



DIVISION OF  
CORPORATION FINANCE

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

April 2, 2019

David A. Kern  
Exxon Mobil Corporation  
david.a.kern@exxonmobil.com

Re: Exxon Mobil Corporation  
Incoming letter dated January 21, 2019

Dear Mr. Kern:

This letter is in response to your correspondence dated January 21, 2019 concerning the shareholder proposal (the "Proposal") submitted to Exxon Mobil Corporation (the "Company") by the Unitarian Universalist Association (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated March 12, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates  
Special Counsel

Enclosure

cc: Timothy Brennan  
Unitarian Universalist Association  
tbrennan@uua.org

April 2, 2019

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

Re: Exxon Mobil Corporation  
Incoming letter dated January 21, 2019

The Proposal requests that the Company prepare a report, updated semi-annually, disclosing (a) its policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role (if any) in that process and (b) monetary and non-monetary political contributions or expenditures that could not be deducted as an "ordinary business expense" under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of political candidates, parties, and committees and entities organized and operating under section 501(c)(4) of the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's public disclosures do not substantially implement the Proposal. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(10).

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(11). In our view, the Proposal does not substantially duplicate the proposal submitted by the United Steelworkers. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(11).

Sincerely,

Courtney Haseley  
Special Counsel

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

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

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

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

March 12, 2018

[Via e-mail at shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

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

Re: Request by Exxon Mobil Corporation to omit proposal  
submitted by Unitarian Universalist Association

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Unitarian Universalist Association (the "UUA") submitted a shareholder proposal (the "Proposal") to Exxon Mobil Corporation ("Exxon Mobil" or the "Company"). The Proposal asks Exxon Mobil to report to shareholders on policies and procedures for making political contributions with corporate funds and on election-related contributions and expenditures, including payments used for those purposes by certain tax-exempt organizations.

In a letter to the Division dated January 18, 2019, Exxon Mobil stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company's 2019 annual meeting of shareholders. Exxon Mobil argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(10), on the ground that Exxon Mobil has substantially implemented the Proposal; and Rule 14a-8(i)(11), as substantially duplicative of a previously-submitted proposal. As discussed more fully below, Exxon Mobil has not met its burden of proving it is entitled to exclude the Proposal in reliance on either basis, and the UUA respectfully asks that Exxon Mobil's request for relief be denied.



## **The Proposal**

The Proposal states:

Resolved: Shareholders of Exxon Mobil Corp. ('Exxon' or 'Company') hereby request that the Company prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's:

- (a) Policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role (if any) in that process, and
- (b) Monetary and non-monetary political contributions or expenditures that could not be deducted as an 'ordinary and necessary' business expense under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of political candidates, parties, and committees and entities organized and operating under section 501(c)(4) of the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.



The report shall be made available within 12 months of the annual meeting and identify all recipients and the amounts paid to each recipient from Company funds. This proposal does not encompass lobbying spending.

## **Substantial Implementation**

Rule 14a-8(i)(10) permits exclusion of a proposal that has been "substantially implemented." Exxon Mobil contends that it has substantially implemented the Proposal through its website

disclosures. Exxon Mobil urges that it discloses its policies and procedures for making direct political contributions and expenditures, including the role of the board, as well as its direct political contributions and expenditures. It claims that those disclosures substantially implement the Proposal, even though they include neither policies regarding indirect contributions nor the indirect contributions themselves, because “no such thing as ‘indirect’ political contributions or expenditures can be identified within the limitations of the Proposal.”<sup>1</sup>

Exxon Mobil acknowledges that the Proposal seeks disclosure of “the portion of any dues or payments made to any tax-exempt organization (such as a trade association),” which are described in subsection (b) of the resolved clause as payments that would be non-deductible *if made directly* by the Company. In other words, they are indirect political contributions. Exxon Mobil insists, however, on reading that language in isolation, as though it were unrelated to the Proposal’s other language regarding election-related spending. Because the Proposal states that it “does not encompass lobbying spending,” Exxon Mobil urges that the indirect expenditures language is meaningless as it is defined as neither electoral nor lobbying spending.



Before turning to that argument, it is important to note that Exxon Mobil is silent regarding the Proposal’s request for disclosure of payments to entities organized under section 501(c)(4) of the Internal Revenue Code, or “social welfare” organizations, which are sometimes referred to as “dark money” groups because they can take unlimited amounts from individuals and companies<sup>2</sup> and do not have to disclose their donors.<sup>3</sup> Groups organized under section 501(c)(4) can spend money on elections, including contributing unlimited amounts to PACs supporting candidates.<sup>4</sup>

<sup>1</sup> No-Action Request, at 4.

<sup>2</sup> [See https://campaignlegal.org/update/pacs-super-pacs-dark-money-groups-whats-difference](https://campaignlegal.org/update/pacs-super-pacs-dark-money-groups-whats-difference)

<sup>3</sup> Michelle Ye Hee Lee & Jeff Stein, “‘Dark Money’ Groups Don’t Need to Disclose Donors to IRS, Treasury Says,” [The Washington Post](#), July 17, 2018.

<sup>4</sup> Trevor Potter, “Dark Money Threatens Our Elections,” [The Hill](#), July 12, 2018; <https://campaignlegal.org/update/pacs-super-pacs-dark-money-groups-whats-difference>

The No-Action Request does not assert that Exxon Mobil has implemented the portion of the Proposal seeking disclosure of amounts contributed to social welfare groups, stating only that “the Company provides itemized lists of corporate political contributions and corporate PAC contributions on its website.”<sup>5</sup>

Exxon Mobil’s Political Activities Policy and Guidelines (the “Policy”) provide that the Company “is authorized to make lawful political contributions to political parties, political associations, candidate committees, and other political organizations,” but does not define “political organizations.”<sup>6</sup> As a result, the status of dark money groups is unclear. As well, Exxon Mobil’s website lists corporate contributions to national political organizations, corporate contributions to state-level candidates and committees, and contributions to candidates by Exxon Mobil’s political action committee, but no payments to social welfare organizations.<sup>7</sup>



The Company’s attempt to read out of the Proposal a clear focus on direct and indirect election-related expenditures disregards the Proposal’s clear language. First, subsection (b) of the resolved clause, which consists of a single sentence, describes the contributions and expenditures about which the Proposal seeks disclosure. Payments made directly “include[e] (but [are] not limited to) contributions or expenditures on behalf of political candidates, parties, and committees” that could not be deducted as “ordinary and necessary” business expenses.

That language establishes that the Proposal seeks disclosure regarding election-related spending. The later part of the sentence, which indicates that disclosure should include indirect expenditures through intermediaries such as trade associations as well as direct spending, should be read in this context. It would be unreasonable to divorce the indirect expenditures language from

<sup>5</sup> No-Action Request, at 3.

<sup>6</sup> See <https://corporate.exxonmobil.com/-/media/global/files/policy/political-activities-policy-and-guidelines.pdf>

<sup>7</sup> See <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>

the language about candidates and elections appearing earlier in the same sentence.

Second, the supporting statement reinforces the resolved clause's description of the requested election-related disclosure. The supporting statement asserts, "This proposal asks the Company to disclose *all of its electoral spending*, both direct and indirect." (emphasis added) That language is unambiguous, and is supported by the previous sentence, which states, "Information on indirect electoral spending through trade associations and 501(c)(4) groups cannot be obtained by shareholders, unless the Company discloses it." Thus, Exxon Mobil's view that the Proposal does not define indirect spending in a way that is distinct from lobbying is unsupported.



