
- "No" on the GHG Proposal and "Yes" on the Employee Proposal: "I'm not sure asking a company like Amazon to set GHG management goals is necessary; however, I recognize climate change impacts are occurring, and I am interested in how the Company intends to remain profitable in the face of potentially significant disruptions to its operations."

These examples are meant to be illustrative, and are not the only reactions that a shareholder might have to seeing the two proposals in the same proxy statement.

"The purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other" [Exchange Act Release No. 12999 (Nov. 22, 1976)]. A reasonable shareholder would not fail



to understand that the “principal thrust” of these two proposals are different: A public-facing policy to manage the Company’s operational GHG emissions versus an analysis of how the Company is planning for disruptions caused by climate change. Accordingly, the Proposal is not excludable pursuant to Rule 14a-8(i)(11).

CONCLUSION

In conclusion, we respectfully request the Staff to inform the Company that Rule 14a-8 requires a denial of the Company’s no-action request. As demonstrated above, the Proposal is not excludable under Rule 14a-8 (i)(11). In the event that the Staff should decide to concur with the Company and issue a no-action letter, we respectfully request the opportunity to speak with the Staff in advance.

Sincerely,

Jared Fernandez

CC: Ronald Mueller

Emily Shroder

Mark Hoffman

January 22, 2019

Ronald O. Mueller
Direct: +1 202.955.8671
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RMueller@gibsondunn.com

VIA E-MAIL

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

Re: *Amazon.com, Inc.*
Shareholder Proposal of Green Century Capital Management et al.
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Amazon.com, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders (collectively, the “2019 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof (the “Supporting Statement”) received from Green Century Capital Management, Sisters of the Order of St. Dominic of Grand Rapids, Trinity Health, and As You Sow on behalf of LongView LargeCap 500 Index Fund, LongView LargeCap 500 VEBA Fund, LongView LargeCap 1000 Growth Fund, LongView Broad Market 3000 Fund, Brian Patrick Kariger Revocable Trust, Bruce P. Tinker, John B. and Linda C. Mason Comm Prop, K.F.P. A California Limited Partnership, Merck Family Fund, Park Foundation, Samajak LP, Shallat Chemel Trust of 1994, The Gun Denhart Living Trust, and The Nicola Miner Revocable Trust (the “Proponents”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2019 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with

Office of Chief Counsel
Division of Corporation Finance
January 22, 2019
Page 2

respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states the following:

RESOLVED:

Shareholders request that Amazon.com, Inc. adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets.

A copy of the Proposal, as well as related correspondence with the Proponents, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

For the reasons discussed below, we believe the Proposal properly may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(11) because the Proposal substantially duplicates another proposal previously submitted to the Company that the Company expects to include in the Company's 2019 Proxy Materials.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates Another Proposal That The Company Expects To Include In Its Proxy Materials.

A. Background.

Rule 14a-8(i)(11) provides that a shareholder proposal may be excluded if it “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.” The Commission has stated that “the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). When two substantially duplicative proposals are received by a company, the Staff has indicated that the company must include the first of the proposals in its proxy materials, unless that proposal may otherwise be excluded. *See, e.g., Great Lakes Chemical Corp.* (avail. Mar. 2, 1998); *Pacific Gas and Electric Co.* (avail. Jan. 6, 1994).

Office of Chief Counsel
Division of Corporation Finance
January 22, 2019
Page 3

The Proposal substantially duplicates a shareholder proposal the Company previously received from a number of individuals (the “Prior Proposal,” and together with the Proposal, the “Proposals”). See Exhibit B. The Prior Proposal states:

Resolved: Shareholders request that Amazon’s Board of Directors prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change, and how Amazon is reducing its company-wide dependence on fossil fuels. The report should be prepared at reasonable expense and may exclude confidential information.

The Company initially received the Prior Proposal on November 28, 2018,¹ which is before December 14, 2018 when the Company received the Proposal. The Company intends to include the Prior Proposal in its 2019 Proxy Materials.

B. Analysis.

The standard that the Staff has traditionally applied for determining whether a proposal substantially duplicates an earlier received proposal is whether the proposals present the same “principal thrust” or “principal focus.” See *Pacific Gas & Electric Co.* (avail. Feb. 1, 1993). A proposal may be excluded as substantially duplicative of another proposal despite differences in terms or breadth and despite the proposals requesting different actions. See, e.g., *Exxon Mobil Corp.* (avail. Mar. 9, 2017) (concurring that a proposal requesting a report on political contributions was substantially duplicative of a proposal requesting a report on lobbying expenditures); *Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring that a proposal seeking a review and report on the company’s loan modifications, foreclosures, and securitizations was substantially duplicative of a proposal seeking a report that would include “home preservation rates” and “loss mitigation outcomes,” which would not necessarily be covered by the other proposal); *Bank of America Corp.* (avail. Feb. 24, 2009) (concurring with the exclusion of a proposal requesting the adoption of a 75% hold-to-retirement policy as subsumed by another proposal that included such a policy as one of many requests); *Ford Motor Co. (Leeds)* (avail. Mar. 3, 2008) (concurring that a proposal to establish an independent committee to prevent Ford family shareholder conflicts of interest with non-family shareholders substantially duplicated a proposal requesting that the board take steps to adopt a recapitalization plan for all of the company’s outstanding stock to have one vote per share).

