



DIVISION OF
CORPORATION FINANCE

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

February 14, 2018

James E. Parsons
Exxon Mobil Corporation
james.e.parsons@exxonmobil.com

Re: Exxon Mobil Corporation
Incoming letter dated January 18, 2018

Dear Mr. Parsons:

This letter is in response to your correspondence dated January 18, 2018 concerning the shareholder proposal (the "Proposal") submitted to Exxon Mobil Corporation (the "Company") by Eve S. Sprunt (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated January 18, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Eve S. Sprunt

February 14, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Exxon Mobil Corporation
Incoming letter dated January 18, 2018

The Proposal relates to a report.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(f). We note that the Proponent appears to have failed to supply, within 14 days of receipt of the Company's request, documentary support sufficiently evidencing that she satisfied the minimum ownership requirement for the one-year period as required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

Evan S. Jacobson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

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

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

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

From: ***
To: [ShareholderProposals](#)
Cc: jeanine.gilbert@exxonmobil.com; jeff.j.woodbury@exxonmobil.com; brian.d.tinsley@exxonmobil.com; lois_cartwright@ml.com; denise_mata@ml.com
Subject: Fwd: 2018 XOM shareholder proposal
Date: Thursday, January 18, 2018 3:32:12 PM

Dear SEC:

The stock of most small shareholders is held in the name of the brokerage company, in my case Merrill Lynch. I asked Merrill Lynch to provide proof of my stock ownership in good time and as shown in the documents provided by ExxonMobil, Merrill Lynch through some clerical glitch (beyond my personal broker's group), the stock ownership proof was not provided in a timely manner.

I had no reason to believe that Merrill Lynch would not provide the information in a timely manner, because they had done so three times in the past and my request was documented in an email.

I have been unable to find out why Merrill Lynch did not respond in a timely manner. One can imagine conspiracy theories in which the personnel in stock brokerages have ulterior motives for not responding in a timely manner. This type of error could be used to disenfranchise small shareholders and block proposals submitted by them.

Since I did everything I should have to provide the requisite proof in a timely manner and my Merrill Lynch broker and the email trail support that claim, I request that my proposal not be excluded.

Sincerely,
Eve S. Sprunt, Ph.D.

-----Original Message-----

From: Cartwright, Lois S - DALLAS TX <lois_cartwright@ml.com>
To: jeanine.gilbert@exxonmobil.com
Cc: evesprunt ***; Mata, Denise G - DALLAS TX <denise_mata@ml.com>; [brian.d.tinsley <brian.d.tinsley@exxonmobil.com>](mailto:brian.d.tinsley@exxonmobil.com); [jeff.j.woodbury <jeff.j.woodbury@exxonmobil.com>](mailto:jeff.j.woodbury@exxonmobil.com)
Sent: Mon, Dec 18, 2017 1:50 pm
Subject: 2018 XOM shareholder proposal

Dear Ms. Gilbert:

Please accept this email as verification that Eve S. Sprunt, a Merrill Lynch client in good standing, owns now and has continuously owned shares of ExxonMobil since 01/02/2013 valued over \$2,000 in market value in her Merrill Lynch account.

Inadvertently, Merrill Lynch did not respond in a timely manner, to Ms. Sprunt's request for verification of ownership.

Please accept our apology for this omission as Ms. Sprunt acted in good faith and did request the verification on time. Through no fault of Ms. Sprunt, even though the administrative staff believes the request was acted on, there is no written proof that I can find to show the verification was actually sent to ExxonMobil.

Please let us know if there is anything further we can do to remedy this issue.

Many thanks,

Lois S. Cartwright

Lois S. Cartwright, CRPC®
Senior Vice President – Wealth Management
Portfolio Advisor

Merrill Lynch Pierce, Fenner & Smith Inc.
2100 Ross Avenue, Suite 1000
Dallas, TX 75201
Direct: 214-969-2347 Toll Free: 877-973-2347
Fax: 214-306-4223
Email: lois_cartwright@ml.com

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As published in Barron's

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Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2298
972 444 1478 Telephone
972 444 1432 Facsimile