Indirect spending is not only a concern when it comes to lobbying, as Exxon Mobil seems to suggest. Indirect electoral spending through both social welfare organizations and trade associations has exploded since the Supreme Court's 2010 *Citizens United* decision,<sup>8</sup> which held that corporations could spend unlimited amounts on political ads and payments to politically active non-profits.<sup>9</sup> The Conference Board has noted the risks presented by indirect electoral spending:

Corporate political activities are closely scrutinized by public-interest groups and the media. As a result, a corporation's direct or indirect political spending can put its reputation at risk and could adversely affect its business if the company takes a controversial position or supports a candidate who holds positions that are inconsistent with its corporate values or the views of a significant number of its workers, shareholders or customers.

<sup>8</sup> Lee Fang, "Never Mind Super PACs: How Big Business is Buying the Election," *The Nation*, Aug. 29, 2012;

<sup>9</sup> Kim Barker, "How Nonprofits Spend Millions on Elections and Call it Public Welfare," *Propublica*, Aug. 18, 2012.

The Proposal unambiguously asks Exxon Mobil to report on how the Policy deals with indirect spending on elections and to disclose all such expenditures made by the Company. Exxon Mobil's Policy does not address indirect electoral spending, nor does the Company's website disclosure include payments to social welfare organizations or trade associations. Accordingly, the Proposal has not been substantially implemented, making exclusion pursuant to Rule 14a-8(i)(10) inappropriate.

### **Substantial Duplication**

Rule 14a-8(i)(11) permits a company to exclude a later-received proposal if it substantially duplicates a previously-submitted proposal the company will include in its proxy statement. Before Exxon Mobil received the Proposal, it received a proposal (the "Lobbying Proposal"), which states:



Resolved, the shareholders of ExxonMobil request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by ExxonMobil used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision making process and oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a 'grassroots lobbying communication' is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) expresses a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. 'Indirect lobbying' is lobbying engaged in by a trade association or other organization of which ExxonMobil is a member.

Both ‘direct and indirect lobbying’ and ‘grassroots lobbying communications’ include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on ExxonMobil’s website.

Exxon Mobil claims that the Proposal and the Lobbying Proposal share the same “principal thrust and focus,” which is “disclosure of contributions to third parties that are used for political purposes.”<sup>10</sup> Exxon Mobil cites superficial similarities between the Proposal and the Lobbying Proposal, such as “providing transparency,” “disclos[ing] amounts of corporate funds used,” and making available “a regularly updated report.”<sup>11</sup> Those similarities, however, are eclipsed by the key difference between the Proposal and the Lobbying Proposal: the Proposal specifically addresses spending to influence the electoral process, while the Lobbying Proposal deals exclusively with lobbying, which is the process of influencing legislation and regulations. Exxon Mobil’s references to the “political process,” “corporate spending in the political arena,” and “political purposes” do not succeed in blurring the distinction between electoral and lobbying expenditures.



The Staff has recognized that distinction, rejecting arguments similar to Exxon Mobil’s. In CVS Caremark Corporation,<sup>12</sup> the company argued that a later-received proposal much like the Lobbying Proposal substantially duplicated an earlier-received proposal seeking disclosure of “contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public or any segment thereof, with respect to an election or referendum.”

<sup>10</sup> No-Action Request, at 6.

<sup>11</sup> No-Action Request, at 6.

<sup>12</sup> CVS Caremark Corporation (Mar. 15, 2013).

Like the Proposal, the electoral spending proposal submitted to CVS provided that “[p]ayments used for lobbying are not encompassed by this proposal.” The lobbying proposal stated, “Neither 'lobbying' nor 'grassroots lobbying communications' include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.” CVS pointed to several of the same superficial similarities as Exxon Mobil does here, including that both proposals sought disclosure of policies and expenditures used to “influence the political process.” The Staff declined to grant relief. The outcome was noteworthy because CVS had, just one year earlier, succeeded in excluding a later-received lobbying proposal as substantially duplicating a proposal focusing on electoral spending. The 2012 proposals were nearly the same as the 2013 proposals, with the exception that the 2013 proposals included the carveout language clarifying the distinction between them.<sup>13</sup>



Exxon Mobil urges that the 2017 determination in Exxon Mobil Corp.<sup>14</sup> supports exclusion of the Proposal. There, Exxon Mobil successfully sought to exclude as substantially duplicative of a lobbying disclosure proposal a proposal (the “Newground Proposal”) seeking disclosure of:

- (a) Policies and procedures for making political contributions and expenditures with corporate funds (both direct and indirect), including the board's role (if any) in that process, and
- (b) Monetary and non-monetary political contributions or expenditures that could not be deducted as an 'ordinary and necessary' business expense under section 162(e) of the Internal Revenue Code. To include (but not limited to) contributions or expenditures on behalf of entities organized and operating under section 501(c)(4) or the

<sup>13</sup> CVS Caremark Corporation (Feb. 1, 2012, *reconsideration denied* Feb. 29, 2012).

<sup>14</sup> Exxon Mobil Corp. (Mar. 9, 2017).

Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by ExxonMobil, would not be deductible under section 162(e) of the Internal Revenue Code.

The Newground Proposal was not, as Exxon Mobil claims, “substantially identical” to the Proposal. The Newground Proposal’s resolved clause could be read as seeking disclosure of policies and expenditures for political activity generally, given that section 162(e) prohibits deduction of both electoral and lobbying expenditures,<sup>15</sup> and trade associations and social welfare organizations can engage in both electoral and lobbying activities.<sup>16</sup> By contrast, subsection (b) of the Proposal requests disclosure of “contributions or expenditures on behalf of political candidates, parties, and committees,” referring to electoral spending. The Proposal also specifically disclaims coverage of lobbying activities, which the Newground Proposal did not do. Thus, unlike the Newground Proposal, the Proposal’s focus is unambiguously electoral politics.



Exxon Mobil’s effort to distinguish the determination in *Ford Motor Company*<sup>17</sup> is likewise unavailing. There, the later-received political contributions proposal was deemed not to substantially duplicate an earlier-received proposal on lobbying, despite arguments similar to those Exxon Mobil now advances. Although the Ford political contributions proposal was worded somewhat differently from the Proposal, both proposals used language referring to electoral spending and explicitly carved out lobbying activities and expenditures from the proposals’ coverage. The Proposal is therefore more like the Ford political contributions proposal than the Newground Proposal.

<sup>15</sup> 26 U.S.C. section 162(e).

<sup>16</sup> See B. Holly Schadler, “Chapter I: Lobbying and Political Activities by 501(c)(4)s,” at 11-14 (2012) ([https://www.bolderadvocacy.org/wp-content/uploads/2012/10/The\\_Connection\\_Ch1\\_paywall.pdf](https://www.bolderadvocacy.org/wp-content/uploads/2012/10/The_Connection_Ch1_paywall.pdf))

<sup>17</sup> *Ford Motor Company* (Feb. 6, 2018).

The Proposal does not substantially duplicate the Lobbying Proposal because the Proposal's scope is limited to election-related spending, while the Lobbying Proposal applies only to efforts to influence legislation or regulation. Although both proposals deal with indirect spending through intermediaries, indirect spending on electoral politics is only encompassed within the Proposal, while indirect lobbying is addressed solely in the Lobbying Proposal. Previous determinations in which the Staff allowed exclusion on substantial duplication grounds involved proposals that, unlike the Proposal and Lobbying Proposal, did not clearly delineate between election-related and lobbying spending. Accordingly, Exxon Mobil's request to exclude the Proposal as substantially duplicative of the Lobbying Proposal should be denied.

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For the reasons set forth above, Exxon Mobil has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10) or Rule 14a-8(i)(11). UUA thus respectfully requests that Exxon Mobil's request for relief be denied.

UUA appreciates the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at (617) 948-4305.