The principal thrust and focus of the Proposal and the Prior Proposal are the same: the Company’s plans to address its GHG emissions in an effort to mitigate climate change. This shared focus is demonstrated by the express language of the Proposals. First, the Proposals both

¹ The Company initially received the Prior Proposal by email on November 28, 2018 from a number of individual shareholders. Thereafter, the Company received the Prior Proposal from a number of co-proponents. The Proposal was first received by the Company on December 14, 2018. Thereafter, the Company received the Proposal from the co-proponents.

Office of Chief Counsel
Division of Corporation Finance
January 22, 2019
Page 4

focus on the Company's efforts to address its GHG emissions on a "company-wide" basis. Second, although the phrasing is slightly different – the Prior Proposal is framed in terms of reducing its dependence on fossil fuels, whereas the Proposal is worded in terms of managing its GHG emissions – the principal thrust and focus of each relates to efforts to address what the Proposals view as being the main sources of the Company's GHG emissions. For example, the Proposal claims, "Amazon's GHG emissions result from its massive warehouse and logistics operations, data centers and servers, corporate facilities, and owned and subcontracted delivery fleets." Similarly, the Prior Proposal claims, "Coal still powers Amazon data centers. Diesel, gasoline, and jet fuel still power package delivery."

Moreover, other language in the Proposals demonstrates that they share the same focus:

- *Both Proposals express concern over how the Company is affected by and contributing to climate change.* The Proposal's Supporting Statement states that "[i]t is appropriate for shareholders to request that Amazon set goals for managing GHG emissions because such goals help to mitigate a critically important issue for civil society and businesses -- climate change." Similarly, the Prior Proposal states, "Amazon is both affected by and contributing to climate change," and that "Amazon is not a mere victim of climate change — its operations contribute significantly to the problem."
- *Both Proposals contemplate quantitative metrics.* The Proposal requests "quantitative, company-wide goals for managing [GHG] emissions" and the Prior Proposal states the report may include "time-bound, quantitative metrics for transitioning off fossil fuels at the speed and scale necessary to meet targets in IPCC's latest climate science report." In this regard, both Proposals reference as examples other public company reports that include quantitative goals, with both identifying Google, Walmart and Target.
- *Both Proposals reference the Paris Climate Agreement and the United Nations Intergovernmental Panel on Climate Change ("IPCC") as external references.* The Proposal asks that the policy "consider[] the objectives and timelines of the Paris Climate Agreement" and cites a recent IPCC report on climate change and GHG emissions. The Prior Proposal references the Paris Climate Agreement, and as highlighted in the prior bullet point, appears to also reference this same IPCC report or a similar one on climate change and GHG emissions.

While the Proposal and the Prior Proposal request slightly different actions—the Proposal requests that the board adopt and report on quantitative goals for managing GHG emissions, while the Prior Proposal requests that the Company report on how it is reducing its dependence on fossil fuels—that does not change the fact that they have the same principal focus. The Staff previously concurred that two proposals were substantially similar where one called for the company to adopt quantitative goals on reducing greenhouse gases and the other requested a company to assess the steps it was taking to reduce its products' dependence on fossil fuels. *See*

Office of Chief Counsel
Division of Corporation Finance
January 22, 2019
Page 5

General Motors Corp. (avail. Mar. 13, 2008). *See also Ford Motor Co.* (avail. Jan 3, 2008) (concurring that two proposals had the same “principal thrust” or “principal focus” where one proposal requested that a committee of independent directors assess and report on the steps the company is taking to meet new fuel economy and greenhouse gas emissions standards, while the other proposal requests the board to adopt goals for reducing greenhouse gas emissions and to report to shareholders); *Ford Motor Co.* (avail. Feb. 19, 2004) (concurring in the exclusion of a proposal calling for internal goals related to greenhouse gases as substantially similar to a proposal calling for a report on historical data on GHG emissions and the company’s planned response to regulatory scenarios, where Ford successfully argued that “although the terms and the breadth of the two proposals are somewhat different, the principal thrust and focus are substantially the same, namely to encourage the Company to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness”).

In other contexts as well, the Staff has concurred that multiple proposals addressing environmental concerns arising out of the production and use of carbon-based fuels were substantially duplicative despite differences in their scope and breadth. For example, in *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009), the Staff concurred that the company could exclude from its proxy statement a proposal requesting that the company “prepare a report . . . on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest [and] consider the environmental implications of a policy of discontinuing these expansions” because it substantially duplicated a prior proposal requesting that the company “publicly adopt quantitative, long-term goals, based on current technologies, for reducing total greenhouse gas emissions from the Company’s products and operations; and that the Company report to shareholders . . . on its plans to achieve these goals.” The company successfully argued that the principal focus and thrust of both proposals was substantially the same – that is, reducing the environmental impact of the company’s operations (in particular, GHG emissions) – even though the prior proposal was arguably much broader in scope. *See also Exxon Mobil Corp.* (avail. Mar. 8, 2017) (concurring that a proposal requesting the company issue a report summarizing strategic options for aligning its business operations with a low carbon economy substantially duplicated a proposal requesting the company push an “assessment of the long-term portfolio impacts of technological advances and global climate change policies”); *Exxon Mobil Corp. (Neva Rockefeller Goodwin)* (avail. Mar. 19, 2010) (concurring that a proposal requesting a report on how reduced demand for fossil fuels would affect the company’s long-term strategic plan as substantially duplicative of a proposal asking for a report to assess the financial risks associated with climate change). Here, the Proposal and the Prior Proposal have the same principal focus and thrust: the Company’s plans to address its GHG emissions in an effort to mitigate climate change.