James E. Parsons
Coordinator
Corporate Securities & Finance

ExxonMobil

January 18, 2018

VIA Email

U. S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, D.C. 20549
shareholderproposals@sec.gov

RE: Securities Exchange Act of 1934 – Section 14(a); Rule 14a-8
Omission of Shareholder Proposals Regarding Minority
Compensation Report

Gentlemen and Ladies:

Enclosed as Exhibit 1 are copies of correspondence between Eve S. Sprunt (the "Proponent") and Exxon Mobil Corporation regarding a shareholder proposal for ExxonMobil's upcoming annual meeting. We intend to omit the proposal from our proxy material for the meeting for the reasons explained below and hereby request the staff's concurrence. To the extent this letter raises legal issues, it is my opinion as counsel for ExxonMobil.

Background.

The proposal was submitted by email on October 18, 2017 (included in Exhibit 1). The original submission did not include any evidence of the proponent's ownership of ExxonMobil stock. By letter sent on October 25, 2017 within 14 days of submission of the proposal (included in Exhibit 1), we notified the Proponent as required by Rule 14a-8(f) that the Proponent must demonstrate eligibility under Rule 14a-8.

The deficiency notice of October 25, 2017, specifically advised the Proponent that, in order to be eligible to submit a proposal, under Rule 14a-8(b) the Proponent must have continuously held at least \$2,000 in market value of the company's securities entitled to vote at the meeting for at least one year as of the date of the relevant proposal (October 18, 2017). The deficiency notice highlighted the fact that, since the Proponent does not appear on our records as a registered shareholder, the Proponent needed to provide proof of ownership from the record holder (such as a bank or broker) through whom the Proponent may own shares beneficially, and explained the need to submit a letter establishing beneficial ownership from a DTC participant in accordance with Staff Legal Bulletin No. 14F (a copy of which was also enclosed with the notice).

The deficiency notice further informed the Proponent that, in addition to providing satisfactory proof of ownership, the Proponent must include her own written statement that she intends to continue to hold the securities through the date of ExxonMobil's annual meeting.

The deficiency notice also generally informed the Proponent of the requirements of Rule 14a-8, including that if a proposal is ultimately included in ExxonMobil's proxy materials, the Proponent or their representatives qualified under New Jersey law to present a proposal on their behalf must attend the annual meeting in person to present the proposal. As a courtesy, we enclosed a copy of Rule 14a-8 for the Proponent's reference.

As required by Rule 14a-8(f), the deficiency notice advised the Proponent that a response addressing each of the deficiencies noted therein must be postmarked or transmitted electronically to us no later than 14 calendar days from the date the Proponent received the notice.

Tracking information (included in Exhibit 1) indicates the letter notifying the Proponent of the deficiencies in her submission was delivered to the Proponent's address on October 26, 2017. The 14th day after that date was November 9, 2017.

By email transmitted on October 26, 2017 (included in Exhibit 1), the Proponent advised us of her intent to hold at least \$2000 in market value of ExxonMobil stock through the date of the annual meeting. By separate email also transmitted on October 26, 2017 (included in Exhibit 1), the Proponent copied ExxonMobil on a request to the Merrill Lynch Pierce, Fenner & Smith brokerage firm to provide verification to ExxonMobil that the Proponent had held at least \$2,000 in market value of ExxonMobil stock for at least one year as of October 18, 2017 (the date the proposal was submitted) in accordance with the instructions described in ExxonMobil's deficiency notice. The Proponent enclosed a copy of the deficiency notice with that email.

By email transmitted from Merrill Lynch to the Proponent on October 27, 2017 (included in Exhibit 1), a copy of which was also transmitted on that date to ExxonMobil, a representative of Merrill Lynch indicated the firm would send verification of ownership on the Proponent's behalf. However no further communication from the Proponent or any bank or broker providing evidence of her stock ownership was postmarked or transmitted electronically to the company by the response deadline of November 9, 2017.

