2019-2020 Shareholder Proposal No-Action Responses

The staff of the Division of Corporation Finance states only informal, non-binding views as to whether the Division would recommend enforcement action to the Commission if a company excludes a proposal from its proxy materials. The staff does not and cannot adjudicate the merits of a company's position with respect to a proposal. Only a court can determine whether a company may legally exclude the shareholder proposal from its proxy materials.

When a company's request asserts multiple regulatory bases for exclusion of a proposal and the staff concurs with the company's view that there is a basis to exclude the proposal, the staff concurs with exclusion on only one of the bases asserted by the company and does not address the alternative bases the company asserts. When the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company's view that there is a basis to exclude the proposal, the staff is unable to concur with the company asserts.

The staff's responses to Rule 14a-8 no-action requests issued on or after November 21, 2019 are disclosed in the following chart. The column titled "Date of company's initial submission" contains a hyperlink to the company's initial submission to the staff, and the column titled "Date of staff's response" contains a hyperlink to the creating to the staff's response, including any letter issued by the staff, the company's initial submission and any subsequent correspondence, in reverse chronological order. In each case, the hyperlink will be available when the materials are posted on the SEC website, generally within a few business days of the staff's response.

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.		Did the staff respond by letter?
Extreme Networks Inc.	Kannath Stainar	9/21/2020		Concur that Rule 14a-8(e)(2)	0/18/2020	No
Extreme Networks, Inc.	Kenneth Steiner	<u>8/21/2020</u>		provides a basis to exclude	<u>9/18/2020</u>	NO
ResMed Inc.	Myra K. Young	7/17/2020		Concur that Rule 14a-8(i)(5) provides a basis to exclude	<u>8/27/2020</u>	No
			Rule 14a-8(i)(2)			
			Rule 14a-8(i)(6)			
Cisco Systems, Inc.	James McRitchie	7/28/2020	Rule 14a-8(i)(10)	Withdrawn	<u>8/27/2020</u>	No
NextDecade Corporation	Stewart Taggart	7/16/2020	Rule 14a-8(b)/(f)	Withdrawn	8/27/2020	No

The text of Exchange Act Rule 14a-8 is available here.

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
	Catholic Health Initiatives and Sisters of		Rule 14a-8(i)(3)			
Smith & Wesson Brands,	the Holy Names of Jesus		Rule 14a-8(i)(7)	Unable to concur with exclusion		
Inc.	and Mary	<u>6/15/2020</u>	Rule 14a-8(i)(7)	on any of the bases asserted	<u>8/14/2020</u>	No
Cardinal Health, Inc.	International Brotherhood of Teamsters General Fund	7/7/2020	Rule 14a-8(i)(7) Rule 14a-8(i)(10)	Withdrawn	8/14/2020	No
The Clorox Company	James McRitchie		Rule 14a-8(i)(10)	Withdrawn	8/14/2020	
NIKE, Inc.	National Center for Public Policy Research		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (ordinary business)	6/19/2020	
			Rule 14a-8(i)(4)	Concur that Rule 14a-8(i)(7) provides a basis to exclude		
NIKE, Inc.	Cirque LLC	<u>5/1/2020</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>6/19/2020</u>	NO
FedEx Corporation	The Dawn E. Peterson Trust	<u>5/19/2020</u>	Rule 14a-8(i)(11)	Withdrawn	<u>6/19/2020</u>	No
	Chang Liu Family Living		Rule 14a-8(i)(7)	Unable to concur with exclusion		
McKesson Corporation	Trust et al.	<u>3/30/2020</u>	Rule 14a-8(i)(10)	on any of the bases asserted	<u>5/26/2020</u>	No
PG&E Corporation	John Chevedden	<u>4/22/2020</u>	Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f) provides a basis to exclude	<u>5/26/2020</u>	No
Broadway Financial	Commerce Home			Concur that Rule 14a-8(e)(2)		
Corporation	Mortgage, LLC	4/30/2020	Rule 14a-8(e)(2)	provides a basis to exclude	5/12/2020	No
	National Center for		(reconsid.)	Request for reconsideration and		
salesforce.com, inc.	Public Policy Research	<u>2/5/2020</u>	Rule 14a-8(i)(7)	Commission review denied	4/22/2020	No
	National Center for		(reconsid.)	Request for reconsideration and		
Alphabet Inc.	Public Policy Research	<u>2/4/2020</u>	Rule 14a-8(i)(7)	Commission review denied	4/22/2020	No
PetMed Express, Inc.	James McRitchie	3/26/2020	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>4/14/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
Booz Allen Hamilton Holding			Rule 14a-8(i)(9)	Concur that Rule 14a-8(i)(10)		
Corporation	John Chevedden	3/10/2020	Rule 14a-8(i)(10)	provides a basis to exclude	<u>4/14/2020</u>	No
Cowen Inc.	Kenneth Steiner	<u>3/9/2020</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>4/14/2020</u>	No
Dite Aid Componetien	Chaven Knol	2/5/2020	$P_{\rm ello} = 1.4 + 0.0(1)(1.0)$	Concur that Rule 14a-8(i)(10)	4/14/2020	No
Rite Aid Corporation	Steven Krol James McRitchie and	3/5/2020	Rule 14a-8(i)(10)	provides a basis to exclude Concur that Rule 14a-8(i)(10)	<u>4/14/2020</u>	NO
ServiceNow, Inc.	Myra K. Young	2/4/2020	Rule 14a-8(i)(10)	provides a basis to exclude	4/9/2020	No
Linde plc	John Chevedden		Rule 14a-8(i)(1) Rule 14a-8(i)(2) Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>4/9/2020</u>	
Comcast Corporation	George C. Jenne	<u>1/31/2020</u>	Rule 14a-8(i)(7)	Unable to concur that Rule 14a- 8(i)(7) provide a basis to exclude	<u>4/9/2020</u>	No
MetLife, Inc.	Walter O. Garcia et al.	<u>2/5/2020</u>	Rule 14a-8(i)(10)	Unable to concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>4/9/2020</u>	No
Hess Corporation	Park Foundation, Inc. and Brian Patrick Kariger Revocable Trust		Rule 14a-8(i)(7) Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	4/9/2020	No
	National Center for			Concur that Rule 14a-8(i)(7)		
salesforce.com, inc.	Public Policy Research	2/5/2020	Rule 14a-8(i)(7)	provides a basis to exclude	<u>4/9/2020</u>	No
Alphabet Inc.	National Center for Public Policy Research	<u>2/4/2020</u>	Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude	<u>4/9/2020</u>	No
	International Brotherhood of Teamsters General Fund and CtW Investment		(reconsid.)	Request for Commission review		
Amazon.com, Inc.	Group	<u>1/24/2020</u>	Rule 14a-8(i)(7)	denied	<u>4/9/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
	Kay Berkson and the					
	Benedictine Sisters of		Rule 14a-8(i)(7)	Unable to concur with exclusion		