Sincerely,



Timothy Brennan  
Treasurer and CFO

cc: David A. Kern  
Senior Counsel  
Exxon Mobil Corporation  
Fax # 972-940-1636



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David A. Kern  
Senior Counsel



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Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549  
via email: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the "Company"), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are filing this letter with respect to the shareholder proposal (the "Proposal") submitted by the Unitarian Universalist Association (the "Proponent") for inclusion in the proxy materials the Company intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the "2019 Proxy Materials"). The Proposal is attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the "Staff") will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2019 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence via email to [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov). Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2019 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

## THE PROPOSAL

The Proposal states:

**Resolved:** Shareholders of Exxon Mobil Corp. ('Exxon' or 'Company') hereby request that the Company to prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's:

- (a) Policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role (if any) in that process, and

(b) Monetary and non-monetary political contributions or expenditures that could not be deducted as an 'ordinary and necessary' business expense under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of political candidates, parties, and committees and entities organized and operating under section 501(c)(4) or the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.

The report shall be made available within 12 months of the annual meeting and identify all recipients and the amounts paid to each recipient from Company funds. This proposal does not encompass lobbying spending.

A copy of the Proposal is attached hereto as Exhibit A.

#### **REASONS FOR EXCLUSION OF THE PROPOSAL**

The Company believes that the Proposal may be properly omitted from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(10), because the Proposal has been substantially implemented, and pursuant to Rule 14a-8(i)(11), because the Proposal substantially duplicates another proposal submitted to the Company by another proponent.

##### **1. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(10) Because the Proposal Has Been Substantially Implemented**

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission has stated that "substantial" implementation under the rule does not require implementation in full or exactly as presented by the proponent. See *Exchange Act Release No. 34-40018* (May 21, 1998, n.30). The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the "essential objective" of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail or exercised discretion in determining how to implement the proposal. See *Exxon Mobil Corporation* (March 23, 2018) (permitting exclusion of a shareholder proposal requesting that the company issue a report describing how the company could adapt its business model to align with a decarbonizing economy where the requested information was already available in two published reports describing the company's long term outlook for energy and how it would position itself for a lower-carbon energy future); *Ford Motor Company* (February 22, 2016) (permitting exclusion of a shareholder proposal requesting that the company adopt a policy disclosing the gender, race/ethnicity, skills and experiences of each board nominee where the requested information was already available in a chart disclosing the aggregate gender and minority status of the company's directors in its sustainability report and the specific qualifications required of board nominees as well as each director's actual skills and experiences as it relates to those qualifications in its proxy materials); *Wal-Mart Stores, Inc.* (March 25, 2015) (permitting exclusion of a shareholder proposal requesting an employee engagement metric for executive compensation where a "diversity and inclusion metric related to employee engagement" was already included in the company's management incentive plan); *Entergy Corp.* (February 14, 2014) (permitting exclusion of a shareholder proposal requesting a report "on policies the company could adopt . . . to reduce its greenhouse gas emissions consistent with the national goal of 80% reduction in greenhouse gas emissions by 2050" where the requested information was already available in its sustainability and carbon disclosure reports); *Duke*

*Energy Corp.* (February 21, 2012) (permitting exclusion of a shareholder proposal requesting that the company assess potential actions to reduce greenhouse gas and other emissions where the requested information was available in the Form 10-K and its annual sustainability report); and *Exelon Corp.* (February 26, 2010) (concurring in the exclusion of a proposal that requested a report on different aspects of the company's political contributions when the company had already adopted its own set of corporate political contribution guidelines and issued a political contributions report that, together, provided "an up-to-date view of the [c]ompany's policies and procedures with regard to political contributions"). "[A] determination that the company has substantially implemented the proposal depends upon whether [the Company's] particular policies, practices, and procedures compare favorably with the guidelines of the proposal." See *Texaco, Inc.* (March 28, 1991) (permitting exclusion on substantial implementation grounds of a proposal requesting that the company adopt the Valdez Principles where the company had already adopted policies, practices and procedures regarding the environment).

The Proposal requests that the Company prepare and update a report which discloses the policies and procedures for making political contributions and expenditures. The Company already makes available up-to-date disclosure of its policies, practices and procedures on its website to fulfill the essential objective of this proposal.

The Proposal's guidelines lay out two prongs for the disclosure requests, in clauses (a) and (b) of the Proposal. Clause (a) asks for disclosure on (1) the role of the Company's board of directors in the process, (2) policies and procedures for making direct political contributions and expenditures, and (3) policies and procedures for making "indirect" political contributions and expenditures.

The Company already discloses on its website the policy adopted by its board of directors and the board's role in reviewing the political contributions of the Company.<sup>1</sup> In addition, the Company provides itemized lists of corporate political contributions and corporate PAC contributions on its website that disclose both its procedures and practices in making political contributions.<sup>2</sup> This information was most recently expanded and updated in January of 2019 after the Proposal was received. However, even prior to the most recent enhancements, the Proponent admitted in its supporting statement that the Company already fulfills these objectives. The Proposal states:

We acknowledge that Exxon publicly discloses a policy on corporate political spending and its direct contributions to candidates, parties and committees.

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<sup>1</sup> [https://cdn.exxonmobil.com/~media/global/files/political-contributions/political\\_activities\\_guidelines.pdf](https://cdn.exxonmobil.com/~media/global/files/political-contributions/political_activities_guidelines.pdf)

<sup>2</sup> <https://corporate.exxonmobil.com/en/current-issues/accountability/political-contributions-and-lobbying/political-contributions-and-lobbying>

We believe our current disclosure, as acknowledged by the Proponent, fulfills the essential objectives of the proposal because no such thing as "indirect" political contributions or expenditures can be identified within the limitations of the Proposal. Political contributions are intentionally and directly made by the Company in accordance with Company policies. As we state in our disclosure in the subsection titled "Political lobbying and advocacy," the Company also engages in political lobbying and advocacy activities such as participation in trade associations and other third party organizations.<sup>3</sup> However, these activities are specifically excluded by the Proponent from the Proposal as the supporting statement makes clear that "[t]his proposal does not encompass lobbying spending."

In seeking to explain what is an "indirect" political contribution, the Proponent points in its supporting statement to clause (b) of the Proposal. Namely, a full list of trade associations to which the Company belongs, the non-deductible portions under section 162(e)(1)(B) of dues paid to each, and payments to any other third party organization, including those organized under section 501(c)(4) of the Internal Revenue Code, that could be used for election-related purposes. Notably, the term "political contributions and expenditures" disappears from this subsequent explanation in the supporting statement. This is because these activities are not political contributions, but lobbying activities just as they are identified and categorized as lobbying activities under our website and disclosure. Certainly, none of these pieces of information exclude "lobbying" or are focused solely on clearly separate "political contributions and expenditures" within the meaning of the Proposal.

The requests for "indirect" political contributions and expenditures and the specific items referenced under clause (b) either have no meaning within the Proponent's own limitations on the Proposal or are not the primary or essential purpose of a proposal on political contributions that excludes lobbying. As stated above, those political contributions that are clearly included in the Proposal and represent the essential purpose of the Proposal have already been disclosed and made available on an up-to-date basis. For all of the reasons stated above, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(10).

## **2. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(11) Because the Proposal Substantially Duplicates Another Proposal Submitted to the Company by Another Proponent.**

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 (November 22, 1976).

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<sup>3</sup> <https://corporate.exxonmobil.com/en/current-issues/accountability/political-contributions-and-lobbying/political-contributions-and-lobbying>

On October 23, 2018, before the November 13, 2018 date upon which the Company received the Proposal, the Company received a proposal from the United Steelworkers (the "Prior Proposal"). See Exhibit B. The Prior Proposal requests "the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by ExxonMobil used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision making process and oversight for making payments described in sections 2 and 3 above."

The Company intends to include the Prior Proposal in its 2019 Proxy Materials.

The Staff has previously determined that similar proposals are substantially duplicative where, as in *Ford Motor Company* (Green Century Capital Management, Inc.) (February 19, 2004), "the terms and the breadth of the two proposals are somewhat different, [but] the principal thrust and focus are substantially the same." Thus, 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., *Wells Fargo & Co.* (February 8, 2011) (concurring that a proposal seeking a review and report on the company's internal controls related to loan modifications, foreclosures and securitizations was substantially duplicative of a proposal seeking a report that would include "home preservation rates" and "loss mitigation outcomes").