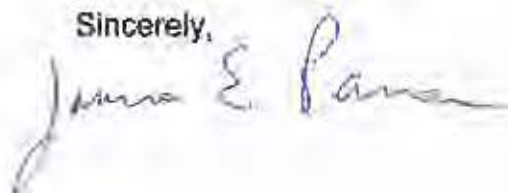
Exhibit 1 includes additional email correspondence involving ExxonMobil and the Proponent between December 15, 2017 and January 17, 2018. In that correspondence ExxonMobil requested the Proponent to withdraw her proposal on the basis that she had failed to provide sufficient proof of stock ownership within the required deadline. We hoped the Proponent would be willing to withdraw the proposal so that it would not be necessary for the company to pursue this no-action letter process. As indicated in that further correspondence, however, the Proponent has declined to withdraw the proposal. By email transmitted to ExxonMobil on December 18, 2017, a representative of Merrill Lynch ultimately provided evidence of the Proponent's ownership of ExxonMobil stock. However this information was received 39 days after the deadline for such information to be provided under Rule 14a-8(f) and as detailed in ExxonMobil's timely and sufficient deficiency notice.

Omission of Proposal for Failure to Prove Share Ownership.

Since the Proponent failed to provide proof of ownership within the meaning of Rule 14a-8(b), within the time period required by Rule 14a-8(f), the Proposal may be omitted from our proxy material in reliance on Rule 14a-8(f). See Prudential Financial, Inc. (available December 28, 2015) (proposal may be excluded under Rule 14a-8(f) where proof of ownership was provided 22 days after the deadline) and Mondelēz International, Inc. (available February 27, 2015) (proposal may be excluded under Rule 14a-8(f) where proof of ownership was received two days after the deadline). As noted above in this case the Proponent did not provide proof of ownership until 39 days after the 14-day deadline for such proof to be provided.

If you have any questions or require additional information, please contact me directly at 972-444-1478. In my absence, please contact Lisa K. Bork at 972-444-1473. This letter and enclosures are being submitted to the staff by email. A copy of this letter and the enclosures is also being sent to the Proponent by email.

Sincerely,



c: w/enc:

Eve S. Sprunt, PhD

Ning Chiu

Davis Polk & Wardwell

ning.chiu@davispolk.com

EXHIBIT 1

Gilbert, Jeanine

From: ***
Sent: Wednesday, October 18, 2017 4:54 PM
To: Gilbert, Jeanine
Subject: Fwd: Submission of Shareholder Proposal for 2018 Annual Meeting
Attachments: 2018 XGM shareholder proposal v3.docx

Categories: External Sender

RECEIVED

OCT 18 2017

B.D. Tinsley

-----Original Message-----

From: ***
To: jeff.j.woodbury <jeff.j.woodbury@exxonmobil.com>; brian.d.tinsley <brian.d.tinsley@exxonmobil.com>; jeanine.gilber <jeanine.gilber@exxonmobil.com>; lois_cartwright <lois_cartwright@ml.com>
Sent: Wed, Oct 18, 2017 2:52 pm
Subject: Submission of Shareholder Proposal for 2018 Annual Meeting

Dear Mr. Woodbury,

I know that my shareholder proposal asking for a report on gender pay equity did not receive sufficient votes to be eligible for resubmission for several years, so I am submitting a substantially different shareholder proposal (see attached) requesting a report on minority employee pay and promotion equity (see attached).

Sincerely,
Eve S. Sprunt, Ph.D.

This proposal was submitted by Eve S. Sprunt, PhD, *** the beneficial owner of at least \$2,000 in market value of the Company's stock.

Minority Pay and Promotion Equity Whereas: According to the Pew Research Center in the United States in 2015, average hourly wages for Hispanic men were \$14 and \$15 for Black men, while White men received \$21 and Asian men \$24. The hourly earnings of Hispanic women were only \$12 and \$13 for Black women, while White women earned \$17 and Asian women \$18.

Furthermore, the Pew Research Center found that for those with a bachelor's degree or more education, wage gaps by gender, race and ethnicity persist. College-educated Hispanic and Black men earn only about 80% the hourly wages of White college-educated men, while Asian college-educated men earned about 109% of the hourly wages of equivalent White men. White and Asian college-educated women earn only about 80% the hourly wages of White college-educated men, while Black and Hispanic women with a college degree earn merely about 70%.

ExxonMobil has been releasing a global diversity report that is full of glossy pictures and nice stories, but lacking in critical statistics. Stories are nice, but greater transparency on the wages and promotion parity are needed for shareholders to assess the efficacy of ExxonMobil's strategy and performance on closing these critical gaps.