The TJX Companies, Inc.	Mount St. Scholastica	<u>2/3/2020</u>	Rule 14a-8(i)(10)	on any of the bases asserted	<u>4/9/2020</u>	No
				Unable to concur that		
				Rule 14a-8(i)(7) provides a basis		
The TJX Companies, Inc.	Brianna L. Harrington	<u>2/3/2020</u>	Rule 14a-8(i)(7)	to exclude	<u>4/9/2020</u>	Yes
				Unable to concur that		
	New York State Common			Rule 14a-8(i)(10) provides a basis		
The TJX Companies, Inc.	Retirement Fund	<u>2/3/2020</u>	Rule 14a-8(i)(10)	to exclude	<u>4/9/2020</u>	No
	People for the Ethical					
RH	Treatment of Animals	<u>3/10/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>4/9/2020</u>	No
	James McRitchie and			Concur that Rule 14a-8(i)(10)		
Upwork Inc.	Myra K. Young	<u>1/29/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>4/1/2020</u>	No
	George Gund Foundation			Concur that Rule 14a-8(i)(10)		
Devon Energy Corporation	and Samajak LP		Rule 14a-8(i)(10)	provides a basis to exclude	4/1/2020	No
Devon Energy Corporation	dilu Salliajak LP	<u>1/29/2020</u>	Rule 14a-o(I)(10)	Unable to concur that	4/1/2020	NO
				Rule 14a-8(i)(7) provides a basis		
Walmart Inc.	Cupthia Murray	2/2/2020	$P_{\rm H}$ 142 $P_{\rm H}$ (1)(7)	to exclude	4/1/2020	No
	Cynthia Murray	<u>2/3/2020</u>	Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7)	4/1/2020	NO
			Rule 14a-8(i)(3)	provides a basis to exclude		
Compact Corporation	ling 7haa			•	4/1/2020	No
Comcast Corporation	Jing Zhao		Rule 14a-8(i)(7)	(micromanagement)	4/1/2020	NO
			Rule 14a-8(i)(2)	Concurrence Dulas $145.9(3)(2) = -1$		
a Davi Inc			Rule 14a-8(i)(3)	Concur that Rules 14a-8(i)(2) and	A /4 /2020	Ne
eBay Inc.	Jing Zhao		Rule 14a-8(i)(6)	(i)(6) provide bases to exclude	<u>4/1/2020</u>	NO
	Outom Amorian Innested		Rule 14a-8(i)(5)	Unable to concur with exclusion	A /4 /2020	Ne
Amazon.com, Inc.	Oxfam America, Inc et al.	<u>1/24/2020</u>	Rule 14a-8(i)(7)	on any of the bases asserted	<u>4/1/2020</u>	INO
		1/24/2022	$D_{1} = 44 = 0(1)(7)$	Concur that Rule 14a-8(i)(7)	A 16 12022	N -
Amazon.com, Inc.	Dan Phung	<u>1/24/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>4/1/2020</u>	NO

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
	International					
	Brotherhood of					
	Teamsters General Fund					
	and CtW Investment			Concur that Rule 14a-8(i)(7)		
Amazon.com, Inc.	Group	<u>1/24/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>4/1/2020</u>	Yes
				Unable to concur that		
	Sisters of St. Joseph of			Rule 14a-8(i)(11) provides a basis		
Amazon.com, Inc.	Brentwood et al.	<u>1/24/2020</u>	Rule 14a-8(i)(11)	to exclude	<u>4/1/2020</u>	No
	International Brotherhood of		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude		
Walmart Inc.	Teamsters General Fund	<u>2/3/2020</u>	Rule 14a-8(i)(10)	(micromanagement)	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(b)/(f)		
Resideo Technologies, Inc.	John Chevedden	<u>2/3/2020</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	<u>3/27/2020</u>	No
	Service Employees International Union Pension Plans Master		Rule 14a-8(i)(4) Rule 14a-8(i)(7)	Unable to concur with exclusion		
The GEO Group, Inc.	Trust	1/17/2020	Rule 14a-8(i)(10)	on any of the bases asserted	3/27/2020	No
			(-/(/	Concur that Rule 14a-8(b)/(f)		-
General Motors Company	Mary Lowe Mayhugh	1/31/2020	Rule 14a-8(b)/(f)	provides a basis to exclude	3/27/2020	No
	James M. Dollinger and			Concur that Rule 14a-8(b)/(f)		
General Motors Company	John Lauve	<u>1/31/2020</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(e)(2)		
IntriCon Corporation	Pro Cap NYC llc	2/10/2020	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(e)(2)		
HealthStream, Inc.	Pro Cap NYC llc	<u>2/10/2020</u>	Rule14a-8(e)(2)	provides a basis to exclude	<u>3/27/2020</u>	No
Addus HomeCare				Concur that Rule 14a-8(e)(2)		
Corporation	Pro Cap NYC llc	2/5/2020	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/27/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
Chimera Investment				Concur that Rule 14a-8(e)(2)		
Corporation	Pro Cap NYC llc	<u>2/5/2020</u>	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/27/2020</u>	No
Camden National				Concur that Rule 14a-8(e)(2)		
Corporation	Pro Cap NYC llc	<u>2/4/2020</u>	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(i)(7)		
	Stephen and Hinda F.			provides a basis to exclude		
Amazon.com, Inc.	Sacks	<u>1/24/2020</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(i)(10)		
Amazon.com, Inc.	Öhman Fonder et al.	<u>1/24/2020</u>	Rule14a-8(i)(10)	provides a basis to exclude	<u>3/27/2020</u>	No
	Sisters of the Order of St.					
	Dominic of Grand Rapids			Concur that Rule 14a-8(i)(10)		
Amazon.com, Inc.	et al.	<u>1/24/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/27/2020</u>	No
				Concur that Rule 14a-8(i)(10)		
Best Buy Co., Inc.	John Chevedden	<u>1/23/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/27/2020</u>	No
				Unable to concur that Rule 14a-		
				8(i)(10) provides a basis to		
Marriott International, Inc.	AFL-CIO Reserve Fund	<u>1/17/2020</u>	Rule 14a-8(i)(10)	exclude	<u>3/27/2020</u>	Yes
			Rule 14a-8(i)(3)	Unable to concur with exclusion		
Cheniere Energy, Inc.	Stewart Taggart	<u>1/21/2020</u>	Rule 14a-8(i)(7)	on any of the bases asserted	<u>3/20/2020</u>	No
				Unable to concur that Rule 14a-		
	Lisa Haage and Keith C.			8(i)(10) provides a basis to		
Yum! Brands, Inc.	Schnip	<u>1/10/2020</u>	Rule 14a-8(i)(10)	exclude	<u>3/20/2020</u>	No
			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f)		
Fitbit, Inc.	Kenneth Steiner	<u>1/17/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>3/20/2020</u>	Yes
	Myra K. Young and			Concur that Rule 14a-8(e)(2)		
Teladoc Health, Inc.	James McRitchie	<u>1/22/2020</u>	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/20/2020</u>	No
			Rule 14a-8(i)(3)			
			Rule 14a-8(i)(7)	Unable to concur with exclusion		
Exxon Mobil Corporation	Steven J. Milloy	1/17/2020	Rule 14a-8(i)(10)	on any of the bases asserted	3/20/2020	No

Company that submitted	Shareholder that	Date of	Regulatory bases	Staff's response to the	Date of	Did the
the reasons for excluding	submitted the proposal	company's	asserted by company	company's request.	staff's	staff
the proposal.	to the company.	initial	to exclude the		response.	respond by
		submission.	proposal.			letter?