Finally, because the Proposal substantially duplicates the Prior Proposal, if the Company were required to include both proposals in its proxy materials, there is a risk that the Company’s shareholders would be confused when asked to vote on both proposals. In such a circumstance, shareholders could assume incorrectly that there are substantive differences between the two

Office of Chief Counsel
Division of Corporation Finance
January 22, 2019
Page 6

proposals and the requested reports. As noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). Accordingly, the Company believes that the Proposal may be excluded as substantially duplicative of the Prior Proposal.

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2019 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671 or Mark Hoffman, the Company’s Vice President & Associate General Counsel and Assistant Secretary, at (206) 266-2132.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Mark Hoffman, Amazon.com, Inc.
Jared Fernandez, Green Century Capital Management
Sister Mary Brigid Clingman OP, Sisters of the Order of St. Dominic
of Grand Rapids
Lila Holzman, As You Sow

EXHIBIT A

From: Jared Fernandez <jfernandez@greencentury.com>
Date: December 14, 2018 at 8:30:59 AM PST
To: "Pfeiffer, Shelly Kay" <shellp@amazon.com>
Cc: "Kirchner, Jen" <jenkirch@amazon.com>
Subject: Re: Green Century Inquiry Letter - [Amazon.com](https://www.amazon.com), Inc GHG Emissions Strategy: privileged and confidential

Wonderful, thank you Shelly Kay. I just saw the invite come through.

Please find the attached proposal, and don't hesitate to reach out with any questions.

Thank you and look forward to speaking on Monday,

Jared Fernandez
Shareholder Advocate
Green Century Capital Management, Inc.
114 State Street, Suite 200, Boston, MA 02109
(617)-482-0800 | www.greencentury.com



GREEN CENTURY FUNDS

December 13, 2017

David A. Zapolsky
Senior Vice President, General Counsel and Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky,

Green Century Capital Management hereby submits the enclosed shareholder proposal to Amazon.com, Inc. (AMZN) for inclusion in the Company's 2019 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

Per Rule 14a-8, Green Century Capital Management is the beneficial owner of at least \$2,000 worth of Amazon.com, Inc.'s common stock. We have held the requisite number of shares for over one year, and will continue to hold sufficient shares in the Company through the date of the annual shareholders' meeting. Verification of ownership from a DTC participating bank is forthcoming.

Green Century is the lead filer of this proposal. We expect there to be co-filers.

It is our practice to seek dialogue with companies to discuss the issues involved with the hope that the resolution might not be necessary. However, because of the impending deadline for resolutions, the importance of the issue, and our need to protect our rights as shareholders, we are filing the enclosed resolution for inclusion in the proxy statement for a vote at the next shareholder's meeting. We welcome a dialogue with the Company at your earliest convenience.

Please direct all correspondence to Jared Fernandez, Shareholder Advocate at Green Century Capital Management. He may be reached at 617-482-0800 or by email at jfernandez@greencentury.com.

We would appreciate confirmation of receipt of this letter via email.

Sincerely,

Leslie Samuelrich
President
Green Century Capital Management

GREEN CENTURY CAPITAL MANAGEMENT, INC.
114 STATE STREET, SUITE 200 BOSTON, MA 02109
tel 617-482-0800
www.greencentury.com

RESOLVED:

Shareholders request that Amazon.com, Inc. adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets.

Whereas:

Amazon's GHG emissions result from its massive warehouse and logistics operations, data centers and servers, corporate facilities, and owned and subcontracted delivery fleets. Amazon does not disclose any quantitative data regarding its operational GHG emissions, nor has it adopted forward-looking goals to manage GHG emissions.

It is appropriate for shareholders to request that Amazon set goals for managing GHG emissions because such goals help to mitigate a critically important issue for civil society and businesses -- climate change.

Scientists expect that failure to mitigate climate change will lead to additional sea level rise, more extreme weather, mass migration, and public health impacts from heat waves, fires, and changing disease vectors. To manage such risks, representatives from approximately 195 countries adopted the Paris Climate Agreement, which aims to limit the increase in global average temperature -- and the most devastating social impacts of climate change -- by reducing GHG emissions.

Regulation to foster transition to the low-carbon future envisioned in the Agreement is likely to fundamentally transform the competitive global economy. A recent United Nations Intergovernmental Panel on Climate Change (IPCC) report maintains that we must limit average global temperature rise to 1.5°C to avoid the most severe impacts of climate change, requiring global 'net zero' emissions.

This proposal requests adoption of a high-level policy with goals but leaves the nature, timing and level of the goals entirely up to Amazon's discretion. The proposal is not an attempt to micromanage but to set a guiding direction that can be assessed by shareholders.

Investors are concerned about climate impacts on individual companies as well as portfolio-wide risks related to changing regulations and costs associated with extreme weather events. Large institutional investors such as BlackRock and State Street Global Advisors have publicly and privately called on companies to address climate change. A State Street white paper states: "We view establishing company-specific GHG emissions targets as one of the most important steps in managing climate risk."¹

The GHG management goals requested are intended to be integrated with other goals the company has adopted. Well over 60% of Fortune 100 companies have already set GHG emissions targets,² presumably while taking into consideration other corporate goals and policies. Operating a company by striving to meet a variety of specific goals is a standard business practice.

