



DIVISION OF
CORPORATION FINANCE

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

March 21, 2023

Brian V. Breheny
Skadden, Arps, Slate, Meagher & Flom LLP

Re: JPMorgan Chase & Co. (the "Company")
Incoming letter dated January 13, 2023

Dear Brian V. Breheny:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the National Legal and Policy Center for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests that the Company provide a report, published on the Company's website and updated semi-annually, that specifies the Company's policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal relates to, and does not transcend, ordinary business matters. In reaching this position, we have not found it necessary to address the alternative bases for omission upon which the Company relies.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Paul Chesser
National Legal and Policy Center

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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January 13, 2023

BY EMAIL (shareholderproposals@sec.gov)

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

Re: Shareholder Proposal Submitted by
the National Legal and Policy Center

Ladies and Gentlemen:

This letter is submitted on behalf of JPMorgan Chase & Co., a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company requests that the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) not recommend enforcement action if the Company omits from its proxy materials for the Company’s 2023 Annual Meeting of Shareholders (the “2023 Annual Meeting”) the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Legal and Policy Center (the “Proponent”).

This letter provides an explanation of why the Company believes it may exclude the Proposal and includes the attachments required by Rule 14a-8(j). In accordance with Section C of Staff Legal Bulletin 14D (Nov. 7, 2008) (“SLB 14D”), this letter is being submitted by email to shareholderproposals@sec.gov. A copy of this letter also is being sent to the Proponent as notice of the Company’s intent to omit the Proposal from the Company’s proxy materials for the 2023 Annual Meeting.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the Company.

Background

The Company received the Proposal on November 7, 2022, along with a cover letter from the Proponent. On November 16, 2022, the Company sent a letter, via email, to the Proponent requesting a written statement verifying that the Proponent owned the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including the date of submission of the Proposal. On November 18, 2022, the Company received an email from the Proponent with a copy of a letter from Fidelity Investments verifying the Proponent's stock ownership in the Company. Copies of the Proposal, cover letter and related correspondence are attached hereto as Exhibit A.

Summary of the Proposal

The text of the resolution contained in the Proposal follows:

RESOLVED:

The shareholders request that JPMorgan Chase & Co. ("Company") provide a report, published on the Company's website and updated semi-annually – omitting proprietary and private customer information and at reasonable cost – that specifies the Company's policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government.

This report shall also include an itemized listing of such requests, including the name and title of the government official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company's response, or lack thereof.

Bases for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the proxy materials for the 2023 Annual Meeting pursuant to:

- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations;
- Rule 14a-8(i)(2) because the Proposal, if implemented, would require the Company to violate federal law; and
- Rule 14a-8(i)(6) because the Company lacks the power and authority to implement the Proposal.

Analysis

A. *The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations.*

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment. As demonstrated below, the Proposal implicates both of these two central considerations.

1. *The Proposal deals with the Company's ordinary business operations.*

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal is within the ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) ("[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)."); *see also Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making, noting that the proposal related to the ordinary business matter of the "nature, presentation and content of programming and film production").

In accordance with the policy considerations underlying the ordinary business exclusion, the Staff consistently has permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals relating to a company's relationships with its customers. *See, e.g., JPMorgan Chase & Co.* (Feb. 21, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board complete a report on the impact to customers of the Company's overdraft policies); *Anchor Bancorp Wisconsin Inc.* (May 13, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board adopt a new policy for the lending of funds to borrowers and the investment of assets after taking preliminary actions specified in the proposal, noting that the proposal related to the company's "ordinary business operations (i.e., credit policies, loan underwriting and customer relations)"); *JPMorgan Chase & Co.* (Feb. 21, 2006) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the company not issue first mortgage home loans, except as required by law, no greater than four times the borrower's gross income, noting that the proposal related to the Company's "ordinary business operations (i.e., credit policies, loan underwriting and customer relations)").

In particular, the Staff has permitted exclusion under Rule 14a-8(i)(7) of proposals relating to a company's decisions with regard to the handling of customer accounts, including termination of accounts. In *Comcast Corp.* (Apr. 13, 2022), for example, the proposal requested that the company notify a customer in advance of any termination, suspension or cancellation of service to the customer. The company argued, in part, that the proposal related to ordinary business matters because how the company "handles its customer accounts and customer relations implicates routine management decisions encompassing legal, regulatory, operational, and financial considerations, among others." In permitting exclusion under Rule 14a-8(i)(7), the Staff noted that "the [p]roposal relates to, and does not transcend, ordinary business matters." *See also, e.g., PayPal Holdings, Inc.* (Apr. 2, 2021)* (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company not freeze or terminate customer accounts without first providing the company's rationale to customers); *TD Ameritrade Holding Corp.* (Nov. 20, 2017) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company's shareholders have the right to be clients of the company, noting that "the [p]roposal relates to the [c]ompany's policies and procedures for opening and maintaining customer accounts"); *AT&T Inc.* (Feb. 5, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested, among other matters, that the company issue a report clarifying the company's policies regarding providing information to law enforcement and intelligence agencies, noting that "the proposal

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

relates to procedures for protecting customer information and does not focus on a significant policy issue”).

The Staff also consistently has permitted exclusion of shareholder proposals relating to a company’s general legal compliance program. *See, e.g., Eagle Bancorp, Inc.* (Mar. 29, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting an independent review of certain investigations performed by the company); *Navient Corp.* (Mar. 26, 2015, *recon. denied* Apr. 8, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting “a report on the company’s internal controls over student loan servicing operations, including a discussion of the actions taken to ensure compliance with applicable federal and state laws,” as “concern[ing] a company’s legal compliance program”); *Raytheon Co.* (Mar. 25, 2013) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on “the board’s oversight of the [c]ompany’s efforts to implement the provisions of the Americans with Disabilities Act, the Fair Labor Standards Act, and the Age Discrimination in Employment Act,” noting that “[p]roposals that concern a company’s legal compliance program are generally excludable under Rule 14a-8(i)(7)”); *FedEx Corp.* (July 14, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on compliance by the company and its contractors with federal and state laws governing the proper classification of employees and contractors, noting that the proposal relates to the ordinary business matter of a company’s “general legal compliance program”); *The Coca-Cola Co.* (Jan. 9, 2008) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking an annual report comparing laboratory tests of the company’s products against national laws and the company’s global quality standards, noting that the proposal relates to the ordinary business matter of the “general conduct of a legal compliance program”); *Verizon Communications Inc.* (Jan. 7, 2008) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking the adoption of policies to ensure that the company does not illegally trespass on private property and a report on company policies for preventing and handling such incidents, noting that the proposal relates to the ordinary business matter of a company’s “general legal compliance program”); *The AES Corp.* (Jan. 9, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board create an ethics committee to monitor the company’s compliance with, among other things, federal and state laws, noting that the proposal relates to the ordinary business matter of the “general conduct of a legal compliance program”).