Along these lines, the Staff has repeatedly concurred that companies may exclude a proposal, where one proposal focuses on a company's lobbying expenditures and the other deals with political contributions. See *WellPoint, Inc.* (February 20, 2013); *AT&T Inc.* (March 1, 2012), *JPMorgan Chase & Co.* (February 24, 2012); *Johnson & Johnson* (February 23, 2012); *Union Pacific* (February 1, 2012, recon. denied March 30, 2012); and *Occidental Petroleum Corp.* (February 25, 2011).

In 2017, the Staff permitted the Company to exclude a substantially identical version of the Proposal based on a substantially identical version of the Prior Proposal. See *Exxon Mobil Corporation* (March 9, 2017). The principal thrust of the Proposal and the Prior Proposal is duplicative: both ask the Company to report on the Company's spending in the political arena and the Company's policies governing such expenditures. While the two proposals appear to use somewhat different terminology, with the Prior Proposal using the term "lobbying" and the Proposal using the terms "electoral contributions and expenditures" in clause (a), the Proponent admits in the Proposal that the Company already fulfills clause (a) for direct political contributions, as discussed above. In attempting to explain what constitutes an "indirect" political contribution in the supporting statement, the Proponent highlights the items listed in clause (b): a full list of trade associations to which the Company belongs, the non-deductible portions under section 162(e)(1)(B) of dues paid to each, and payments to any other third party organization, including those organized under section 501(c)(4) of the Internal Revenue Code, that could be used for election-related purposes. These Proposal guidelines are substantially duplicative of the Prior Proposal as described below.

The principal thrust and focus of the Proposal is the same as those in the Prior Proposal. As noted, the Proposal states in its supporting statement that its real target is disclosure of contributions to third parties that are used for political purposes, noting that the Company's current report does not disclose contributions to third party trade associations ("A full list of trade associations to which it belongs") or political action committees ("Payments to any other third-party organization, including those organized under section 501(c)(4) of the Internal Revenue Code"). In exactly the same way, the Prior Proposal states that the Company "does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying." The thrust of the two proposals are therefore duplicative.<sup>4</sup> A direct comparison shows other indications that the Proposal and the Prior Proposal are substantially duplicative include:

- Both proposals emphasize providing transparency in corporate spending in the political arena. The Proposal notes that it wants "transparency and accountability in corporate electoral spending." The Prior Proposal describes its goals in substantially similar terms, as encouraging "transparency in ExxonMobil's use of funds to lobby."
- Both proposals ask the Company to disclose the amounts of corporate funds used in influencing the political process, especially through efforts by third parties. The Proposal seeks disclosure of "monetary and non-monetary contributions or expenditures that could not be deducted . . . under Section 162(e)(1)(B) of the Internal Revenue Code,"<sup>5</sup> and mentions dues or other amounts paid to tax-exempt organizations, such as trade associations, that may be used for political purposes. Similarly, the Prior Proposal seeks information about Exxon's "membership in, or payments to, trade associations or the amounts used for lobbying."
- Both proposals request that the report disclose any efforts by the Company to influence the public in the political process. The Proposal asks that the report include information about payments to third-party organizations, such as 501(c)(4) entities. Such entities include those that participate in the political process through direct advertisements to the public regarding specific issues or political candidates. Likewise, the Prior Proposal requests disclosure of Company payments that are used for "grassroots lobbying communications," which are defined in the Prior Proposal as communications directed to the general public that encourage voters to take action with respect to specific issues.
- Both proposals require a regularly updated report on political expenditures, including a list of recipients and amounts of payments, and that the report be presented to members of the Company's board of directors or a committee and posted on the Company's website.

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<sup>4</sup> Federal law, too, treats lobbying and political expenditures as intertwined activities. For instance, federal lobbying rules require all registered lobbyists to disclose political contributions they make either directly to candidates or indirectly to lobbying groups such political action committees. See 2 U.S.C. § 1604(d)(1)(D) (noting that registered lobbyists must disclose semiannually "the name of each Federal candidate or officeholder, leadership PAC, or political party committee, to whom aggregate contributions equal to or exceeding \$200").

<sup>5</sup> This tax provision prohibits tax deductions for certain expenditures related to lobbying, political campaigns, elections and legislation. See 26 U.S.C. § 162(e)(1)(A-D).

We recognize that the Staff did not view two similar proposals in *Ford Motor Company* (February 6, 2019) as duplicative, and that like in *Ford*, the Proposal contains a statement that "This proposal does not encompass lobbying spending." The Prior Proposal and the earlier proposal received by Ford are nearly identical, but the second proposal received by Ford ("Ford Proposal") has several differences with the Proposal. Thus, the Ford Proposal has several requests that are not addressed by the earlier proposal in *Ford*, so the view that the two proposals in *Ford* were not duplicative should not determine whether the Prior Proposal and the Proposal are duplicative.

We note below the differences between the Ford Proposal and the Proposal:

- The Ford Proposal asked for policies and procedures related to the use of corporate funds or assets to "participate or intervene in any political campaign...[by] any candidate for political office." The Prior Proposal does not reference political campaigns by candidates, which is an activity that is more closely associated with direct political contributions.
- The Ford Proposal asked for policies and procedures related to the use of corporate funds or assets to "influence the general public...with respect to an election or referendum." The Prior Proposal does not reference elections or referendum, which is more closely aligned with direct political campaigning than lobbying.
- The Ford Proposal asked for the "title(s) of the person(s) in the Company responsible for the decision-making," which was not addressed in the earlier proposal in *Ford*. The Prior Proposal does not make this request.
- The Ford Proposal is less focused on trade associations or third-party payments in the supporting statement, while the bulk of the supporting statement in the Prior Proposal focuses on those types of spending and activities.

The Proposal and the Prior Proposal are substantially identical to the proposals the Company received in 2017. The Staff permitted the Company to exclude the Prior Proposal based on the same analysis that we have outlined in this letter. We respectfully submit that it cannot be the case that mere addition of one sentence "that the proposal does not encompass lobbying spending" should change the Staff's conclusion. Especially when the only part of the Proposal that the Proponent has not already conceded to be substantially implemented has no clear distinction between where "lobbying" ends and "political contributions and expenditures" begins. The Company's own website already clearly defines these activities as lobbying as well.<sup>6</sup> Either this new sentence is excluding the very matter the Proponent is seeking beyond the Company's current disclosure or this sentence is inconsistent with the actual Proposal and should be ignored, in which case the analysis is substantially identical to the Company's 2017 request where the subsequent proposal was excluded as duplicative. Regardless, the same principle thrust of the proposals is clearly duplicative. As such, the substantive requests of the two proposals should be closely examined to decide whether they are duplicative.

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<sup>6</sup> <https://corporate.exxonmobil.com/en/current-issues/accountability/political-contributions-and-lobbying/political-contributions-and-lobbying>

Because the Proposal substantially duplicates the Prior Proposal, there is a risk that the Company's shareholders would be confused if asked to vote on both proposals. If both proposals were included in the Company's proxy materials, shareholders could assume incorrectly that there must be substantive differences between the two 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 (November 22, 1976).

Accordingly, consistent with the Staff's previous interpretations of Rule 14a-8(i)(11), the Company believes that the Proposal may be excluded as substantially duplicative of the Prior Proposal.

#### CONCLUSION

The Company requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, the Company omits the Proposal from its 2018 Proxy Materials. If you should have any questions or need additional information, please contact the undersigned at (972) 940-7228. In my absence, please contact James E. Parsons at 972-940-6211. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response.