Examples of companies with GHG reduction goals include: Apple, Johnson & Johnson, General Motors, AT&T, Procter & Gamble, JP Morgan Chase, McDonald's, and Microsoft.

Amazon's peers that have set GHG management goals include: Walmart, Target, Google, Best Buy, Otto, and Oracle.

¹ <https://www.ssga.com/investment-topics/environmental-social-governance/2017/perspectives-on-effective-climate-change-disclosure.pdf>, p. 2.

² https://c402277.ssl.cf1.rackcdn.com/publications/1049/files/original/Power_Forward_3.0_-_April_2017_-_Digital_Second_Final.pdf?1493325339, P. 40

From: Jared Fernandez [<mailto:jfernandez@greencentury.com>]

Sent: Tuesday, December 18, 2018 2:02 PM

To: David.Zapolsky@amazon.com; Zapolsky, David <davidz@amazon.com>; dzapolsky@amazon.com

Cc: Pfeiffer, Shelly Kay <shellp@amazon.com>; Fildes, Dave <fildes@amazon.com>

Subject: Attached: Green Century Proof of Ownership

Good Afternoon Mr. Zapolsky,

Please find the attached proof of ownership from a DTC participating bank demonstrating Green Century Capital Management, Inc.'s ownership of the requisite number of shares and value of Amazon stock. This proof of ownership is meant to be included with the hard copies of our shareholder proposal and filing letter sent via FedEx late last week.

Please confirm receipt of this document and please do not hesitate to reach out if you have any questions.

Best,

Jared Fernandez
Shareholder Advocate
Green Century Capital Management, Inc.
114 State Street, Suite 200, Boston, MA 02109
(617)-482-0800 | www.greencentury.com



December 13, 2018

P.O. Box 1170
Valley Forge, PA 19482-1170

vanguard.com

GREEN CENTURY CAPITAL
MANAGEMENT INC
114 STATE ST STE 200
BOSTON MA 02109-2402

To Whom It May Concern:

Please accept this letter as verification that the following Vanguard Brokerage client continuously held 12 shares of Amazon.com Inc. (AMZN) in the below referenced account between December 13, 2017, and December 13, 2018. This stock was held through Vanguard Marketing Corporation, a Depository Trust Company (DTC) participant, in the Vanguard Brokerage Account ***

Green Century Capital Management Inc.
Corporation Account

Furthermore, please note that this security's value has been in excess of \$2,000.00 between the above referenced dates.

If you have any questions, please call us at **800-662-2739**. You can reach us on business days from 8 a.m. to 10 p.m., Eastern time.

Sincerely,

Audrey Zuckerman
Registered Representative
Retail Investor Group

53741537

User ID: UYKT

RECEIVED

DEC 18 2018

AMAZON.COM, INC.
LEGAL DEPARTMENT

December 17, 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

David A. Zapolsky
General Counsel & Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

RE: Shareholder proposal for 2019 Annual Meeting

Dear Mr. Zapolsky:

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 Amazon.com, Inc ("Amazon" 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 Green Century Capital Management 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 Amazon to adopt quantitative, company-wide goals for managing greenhouse gas (GHG) emissions which take proper account of the Paris Agreement.

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 Amazon stock, which would meet the requirements under SEC rules. Verification of this ownership, held in two accounts, is confirmed in the enclosed letters 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, Green Century Capital Management 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 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

RESOLVED:

Shareholders request that Amazon.com, Inc. adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets.

Whereas:

Amazon's GHG emissions result from its massive warehouse and logistics operations, data centers and servers, corporate facilities, and owned and subcontracted delivery fleets. Amazon does not disclose any quantitative data regarding its operational GHG emissions, nor has it adopted forward-looking goals to manage GHG emissions.

It is appropriate for shareholders to request that Amazon set goals for managing GHG emissions because such goals help to mitigate a critically important issue for civil society and businesses -- climate change.

Scientists expect that failure to mitigate climate change will lead to additional sea level rise, more extreme weather, mass migration, and public health impacts from heat waves, fires, and changing disease vectors. To manage such risks, representatives from approximately 195 countries adopted the Paris Climate Agreement, which aims to limit the increase in global average temperature -- and the most devastating social impacts of climate change -- by reducing GHG emissions.

Regulation to foster transition to the low-carbon future envisioned in the Agreement is likely to fundamentally transform the competitive global economy. A recent United Nations Intergovernmental Panel on Climate Change (IPCC) report maintains that we must limit average global temperature rise to 1.5°C to avoid the most severe impacts of climate change, requiring global 'net zero' emissions.

This proposal requests adoption of a high-level policy with goals but leaves the nature, timing and level of the goals entirely up to Amazon's discretion. The proposal is not an attempt to micromanage but to set a guiding direction that can be assessed by shareholders.

Investors are concerned about climate impacts on individual companies as well as portfolio-wide risks related to changing regulations and costs associated with extreme weather events. Large institutional investors such as BlackRock and State Street Global Advisors have publicly and privately called on companies to address climate change. A State Street white paper states: "We view establishing company-specific GHG emissions targets as one of the most important steps in managing climate risk."¹

The GHG management goals requested are intended to be integrated with other goals the company has adopted. Well over 60% of Fortune 100 companies have already set GHG emissions targets,² presumably while taking into consideration other corporate goals and policies. Operating a company by striving to meet a variety of specific goals is a standard business practice.