In this instance, the Proposal focuses primarily on the Company’s relationships with customers and, specifically, on the Company’s decisions with regard to the handling of customer accounts, which are ordinary business matters. In this respect, the Proposal’s resolved clause requests that the Company “provide a report . . . that specifies the Company’s policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or

entity operating under the authority of the executive branch of the United States Government.” The Proposal’s supporting statement indicates a particular concern with the Company’s response to governmental investigations of certain customer accounts that result in the closing of those accounts. When read together, the Proposal’s resolved clause and supporting statement demonstrate that the Proposal’s requested report relates to the Company’s handling of customer accounts, including when, how and why to close customer accounts, which is a core component of the Company’s ordinary business as a global financial services company providing commercial banking services.

The Company is one of the largest financial services firms in the world and is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing and asset management. Under the J.P. Morgan and Chase brands, the Company serves millions of customers, predominantly in the United States, and many of the world’s most prominent corporate, institutional and government clients globally. As a large financial services firm, the Company is highly regulated and subject to extensive and comprehensive regulation under federal and state laws, as well as the applicable laws of the jurisdictions outside the United States where the Company does business. Necessarily, the Company’s relationship with its customers and the handling of customer accounts without interference is essential to the operation of the Company’s business as a financial services institution. Decisions regarding customer accounts, including the termination of accounts, involve legal, regulatory and operational considerations that are so fundamental to the Company’s day-to-day operations that they cannot, as a practical matter, be subject to shareholder oversight.

Moreover, the Company’s policies regarding cooperation with government programs and agencies, including the decision to terminate or not terminate any accounts as a result of a governmental request, relates to the ordinary business matter of the Company’s legal compliance program. In this regard, the Proposal’s resolved clause requests a report on both the Company’s policies in responding to such governmental requests and “an itemized listing of [governmental requests to close customer accounts], including the name and title of the government official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company’s response, or lack thereof.” The supporting statement claims that “[s]hareholders need to know whether the Company cooperates with government officials,” such as members of the Department of Justice, regarding certain investigations. These statements demonstrate a clear focus on the management of the Company’s legal compliance program.

More specifically, the Company and its subsidiaries are subject to comprehensive consolidated supervision, regulation and examination by the Board of

Governors of the Federal Reserve System (the “Federal Reserve”), the Office of the Comptroller of the Currency (“OCC”), the Federal Deposit Insurance Corporation (the “FDIC”) and the Consumer Financial Protection Bureau (“CFPB” and together, the “Financial Regulators”). As described in greater detail below, the Proposal’s request would in certain cases cause the Company to violate regulations promulgated by the Financial Regulators. The Company’s ability to design and administer its legal compliance program without interference is necessary to the operation of the Company’s business as a regulated financial services company. Accordingly, the Proposal is precisely the type that companies are permitted to exclude under Rule 14a-8(i)(7).

We note that a proposal may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. The fact that a proposal may touch upon a significant policy issue, however, does not preclude exclusion under Rule 14a-8(i)(7). Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company’s ordinary business operations. *See* 1998 Release; Staff Legal Bulletin No. 14E (Oct. 27, 2009). The Staff has consistently permitted exclusion of shareholder proposals where the proposal focused on ordinary business matters, even though it also related to a potential significant policy issue. As discussed above, in *Comcast Corp.* (Apr. 13, 2022), the excluded proposal requested, among other things, that the Company adopt a policy of notifying a customer in advance of any termination, suspension or cancellation of service to the customer. In permitting exclusion under Rule 14a-8(i)(7), the Staff noted that “the [p]roposal relates to, and does not transcend, ordinary business matters.” *See also, e.g., PetSmart, Inc.* (Mar. 24, 2011) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the potential significant policy issue of the humane treatment of animals, the proposal covered a broad scope of laws ranging “from serious violations such as animal abuse to violations of administrative matters such as record keeping”); *CIGNA Corp.* (Feb. 23, 2011) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the potential significant policy issue of access to affordable health care, it also asked CIGNA to report on expense management, an ordinary business matter); *Capital One Financial Corp.* (Feb. 3, 2005) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the significant policy issue of outsourcing, it also asked the company to disclose information about how it manages its workforce, an ordinary business matter).

In this instance, the Proposal does not appear to raise a significant policy issue. Even if the Proposal were viewed to touch on a potential significant policy issue, the Proposal’s overwhelming concern with both the Company’s handling of customer accounts and its legal compliance program demonstrates that the Proposal’s focus is on ordinary business matters. Therefore, even if the Proposal

could be viewed as touching upon a significant policy issue, its focus is on ordinary business matters.

Accordingly, consistent with the precedent described above, the Proposal may be excluded under Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

2. *The Proposal seeks to micromanage the Company.*

The Staff has consistently agreed that shareholder proposals attempting to micromanage a company by probing too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment are excludable under Rule 14a-8(i)(7). *See* 1998 Release; *see also, e.g., JPMorgan Chase & Co.* (Mar. 22, 2019); *Royal Caribbean Cruises Ltd.* (Mar. 14, 2019); *Walgreens Boots Alliance, Inc.* (Nov. 20, 2018). As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it “involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies.” *See* 1998 Release. In Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“SLB 14L”), the Staff explained that a proposal can be excluded on the basis of micromanagement based “on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management.” For example, in *Deere & Co.* (Jan. 3, 2022), the Staff permitted exclusion under Rule 14a-8(i)(7) for a proposal that requested the annual publication of the “written and oral content of any employee-training materials” offered to the company's employees, noting that the proposal probed “too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the [c]ompany's employment and training practices” and thus resulted in micromanagement. *See also American Express Co.* (Mar. 11, 2022); *Verizon Communications Inc.* (Mar. 17, 2022).