	Joseph S. and Donna E.					
	Nunziato			Concur that Rule 14a-8(i)(7)		
Comcast Corporation	Revocable Living Trust	1/21/2020	Rule 14a-8(i)(7)	provides a basis to exclude	3/20/2020	No
V	<u>0</u>			Unable to concur that Rule 14a-		
	Trillium Asset			8(i)(10) provides a basis to		
Ormat Technologies, Inc.	Management LLC	1/21/2020	Rule 14a-8(i)(10)	exclude	3/20/2020	No
	NorthStar Asset					
	Management, Inc.			Concur that Rule 14a-8(i)(7)		
The TJX Companies, Inc.	Funded Pension Plan	2/3/2020	Rule 14a-8(i)(7)	provides a basis to exclude	3/20/2020	No
	NorthStar Asset					
	Management, Inc.			Concur that Rule 14a-8(i)(7)		
The Home Depot, Inc.	Funded Pension Plan	<u>1/17/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>3/20/2020</u>	No
				Concur that Rule 14a-8(e)(2)		
Discover Financial Services	Myra K. Young	<u>2/10/2020</u>	Rule 14a-8(e)(2)	provides a basis to exclude	<u>3/20/2020</u>	No
			Rule 14a-8(b)/(f)			
	Lutra Living Trust and		Rule 14a-8(i)(3)			
The Progressive Corporation	Hazen Foundation	<u>1/21/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>3/20/2020</u>	No
	IBVM Foundation of					
McDonald's Corporation	Canada Inc.	<u>1/17/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>3/20/2020</u>	No
	Mercy Investment					
	Services and Dignity					
Amazon.com, Inc.	Health	<u>1/24/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>3/20/2020</u>	No
	Park Foundation, Inc. et			Concur that Rule 14a-8(i)(10)		
Chevron Corporation	al.	<u>1/17/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/20/2020</u>	No
			Rule 14a-8(i)(3)			
			Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(10)		
Exxon Mobil Corporation	Andrew Behar	<u>1/17/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/20/2020</u>	No
				Concur that Rule 14a-8(i)(7)		
				provides a basis to exclude		
Amazon.com, Inc.	Jing Zhao	<u>1/24/2020</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>3/13/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
			Rule 14a-8(i)(7)	Unable to concur with exclusion		
JPMorgan Chase & Co.	Thomas Strobhar	1/13/2020	Rule 14a-8(i)(10)	on any of the bases asserted	3/13/2020	No
	People for the Ethical		Rule 14a-8(i)(5)	Concur that Rule 14a-8(i)(5)		
Marriott International, Inc.	Treatment of Animals	1/17/2020	Rule 14a-8(i)(7)	provides a basis to exclude	3/13/2020	Yes
	Sisters of St. Dominic of		Rule 14a-8(i)(3)			
Northrop Grumman	Caldwell New Jersey et		Rule 14a-8(i)(7)	Unable to concur with exclusion		
Corporation	al.	<u>1/14/2020</u>	Rule 14a-8(i)(10)	on any of the bases asserted	3/13/2020	No
Northrop Grumman	CODEPINK – Women for	4/44/2020		Concur that Rule 14a-8(b)/(f) provides a basis to exclude the co-		N-
Corporation	Peace	<u>1/14/2020</u>	Rule 14a-8(b)/(f)	filer	<u>3/13/2020</u>	NO
Liberty Broadband	LongView LargeCap 500	1/24/2020	Rule 14a-8(b)/(f)	Withdrawn	2/12/2020	Ne
Corporation	Index Fund Andrew Behar;	<u>1/24/2020</u>	Rule 14a-8(e)(2)	Withdrawn	<u>3/13/2020</u>	NO
	Wynnette M. LaBrosse					
The Southern Company	Trust	<u>1/24/2020</u>	Rule 14a-8(i)(10)	Withdrawn	<u>3/13/2020</u>	No
iRobot Corporation	James McRitchie	<u>1/14/2020</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>3/13/2020</u>	No
	BNP Paribas Asset			Concur that Rule 14a-8(i)(11)		
Exxon Mobil Corporation	Management	<u>1/14/2020</u>	Rule 14a-8(i)(11)	provides a basis to exclude	<u>3/13/2020</u>	Yes
JPMorgan Chase & Co.	Oneida Trust Minors et al.	<u>1/13/2020</u>	Rule 14a-8(i)(7)	Unable to concur that Rule 14a- 8(i)(7) provide a basis to exclude	<u>3/13/2020</u>	No
T. Rowe Price Group, Inc.	Zevin Asset Management, LLC	<u>1/1/2020</u>	Rule 14a-8(i)(7)	Unable to concur that Rule 14a- 8(i)(7) provide a basis to exclude	<u>3/13/2020</u>	Yes
Chevron Corporation	Active Home LLC	<u>1/17/2020</u>	Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (micromanagement)	<u>3/6/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.		Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Concur that Rule 14a-8(i)(7)		
			Rule 14a-8(i)(7)	provides a basis to exclude		
Exxon Mobil Corporation	Active Home LLC	<u>1/1//2020</u>	Rule 14a-8(i)(10)	(micromanagement)	<u>3/6/2020</u>	NO
	CTW Investment Group					
	and Greater Manchester					
Alphabet Inc.	Pension Fund	<u>2/4/2020</u>	Rule 14a-8(i)(12)(i)	Withdrawn	<u>3/6/2020</u>	No
			Rule 14a-8(i)(6)			
			Rule 14a-8(i)(7)			
	Benedictine Sisters of		Rule 14a-8(i)(10)			
JPMorgan Chase & Co.	Cullman, Alabama, Inc.	<u>1/13/2020</u>	Rule 14a-8(i)(11)	Withdrawn	<u>3/6/2020</u>	No
			Rule 14a-(e)			
			Rule 14a-8(i)(6)			
			Rule 14a-8(i)(7)			
	Benedictine Sisters of		Rule 14a-8(i)(10)			
JPMorgan Chase & Co.	Baltimore	<u>1/13/2020</u>	Rule 14a-8(i)(11)	Withdrawn	<u>3/6/2020</u>	No
			Rule 14a-8(i)(6)			
	Boston Walden Trust et		Rule 14a-8(i)(7)			
JPMorgan Chase & Co.	al.	<u>1/13/2020</u>	Rule 14a-8(i)(10)	Withdrawn	<u>3/6/2020</u>	No
			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f)		
Chevron Corporation	Follow This	<u>1/17/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	3/6/2020	No
				Concur that Rule 14a-8(b)/(f)		
Exxon Mobil Corporation	Follow This	<u>1/14/2020</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	<u>3/6/2020</u>	No
	The City of Philadelphia					
	Public Employees			Concur that Rule 14a-8(i)(11)		
Chevron Corporation	Retirement System et al.	1/17/2020	Rule 14a-8(i)(11)	provides a basis to exclude	3/6/2020	No
	netirement system et di.	<u>1/1//2020</u>		Concur that Rule 14a-8(i)(11)	<u>3/0/2020</u>	
The Southern Company	John Chevedden	1/22/2020	Pulo 142 9(1)(11)	provides a basis to exclude	2/6/2020	No
The Southern Company	John Chevedden	1/23/2020	Rule 14a-8(i)(11)	provides a basis to exclude	<u>3/6/2020</u>	INO

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.		Date of staff's response.	Did the staff respond by letter?