Examples of companies with GHG reduction goals include: Apple, Johnson & Johnson, General Motors, AT&T, Procter & Gamble, JP Morgan Chase, McDonald's, and Microsoft.

Amazon's peers that have set GHG management goals include: Walmart, Target, Google, Best Buy, Otto, and Oracle.

¹ <https://www.ssga.com/investment-topics/environmental-social-governance/2017/perspectives-on-effective-climate-change-disclosure.pdf>, p. 2.

² [https://c402277.ssl.cf1.rackcdn.com/publications/1049/files/original/Power_Foward_3.0 - April 2017 - Digital_Second_Final.pdf?1493325339](https://c402277.ssl.cf1.rackcdn.com/publications/1049/files/original/Power_Foward_3.0_-_April_2017_-_Digital_Second_Final.pdf?1493325339), P. 40



December 17, 2018

To Whom It May Concern:

This is to confirm that PNC Institutional Asset Management is the custodian of 10 shares of Amazon Com Inc (AMZN) 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 AMZN 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

Member of The PNC Financial Services Group

116 Allegheny Center Mall Pittsburgh Pennsylvania 15212

www.pnc.com



December 17, 2018

To Whom It May Concern:

This is to confirm that PNC Institutional Asset Management (DTC #2616) is the custodian of 45 shares of Amazon Com Inc (AMZN) owned by Sisters of the Order of St. Dominic Grand Rapids Charitable Trust.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of AMZN 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 St. Dominic Charitable Trust 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

From: Pat Tomaino [<mailto:Pat@zevin.com>]

Sent: Monday, December 17, 2018 1:11 PM

To: Zapolsky, David <davidz@amazon.com>; 'david.zapolsky@amazon.com' <david.zapolsky@amazon.com>; 'dzapolsky@amazon.com' <dzapolsky@amazon.com>; Fildes, Dave <fildes@amazon.com>; Hoffman (Legal), Mark <markhoff@amazon.com>; Hurst, Kara <karahurs@amazon.com>

Subject: Proposal co-file on behalf of Dominican Sisters~Grand Rapids

Good afternoon,

I attach documents on behalf of the Sisters of the Order of St. Dominic of Grand Rapids co-filing the shareholder proposal regarding GHG goals originally submitted by Green Century Capital Management.

Your office will receive these documents tomorrow via UPS.

Please reply to me confirming receipt of this co-filing, and let me know if you require anything further.

Best,
PT

Pat Miguel Tomaino
Director of Socially Responsible Investing
Zevin Asset Management, LLC
2 Oliver Street, Suite 806 | Boston, MA 02109
617.742.6666 x3010 | pat@zevin.com
www.zevin.com

This email and any files transmitted with it are confidential and intended solely for the use of the individual or entity to whom they are addressed. If you have received this email in error please notify the system manager. This message contains confidential information and is intended only for the individual named. If you are not the named addressee you should not disseminate, distribute or copy this e-mail. Please notify the sender immediately by e-mail if you have received this e-mail by mistake and delete this e-mail from your system. If you are not the intended recipient you are notified that disclosing, copying, distributing or taking any action in reliance on the contents of this information is strictly prohibited.



RECEIVED

DEC 18 2018

AMAZON.COM, INC.
LEGAL DEPARTMENT

Catherine M. Rowan
Director, Socially Responsible Investments
766 Brady Avenue, Apt. 635
Bronx, NY 10462
Phone: (718) 822-0820
Fax: (718) 504-4787

E-Mail Address: rowan@bestweb.net

December 14, 2018

David A. Zapolsky
Senior Vice President, General Counsel and Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

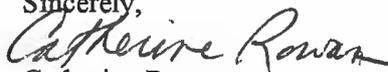
Dear Mr. Zapolsky,

Trinity Health is the beneficial owner of over \$2,000 worth of stock in Amazon.com Inc. Trinity Health has held these shares continuously for over twelve months and will continue to do so at least until after the next annual meeting of shareholders. A letter of verification of ownership is enclosed.

I am authorized to notify you of our intention to present the attached proposal for consideration and action by the stockholders at the next annual meeting. I submit this resolution for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

As a co-filer, we are filing the same proposal as the lead filer, Green Century Capital Management and the contact person is Jared Fernandez jfernandez@greencentury.com. We have authorized him to be our contact with the company in regards to conversations on the proposal. We hope for a dialogue with the company at your convenience.

Sincerely,


Catherine Rowan

enc

RESOLVED:

Shareholders request that Amazon.com, Inc. adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets.

Whereas:

Amazon's GHG emissions result from its massive warehouse and logistics operations, data centers and servers, corporate facilities, and owned and subcontracted delivery fleets. Amazon does not disclose any quantitative data regarding its operational GHG emissions, nor has it adopted forward-looking goals to manage GHG emissions.

It is appropriate for shareholders to request that Amazon set goals for managing GHG emissions because such goals help to mitigate a critically important issue for civil society and businesses -- climate change.

Scientists expect that failure to mitigate climate change will lead to additional sea level rise, more extreme weather, mass migration, and public health impacts from heat waves, fires, and changing disease vectors. To manage such risks, representatives from approximately 195 countries adopted the Paris Climate Agreement, which aims to limit the increase in global average temperature -- and the most devastating social impacts of climate change -- by reducing GHG emissions.