In this case, the Proposal seeks to micromanage the Company by seeking intricate details and inappropriately limiting the discretion of management. It does so by requesting that the Company publish a granular report of government requests to close customer accounts with “an itemized listing of such requests, including the name and title of the government official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company's response, or lack thereof.” As discussed below, the Company cannot comply with this request without violating federal law. While the Proposal requests a report “omitting proprietary and private customer information,” it does not similarly carve out confidential regulatory information. Moreover, publishing the names of individual government employees without their consent would, at a minimum, present reputational harm to the Company and strain its relationship with the Financial Regulators, thus ultimately harming both the

Company and its shareholders. As a result, the Proposal's request for specific details on individual government agent names, titles and requests clearly goes beyond the level of detail necessary to enable investors to assess the risk purportedly raised by the Proposal and constitutes micromanagement.

The Proposal also would inappropriately limit the discretion of the Company's management. In this respect, the Company would be required to publish any government request to close a customer's account, including requests by agencies or entities operating under the authority of the executive branch, without regard to circumstance and without any reasonable exceptions. As a result, the Proposal would improperly constrain the decision-making process of the Company's management. Even under the "measured approach" described in SLB 14L, the Proposal would inappropriately limit management's discretion such that it micromanages the Company, as it affords no flexibility at all. As described above, the design and implementation of the Company's legal compliance program is a multi-faceted endeavor guided by numerous factors, including, but not limited to, legal and regulatory requirements. Such considerations are complex and outside the knowledge and expertise of shareholders, and require management and the Company's Board of Directors to have the discretion to exercise their independent judgment in making determinations appropriate for the Company and its employees. In requesting that the Company publish all requests from federal law enforcement agencies, the Proposal is seeking precisely the level of granularity that the Staff highlighted as problematic in SLB 14L. Thus, the Proposal attempts to micromanage the Company by probing too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment.

B. The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(2) Because Implementation of the Proposal Would Cause the Company to Violate Federal Law.

Rule 14a-8(i)(2) permits a company to exclude a shareholder proposal if implementation of the proposal would cause the company to violate any state, federal or foreign law to which it is subject. For the reasons discussed below, we believe that compliance with the Proposal would cause the Company to violate federal law. Accordingly, the Proposal is excludable under Rule 14a-8(i)(2) as it would cause the Company to violate federal law.

The Proposal would cause the Company to violate federal law because it would compel the disclosure of confidential supervisory information ("CSI"). While there are variations among federal banking regulators, CSI generally includes non-public information that is or was created or obtained in furtherance of a bank regulator's supervisory, investigatory or enforcement activities. *See, e.g.,*

12 C.F.R. § 261.2(b)(1). CSI includes, for example, reports of exams, supervisory assessments, investigative requests for documents or other information and, most relevantly, supervisory correspondence or other communications. U.S.-regulated banks and their holding companies, such as the Company, are not permitted to disclose CSI without the prior approval of the appropriate federal banking regulator because such information is regarded as the regulators' own information or property. The Company cannot waive the CSI privilege and disclose CSI on its own accord.

In this instance, the type of correspondence with the Financial Regulators that is contemplated would constitute CSI. The Financial Regulators operate under the authority of the Executive Branch of the U.S. Government.¹ By requesting that the Company disclose correspondence with "any agency or entity operating under the authority of the executive branch of the United States Government ... including the name and title of the government official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company's response, or lack thereof," the Proposal requests that the Company unlawfully disclose CSI.

Further, requesting approval to disclose such information can be a complicated and burdensome process, and each of the Financial Regulators has its own rules on the subject. There are severe penalties for disclosing such information without prior regulatory approval. For example, 18 U.S.C. § 641 makes it a felony to convert, knowingly, government property to one's own use, and is punishable by up to ten years imprisonment. Lesser sanctions for CSI violations can include fines. Compliance with the Proposal would subject the Company to these penalties. *See, e.g.,* 12 C.F.R. § 4.37(b)(1)(ii) ("Any person who discloses or uses non-public OCC information except as expressly permitted by the Comptroller of the Currency or as ordered by a Federal court [in a proceeding in which the OCC has had the opportunity to appear and oppose discovery], may be subject to the penalties provided in 18 U.S.C. § 641").

The type of information sought to be published by the Proposal would not only implicate CSI disclosure issues. The Company routinely receives requests from law enforcement agencies related to customer accounts and provides information in response. Many of these communications are protected by independent confidentiality requirements. For example, account closures conducted in the context of federal investigations may be subject to Grand Jury secrecy requirements. *See, e.g.,* 18 U.S.C. § 1510(b)(2) ("Whoever, being an officer of a financial institution, directly or indirectly notifies—(A) a customer of that financial institution whose records are sought by a subpoena for records; or (B) any other person named in that subpoena; about the existence or contents of that subpoena or information that

¹ *See* Branches of the U.S. Government, available at <https://www.usa.gov/branches-of-government>.

has been furnished in response to that subpoena, shall be fined under this title or imprisoned not more than one year, or both.”). Additionally, the Bank Secrecy Act prohibits financial institutions from disclosing requests from the Financial Crimes Enforcement Network, made on its behalf or on behalf of law enforcement agencies investigating money laundering or terrorist activity, for customer account information pursuant to Section 314(a) of the USA PATRIOT Act. *See* 31 C.F.R. § 1010.520(b). Further, the Secretary of Treasury or Attorney General may issue a written notice directing a U.S. bank to close the accounts of a foreign bank where the foreign bank has not complied with a subpoena or summons issued under Section 319(b) of the USA PATRIOT Act. *See* 31 CFR §1010.670(d). The Company would be required to adhere to confidentiality designations in such notice if properly included within the notice.

Therefore, the Proposal should be excluded from the Company’s 2023 proxy materials pursuant to Rule 14a-8(i)(2) because implementation of the Proposal would cause the Company to violate federal law.

C. The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(6) Because the Company Lacks the Power and Authority to Implement the Proposal.