Respectfully yours,



David A. Kern

cc w/ att: James E. Parsons, Exxon Mobil Corporation  
Louis L. Goldberg, Davis Polk & Wardwell LLP  
Timothy Brennan, Unitarian Universalist Association

## REPORT ON POLITICAL CONTRIBUTIONS

**Resolved:** Shareholders of Exxon Mobil Corp. ('Exxon' or 'Company') hereby request the Company to prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's—

(a) Policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role (if any) in that process, and

(b) Monetary and non-monetary political contributions or expenditures that could not be deducted as an 'ordinary and necessary' business expense under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of political candidates, parties, and committees and entities organized and operating under section 501(c)(4) or the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.

The report shall be made available within 12 months of the annual meeting and identify all recipients and the amounts paid to each recipient from Company funds. This proposal does not encompass lobbying spending.

### Supporting Statement

As long-term ExxonMobil shareholders, we support transparency and accountability in corporate political spending. Disclosure is in the best interest of the Company and its shareholders. The Supreme Court recognized this in its 2010 *Citizens United* decision: "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enable the electorate to make informed decisions and give proper weight to different speakers and messages."

Publicly available records show Exxon has contributed at least \$11,500,000 in corporate funds since the 2010 election cycle. (CQMoneyLine: <http://moneyline.cq.com>; National Institute on Money in State Politics: <http://www.followthemoney.org>).

We acknowledge that Exxon publicly discloses a policy on corporate political spending and its direct contributions to candidates, parties, and committees. However, we believe this is insufficient because Exxon does not disclose the following:

- A full list of trade associations to which it belongs and the non-deductible portions under section 162(e)(1)(B) of the dues paid to each; and
- Payments to any other third-party organization, including those organized under section 501(c)(4) of the Internal Revenue Code, that could be used for election-related purposes.

Information on indirect electoral spending through trade associations and 501(c)(4) groups cannot be obtained by shareholders unless the Company discloses it. This proposal asks the Company to disclose all of its electoral spending, both direct and indirect. This would bring our company in line

with a growing number of leading companies, including ConocoPhillips, Noble Energy, Inc., and Sempra Energy, which present this information on their websites. Exxon's Board and shareholders need comprehensive disclosure to be able to fully evaluate the use of corporate assets in elections. We urge your support FOR this critical governance reform."

### Prior Proposal

**Whereas**, we believe in full disclosure of ExxonMobil's direct and indirect lobbying activities and expenditures to assess whether ExxonMobil's lobbying is consistent with its expressed goals and in the best interests of shareholders.

**Resolved**, the shareholders of ExxonMobil request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by ExxonMobil used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Description of management's and the Board's decision making process and oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a 'grassroots lobbying communication' is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. 'Indirect lobbying' is lobbying engaged in by a trade association or other organization of which ExxonMobil is a member.

Both 'direct and indirect lobbying' and 'grassroots lobbying communications' include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on ExxonMobil's website.

### Supporting Statement

We encourage transparency in ExxonMobil's use of funds to lobby. ExxonMobil spent \$99.43 million from 2010- 2017 on federal lobbying. These figures do not include state lobbying expenditures, where ExxonMobil also lobbies but disclosure is uneven or absent. For example, ExxonMobil spent \$3,860,715 on lobbying in California from 2010-2017. Exxon also lobbies abroad, reportedly spending between €3.75m and €4m on lobbying in Brussels for 2017 ("Revealed: ExxonMobil's Private Dinner with Cyprus' Top EU Brass," *EU Observer*, August 12, 2018)

We commend ExxonMobil for ending its membership in the American Legislative Exchange Council ("Exxon Mobil Joins Exodus of Firms from Lobbying Group ALEC," *Reuters*, July 12, 2018). However, serious disclosure concerns remain. ExxonMobil belongs to the American Petroleum Institute, Business Roundtable (BRT), Chamber of Commerce and National Association of Manufacturers (NAM), which altogether spent \$260,410,014 on lobbying for 2016 and 2017. Both the BRT and NAM are lobbying against shareholder rights to file resolutions. ExxonMobil does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying. We are concerned that ExxonMobil's lack of lobbying disclosure presents reputational risks when its lobbying contradicts company public positions. For example, ExxonMobil supports the Paris climate

agreement, yet was named one of the top three global corporations lobbying against effective climate policy, ("When Corporations Take Credit for Green Deeds Their Lobbying May Tell Another Story," *The Conversation*, July 17, 2018), and the Chamber undermined the Paris climate accord ("Paris Pullout Pits Chamber against Some of Its Biggest Members," *Bloomberg*, June 9, 2017). As shareholders, we believe that companies should ensure there is alignment between their own positions and their lobbying, including through trade associations.

**Shareholder Correspondence**

RECEIVED

NOV 13 2018

S.M. ENGLANDE

By fax: 1-972-940-6748

November 13, 2018

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

Dear Mr. Woodbury:

The Unitarian Universalist Association ("UUA"), a shareholder in Exxon Mobil Corporation ("Company"), is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that Exxon Mobil Corporation to prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role, if any, in that process.

This resolution is submitted by the Unitarian Universalist Association, which is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$194 million, the earnings of which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the value of our investments.

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



UNITARIAN  
 UNIVERSALIST  
 ASSOCIATION

Timothy Brennan  
 Treasurer and  
 Chief Financial Officer

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

Yours very truly,

A handwritten signature in black ink, appearing to read "Timothy Brennan", with a horizontal line extending to the right.

Timothy Brennan

Enclosures: Shareholder resolution and verification of ownership.

### Exxon Mobil Corporation Political Disclosure

**RESOLVED:** The shareholders of Exxon Mobil Corporation ("Exxon" or "Company") hereby request that the Company prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's:

- (a) Policies and procedures for making electoral contributions and expenditures with corporate funds (both direct and indirect), including the board's role (if any) in that process; and
- (b) Monetary and non-monetary contributions or expenditures that could not be deducted as an "ordinary and necessary" business expense under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of candidates, parties, and committees and entities organized and operating under section 501(c)(4) of the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.

The report shall be made available within 12 months of the annual meeting and identify all recipients and the amount paid to each recipient from Company funds. This proposal does not encompass lobbying spending.

### SUPPORTING STATEMENT

As long-term Exxon shareholders, we support transparency and accountability in corporate electoral spending. Disclosure is in the best interest of the Company and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision, which said: "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

Publicly available records show Exxon has contributed at least \$11,500,000 in corporate funds since the 2010 election cycle (CQMoneyLine: <http://moneyline.cq.com>; National Institute on Money in State Politics: <http://www.followthemoney.org>).

We acknowledge that Exxon publicly discloses a policy on corporate political spending and its direct contributions to candidates, parties, and committees. However, we believe this is insufficient because Exxon does not disclose the following:

- A full list of trade associations to which it belongs and the non-deductible portions under section 162(e)(1)(B) of the dues paid to each; and
- Payments to any other third-party organization, including those organized under section 501(c)(4) of the Internal Revenue Code, that could be used for election-related purposes.

Information on indirect electoral spending through trade associations and 501(c)(4) groups cannot be obtained by shareholders unless the Company discloses it. This proposal asks the Company to disclose all of its electoral spending, both direct and indirect. This would bring our company in line with a growing number of leading companies, including ConocoPhillips, Noble Energy, Inc., and Sempra Energy, which present this information on their websites. Exxon's Board and shareholders need comprehensive disclosure to be able to fully evaluate the use of corporate assets in elections. We urge your support FOR this critical governance reform.

*FAX*

*Date:* 11/13/2018 10:31:56 AM

*Pages:* 3

*Subject:* Shareholder Proposal

*To:* Mr. Jeffrey Woodbury

*Organization:* Exxon Mobil Corporation

*Fax Number:* 1-972-940-6748

*Phone Number:*

*From:* Finance

*Organization:*

*Fax Number:* 6173673237

*Phone Number:*

*Email:* fax-finance@uua.org

*Comments:*

Good morning-

Please confirm receipt of fax to shelbert@uua.org.