Xerox Holdings Corporation	Kenneth Steiner	1/17/2020	Pute 14a P(a)(2)	Concur that Rule 14a-8(e)(2) provides a basis to exclude	3/6/2020	No
Nerox Holdings Corporation	New York City	<u>1/1//2020</u>	Rule 14a-8(e)(2)	Concur that Rule 14a-8(i)(7)	<u>3/0/2020</u>	NU
	Employees' Retirement			provides a basis to exclude		
Dollar General Corporation	System et al.	1/9/2020	Rule 14a-8(i)(7)	(ordinary business)	3/6/2020	Yes
		<u> </u>		Concur that Rule 14a-8(i)(7)	<u>0/0/2020</u>	100
				provides a basis to exclude		
Yum! Brands, Inc.	CtW Investment Group	1/10/2020	Rule 14a-8(i)(7)	(ordinary business)	3/6/2020	No
	New York City			Concur that Rule 14a-8(i)(7)		
	Employees' Retirement		Rule 14a-8(i)(3)	provides a basis to exclude		
CVS Health Corporation	System et al.	<u>1/14/2020</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>3/6/2020</u>	No
	New York City			Concur that Rule 14a-8(i)(7)		
	Employees' Retirement			provides a basis to exclude		
Dollar Tree, Inc.	System et al.	<u>1/28/2020</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>3/6/2020</u>	No
				Concur that Rule 14a-8(i)(7)		
				provides a basis to exclude		
Walmart Inc.	CtW Investment Group	<u>2/3/2020</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>3/6/2020</u>	No
Ameren Corporation	Sierra Club	<u>1/3/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>3/6/2020</u>	No
State Street Corporation	James McRitchie	<u>1/10/2020</u>	Rule 14a-8(i)(10)	Withdrawn	3/6/2020	No
AMN Healthcare Services,			Rule 14a-8(c)	Unable to concur with exclusion		
Inc.	John Chevedden	<u>2/6/2020</u>	Rule 14a-8(i)(10)	on any of the bases asserted	<u>3/6/2020</u>	No
				Concur that Rule 14a-8(i)(7)		
				provides a basis to exclude		
Exxon Mobil Corporation	Adam Seitchik	<u>1/17/2020</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>3/6/2020</u>	Yes
	The Nathan Cummings			Unable to concur that Rule 14a-		
Exxon Mobil Corporation	Foundation	1/17/2020	Rule 14a-8(i)(10)	8(i)(10) provide a basis to exclude	3/6/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Concur that Rule 14a-8(i)(7)		
				provides a basis to exclude		
Intel Corporation	Chris Hotz	<u>1/13/2020</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>3/6/2020</u>	No
	The Stewart W Taggart					
	and Rebecca W Taggart		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(10)		
Dominion Energy, Inc.	Revocable Trust et al.	<u>12/30/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/6/2020</u>	No
	The Stewart W Taggart					
	and Rebecca W Taggart			Concur that Rule 14a-8(i)(10)		
Sempra Energy	Revocable Trust et al.	<u>1/2/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/6/2020</u>	No
	Robert Andrew Davis			Concur that Rule 14a-8(i)(10)		
PNM Resources, Inc.	and Sam and Wendy Hitt	<u>1/10/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>3/6/2020</u>	No
				Unable to concur that Rule		
	Sisters of the Good			14a-8(i)(10) provides a basis to		
Lear Corporation	Shepherd NY Province	<u>1/8/2020</u>	Rule 14a-8(i)(10)	exclude	<u>3/6/2020</u>	No
Prudential Financial, Inc.	Bethann Richter	2/19/2020	Rule 14a-8(e)(2)	Withdrawn	2/28/2020	No
	LongView Broad Market		Rule 14a-8(b)/(f)			
Hertz Global Holdings, Inc.	3000 Index Fund	<u>1/6/2020</u>	Rule 14a-8(i)(7)	Withdrawn	<u>2/28/2020</u>	No
	Maida L Brankman			Concur that Rule 14a-8(b)/(f)		
JPMorgan Chase & Co.	Revocable Trust	<u>1/13/2020</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	<u>2/28/2020</u>	No
				Unable to concur that Rule		
	Brian Patrick Kariger			14a-8(i)(7) provides a basis to		
JPMorgan Chase & Co.	Revocable Trust et al.	1/13/2020	Rule 14a-8(i)(7)	exclude	2/28/2020	No
				Concur that Rule 14a-8(i)(7)		
			Rule 14a-8(i)(5)	provides a basis to exclude		
CSX Corporation	March S. Gallagher	<u>1/2/2020</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>2/28/2020</u>	No
	-			Unable to concur that Rule		
				14a-8(i)(10) provides a basis to		
NextEra Energy, Inc.	Hester Angus et al.	<u>1/1</u> 0/2020	Rule 14a-8(i)(10)	exclude	2/28/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f)	2/22/2222	N.