Under Rule 14a-8(i)(6), a company may exclude a shareholder proposal if the company would lack the power or authority to implement the proposal. The Staff has consistently permitted exclusion of proposals under circumstances where implementation of the proposal would cause the company to violate law and, therefore, the company would have neither the power nor the authority to implement the proposal. *See, e.g., Arlington Asset Investment Corp.* (April 23, 2021)* (permitting exclusion under Rules 14a-8(i)(2) and 14a-8(i)(6) of a proposal that requested the company’s officers liquidate the company’s entire investment portfolio and distribute the net proceeds to shareholders and the company argued that the proposal would cause the company to violate Virginia law); *eBay Inc.* (April 1, 2020)* (permitting exclusion under Rules 14a-8(i)(2) and 14a-8(i)(6) of a proposal requesting that the company reform its board structure to allow employees to elect 20% of board members and the company argued that the proposal would cause the company to violate Delaware law); *Trans World Entertainment Corp.* (May 2, 2019) (permitting exclusion under Rules 14a-8(i)(2) and 14a-8(i)(6) of a proposal requesting that the company’s bylaws be amended to provide for an elevated quorum requirement and the company argued that the proposal would cause the company to violate New York law).

In addition, the Staff has indicated that exclusion under Rule 14a-8(i)(6) “may be justified where implementing the proposal would require intervening actions by independent third parties.” *See* 1998 Release, n.20. In *American Home Products Corp.* (Feb. 3, 1997), the Staff permitted exclusion under Rule 14a-8(i)(6)

Office of Chief Counsel
January 13, 2023
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of a proposal requesting that the company include certain warnings on its contraceptive products where the company could not add the warnings without first getting government regulatory approval.

In this instance, the Company lacks the legal power or authority to implement the Proposal. As described above, implementation of the Proposal would cause the Company to disclose CSI or other confidential government communications in violation of federal law. Accordingly, the Proposal is excludable under Rule 14a-8(i)(6).

Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Company's proxy materials for the 2023 Annual Meeting. If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180. Thank you for your prompt attention to this matter.

Very truly yours,



Brian V. Breheny

Enclosures

cc: John H. Tribolati
Corporate Secretary
JPMorgan Chase & Co.

Paul Chesser
Director
Corporate Integrity Project

EXHIBIT A

(see attached)

National Legal and Policy Center

"promoting ethics in public life"



November 7, 2022

Mr. John H. Tribolati
Office of the Secretary
JPMorgan Chase & Co.
4 New York Plaza
New York, NY 10004-2413

VIA UPS & EMAIL: [REDACTED]

Dear Mr. Tribolati/Corporate Secretary:

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in JPMorgan Chase & Co.'s ("Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission's proxy regulations.

National Legal and Policy Center (NLPC) is the beneficial owner of 47 shares of the Company's common stock with a value exceeding \$2,000, which shares have been held continuously for more than three years prior to this date of submission. NLPC intends to hold the shares through the date of the Company's next annual meeting of shareholders. A proof of ownership letter is forthcoming and will be delivered to the Company.

The Proposal is submitted in order to promote shareholder value by requesting the Board of Directors to produce a report on government requests for account closings. Either an NLPC representative or I will present the Proposal for consideration at the annual meeting of shareholders.

I am able to meet with the Company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. I can be reached at [REDACTED] or at [REDACTED]. I am available Monday through Friday from 9am to 5pm, Eastern Time.

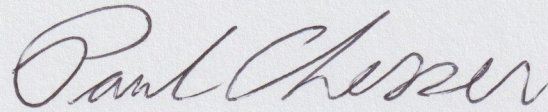
If you have any questions, please contact me at the above phone number. Copies of correspondence or a request for a "no-action" letter should be forwarded to me at [REDACTED].

Nat'l Headquarters: [REDACTED]

Phone: [REDACTED]

Email: [REDACTED]

Sincerely,

A handwritten signature in cursive script that reads "Paul Chesser". The signature is fluid and written in dark ink.

Paul Chesser
Director
Corporate Integrity Project

Enclosure: "Report on Government Requests for
Account Closings" proposal

Report on Government Requests for Account Closings

RESOLVED:

The shareholders request that JPMorgan Chase & Co. (“Company”) provide a report, published on the Company’s website and updated semi-annually – omitting proprietary and private customer information and at reasonable cost – that specifies the Company’s policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government.

This report shall also include an itemized listing of such requests, including the name and title of the government official making the request; the nature and scope of the request; the date of the request; the outcome of the request; and a reason or rationale for the Company’s response, or lack thereof.

SUPPORTING STATEMENT:

In 2013, the U.S. Department of Justice initiated “Operation Choke Point,” to investigate financial institutions that provided services to payment processors for allegedly “high risk,” – but legal – businesses, such as firearms retailers and precious metals dealers. The stated purpose of the initiative was to ferret out “fraud.”

This discriminatory campaign against legally functioning businesses drove many owners to financial ruin and forced many to close.¹ JPMorgan Chase cooperated² with the government in the unconstitutional program.³ After multiple lawsuits, the FDIC reached settlements⁴ with several of its former targets, and the Justice Department announced⁵ in July 2017 that it would end Operation Choke Point.

In 2021, however, the current presidential administration considered reinstating the program.⁶ This year the bank account of the National Committee for Religious Freedom, a 501(c)4 political action nonprofit, was closed⁷ by the Company without advanced notice – among many others.

¹ Ybarra, Maggie. “Operation Choke Point victims, small business owners, decry government overreach,” *The Washington Times*, March 24, 2015. See <https://bit.ly/3VC8Yoj>.

² “Payday lenders sue US regulators over ‘Operation Choke Point,’” Reuters, June 6, 2014. See <https://cnb.cx/3T8VtKd>.

³ Halbrook, Stephen P. “Some of the world’s most powerful banks push policies circumventing Constitution and federal laws,” Tribune Content Agency, Sept. 17, 2018. See <https://bit.ly/3rZ5BKu>.

⁴ “Federal Deposit Insurance Corporation Agrees to Settlement in Operation Choke Point Lawsuit,” PR Newswire, May 22, 2019. See <https://prn.to/3zanhqD>.

⁵ Guida, Victoria. “Justice Department to end Obama-era ‘Operation Choke Point,’” Politico, 8/17/2017. See <https://politi.co/2DPsyUR>.