Best-  
Susan

By fax: 1-972-940-6748

November 20, 2018

Mr. Neil A. Hansen  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

RECEIVED  
NOV 20 2018  
S.M. ENGLANDE

Re: Proof of Ownership

Dear Mr. Hansen:

Enclosed please find a letter from US Bank, DTC participant number 2803, showing that the Unitarian Universalist Association ("UUA"), a holder of 87 shares of Exxon Mobil Corp., has held these shares for a one-year period preceding and including November 13, 2018.

Yours very truly,



Timothy Brennan

Enclosure: Verification of ownership



Timothy Brennan  
Treasurer and  
Chief Financial Officer



All of us serving you

RECEIVED

NOV 20 2018

S.M. ENGLANDE

November 20, 2017

To Whom It May Concern:

The Unitarian Universalist Association currently holds 87 shares of Exxon Mobil Corp, CUSIP=30231G102.

The Unitarian Universalist Association holds 87 shares in account \*\*\*

The shares have been held in custody for more than an one year period preceding and including November 13, 2018.

The Unitarian Universalist Association is the beneficial owner of the shares, US Bank's DTC participant number is 2803.

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

Thank you,

*Lynn S. Shotwell*

Lynn S. Shotwell  
Assistant Vice President | Account Manager  
p. 302.576.3711 | f. 302.576.3718 | [lynn.shotwell@usbank.com](mailto:lynn.shotwell@usbank.com)

U.S. Bank Institutional Trust & Custody  
300 Delaware Avenue, Suite 901 | Wilmington, DE 19801 | [www.usbank.com](http://www.usbank.com)

# FAX

*Date:* 11/20/2018 03:38:00 PM

*Pages:* 2

*Subject:* Request for Proof of Ownership

*To:* Neil A. Hansen

*From:* Finance

*Organization:* Exxon Mobil Corporation

*Organization:*

*Fax Number:* 1-972-940-6748

*Fax Number:* 6173673237

*Phone Number:*

*Phone Number:*

*Email:* fax-finance@uua.org

*Comments:*

Please confirm receipt of proof of ownership to shelbert@uua.org

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

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



**VIA UPS – OVERNIGHT DELIVERY**

November 16, 2018

Mr. Timothy Brennan  
Unitarian Universalist Association  
24 Farnsworth Street  
Boston, MA 02210-1409

Dear Mr. Brennan:

This will acknowledge receipt of the proposal concerning a Report on Political Contributions (the "Proposal"), which you have submitted on behalf of Unitarian Universalist Association (the "Proponent") in connection with ExxonMobil's 2019 annual meeting of shareholders. However, proof of share ownership was not included with your November 13, 2018, submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year through and including the date the shareholder proposal was submitted. For this Proposal, the date of submission is November 13, 2018, which is the date the Proposal was received electronically by facsimile.

The Proponent does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 13, 2018.

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

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

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of their shares as set forth in the first bullet point above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

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

- If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 13, 2018.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 13, 2018. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including November 13, 2018, the required amount of securities were continuously held – one from the Proponent's broker or bank, confirming the Proponent's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

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

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

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-940-6748, or by email to [shareholderrelations@exxonmobil.com](mailto:shareholderrelations@exxonmobil.com).

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

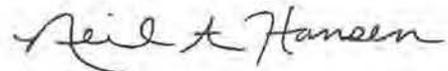
If the Proponent intends for a representative to present the Proposal, the Proponent must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as the Proponent's proxy at the annual meeting. To be a valid proxy entitled to attend the annual meeting, the representative must have the authority to vote the Proponent's shares at the meeting. A copy of this authorization meeting state law requirements should be sent to my attention in advance of the meeting. The authorized representative should also bring an original signed copy of the proxy documentation to the meeting and present it at the admissions desk, together with photo identification if requested, so that our counsel may verify the representative's authority to act on the Proponent's behalf prior to the start of the meeting.

In the event there are co-filers for this Proposal and in light of the guidance in SEC Staff Legal Bulletin No. 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this Proposal.

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

We are interested in discussing this Proposal and will contact you in the near future.

Sincerely,



NAH/ljg

Enclosures

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

## Gilbert, Jeanine

---

**From:** UPS Quantum View <pkginfo@ups.com>  
**Sent:** Monday, November 19, 2018 11:14 AM  
**To:** Gilbert, Jeanine  
**Subject:** UPS Delivery Notification, Tracking Number \*\*\*

**Categories:** External Sender



### Your package has been delivered.

**Delivery Date:** Monday, 11/19/2018  
**Delivery Time:** 12:05 PM

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

## Shipment Detail

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**Tracking Number:** \*\*\*

**Ship To:** Mr. Timothy Brennan  
Unitarian Universalist Association  
24 FARNSWORTH ST  
FLOOR 1 ROOM 41  
BOSTON, MA 02210  
US

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

**Number of Packages:** 1

**Shipment Type:** Letter

**Delivery Location:** FRONT DESK  
LEWIS

**Reference Number 1:** 6401

**Reference Number 2:** XOM: Report on Political Contribut



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## Gilbert, Jeanine

---

**From:** Tim Brennan <TBrennan@uua.org>  
**Sent:** Thursday, December 6, 2018 10:19 AM  
**To:** Tinsley, Brian D  
**Cc:** DePaul, Mark A; Gilbert, Jeanine; Bruce Herbert; Molly Betournay  
**Subject:** Exxon's political expenditure disclosure

**Categories:** External Sender

Brian,

As I'm sure you have noted, the UUA has refiled our resolution asking for more complete disclosure of political expenditures by Exxon. It has been co-filed by Investor Voice and Clean Yield represented by Bruce Herbert and Molly Betournay respectively. We very much appreciated the meeting you arranged last year with Jeff Woodbury, Rob Luetggen and Nick Schulz. We thought it was a productive exchange, but we have not seen any substantial changes in the company's level of disclosure. In our view, the case for such disclosure has only strengthened over the last year; therefore we want to give shareholders the opportunity to express their views through the resolution process. Of course, we would be pleased to continue the dialogue we began last year.

I look forward to seeing you all next week. If you'd like to discuss this during a break, I'd be happy to do so.

Best regards,  
Tim

Tim Brennan | Treasurer & CFO

Phone (617) 948-4305 | [tbrennan@uua.org](mailto:tbrennan@uua.org)

[uua.org](http://uua.org) | [Twitter](#) | [Facebook](#)



24 Farnsworth Street

Boston, MA 02210-1409

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

## Englande, Sherry M

---

**From:** Tim Brennan <TBrennan@uua.org>  
**Sent:** Monday, January 14, 2019 4:48 PM  
**To:** Englande, Sherry M  
**Subject:** Re: Political Disclosure Shareholder Proposal

**Categories:** External Sender

Sherry,  
Thanks for the call today. I look forward to receiving the links to your enhanced political spending disclosure.  
Best regards,  
Tim

Tim Brennan | Treasurer & CFO  
Phone [\(617\) 948-4305](tel:6179484305) | [tbrennan@uua.org](mailto:tbrennan@uua.org)  
[uua.org](http://uua.org) | [Twitter](#) | [Facebook](#)



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Boston, MA 02210-1409  
[www.uucef.org](http://www.uucef.org)

---

**From:** "Englande, Sherry M" <sherry.m.englande@exxonmobil.com>  
**Date:** Sunday, January 13, 2019 at 10:26 AM  
**To:** Tim Brennan <TBrennan@uua.org>  
**Subject:** FW: Political Disclosure Shareholder Proposal

Hi Tim –  
I saw you declined our call tomorrow and went back to your earlier email.  
Sure enough, I misread your availability (I thought it was Monday *before* noon) – I apologize!  
I'll reschedule now.  
Thanks  
Sherry