Exxon Mobil Corporation	Christopher W. Drexler	<u>1/14/2020</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>2/28/2020</u>	Yes
General Electric Company	Martin Harangozo	<u>12/23/2019</u>	(reconsid.) Rule 14a-8(i)(4)	Request for reconsideration denied	2/28/2020	No
Sturm, Ruger & Company,	Catholic Health					
Inc.	Initiatives et al.	1/6/2020	Rule 14a-8(i)(7)	Withdrawn	2/28/2020	No
Abbott Laboratories	John Chevedden	12/20/2019	(reconsid.) Rule 14a-8(i)(10) Rule 14a-8(i)(3)	Request for reconsideration denied	2/27/2020	Yes
AT&T Inc.	Jing Zhao		(reconsid.) Rule 14a-8(i)(7)	Request for reconsideration denied	2/25/2020	
Citigroup Inc.	John C. Harrington	12/20/2019	Rule 14a-8(i)(3) Rule 14a-8(i)(7) Rule 14a-8(i)(10)	Unable to concur with exclusion on any of the bases asserted	2/25/2020	No
The Goldman Sachs Group,	_		Rule 14a-8(i)(3)	Unable to concur with exclusion		
Inc.	John C. Harrington	12/30/2019	Rule 14a-8(i)(7)	on any of the bases asserted	<u>2/25/2020</u>	No
		4 /22 /2222		Unable to concur that Rule 14a-8(i)(7) provides a basis to	2/25/2020	
BlackRock, Inc.	Trio Foundation et al.	<u>1/20/2020</u>	Rule 14a-8(i)(7)	exclude	2/25/2020	No
ConocoPhillips Company	Follow This	<u>1/9/2020</u>	Rule 14a-8(b)/(f) Rule 14a-8(e)(2)	Concur that Rule 14a-8(e)(2) provides a basis to exclude	<u>2/25/2020</u>	No
Newell Brands Inc.	John Chevedden	1/3/2020	Rule 14a-8(i)(3) Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	2/25/2020	No
Juniper Networks, Inc.	Jing Zhao		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (micromanagement)	2/25/2020	
Navient Corporation	Employees' Retirement System of Rhode Island		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (micromanagement)	2/25/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Concur that Rule 14a-8(i)(10)		
L Brands, Inc.	John Chevedden	<u>1/10/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	2/25/2020	No
	James McRitchie and			Concur that Rule 14a-8(i)(10)		
S&P Global Inc.	Myra K. Young	<u>1/10/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>2/25/2020</u>	No
				Concur that Rule 14a-8(i)(10)		
CDW Corporation	John Chevedden	<u>1/13/2020</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>2/25/2020</u>	No
American Axle &						
Manufacturing Holdings,						
Inc.	Pro Cap NYC llc	2/14/2020	Rule 14a-8(e)(2)	Withdrawn	<u>2/25/2020</u>	No
Jounce Therapeutics, Inc.	Pro Cap NYC llc	2/13/2020	Rule 14a-8(e)(2)	Withdrawn	2/25/2020	No
Chesapeake Utilities						
Corporation	Pro Cap NYC llc	2/14/2020	Rule 14a-8(e)(2)	Withdrawn	2/25/2020	No
CBRE Group, Inc.	AFL-CIO Reserve Fund	<u>12/31/2019</u>	Rule 14a-8(i)(3) Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (micromanagement)	<u>2/14/2020</u>	No
			Rule 14a-8(i)(3)	Concur that Rule 14a-8(i)(10)		
Dominion Energy, Inc.	Diana Smith	<u>12/30/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>2/14/2020</u>	No
			Rule 14a-8(i)(3)			
			Rule 14a-8(i)(4)			
			Rule 14a-8(i)(6)	Concur that Rule 14a-8(i)(7)		
			Rule 14a-8(i)(7)	provides a basis to exclude		
T. Rowe Price Group, Inc.	James McRitchie	<u>1/1/2020</u>	Rule 14a-8(i)(10)	(ordinary business)	<u>2/14/2020</u>	No
				Concur that Rule 14a-8(i)(4)		
General Electric Company	Martin Harangozo	12/23/2019	Rule 14a-8(i)(4)	provides a basis to exclude	<u>2/14/2020</u>	Yes

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Unable to concur with exclusion under Rule 14a-8(d)/(f) or Rule 14a-8(i)(10)		
O'Reilly Automotive, Inc.	Terry L Miller et al.		Rule 14a-8(b)/(f) Rule 14a-8(d)/(f) Rule 14a-8(i)(10)	Concur that Rule 14a-8(b)/(f) provides a basis to exclude the co- filers	<u>2/14/2020</u>	No
Republic Services, Inc.	International Brotherhood of Teamsters General Fund	12/30/2019	Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(7) provides a basis to exclude (micromanagement)	2/14/2020	No
			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f)		
Tribune Publishing Company			Rule 14a-8(i)(7)	provides a basis to exclude	2/14/2020	
Atrion Corporation	Pro Cap NYC llc		Rule 14a-8(e)(2)	Withdrawn	2/14/2020	
Euronet Worldwide, Inc.	Pro Cap NYC llc		Rule 14a-8(e)(2)	Withdrawn	<u>2/14/2020</u>	No
Bank of America Corporation	John C. Harrington		Rule 14a-8(i)(3) Rule 14a-8(i)(7)	Unable to concur with exclusion on any of the bases asserted	2/12/2020	No
	Vermont Pension			Concur that Rule 14a-8(i)(7) provides a basis to exclude		
Johnson & Johnson	Investment Committee	<u>12/20/2019</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>2/12/2020</u>	Yes
	The City of Philadelphia			Concur that Rule 14a-8(i)(7)		
Bristol-Myers Squibb	Public Employees			provides a basis to exclude		
Company	Retirement System	<u>12/23/2019</u>	Rule 14a-8(i)(7)	(micromanagement)	<u>2/12/2020</u>	No
	The City of Philadelphia			Concur that Rule 14a-8(i)(7)		
	Public Employees		Rule 14a-8(i)(7)	provides a basis to exclude		
Amgen Inc.	Retirement System	<u>1/17/2020</u>	Rule 14a-8(i)(10)	(micromanagement)	<u>2/12/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
			Rule 14a-8(b)/(f)			
			Rule 14a-8(i)(3)			
	Vermont Pension		Rule 14a-8(i)(7)	Unable to concur with exclusion		
Abbot Laboratories	Investment Committee	<u>12/20/2019</u>	Rule 14a-8(i)(10)	on any of the bases asserted	<u>2/12/2020</u>	Yes
	The City of Philadelphia					
	Public Employees		Rule 14a-8(i)(3)	Unable to concur with exclusion		