⁶ Zimmerman, Dan. “Biden Administration Takes First Step to Reinstating Operation Choke Point,” *The Truth About Guns*, January 29, 2021. See <https://bit.ly/3TacioK>.

⁷ Picket, Kerry. “Rubio calls out Chase CEO Jamie Dimon over concerns the financial giant is targeting conservatives,” *The Washington Times*, Oct. 25, 2022. See <https://bit.ly/3UtOGM2>.

Shareholders need to know whether the Company cooperates with government officials engaged in unconstitutional law enforcement activities and censorship, opening the Company to liability claims by victims.⁸ Shareholders also need to know whether the Company is failing to disclose these potential liabilities as material risks in its public filings. There is currently no single source providing shareholders the information sought by this resolution.

⁸ Santiago, Dennis. "Wells Fargo Risks Reputation Over Private "Chokepoint" Policy Against Gun Industry," RedState.com, July 29, 2020. See <https://bit.ly/3yPnOxP>.



NATIONAL LEGAL AND POLICY CENTER

January 26, 2023

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

Re: *JPMorgan Chase & Co.*
Shareholder Proposal of the National Legal and Policy Center

VIA EMAIL: shareholderproposals@sec.gov

Ladies and Gentlemen:

This letter responds to the letter dated January 13, 2023 from Brian V. Breheny of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for JPMorgan Chase & Co. (“JPMorgan” or “Company”), requesting permission from the Staff of the Division of Corporation Finance (“Staff”) to exclude our shareholder proposal (“Proposal”) from JPMorgan’s 2023 proxy materials (“Proxy”).

The Company’s request provides insufficient rationale for exclusion and should be denied.

Despite the Company’s 12 pages of legal arguments, our half-as-long response will show that its excuses to exclude our proposal from the Proxy – that it “deals with matters relating to the Company’s ordinary business operations;” that it “would cause the Company to violate federal law;” and “because the Company lacks the power and authority to implement the proposal” – are illegitimate. The Proposal seeks to address a societal issue that *transcends* ordinary business matters, and includes no requirements to implement any measure that forces the company to violate any laws.

The 500-word limit for shareholder proposals constrained our ability to present a fuller case for the necessity of the transparency report we request, so we will attempt to do so here. But first we will address the nature of the sought-after report itself.

Transparency is sought regularly via the shareholder proposal process and thus is permitted in proxy materials.

We seek an itemization of the requests to close accounts that JPMorgan has received from entities under the Executive Branch of the United States Government, and

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Phone: (703) 237-1970 Email: pchesser@nlpc.org

an explanation of the Company's policies in response to such requests. Such a report would be no different from the types of reports that seek transparency about other Company operations, that in the past have been permitted on proxy materials under SEC precedent.

Two long-standing, consistently-presented types of shareholder proposals come to mind: disclosures of charitable contributions, and disclosures of lobbying expenditures. As examples, these two issues go to the heart of a company's approach to what causes it supports, and what government policies it seeks to influence. At the same time, both types of engagement – with nonprofits to consider potential charitable support, and a company's government affairs department for lobbying activities – occur on a "day-to-day" basis. They are as core to a company's affairs and operations as anything else it does, yet shareholder proposals seeking transparency about both types of activities have been accepted on proxy materials for many years.

Thus the Company's contention that our proposal seeks exceptional transparency, that interferes with ordinary business operations and seeks to micro-manage the company, is baseless.

Transparency about the Company's cooperation with abusive government agencies is a critical societal issue that transcends ordinary business operations.

As our Proposal's supporting statement briefly contextualizes, JPMorgan and other major financial institutions cooperated with the Department of Justice's "Operation Choke Point" initiative, to close the accounts of legally operating businesses and organizations that were politically disfavored by the executive administration at the time. Owners of such businesses were victims of "de-banking," by "exerting back-room pressure on banks and other regulated financial institutions to terminate their relationships" with the victimized customers.¹

On May 22, 2019, two major payday lending companies announced that they "reached a settlement with the Federal Deposit Insurance Corporation (FDIC) regarding Operation Choke Point, the FDIC program that pressured banks to cut ties with certain categories of lawful businesses...."² "We uncovered how some FDIC leaders and officials executed a campaign motivated by personal scorn for our industry, contempt for our millions of customers, and blatant disregard for due process," said Jessica Rustin,

¹ "Payday lenders sue US regulators over 'Operation Choke Point,'" Reuters, June 6, 2014. See <https://www.cnbc.com/2014/06/06/payday-lenders-sue-us-regulators-over-operation-choke-point.html>.

² "Federal Deposit Insurance Corporation Agrees to Settlement in Operation Choke Point Lawsuit," PR Newswire, May 22, 2019. See <https://www.prnewswire.com/news-releases/federal-deposit-insurance-corporation-agrees-to-settlement-in-operation-choke-point-lawsuit-300855421.html>.

chief legal officer for Advance America. “This settlement will help to prevent this disenfranchisement from happening again – to our business or any other legal, regulated business.”

The lesson of Operation Choke Point did not serve as a deterrent for JPMorgan and its de-banking practices, unfortunately. In early 2019, the Company shut down the accounts of several conservative activists within weeks of each other.³ We would like to know in instances such as these whether it was at the behest of the federal government.

And as referenced briefly in our Proposal, JPMorgan engaged in a particularly egregious example of de-banking, by shuttering the account of the reputable nonprofit, the National Committee for Religious Freedom (NCRF). This inexcusable decision was made without providing an explanation to the organization’s leadership. The NCRF, with the noble mission to “protect and defend religious freedom for all Americans,” is led by Sam Brownback, who served as United States Ambassador-at-Large for International Religious Freedom from 2018 to 2021. Ambassador Brownback enjoys a sterling reputation across the political spectrum, having formerly served as a U.S. Congressman and Senator, and as Governor, representing the state of Kansas.