Regulation to foster transition to the low-carbon future envisioned in the Agreement is likely to fundamentally transform the competitive global economy. A recent United Nations Intergovernmental Panel on Climate Change (IPCC) report maintains that we must limit average global temperature rise to 1.5°C to avoid the most severe impacts of climate change, requiring global 'net zero' emissions.

This proposal requests adoption of a high-level policy with goals but leaves the nature, timing and level of the goals entirely up to Amazon's discretion. The proposal is not an attempt to micromanage but to set a guiding direction that can be assessed by shareholders.

Investors are concerned about climate impacts on individual companies as well as portfolio-wide risks related to changing regulations and costs associated with extreme weather events. Large institutional investors such as BlackRock and State Street Global Advisors have publicly and privately called on companies to address climate change. A State Street white paper states: "We view establishing company-specific GHG emissions targets as one of the most important steps in managing climate risk."¹

The GHG management goals requested are intended to be integrated with other goals the company has adopted. Well over 60% of Fortune 100 companies have already set GHG emissions targets,² presumably while taking into consideration other corporate goals and policies. Operating a company by striving to meet a variety of specific goals is a standard business practice.

Examples of companies with GHG reduction goals include: Apple, Johnson & Johnson, General Motors, AT&T, Procter & Gamble, JP Morgan Chase, McDonald's, and Microsoft.

Amazon's peers that have set GHG management goals include: Walmart, Target, Google, Best Buy, Otto, and Oracle.

¹ <https://www.ssga.com/investment-topics/environmental-social-governance/2017/perspectives-on-effective-climate-change-disclosure.pdf>, p. 2.

² https://c402277.ssl.cf1.rackcdn.com/publications/1049/files/original/Power_Forum_3.0_-_April_2017_-_Digital_Second_Final.pdf?1493325339, P. 40

December 14, 2018



Northern Trust

TO WHOM IT MAY CONCERN,

Please accept this letter as verification that as of December 14, 2018 Northern Trust as custodian held for the beneficial interest of
Trinity Health 22,926 shares of Amazon, Inc..

As of December 14, 2018 Trinity Health has held at least \$2,000 worth of Amazon, Inc. continuously for over one year. Trinity Health has informed us it intends to continue to hold these shares through the date of the company's next annual meeting.

This letter is to confirm that the aforementioned shares of stock are registered with Northern Trust, Participant Number 2669, at the Depository Trust Company.

Sincerely,

A handwritten signature in cursive script that reads "Dennis Zuccarelli".

Dennis Zuccarelli
Vice President
The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603



December 20, 2018

David A. Zapolsky
Corporate Secretary
Amazon.com, Inc.
410 Terry Avenue North
Seattle, Washington 98109

Dear Mr. Zapolsky:

This letter replaces an earlier letter, incorrectly dated December 19, 2018. *As You Sow* is co-filing a shareholder proposal on behalf of the following Amazon.com, Inc. shareholders for action at the next annual meeting of Amazon.com:

- LongView LargeCap 500 Index Fund
- LongView LargeCap 500 VEBA Fund
- LongView LargeCap 1000 Growth Fund
- LongView Broad Market 3000 Fund
- Brian Patrick Kariger Revocable Trust
- Bruce P. Tinker
- John B. and Linda C. Mason Comm Prop
- K.F.P. A California Limited Partnership
- Merck Family Fund
- Park Foundation
- Samajak LP
- Shallat Chemel Trust of 1994
- The Gun Denhart Living Trust
- The Nicola Miner Revocable Trust

We are co-filing this resolution with Green Century, who is the lead filer of the proposal and is authorized to act on co-filers' behalf with regard to withdrawal of the proposal. The lead filer, Green Century, 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.

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,

Lila Holzman
Energy Program Manager

Enclosures

- Shareholder Proposal & Authorizations

RESOLVED:

Shareholders request that Amazon.com, Inc. adopt a policy with quantitative, company-wide goals for managing greenhouse gas (GHG) emissions, considering the objectives and timelines of the Paris Climate Agreement, and report, at reasonable cost and omitting proprietary information, on its plans to achieve these targets.

Whereas:

Amazon's GHG emissions result from its massive warehouse and logistics operations, data centers and servers, corporate facilities, and owned and subcontracted delivery fleets. Amazon does not disclose any quantitative data regarding its operational GHG emissions, nor has it adopted forward-looking goals to manage GHG emissions.

It is appropriate for shareholders to request that Amazon set goals for managing GHG emissions because such goals help to mitigate a critically important issue for civil society and businesses -- climate change.

Scientists expect that failure to mitigate climate change will lead to additional sea level rise, more extreme weather, mass migration, and public health impacts from heat waves, fires, and changing disease vectors. To manage such risks, representatives from approximately 195 countries adopted the Paris Climate Agreement, which aims to limit the increase in global average temperature -- and the most devastating social impacts of climate change -- by reducing GHG emissions.

Regulation to foster transition to the low-carbon future envisioned in the Agreement is likely to fundamentally transform the competitive global economy. A recent United Nations Intergovernmental Panel on Climate Change (IPCC) report maintains that we must limit average global temperature rise to 1.5°C to avoid the most severe impacts of climate change, requiring global 'net zero' emissions.