McDonald's Corporation	Retirement System	<u>1/20/2020</u>	Rule 14a-8(i)(7)	on any of the bases asserted	2/12/2020	No
	The City of Philadelphia		Rule 14a-8(i)(3)			
	Public Employees		Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(10)		
Xerox Holdings Corporation	Retirement System et al.	1/17/2020	Rule 14a-8(i)(10)	provides a basis to exclude	2/12/2020	No
	Hammerman Family					
	Revocable Inter Vivos					
	Trust and the UAW		Rule 14a-8(c)	Concur that Rule 14a-8(i)(7)		
	Retiree Medical Benefits		Rule 14a-8(i)(7)	provides a basis to exclude		
Johnson & Johnson	Trust	<u>12/18/2019</u>	Rule 14a-8(i)(10)	(micromanagement)	2/12/2020	Yes
			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(e)(2)		
Dow Inc.	Kenneth Steiner	<u>12/26/2019</u>	Rule 14a-8(e)(2)	provides a basis to exclude	2/12/2020	No
			Rule 14a-8(i)(3)	Concur that Rule 14a-8(i)(10)		
Fortive Corporation	John Chevedden	<u>12/19/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	2/12/2020	No
				Concur that Rule 14a-8(i)(7)		
Norfolk Southern				provides a basis to exclude		
Corporation	Steve Strauss	12/20/2019	Rule 14a-8(i)(7)	(ordinary business)	2/12/2020	No
			Rule 14a-8(b)/(f)			
Community Trust Bancorp,	Presbyterian Church		Rule 14a-8(i)(3)			
Inc.	(U.S.A.)	<u>12/30/2019</u>	Rule 14a-8(i)(7)	Withdrawn	2/12/2020	No
	Harrington Investments,					
Wells Fargo & Company	Inc.	12/27/2019	Rule 14a-8(i)(10)	Withdrawn	<u>2/12/2020</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
	Oliver and Jennifer					
Wells Fargo & Company	Blackman	<u>12/27/2019</u>	Rule 14a-8(i)(10)	Withdrawn	<u>2/12/2020</u>	No
			Rule 14a-8(i)(7)			
Exxon Mobil Corporation	Richard C. Stell		Rule 14a-8(i)(10)	Withdrawn	<u>2/12/2020</u>	
Designer Brands Inc.	Pro Cap NYC llc	<u>2/7/2020</u>	Rule 14a-8(e)(2)	Withdrawn	<u>2/12/2020</u>	No
			Rule 14a-8(i)(3)			
			Rule 14a-8(i)(4)			
SeaWorld Entertainment,	People for the Ethical		Rule 14a-8(i)(7)			
Inc.	Treatment of Animals	<u>2/1/2020</u>	Rule 14a-8(i)(10)	Withdrawn	<u>2/7/2020</u>	No
			Rule 14a-8(i)(1)			
			Rule 14a-8(i)(2)			
			Rule 14a-8(i)(6)	Concur that Rules 14a-8(i)(2) and		
Highlands REIT, Inc.	Robert Sarasin	<u>1/3/2020</u>	Rule 14a-8(i)(7)	(i)(6) provide bases to exclude	2/7/2020	Yes
			Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(10)		
InvenTrust Properties Corp.	Eric Branfman	<u>12/17/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	2/7/2020	Yes
				Unable to concur that Rule		
J.B. Hunt Transport Services,	Trillium Small/Mid Cap			14a-8(i)(7) provides a basis to		
Inc.	Fund et al.	12/23/2019	Rule 14a-8(i)(7)	exclude	2/7/2020	No
				Unable to concur that Rule		
	New York State Common			14a-8(i)(10) provides a basis to		
Chipotle Mexican Grill, Inc.	Retirement Fund	12/23/2019	Rule 14a-8(i)(10)	exclude	2/7/2020	No
			Rule 14a-8(i)(3)			
HollyFrontier Corporation	United Steelworkers	12/23/2019	Rule 14a-8(i)(7)	Withdrawn	2/7/2020	No
,			Rule 14a-8(i)(7)	Concur that Rule 14a-8(i)(10)		
JPMorgan Chase & Co.	John C. Harrington	1/13/2020	Rule 14a-8(i)(10)	provides a basis to exclude	2/5/2020	Yes
		<u></u>		Unable to concur that Rule		
				14a-8(i)(10) provides a basis to		
Abbott Laboratories	John Chevedden	12/20/2019	Rule 14a-8(i)(10)	exclude	2/5/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
NCR Corporation	Myra K. Young	<u>12/20/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>2/5/2020</u>	No
Pfizer Inc.	Thomas Strobhar	<u>12/20/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>2/5/2020</u>	No
Bank of America Corporation	National Center for Public Policy Research	<u>12/20/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>2/5/2020</u>	No
Citigroup Inc.	National Center for Public Policy Research	<u>12/20/2019</u>	Rule 14a-8(i)(3) Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>2/5/2020</u>	No
General Electric Company	Bartlett Naylor et al.	<u>12/23/2019</u>	Rule 14a-8(i)(10)	Withdrawn	<u>2/5/2020</u>	No
Wells Fargo & Company	Brian Patrick Kariger Revocable Trust et al.	<u>12/27/2019</u>	Rule 14a-8(i)(10)	Withdrawn	2/5/2020	No
PayPal Holdings, Inc.	NorthStar Asset Management, Inc. Funded Pension Plan	1/17/2020	Rule 14a-8(a) Rule 14a-8(i)(3)	Withdrawn	1/31/2020	No
Facebook, Inc.	Thomas Van Dyck		Rule 14a-8(i)(7)	Withdrawn	1/31/2020	
PACCAR Inc	New York City Employees' Retirement System et al.	<u>12/19/2019</u>	Rule 14a-8(i)(7) Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>1/31/2020</u>	No
Eli Lilly and Company	John Chevedden	<u>12/21/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>1/31/2020</u>	No
JPMorgan Chase & Co.	The Nathan Cummings Foundation	<u>1/13/2020</u>	Rule 14a-8(i)(11)	Withdrawn	<u>1/31/2020</u>	No
JPMorgan Chase & Co.	The Lindsay C Bridges Revocable Trust	<u>1/13/2020</u>	Rule 14a-8(e)(2) Rule 14a-8(i)(7)	Withdrawn	<u>1/31/2020</u>	No
Pfizer Inc.	National Center for Public Policy Research	<u>12/19/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>1/31/2020</u>	No
Johnson & Johnson	National Center for Public Policy Research	<u>12/12/2019</u>	Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(10) provides a basis to exclude	<u>1/31/2020</u>	No

Company that submitted the reasons for excluding	Shareholder that submitted the proposal	Date of company's	Regulatory bases asserted by company	Staff's response to the company's request.	Date of staff's	Did the staff
the proposal.	to the company.	initial	to exclude the		response.	respond by
		submission.	proposal.			letter?