**Sherry M. Englande**  
Shareholder Relations  
Manager

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2624  
Irving, Texas 75039-2298  
Phone: (972)940-6702 (*new number*)  
Fax: (972)444-1505  
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**From:** Englande, Sherry M  
**Sent:** Saturday, January 12, 2019 11:10 AM  
**To:** 'Tim Brennan' <TBrennan@uua.org>  
**Subject:** RE: Political Disclosure Shareholder Proposal

Hi Tim –  
Great – early next week works well for me. How about we talk on Monday at 10am ET (9am CT).  
I can send a meeting notice with dial in information.  
I'll look forward to talking with you soon.  
Thanks  
Sherry

**Sherry M. Englande**  
Shareholder Relations  
Manager

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2624  
Irving, Texas 75039-2298  
Phone: (972)940-6702 (*new number*)  
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**From:** Tim Brennan [<mailto:TBrennan@uua.org>]  
**Sent:** Friday, January 11, 2019 3:37 PM  
**To:** Englande, Sherry M <[sherry.m.englande@exxonmobil.com](mailto:sherry.m.englande@exxonmobil.com)>  
**Subject:** Re: Political Disclosure Shareholder Proposal

Sherry,  
Sorry for the slow response, and now the week has passed. Could we talk next week? I have some time every day. I could talk Monday at noon or after 3, Tuesday between 11:30 and 2 or Thursday any time before 2. Would any of those work?  
Tim

**Tim Brennan** | Treasurer & CFO  
Phone (617) 948-4305 | [tbrennan@uua.org](mailto:tbrennan@uua.org)  
[uua.org](http://uua.org) | [Twitter](#) | [Facebook](#)



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---

**From:** "Englande, Sherry M" <[sherry.m.englande@exxonmobil.com](mailto:sherry.m.englande@exxonmobil.com)>

**Date:** Friday, January 4, 2019 at 7:14 PM

**To:** Tim Brennan <[TBrennan@uua.org](mailto:TBrennan@uua.org)>

**Subject:** Political Disclosure Shareholder Proposal

Hi Tim –

Happy New Year! I hope that you have enjoyed a wonderful, and restful, holiday!

If you have some time next week, I'd like to talk to you briefly about your Political Contributions Disclosure shareholder proposal.

I am available on Tuesday morning before 11am ET, Wednesday morning before 11am ET, or Thursday morning anytime.

If none of these days/times work for you, then let's keep looking for a time when our calendars align.

I'll look forward to talking with you soon –

Thank you

Sherry

**Sherry M. Englande**

Shareholder Relations

Manager

**Exxon Mobil Corporation**

5959 Las Colinas Blvd., Room 2624

Irving, Texas 75039-2298

Phone: (972)940-6702 (*new number*)

Fax: (972)444-1505

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## Englande, Sherry M

---

**From:** Tim Brennan <TBrennan@uua.org>  
**Sent:** Tuesday, January 15, 2019 10:47 AM  
**To:** Englande, Sherry M  
**Subject:** Re: Political Contributions Disclosure

**Categories:** External Sender

Thank you Sherry. I will take a close look at this and get back to you. And thanks again for the call yesterday.  
Tim

Tim Brennan | Treasurer & CFO  
Phone (617) 948-4305 | [tbrennan@uua.org](mailto:tbrennan@uua.org)  
[uua.org](http://uua.org) | [Twitter](#) | [Facebook](#)



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---

**From:** "Englande, Sherry M" <[sherry.m.englande@exxonmobil.com](mailto:sherry.m.englande@exxonmobil.com)>  
**Date:** Tuesday, January 15, 2019 at 8:48 AM  
**To:** Tim Brennan <TBrennan@uua.org>  
**Subject:** Political Contributions Disclosure

Hi Tim –

It was great to talk with you yesterday! Again, I'm glad to hear that your health is on the mend!

In our call, I promised to send links to the political involvement section of our website – much of which was updated in the second half of last year.

The Political Involvement section can be found by clicking on Current Issues (at the top bar), then [Political Involvement](#) (on the right) of [exxonmobil.com](http://exxonmobil.com).

That site has several important links with respect to your Political Contributions shareholder proposal. There is a link to our [Political Activities Policy and Guidelines](#), which describe the policy and procedures for making political contributions. Corporate political contributions must be approved by the Chairman of the Board and reported publicly in compliance with applicable federal and state law. Exxon Mobil Corporation does not make political contributions outside of the U.S. Additionally, guidelines for ExxonMobil's Political Action Committee are also included which indicate that approval by the Chairman is needed for the creation of a PAC. ExxonMobil's political contributions, and those our PAC, are reviewed by the Board annually.

Of particular relevance is this provision in the Political Activities Guidelines which says: "

The Corporation and each affiliated company should stay informed about the activities of organizations, including trade or other associations, and joint ventures in which it is a member. If any such organization or joint venture proposes to establish or support a PAC, the Corporation or its affiliate is expected to oppose it and, should efforts in this regard be unsuccessful, promptly review the matter, including alternative courses of action available to the Corporation or its affiliate, with the Chairman or his designees.

As a matter of practice to comply with our Guidelines, ExxonMobil prohibits external organizations, including trade or other associations, from soliciting employees for support of a political action committee.

With respect to political contributions of ExxonMobil, the [Political Involvement](#) portion of our website indicates that in 2018 ExxonMobil contributed \$350,000 in support of 4 national political organizations of state officials, and almost \$265,000 in support to over 200 state-level candidates and 5 committees in 8 U.S. states. An [itemized report for 2018](#) is also provided, as are similar reports for the years [2017](#), [2016](#), [2015](#) and [2014](#). Similar information for the ExxonMobil PAC is also disclosed – The ExxonMobil PAC disbursed over \$920,000 to federal and state candidates and committees. An [itemized report for the 2017-2018 election cycle](#) is provided to those who seek additional information.

Finally, with regard to ExxonMobil's support toward [public information and policy research](#), ExxonMobil's Worldwide Giving Report provides a breakdown of such giving for 2017 (the 2018 report is not yet complete) and contains several entries for third party groups, including the American Enterprise Institute for Public Policy Research, American Friends of Policy Exchange Inc., Tax Council Policy Institute and others.

After reviewing this information, I hope that you will agree that ExxonMobil already reports its policy and guidelines for making political contributions, including the Chairman's role, and that contributions of ExxonMobil, and our PAC, are already reported on our website. To the extent that a trade association, joint venture or other group attempts to create its own PAC for political involvement, our guidelines are specific that ExxonMobil should oppose that action and review with the Chairman alternative courses of action.

Once you've had a chance to review, please let me know if you'd like to talk. I'd really like to get to the point that you and your co-filers are comfortable that this proposal has been substantially addressed by our broad approach to disclosure in this area which complies fully with all legal requirements.

Thank you again for your time this morning –  
Sherry

**Sherry M. Englande**  
Shareholder Relations  
Manager

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2624  
Irving, Texas 75039-2298  
Phone: (972)940-6702 (*new number*)  
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By fax: 1-972-940-6748

December 7, 2018 ✓

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

RECEIVED

DEC 7 2018

S.M. ENGLANDE

Dear Mr. Woodbury:

Clean Yield Asset Management ("Clean Yield") is an investment firm based in Norwich, VT specializing in socially responsible asset management.

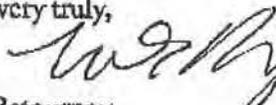
I am hereby authorized to notify you of our intention to co-file the enclosed shareholder resolution with Exxon Mobil (XOM) on behalf of our client, the Singing Field Foundation. The resolution requests that Exxon Mobil Corporation prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's policies and procedures for making political contributions and expenditures (direct and indirect) with corporate funds, including the board's role, if any, in that process.