The disturbing incident caught the attention of members of Congress who are concerned about the growing trend of politically-motivated pressure applied to financial institutions. In a letter to JPMorgan Chairman and CEO Jamie Dimon, inquiring about the bank’s treatment of NCRF, Sen. Marco Rubio wrote:⁴

In recent weeks, Chase appears to have not only denied credit to a credit-worthy religious liberty non-profit without any explanation, but also suggested the decision could be reconsidered if the organization provided Chase with a list of its donors and its decision-making criteria for funding outside groups. Millions of Americans who are concerned about religious and political discrimination deserve a response for this concerning behavior, and any discriminatory actions taken by your bank must stop.

Back in August 2021, the Company also cancelled the credit card of the wife of former National Security Advisor, General Michael Flynn, “because continuing the

³ Byrne, John Aidan. “JPMorgan Chase accused of purging accounts of conservative activists,” New York Post, May 25, 2019. See <https://nypost.com/2019/05/25/jpmorgan-chase-accused-of-purging-accounts-of-conservative-activists/>.

⁴ Rubio, Sen. Marco. “Rubio Raises Concerns About Chase Bank Politically Motivated De-Banking,” Oct. 25, 2022. See <https://www.rubio.senate.gov/public/index.cfm?p=Press-Releases&id=1F3CDDE5-9419-46B7-A0EB-18F0B4554674>.

relationship creates possible reputational risk to our company.”⁵ Following a public outcry, the Company reversed its decision and apologized. Nonetheless the episode illustrates how susceptible JPMorgan is to political influence, and how disclosure pursuant to the transparency we seek in our Proposal is of widespread interest.

Government and elected officials have been proven to be more-than-willing in recent years to pressure private corporations to censor or “de-fund” their political adversaries.⁶ Nowhere has this been exposed as more evident than with the release by new CEO Elon Musk of “The Twitter Files” over the past two months, via several reputable independent journalists.⁷ And in another de-banking example, Democrat members of both the U.S. House and Senate pressed JPMorgan and Wells Fargo to cut ties with an association of Republican state financial officers.⁸

We have no way of knowing – hence our Proposal’s request – but circumstantial evidence points to the possibility that political bias and pressure from the very top of JPMorgan may influence day-to-day decision-making about account holders, who may eagerly invite improper government meddling. When the State of Georgia in 2021 enacted a law to improve that state’s election integrity, Mr. Dimon responded with a prejudiced misrepresentation of the law, saying, “We regularly encourage our employees to exercise their fundamental right to vote, and we stand against efforts that may prevent them from being able to do so.”⁹

And following the 2022 election, Bloomberg reported that Mr. Dimon attended a party of former JPMorgan executives where he “began bluntly dispensing opinions.”¹⁰ The news syndicate cited attendees who claimed Mr. Dimon “lit into former President

⁵ Gentile, Luke. “Chase Bank apologizes for Michael Flynn credit card cancellation letter sent in ‘error,’” *Washington Examiner*, Sept. 1, 2021. See <https://news.yahoo.com/chase-bank-apologizes-michael-flynn-233500718.html>.

⁶ Smith, Lee. “How the FBI Hacked Twitter,” *Tablet* magazine, Jan. 5, 2023. See <https://www.tabletmag.com/sections/news/articles/how-the-fbi-hacked-twitter-lee-smith>.

⁷ Malik, Kenan. “The Twitter Files should disturb liberal critics of Elon Musk – and here’s why,” *The Guardian*, Jan. 1, 2023. See <https://www.theguardian.com/commentisfree/2023/jan/01/the-twitter-files-should-disturb-liberal-critics-of-elon-musk-and-heres-why>.

⁸ Hallez, Emile. “Democrats urge JP Morgan, Wells Fargo to cease funding of anti-ESG group,” *InvestmentNews.com*, Oct. 24, 2022. See <https://www.investmentnews.com/democrats-urge-jp-morgan-wells-fargo-to-cess-funding-of-anti-esg-group-228225>.

⁹ Egan, Matt. “Jamie Dimon speaks out on voting rights even as many CEOs remain silent,” *CNN Business*, March 31, 2021. See <https://www.cnn.com/2021/03/30/business/jamie-dimon-voting-rights-jpmorgan/index.html>.

¹⁰ “Jamie Dimon is more crucial than ever to the bank he’s run for 17 years,” *Bloomberg*, Dec. 21, 2022. See <https://www.businesstimes.com.sg/companies-markets/jamie-dimon-more-crucial-ever-bank-hes-run-17-years>.

Donald Trump, unleashing obscenities as he discussed the Jan. 6 insurrection.”

“Some guests,” Bloomberg reported, “no strangers to his swagger, were surprised by the ferocity of his performance.”

Not long after that article published, Mr. Dimon said in another election assessment, “I thought the election was good because on both parties...the wing nuts didn’t get elected.”¹¹ Those of us concerned about politically-motivated de-banking wonder how many accounts of “wing nuts” are targeted by JPMorgan. It appears rap artist Kanye West may be one of them.¹²

The Proposal provides for exemptions and therefore implementation would NOT require the company to violate federal law, and thus the Company has the power and authority to implement the Proposal.

To repeat the first paragraph of the “RESOLVED” section of our Proposal:

*The shareholders request that JPMorgan Chase & Co. (“Company”) provide a report, published on the Company’s website and updated semi-annually – **omitting proprietary and private customer information and at reasonable cost** (emphasis added) – that specifies the Company’s policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government.*

As the reader can see above in the section emphasized in bold font, the Proposal allows for the Company to omit “proprietary” and other private customer information in providing the report for shareholders. Merriam-Webster defines “proprietary” as “one that possesses, owns, or holds exclusive right to something.”¹³

In its request to the Staff for permission to exclude our Proposal from the Proxy, the Company argues the Proposal would “compel the disclosure of confidential supervisory information (“CSI”)” and therefore require it to break the law. The Company then notes that “there are variations among federal banking regulators,” which indicates

¹¹ Betz, Bradford. “JPMorgan Chase CEO Jamie Dimon says he’s thankful ‘wing nuts’ in both parties weren’t elected,” FoxBusiness.com, Dec. 11, 2022. See <https://www.foxbusiness.com/politics/jpmorgan-chase-ceo-jamie-dimon-says-hes-thankful-wing-nuts-both-parties-werent-elected>.

¹² Cox, Nicki. “Candace Owens claims JP Morgan cut ties with Kanye West amid anti-Semitic comments,” *New York Post*, Oct. 12, 2022. See <https://pagesix.com/2022/10/12/jp-morgan-chase-bank-cuts-ties-with-kanye-west-after-anti-semitic-comments/>.