	National Center for		Rule 14a-8(i)(3)	Concur that Rule 14a-8(i)(10)		
AT&T Inc.	Public Policy Research	<u>12/12/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>1/31/2020</u>	No
				Unable to concur that Rule		
				14a-8(i)(3) provides a basis to		
AT&T Inc.	Jing Zhao	<u>12/19/2019</u>	Rule 14a-8(i)(3)	exclude	<u>1/31/2020</u>	Yes
				Concur that Rule 14a-8(i)(10)		
Dollar General Corporation	John Chevedden	<u>12/18/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	<u>1/31/2020</u>	No
			Rule 14a-8(i)(5)			
First Horizon National			Rule 14a-8(i)(7)			
Corporation	Jack Van Valkenburgh	12/20/2019	Rule 14a-8(i)(10)	Withdrawn	<u>1/31/2020</u>	No
				Unable to concur that Rule		
	Oneida Trust Minors et			14a-8(i)(7) provides a basis to		
Johnson & Johnson	al.	12/13/2019	Rule 14a-8(i)(7)	exclude	<u>1/29/2020</u>	Yes
	The Sisters of St. Francis		Rule 14a-8(i)(3)	Unable to concur with exclusion		
Pfizer Inc.	of Philadelphia et al.	12/19/2019	Rule 14a-8(i)(7)	on any of the bases asserted	<u>1/29/2020</u>	No
	Rhode Island Employees'					
	Retirement Systems					
	Pooled Trust and			Unable to concur that Rule		
	Vermont Pension			14a-8(i)(7) provides a basis to		
AbbVie Inc.	Investment Committee	12/20/2019	Rule 14a-8(i)(7)	exclude	<u>1/29/2020</u>	No
			Rule 14a-8(i)(2)			
Hewlett Packard Enterprise			Rule 14a-8(i)(3)	Unable to concur with exclusion		
Company	John Chevedden	11/22/2019	Rule 14a-8(i)(7)	on any of the bases asserted	1/29/2020	No
			Rule 14a-8(c)			
			Rule 14a-8(i)(3)	Unable to concur with exclusion		
Abbott Laboratories	Kenneth Steiner	12/20/2019	Rule 14a-8(i)(7)	on any of the bases asserted	1/29/2020	No
			Rule 14a-8(i)(2)	· ·		
			Rule 14a-8(i)(3)	Unable to concur with exclusion		
Honeywell International Inc.	John Chevedden	12/23/2019	Rule 14a-8(i)(7)	on any of the bases asserted	1/29/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Unable to concur that Rule		
				14a-8(i)(7) provides a basis to		
Wells Fargo & Company	John Chevedden	<u>12/27/2019</u>	Rule 14a-8(i)(7)	exclude	<u>1/29/2020</u>	No
			Rule 14a-8(i)(3)	Unable to concur with exclusion		
JPMorgan Chase & Co.	John Chevedden	1/13/2020	Rule 14a-8(i)(7)	on any of the bases asserted	<u>1/29/2020</u>	No
				Unable to concur that Rule		
				14a-8(i)(7) provides a basis to		
The Home Depot, Inc.	John Chevedden	<u>1/21/2020</u>	Rule 14a-8(i)(7)	exclude	<u>1/29/2020</u>	No
The Bank of New York			Rule 14a-8(b)/(f)	Unable to concur with exclusion		
Mellon Corporation	Kenneth Steiner	<u>12/13/2019</u>	Rule 14a-8(i)(10)	on any of the bases asserted	1/24/2020	No
The Bank of New York				Concur that Rule 14a-8(e)(2)		
Mellon Corporation	Kenneth Steiner	<u>12/13/2019</u>	Rule 14a-8(e)(2)	provides a basis to exclude	1/24/2020	No
Bank of America				Concur that Rule 14a-8(e)(2)		
Corporation	Thomas Strobhar	12/20/2019	Rule 14a-8(e)(2)	provides a basis to exclude	1/24/2020	No
	James McRitchie and			Concur that Rule 14a-8(i)(10)		
Moody's Corporation	Myra K. Young	<u>12/18/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	1/24/2020	No
Quest Diagnostics				Concur that Rule 14a-8(h)(3)		
Incorporated	John Chevedden	12/23/2019	Rule 14a-8(h)(3)	provides a basis to exclude	1/24/2020	No
				Unable to concur that Rule		
Cadence Design Systems,				14a-8(i)(3) provides a basis to		
Inc.	John Chevedden	<u>12/31/2019</u>	Rule 14a-8(i)(3)	exclude	1/24/2020	No
				Unable to concur that Rule		
				14a-8(i)(3) provides a basis to		
AutoNation, Inc.	John Chevedden	<u>12/18/2019</u>	Rule 14a-8(i)(3)	exclude	1/24/2020	Yes
			Rule 14a-8(i)(6)		1	
CoreCivic, Inc.	Alex Friedmann	1/13/2020	Rule 14a-8(i)(7)	Withdrawn	1/24/2020	No
Southwestern Energy			Rule 14a-8(b)/(f)	Unable to concur with exclusion		
Company	Kenneth Steiner	<u>1/</u> 3/2020	Rule 14a-8(c)	on any of the bases asserted	1/24/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
International Business			(reconsid.) Rule 14a-8(b)/(f)	Dequest for reconcideration		
Machines Corporation	Kenneth Steiner	11/27/2010	Rule 14a-8(b)/(J) Rule 14a-8(e)(2)	Request for reconsideration denied	1/17/2020	Voc
wachines corporation		11/2//2019	(reconsid.)	uemeu	<u>1/1//2020</u>	163
			(reconsia.) Rule 14a-8(i)(7)	Request for reconsideration and		
	National Center for		Rule 14a-8(i)(10)	Commission review denied		
Apple Inc.	Public Policy Research	10/22/2010	Rule 14a-8(i)(10) Rule 14a-8(i)(12)(i)	(untimely request)	1/17/2020	Voc
Арріе піс.	Public Policy Research	10/22/2019	Rule 140-0(1)(12)(1)	Unable to concur that Rule	<u>1/1//2020</u>	res
General Dynamics						
Corporation	John Chevedden	12/10/2010	Rule 14a-8(i)(3)	14a-8(i)(3) provides a basis to exclude	1/16/2020	No
	John Chevedden		Rule 14a-8(i)(3)	exclude	1/10/2020	NO
MGM Resorts International	Thomas Strobhar		Rule 14a-8(i)(7)	Withdrawn	1/16/2020	No
		12/30/2019		Concur that Rule 14a-8(i)(10)	1/10/2020	NO
PPG Industries, Inc.	John Chevedden	12/16/2010	Rule 14a-8(i)(10)	provides a basis to exclude	1/16/2020	No
	John Chevedden	12/10/2015		Concur that Rule 14a-8(i)(10)	<u>1/10/2020</u>	NO
Kaman Corporation	John Chevedden	12/13/2010	Rule 14a-8(i)(10)	provides a basis to exclude	1/16/2020	No
	John Chevedden	12/13/2015		Concur that Rule 14a-8(b)/(f)	<u>1/10/2020</u>	NO
Huntsman Corporation	Trio Foundation et al.	12/10/2010	Rule 14a-8(b)/(f)	provides a basis to exclude	1/16/2020	No
	Congregation of the	12/19/2019		provides a basis to exclude	1/10/2020	NO
	Sisters of St. Joseph of			Concur that Rule 14a-8(i)(10)		
PPG Industries, Inc.	Peace	12/16/2010	Rule 14a-8(i)(10)	provides a basis to exclude	1/16/2020	No
	reace	12/10/2015		Unable to concur that Rule	<u>1/10/2020</u>	NO
				14a-8(i)(3) provides a basis to		