This proposal requests adoption of a high-level policy with goals but leaves the nature, timing and level of the goals entirely up to Amazon's discretion. The proposal is not an attempt to micromanage but to set a guiding direction that can be assessed by shareholders.

Investors are concerned about climate impacts on individual companies as well as portfolio-wide risks related to changing regulations and costs associated with extreme weather events. Large institutional investors such as BlackRock and State Street Global Advisors have publicly and privately called on companies to address climate change. A State Street white paper states: "We view establishing company-specific GHG emissions targets as one of the most important steps in managing climate risk."¹

The GHG management goals requested are intended to be integrated with other goals the company has adopted. Well over 60% of Fortune 100 companies have already set GHG emissions targets,² presumably while taking into consideration other corporate goals and policies. Operating a company by striving to meet a variety of specific goals is a standard business practice.

Examples of companies with GHG reduction goals include: Apple, Johnson & Johnson, General Motors, AT&T, Procter & Gamble, JP Morgan Chase, McDonald's, and Microsoft.

Amazon's peers that have set GHG management goals include: Walmart, Target, Google, Best Buy, Otto, and Oracle.

¹ <https://www.ssga.com/investment-topics/environmental-social-governance/2017/perspectives-on-effective-climate-change-disclosure.pdf>, p. 2.

² https://c402277.ssl.cf1.rackcdn.com/publications/1049/files/original/Power_Forward_3.0_-_April_2017_-_Digital_Second_Final.pdf?1493325339, P. 40



December 20, 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 co-file a shareholder resolution on Stockholder's behalf with Amazon.com, Inc. (the "Company") for inclusion in the Company's 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to reporting on forced labor risks.

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 address on Stockholder's behalf 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 in relation to the resolution.

Sincerely,

A handwritten signature in black ink, appearing to read "DS", is written over a horizontal line.

Deborah Sildor
Executive Vice President & General Counsel

Trustee for
LongView Funds, consisting of

LongView LargeCap 500 Index Fund
LongView LargeCap 500 VEBA Fund
LongView LargeCap 1000 Growth Fund
LongView LargeCap 1000 Value Fund
LongView Broad Market 3000 Fund

10/10/2018

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: Brian Patrick Kariger Rev Tr (S)

Company: Amazon.com, Inc.

Annual Meeting/Proxy Statement Year: 2019

Resolution: Net-Zero

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:



158C255CC4FC4F0
BRIAN KARIGER

10/23/2018

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: Amazon.com, Inc.

Annual Meeting/Proxy Statement Year: 2019

Resolution: Net-Zero

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:

John B & Linda C Mason

1A2548F5C31941A.

John B & Linda C Mason

PARK FOUNDATION

October 30, 2018

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

Re: Authorization to File Shareholder Resolution

Dear Andy,

The undersigned (the "Stockholder") authorizes As You Sow to file or cofile a shareholder resolution on Stockholder's behalf with Amazon.com, Inc. (the "Company"), relating to net-zero greenhouse gas emissions, 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,



Jon M. Jensen
Executive Director

MFF

October 30, 2018

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

Re: Authorization to File Shareholder Resolution

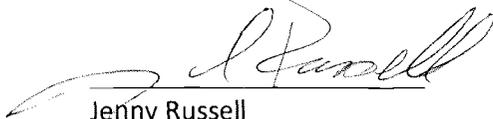
Dear Andrew Behar,

The undersigned (the "Stockholder") authorizes As You Sow to file or cofile a shareholder resolution on Stockholder's behalf with Amazon.com, Inc. (the "Company"), relating to Climate Change, 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,



Jenny Russell
Executive Director
Merck Family Fund

November 13, 2018

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

Re: Authorization to File Shareholder Resolution

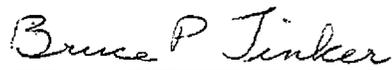
Dear Andrew Behar,

The undersigned (the "Stockholder") authorizes As You Sow to file or cofile a shareholder resolution on Stockholder's behalf with Amazon.com, Inc. (the "Company"), relating to Climate Change, net zero, 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,



Bruce P. Tinker

LEGAL ENTITY THAT OWNS THE SHARES

11/3/2018

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

Re: Authorization to File Shareholder Resolution

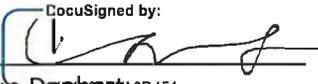
Dear Andrew Behar,

The undersigned (the "Stockholder") authorizes As You Sow to file or cofile a shareholder resolution on Stockholder's behalf with Amazon.com, Inc. (the "Company"), relating to net-zero greenhouse gas emissions, 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,

DocuSigned by:

Gun Denhart
Trustee
The Gun Denhart Living Trust

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.

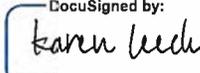
Stockholder: K.F.P. A California Limited Partnership
Company: Amazon.com, Inc.
Resolution Request: Net-Zero Greenhouse Gas Emissions

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:

ME00001457E4E0

Karen Leech

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

October 29, 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.

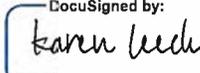
Stockholder: The Nicola Miner Revocable Trust DTD 02/19/1999
Company: Amazon.com, Inc.
Resolution Request: Net-Zero Greenhouse Gas Emissions

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:

ME00001457E4E0

Karen Leech

Special Power of Attorney
The Nicola Miner Revocable Trust DTD 02/19/1999

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.