¹³ See <https://www.merriam-webster.com/dictionary/proprietary>.

that not all potential information sought in our Proposal would be exclusionary. The Company further cites examples of CSI under banking regulatory requirements, and then concludes that the Company is “not permitted to disclose CSI without the prior approval of the appropriate federal banking regulator because such information *is regarded as the regulators’ own information or property*” (emphasis added).

That the hypothetical CSI is the regulators’ “information or property” falls under the very definition of “proprietary,” which our Proposal allows for the omission of.

The Company also claims it “routinely receives requests from law enforcement agencies related to customer accounts and provides information in response,” and that “many of these communications are protected by independent confidentiality requirements.” Again, our proposal *allows* for the omission of “proprietary” and “private customer information,” and thus the Company’s reasoning that it would be forced to violate federal law under the Proposal’s terms is invalid.

At this juncture it is worth noting, however, that other companies – unlike JPMorgan and much of the “Big Bank” industry – at times have found the resolve to *resist* unlawful or unethical requests made by government agencies and have *protected* their customers, sometimes in the face of strong criticism. In the last several years, for example, Apple has rejected pleas from law enforcement to provide access to shooting suspects’ encrypted iPhones.¹⁴

And genealogy companies such as Ancestry.com and 23andMe say they adhere to their privacy promises to customers, and rarely comply with requests for DNA samples from law enforcement. 23andMe “closely scrutinizes all law enforcement and regulatory requests,” only complying with ones the company “determine[s] are legally valid and legally require our response after exhausting other options,” the company said in 2021, according to Fox Business.¹⁵

These examples stand in stark contrast to the weakness of the Company and its attorneys – who apparently choose to genuflect to overreaching regulators, preserve their secrecy and shutter accounts – rather than examine the law and protect its customers.

The Company’s final argument against including our Proposal in its Proxy is that

¹⁴ Collier, Kevin & Farivar, Cyrus. “The FBI cracked another iPhone — but it's still not happy with Apple,” NBCNews.com, May 18, 2020. See <https://www.nbcnews.com/tech/security/fbi-cracked-another-iphone-it-s-still-not-happy-apple-n1209506>.

¹⁵ Murphy, Aislinn. “Idaho murder suspect nabbed by genetic genealogy; some sites work with law enforcement,” FoxBusiness.com, Jan. 5, 2023. See <https://www.foxbusiness.com/lifestyle/idaho-murder-suspect-nabbed-genetic-genealogy-sites-work-law-enforcement>.

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January 26, 2023
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it “lacks the power and authority to implement the Proposal.” The Company’s rationale on this point is entirely built upon its argument that our Proposal would require it to break the law, which we have debunked above.

Despite all the potential exemptions and omissions discussed above, there are certainly examples that do not fall under any of those categories, and can be disclosed in the type of transparency report sought in our Proposal.

Conclusion

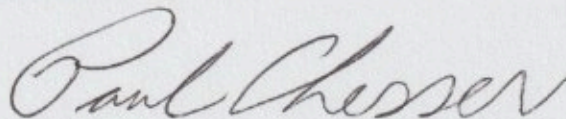
The de-banking issue is not a concern that is limited to JPMorgan. Its peers among the “Big Banks” have also been accused of similar practices, without explanation to their customer-victims.

It is a trend that we do not believe will be viewed as acceptable among the shareholder community. Greater transparency is badly needed, and shareholders should have an opportunity to vote on it with our proposal, which addresses a significant social policy issue that transcends day-to-day business.

For this reason, and because of JPMorgan’s track record of political bias and discriminatory de-banking practices, NLPC asks the Staff to recommend enforcement action should the Company omit the proposal.

If you have any questions or need more information, please feel free to contact me via email or at 662-374-0175.

Sincerely,



Paul Chesser
Director
Corporate Integrity Project

Cc: John H. Tribolati and Linda Scott – JPMorgan Chase & Co.

Bryan Breheny and Ryan Adams – Skadden, Arps, Slate, Meagher & Flom LLP

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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February 8, 2023

BY EMAIL (shareholderproposals@sec.gov)

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

Re: JPMorgan Chase & Co. – 2023 Annual Meeting
Supplement to Letter dated January 13, 2023
Relating to Shareholder Proposal Submitted
by the National Legal and Policy Center

Ladies and Gentlemen:

We refer to our letter dated January 13, 2023 (the “No-Action Request”), submitted on behalf of JPMorgan Chase & Co., a Delaware corporation (the “Company”), pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company’s view that the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Legal and Policy Center (the “Proponent”) may be excluded from its proxy materials for the Company’s 2023 Annual Meeting of Shareholders (the “2023 Annual Meeting”).

This letter is in response to the letter to the Staff, dated January 26, 2023, submitted by the Proponent (the “Proponent’s Letter”), and supplements the No-Action Request. In accordance with Rule 14a-8(j), a copy of this letter also is being sent to the Proponent.

The Proponent’s Letter presents an unconvincing attempt to rebut the No-Action Request. In particular, it argues that the proposal should not be excluded because it transcends ordinary business matters and would not cause the Company to violate the law. As explained below, these arguments are unpersuasive.

Notably, the Proponent's Letter states that "[t]ransparency about the Company's cooperation with abusive government agencies is a critical societal issue that transcends ordinary business operations," and cites a handful of dubious anecdotes and supposed comments from the Company's chief executive officer that are irrelevant to the subject of the Proposal. As explained in the No-Action Request, to our knowledge the Staff has never recognized a significant policy issue along the lines suggested by the Proponent's Letter, and the Proponent's Letter does not present a compelling reason for doing so. The Staff has, however, routinely found that a company's handling of its customer accounts and its legal compliance program is an ordinary business matter.

The Proponent's Letter also claims that the Proposal's request is "no different from the types of reports that seek transparency about other Company operations, that in the past have been permitted on proxy materials," comparing the Proposal to proposals that request "disclosure[] of charitable contributions" and "disclosure[] of lobbying expenditures." This is a mischaracterization of the Proposal, which is completely unrelated to charitable contributions or lobbying. Instead, the Proposal relates to the Company's "policy in responding to requests to close, or in issuing warnings of imminent closure about, customer accounts by any agency or entity operating under the authority of the executive branch of the United States Government." As discussed in the No-Action Letter, the Proposal may be excluded because such matters – the Company's handling of customer accounts and its legal compliance program – are well-established as ordinary business matters.