Pfizer Inc.	John Chevedden	12/19/2019	Rule 14a-8(i)(3)	exclude	1/16/2020	No
	Congregation of Divine	<u>12/13/2013</u>		Concur that Rule 14a-8(i)(10)	<u>1/10/2020</u>	
Kohl's Corporation	Providence et al.	12/19/2019	Rule 14a-8(i)(10)	provides a basis to exclude	<u>1/16/2020</u>	No
		12/13/2019		Concur that Rule 14a-8(b)/(f)	<u>1/10/2020</u>	
QEP Resources, Inc.	John Chevedden	12/13/2019	Rule 14a-8(b)/(f)	provides a basis to exclude	1/9/2020	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
			Rule 14a-8(i)(3)			
NorthWestern Corporation	Thomas Tosdal	12/17/2019	Rule 14a-8(i)(7)	No view (pending litigation)	1/9/2020	Yes
			Rule 14a-8(i)(3)	Concur that Rule 14a-8(i)(10)		
Ferro Corporation	Kenneth Steiner	11/27/2019	Rule 14a-8(i)(10)	provides a basis to exclude	1/9/2020	No
				Concur that Rule 14a-8(h)(3)		
The Allstate Corporation	Kenneth Steiner	12/13/2019	Rule 14a-8(h)(3)	provides a basis to exclude	1/9/2020	No
			Rule 14a-8(b)/(f)			
			Rule 14a-8(e)(2)	Concur that Rule 14a-8(e)(2)		
Citigroup Inc.	Peter Lindner	<u>12/20/2019</u>	Rule 14a-8(i)(4)	provides a basis to exclude	<u>1/9/2020</u>	No
Newmont Goldcorp	New York State Common					
Corporation	Retirement Fund	12/27/2019	Rule 14a-8(e)(2)	Withdrawn	1/9/2020	No
	James McRitchie and		Rule 14a-8(i)(3)			
The Boeing Company	Myra K. Young	12/20/2019	Rule 14a-8(i)(7)	Withdrawn	1/9/2020	No
				Concur that Rule 14a-8(i)(10)		
AT&T Inc.	John Chevedden	11/15/2019	Rule 14a-8(i)(10)	provides a basis to exclude	1/9/2020	No
International Business			Rule 14a-8(b)/(f)	Unable to concur with exclusion		
Machines Corporation	Kenneth Steiner	<u>11/27/2019</u>	Rule 14a-8(e)(2)	on any of the bases asserted	12/20/2019	No
			Rule 14a-8(i)(7)			
	National Center for		Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(7)		
Apple Inc.	Public Policy Research	<u>10/22/2019</u>	Rule 14a-8(i)(12)(i)	provides a basis to exclude	12/20/2019	Yes
				Concur that Rule 14a-8(i)(7)		
				provides a basis to exclude		
HP Inc.	Yul Kim	<u>11/25/2019</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>12/20/2019</u>	No
			Rule 14a-8(b)/(f)			
Verizon Communications			Rule 14a-8(e)	Concur that Rule 14a-8(b)/(f)		
Inc.	William C. Fleming	<u>11/29/2019</u>	Rule 14a-8(i)(7)	provides a basis to exclude	<u>12/20/2019</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	Date of company's initial submission.	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
				Concur that Rule 14a-8(e)(2)		
TimkenSteel Corporation	Pro Cap NYC llc	12/11/2019	Rule 14a-8(e)(2)	provides a basis to exclude	12/20/2019	No
The Manitowoc Company,				Concur that Rule 14a-8(b)/(f)		
Inc.	John Chevedden	12/10/2019	Rule 14a-8(b)/(f)	provides a basis to exclude	12/20/2019	No
				Concur that Rule 14a-8(i)(7)		
Lennar Corporation	Morris Propp et al.	<u>12/6/2019</u>	Rule 14a-8(i)(7)	provides a basis to exclude	12/20/2019	Yes
				Concur that Rule 14a-8(i)(10)		
Applied Materials, Inc.	Kenneth Steiner	<u>11/4/2019</u>	Rule 14a-8(i)(10)	provides a basis to exclude	12/20/2019	No
Genuine Parts Company	Lutra Living Trust	12/2/2019	Rule 14a-8(b)/(f)	Unable to concur that Rule 14a-8(b)/(f) provides a basis to exclude	12/20/2019	No
	James McRitchie and	12/2/2015			12/20/2015	NO
Wynn Resorts, Limited	Myra K. Young	11/12/2019	Rule 14a-8(b)/(f)	Withdrawn	12/13/2019	No
				Concur that Rule 14a-8(b)/(f)		
Sprint Corporation	William C. Fleming	11/27/2019	Rule 14a-8(b)/(f)	provides a basis to exclude	12/13/2019	No
Philip Morris International	<u>_</u>			Concur that Rule 14a-8(i)(13)		
Inc.	Alan Ball	11/8/2019	Rule 14a-8(i)(13)	provides a basis to exclude	12/13/2019	No
International Business			Rule 14a-8(b)/(f)	Concur that Rule 14a-8(b)/(f)		
Machines Corporation	Joseph Manno	<u>11/13/2019</u>	Rule 14a-8(i)(13)	provides a basis to exclude	12/13/2019	Yes
				Concur that Rule 14a-8(b)/(f)		
AT&T Inc.	Ernest and Lynne Bailey	<u>10/28/2019</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	<u>12/9/2019</u>	Yes
				Concur that Rule 14a-8(i)(7)		
	Karen Lizette Perricone		Rule 14a-8(i)(3)	provides a basis to exclude		
The Walt Disney Company	Revocable Trust	<u>10/21/2019</u>	Rule 14a-8(i)(7)	(ordinary business)	<u>12/6/2019</u>	No
				Unable to concur that		
	Congregation of Sisters			Rule 14a-8(i)(10) provides a basis		
The Walt Disney Company	of St. Agnes et al.	<u>10/21/2019</u>	Rule 14a-8(i)(10)	to exclude	<u>12/6/2019</u>	No

Company that submitted the reasons for excluding the proposal.	Shareholder that submitted the proposal to the company.	company's initial	Regulatory bases asserted by company to exclude the proposal.	Staff's response to the company's request.	Date of staff's response.	Did the staff respond by letter?
	National Center for		Rule 14a-8(i)(10)	Concur that Rule 14a-8(i)(11)		
The Walt Disney Company	Public Policy Research	<u>10/21/2019</u>	Rule 14a-8(i)(11)	provides a basis to exclude	<u>12/6/2019</u>	No
				Concur that Rule 14a-8(i)(3)		
Apple Inc.	Jing Zhao	<u>10/18/2019</u>	Rule 14a-8(i)(3)	provides a basis to exclude	<u>12/6/2019</u>	Yes
				Unable to concur that		
				Rule 14a-8(i)(12)(ii) provides a		
Apple Inc.	David Adams et al.	<u>10/18/2019</u>	Rule 14a-8(i)(12)(ii)	basis to exclude	<u>12/6/2019</u>	No
				Unable to concur that Rule		
Wheeler Real Estate				14a-8(b)/(f) provides a basis to		
Investment Trust, Inc.	Alan Bowers	<u>11/8/2019</u>	Rule 14a-8(b)/(f)	exclude	<u>12/3/2019</u>	Yes
			Rule 14a-8(i)(2)	Concur that Rule 14a-8(i)(2)		
Oshkosh Corporation	John Chevedden	<u>9/27/2019</u>	Rule 14a-8(i)(6)	provides a basis to exclude	11/21/2019	Yes
				Concur that Rule 14a-8(b)/(f)		
QUALCOMM Inc.	J. Michael Schaefer	<u>10/1/2019</u>	Rule 14a-8(b)/(f)	provides a basis to exclude	11/21/2019	No