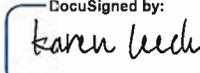
Stockholder: Samajak, LP
Company: Amazon.com, Inc.
Resolution Request: Net-Zero Greenhouse Gas Emissions

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:

ME00001457E4E0

Karen Leech

Special Power of Attorney
Samajak, LP

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: Amazon.com, Inc.
Resolution Request: Net-zero greenhouse gas emissions

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:

A0A1C0B0CE204A0

Lee Chemel

Trustee
The Shallat Chemel Trust of 1994

From: Kwan Hong Teoh <Kwan@asyousow.org>
Sent: Thursday, December 20, 2018 3:28 PM
To: amazon-ir <amazon-ir@amazon.com>; Berman, Craig <berman@amazon.com>; Kirchner, Jen <jenkirch@amazon.com>; IR <ir@amazon.com>
Cc: Lila Holzman <lholzman@asyousow.org>; Danielle Fugere <DFugere@asyousow.org>
Subject: Re: AMZN - Co-Filing Shareholder Proposal

Dear All,

We noticed a typo in our earlier version of the letter and have corrected it here. A paper copy of the revised version will be delivered by FedEx same day, later this afternoon.

Thank you

Best Regards,
Kwan Hong

Kwan Hong Teoh
Environmental Health Program
Research Manager

As You Sow

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

kwan@asyousow.org | www.asyousow.org

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

From: Kwan Hong Teoh <Kwan@asyousow.org>
Date: Thursday, December 20, 2018 at 12:31 PM
To: "amazon-ir@amazon.com" <amazon-ir@amazon.com>, "Berman@amazon.com" <Berman@amazon.com>, "jenkirch@amazon.com" <jenkirch@amazon.com>, "ir@amazon.com" <ir@amazon.com>
Cc: Lila Holzman <lholzman@asyousow.org>, Danielle Fugere <DFugere@asyousow.org>
Subject: AMZN - Co-Filing Shareholder Proposal

Dear All,

We are attempting to get an electronic courtesy copy of the enclosed letter to Mr. Zapolsky, but it appears our email is being bounced by the server. Can you please forward the below message to him.

Thank you, and please let me know if you have any questions.

Best Regards,
Kwan

Dear Mr. Zapolsky,

Please find enclosed a co-filing letter for a shareholder proposal submitted for inclusion in the Company's 2019 proxy statement. Green Century has previously submitted this proposal and is the lead filer for this resolution. A paper copy will be delivered to your office via courier later this afternoon.

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 | www.asyousow.org

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

EXHIBIT B

Resolved: Shareholders request that Amazon’s Board of Directors prepare a public report as soon as practicable describing how Amazon is planning for disruptions posed by climate change, and how Amazon is reducing its company-wide dependence on fossil fuels. The report should be prepared at reasonable expense and may exclude confidential information.

Supporting Statement:

Amazon is both affected by and contributing to climate change. What is Amazon’s plan to respond to climate change?

Science has established that climate change is causing overall increases in extreme weather intensity and frequency. Scientists are increasingly measuring climate change’s contributions to individual weather events. Disruptions from climate change will increase and intensify without urgent action curtailing further warming. 2018’s National Climate Assessment predicts hundreds of billions of dollars in annual economic losses in the United States, Amazon’s largest market.

Extreme weather exacerbated by climate change poses great risks to Amazon’s workers, customers, and infrastructure, and already impacts Amazon:

- June 2016: An AWS data center in Sydney, Australia went down during severe weather, which broke rainfall records.
- June 2017: Phoenix’s airport cancelled flights during a record-tying heat wave. At 120 degrees, airplanes struggle to take off and land. Disrupted flights are expected to occur in more cities serviced by Amazon Air.
- Early 2018: Cape Town, South Africa is the site of Amazon’s planned “AWS Africa” expansion. Facing severe drought, residents took drastic action to prevent a “day zero” when the city’s taps would run dry.
- March 2018: A data center supporting AWS suffered a power outage during Superstorm Riley, disrupting Amazon Alexa.
- August 2018: Forest fire smoke enveloped Amazon’s Seattle headquarters, where workers wore face masks to protect their health.
- September 2018: Flooding from Hurricane Florence disrupted production at the plant manufacturing 20,000 vans for Amazon’s delivery service.
- November 2018: A tornado in Baltimore smashed an Amazon fulfilment center, ruined its merchandise, and killed two workers.
- November 2018: California’s Camp Fire temporarily shuttered Amazon’s Sacramento fulfilment center, delaying deliveries.

- November 2018: As part of “HQ2,” Amazon selected Long Island City, Queens, which flooded during Hurricane Sandy.

Amazon is not a mere victim of climate change—its operations contribute significantly to the problem. The overwhelming scientific consensus is that burning fossil fuels is the major driver of climate change. To limit warming to the safer levels governments committed to in the Paris Agreement, scientists estimate that the world can only burn a fifth of existing fossil fuel reserves. Multiple industries will have to modernize to meet this mandate. Coal still powers Amazon data centers. Diesel, gasoline, and jet fuel still power package delivery.

Many of Amazon’s peers, including Google, UPS, Walmart, and Target, have reported on climate change plans. Amazon’s report could include time-bound, quantitative metrics for transitioning off fossil fuels at the speed and scale necessary to meet targets in IPCC’s latest climate science report. Amazon can follow its leadership principle on “Ownership” to consider long-term climate risks.