In addition, the Proponent's Letter argues that the Proposal would not cause the Company to violate the law because the Proposal omits "proprietary and private customer information" from the information required to be disclosed by the Company. As discussed in the No-Action Request, this exception is meaningless because the Company must receive the approval of the appropriate federal banking regulator before disclosing the requested information. Such information is deemed to be the federal banking regulators' own information or property, and therefore the Company cannot disclose the information of its own accord.

As a final matter, we note that the Proponent's Letter brazenly states that the letter is an attempt to shoehorn additional information into the Proposal in contravention of the length requirement in Rule 14a-8(d). In this respect, the Proponent's Letter states that "the 500-word limit for shareholder proposals constrained [the Proponent's] ability to present a fuller case for the necessity of the transparency report we request, so [the Proponent] will attempt to do so here." The relative merits of a Proposal should be self-evident, and the Staff should not entertain the notion of using a supplemental letter to provide information necessary for the evaluation of a Proposal.

For the reasons stated above and in the No-Action Request, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its proxy materials for the 2023 Annual Meeting. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters

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February 8, 2023
Page 3

prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7180.

Very truly yours,



Brian V. Breheny

cc: John H. Tribolati
Corporate Secretary
JPMorgan Chase & Co.

Paul Chesser
Director
Corporate Integrity Project



NATIONAL LEGAL AND POLICY CENTER

February 9, 2023

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

Re: *JPMorgan Chase & Co. – 2023 Annual Meeting*
Response to Company's Supplemental Letter dated February 8, 2023
Shareholder Proposal of the National Legal and Policy Center

VIA EMAIL: shareholderproposals@sec.gov

Ladies and Gentlemen:

This letter responds to the supplemental letter dated February 8, 2023 from Brian V. Breheny of Skadden, Arps, Slate, Meagher & Flom LLP, counsel for JPMorgan Chase & Co. (“JPMorgan” or “Company”), to the Staff of the Division of Corporation Finance (“Staff”), which attempted to rebut our January 26, 2023 letter that contended the Company’s reasons to seek a No-Action request related to our shareholder proposal (“Proposal”) from the Staff are illegitimate and unjustified.

Clearly our extensively documented and footnoted letter of January 26 has the Company and its lawyers deeply concerned, considering the extent to which in their own rebuttal they use adjectives such as “unconvincing,” “unpersuasive,” “dubious,” “supposed,” and “irrelevant” to characterize our justification for our Proposal. The Company’s lawyers cite no precedent or evidence to support their characterizations of the arguments we make in our letter, and we trust the Staff will see through that. Our deeply researched and documented support for our Proposal on January 26 speaks for itself. We encourage Staff to review our strong source material referenced in our footnotes should it need further information or context.

However, we will also briefly address a few other points the Company attempts to make in its February 8 supplemental letter to the Staff:

- To our contention that the issue our proposal addresses is “a critical societal issue that transcends ordinary business operations,” as is allowed pursuant to SLB 14L, the Company complains that “to our knowledge the Staff has never recognized a significant policy issue along the lines suggested by the Proponent’s Letter.” We agree that our Proposal plows

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new – but necessary – ground, as the enormous societal concern about large, powerful financial institutions such as JPMorgan “de-banking” customers because of religious beliefs and political disfavor is a fairly recent phenomenon (that we know of). Doesn’t Staff receive dozens or more of shareholder proposals every year that they *haven’t seen before*, that they ultimately determine are legitimate for shareholder consideration at annual meetings?

- The Company’s argument about “proprietary information” mischaracterizes a very simple point. Our Proposal allows them to exclude proprietary information – *all* proprietary information, not just that which is proprietary to the government. The Company points out that the information that would be illegal to publish is proprietary (to the government) information. Our Proposal excludes it from its reporting requirements, thus fully obviating the Company’s claims that illegal reporting is required by the Proposal. The Company also gives the impression that all information subject to the Proposal’s request falls under the purview of “federal banking regulators.” It does not.
- Finally, the Company is upset by our allegedly “brazen” attempt to “shoehorn” additional information into our Proposal in violation of the 500-word limit for Proposals. This is absurd. The Proposal is less than 500 words and if it is published in the Company Proxy statement, that’s the length it will be for our fellow shareholders to review. Supplemental information is used all the time by both proponents and companies in attempting to make their cases in debates before the Staff over No-Action requests.

Taken as a whole, the Company’s February 8 supplemental letter comes off as desperate in its attempt to get permission from Staff to exclude our proposal from its Proxy materials.

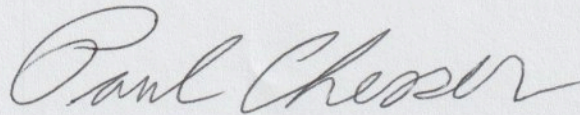
We understand their difficult circumstances, as a favorable vote for the Proposal at the annual meeting would likely produce an embarrassing outcome for the Company when it complies with the Proposal’s terms. Mr. Dimon, the CEO, has said some deeply concerning things publicly that betray the Company’s attitude towards these issues, and there is already a well-reported record of the Company engaging in this unjustified de-banking behavior. That the Company’s lawyers also seek a last-minute, “Hail-Mary” conference with Staff ahead of a potential adverse (for them) decision further reveals how deep their concern is.

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Page 3

We trust the Staff will see these signals in the Company's responses and will render a judicious decision. We reiterate our request that the Staff recommend enforcement action should the Company omit the proposal.

If you have any questions or need more information, please feel free to contact me via email or at 662-374-0175.

Sincerely,

A handwritten signature in cursive script that reads "Paul Chesser".

Paul Chesser
Director
Corporate Integrity Project

Cc: John H. Tribolati and Linda Scott – JPMorgan Chase & Co.
john.tribolati@jpmchase.com
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Bryan Breheny and Ryan Adams – Skadden, Arps, Slate, Meagher & Flom LLP
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