Clean Yield submits this shareholder proposal for inclusion in the 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, Singing Field Foundation holds more than \$2,000 of XOM common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2019 annual meeting. Enclosed is verification from the Foundation's custodian, Charles Schwab, of the position, and a letter from Singing Field Foundation authorizing Clean Yield to undertake this filing on its behalf.

We are co-filing in coordination with the Unitarian Universalist Association (contact: Timothy Brennan, [tbrennan@uua.org](mailto:tbrennan@uua.org)), and welcome discussion with you about the contents of our proposal.

Please direct any written communications to me at the address below or to [molly@cleanyield.com](mailto:molly@cleanyield.com). Please also confirm receipt of this letter via email.

Yours very truly,



Molly Betournay

CC: Tom Brennan, Unitarian Universalist Association  
Enclosures: Shareholder resolution and verification of ownership

### Exxon Mobil Corporation Political Disclosure

RESOLVED: The shareholders of Exxon Mobil Corporation ("Exxon" or "Company") hereby request that the Company prepare and semiannually update a report, which shall be presented to the pertinent board of directors committee and posted on the Company's website, that discloses the Company's:

- (a) Policies and procedures for making electoral contributions and expenditures with corporate funds (both direct and indirect), including the board's role (if any) in that process; and
- (b) Monetary and non-monetary contributions or expenditures that could not be deducted as an "ordinary and necessary" business expense under section 162(e)(1)(B) of the Internal Revenue Code, including (but not limited to) contributions or expenditures on behalf of candidates, parties, and committees and entities organized and operating under section 501(c)(4) of the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by the Company, would not be deductible under section 162(e)(1)(B) of the Internal Revenue Code.

The report shall be made available within 12 months of the annual meeting and identify all recipients and the amount paid to each recipient from Company funds. This proposal does not encompass lobbying spending.

### SUPPORTING STATEMENT

As long-term Exxon shareholders, we support transparency and accountability in corporate electoral spending. Disclosure is in the best interest of the Company and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision, which said: "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

Publicly available records show Exxon has contributed at least \$11,500,000 in corporate funds since the 2010 election cycle (CQMoneyLine: <http://moneyline.cq.com>; National Institute on Money in State Politics: <http://www.followthemoney.org>).

We acknowledge that Exxon publicly discloses a policy on corporate political spending and its direct contributions to candidates, parties, and committees. However, we believe this is insufficient because Exxon does not disclose the following:

- A full list of trade associations to which it belongs and the non-deductible portions under section 162(e)(1)(B) of the dues paid to each; and
- Payments to any other third-party organization, including those organized under section 501(c)(4) of the Internal Revenue Code, that could be used for election-related purposes.

Information on indirect electoral spending through trade associations and 501(c)(4) groups cannot be obtained by shareholders unless the Company discloses it. This proposal asks the Company to disclose all of its electoral spending, both direct and indirect. This would bring our company in line with a growing number of leading companies, including ConocoPhillips, Noble Energy, Inc., and Sempra Energy, which present this information on their websites. Exxon's Board and shareholders need comprehensive disclosure to be able to fully evaluate the use of corporate assets in elections. We urge your support FOR this critical governance reform.



Advisor Services  
1958 Summit Park Dr  
Orlando, FL 32810

December 7, 2018 ✓

Molly Betournay  
Director of Social Research & Advocacy  
Clean Yield Asset Management  
(802)-526-2525

Re: SINGING FIELD FOUNDATION INC  
Account# \*\*\*

This letter is to confirm that Charles Schwab & Co holds as custodian for the above account 50 shares of Exxon Mobil (XOM) common stock. These shares have been held in this account continuously for at least one year prior to December 7, 2018.

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

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

Sincerely,

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

Eric Bauer  
Relationship Specialist  
Schwab Advisors Services



Ms. Molly Betournay  
Director of Research & Advocacy  
Clean Yield Asset Management  
16 Beaver Meadow Road  
P.O. Box 874  
Norwich, VT 05055

RECEIVED  
DEC 7 2018  
S.M. ENGLANDE

Dear Ms. Betournay:

On behalf of Singing Field Foundation ("the Foundation"), I hereby authorize Clean Yield Asset Management to file a shareholder resolution with our stock regarding disclosure of political contributions and expenditures at the Exxon Mobil 2019 annual meeting. Specifically, the proposal requests that the company prepare a report which includes the company's policies and procedures for making political contributions and certain monetary and non-monetary political contributions.

The Foundation is the beneficial owner of more than \$2,000 worth of common stock in Exxon Mobil (XOM) and has held this position continuously for more than a year. It will retain this position through the date of the company's annual meeting in 2019.

As President of the Foundation, I specifically give Clean Yield Asset Management full authority to deal with any and all aspects of the aforementioned shareholder resolution. I understand that the Foundation may be identified on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

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

Jonathan A. Scott, President  
Singing Field Foundation  
December 7, 2018

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**To:** Mr Jeffrey Woodbury  
**Company:** Exxon Mobil  
**Tel:**  
**Fax:** 972-940-6748

**From:** Clean Yield  
**Company:**  
**Tel:**  
**Fax:** 8025262528

**Regarding:** Shareholder proposal  
**Date:** 07.12.2018 12:39

**Remaining pages:** 0

**Comments:**

Dear Mr Woodbury,  
Please find Clean Yield's shareholder proposal in the attached file. We are submitting this proposal as a co-filer with the Unitarian Universalist Association. Please confirm receipt via email to [molly@cleanyield.com](mailto:molly@cleanyield.com)  
Best,  
Molly Betournay

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

**Sherry M. Englande**  
Manager, Shareholder Relations



**VIA UPS – OVERNIGHT DELIVERY**

December 19, 2018

Ms. Molly Betournay  
Clean Yield Asset Management  
16 Beaver Meadow Rd.  
Norwich, VT 05055

Dear Ms. Betournay:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of (the "Co-filer"), the proposal previously submitted by Unitarian Universalist Association (the "Proponent") concerning a Report on Political Contributions (the "Proposal") in connection with ExxonMobil's 2019 annual meeting of shareholders. By copy of a letter from Charles Schwab, share ownership has been verified.

In light of the guidance in SEC Staff Legal Bulletin No. 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this Proposal.

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

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande".

SME/ljg

c: Timothy Brennan-UUA

## Gilbert, Jeanine

---

**From:** UPS Quantum View <pkginfo@ups.com>  
**Sent:** Friday, December 21, 2018 10:28 AM  
**To:** Gilbert, Jeanine  
**Subject:** UPS Delivery Notification, Tracking Number \*\*\*

**Categories:** External Sender



### Your package has been delivered.

**Delivery Date:** Friday, 12/21/2018  
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**Tracking Number:** \*\*\*

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Clean Yield Asset Management  
16 BEAVER MEADOW RD  
NORWICH, VT 05055  
US

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

**Number of Packages:** 1

**Shipment Type:** Letter

**Delivery Location:** FRONT DESK  
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**Reference Number 1:** 6401

**Reference Number 2:** XOM ACK-LTR



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December 21, 2018

Timothy Brennan  
Treasurer & CFO  
Unitarian Universalist Association  
24 Farnsworth Street  
Boston, MA 02210

RECEIVED

DEC 28 2018

S.M. ENGLANDE

Dear Mr. Brennan,

I am hereby authorized to give the Unitarian Universalist Association, as lead filer of the political contribution disclosure proposal at Exxon Mobil, authority to represent Clean Yield and our client, Singing Field Foundation, in dialogue with the company regarding the proposal and to withdraw the proposal on our behalf.

Regards,

A handwritten signature in black ink, appearing to read "Molly Betournay", written in a cursive style.

Molly Betournay

Copy: Jeffrey Woodbury, Secretary, Exxon Mobil Corporation  
Sherry M. Englande, Manager Shareholder Relations, Exxon Mobil Corporation

16 Beaver Meadow Rd. • PO Box 874 • Norwich, VT 05601

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