Resolved: Shareholders request ExxonMobil add information to an annual report on global diversity information on the percentage pay gap of employees in the United States across race and ethnicity, including base, bonus and equity compensation, policies to address the gaps, methodology used, and quantitative reduction targets.

Since under-represented minorities vary from country to country, the annual diversity report should also include appropriate metrics used in monitoring progress in countries in which ExxonMobil operates around the world and quantitative targets to reduce gaps.

RECEIVED
OCT 18 2017
B.D. Tinsley



VIA UPS – OVERNIGHT DELIVERY

October 25, 2017

Eve S. Sprunt, Ph.D.

Dear Ms. Sprunt:

This will acknowledge receipt of the proposal concerning a Report on Minority Compensation (the "Proposal"), which you (the "Proponent") have submitted in connection with ExxonMobil's 2018 annual meeting of shareholders. However, proof of share ownership was not included in your October 18, 2017 submission. Your submission also did not indicate an intent to continue holding the requisite amount of ExxonMobil shares through the date of the annual meeting of shareholders. Both of these defects must be corrected as described in more detail below in order for you to demonstrate eligibility to submit the Proposal.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is October 18, 2017, which is the date the Proposal was received electronically by email.

The Proponent does not appear on our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof verifying its continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017.

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

- a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017; or
- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period.

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

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

- If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including October 18, 2017, the required amount of securities were continuously held – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

In addition to providing satisfactory proof of ownership of ExxonMobil shares as described above, Rule 14a-8 also requires you to include your own written statement that you intend to continue to hold the securities through the date of ExxonMobil's annual meeting of shareholders.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-4681, or by email to jeanine.gilbert@exxonmobil.com.

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

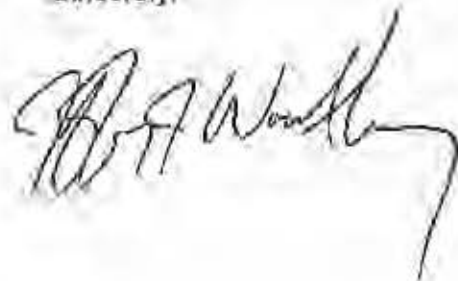
If the Proponent intends for a representative to present the Proposal, the Proponent must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as your proxy at the annual meeting. To be a valid proxy entitled to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

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to be "J. J. W. W. W.", written in a cursive style.

J.J.W./jg

Enclosures

Gilbert, Jeanine

From: UPS Quantum View <pkginfo@ups.com>
Sent: Thursday, October 26, 2017 6:24 PM
To: Gilbert, Jeanine
Subject: UPS Delivery Notification, Tracking Number ***

Categories: External Sender



Your package has been delivered.

Delivery Date: Thursday, 10/26/2017
Delivery Time: 04:16 PM



- [Set Delivery Instructions](#)
- [Track Package Status](#)
- [View Delivery Planner](#)

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

Shipment Detail

Tracking Number: ***
Ship To: Ms. Eve S. Sprunt, Ph.D.

US
UPS Service: UPS NEXT DAY AIR SAVER
Number of Packages: 1
Package Weight: 0.0 LBS
Delivery Location: FRONT DOOR

Reference Number 1:

6401

Reference Number 2:

ACK-LTR_RPT on Minority Compensatio



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Gilbert, Jeanine

From: ***
Sent: Thursday, October 26, 2017 6:35 PM
To: Woodbury, Jeffrey J
Cc: Gilbert, Jeanine; Tinsley, Brian D; lois_cartwright@ml.com
Subject: Shareholder proposal

Categories: External Sender

Dear Mr. Woodbury,

I intend to hold at least \$2000 in market value of XOM securities entitled to vote on the proposal through the date of the annual meeting of shareholders. Separately, I have asked my Merrill Lynch broker, Lois Cartwright, to provide proof of my ownership of the requisite amount of ExxonMobil shares for at least one year as of the date the shareholder proposal was submitted.

Sincerely,
Eye Sprunt, Ph.D.

RECEIVED
OCT 26 2017
B.D. Tinsley

Gilbert, Jeanine

From: ***
Sent: Thursday, October 26, 2017 6:32 PM
To: lois_cartwright@ml.com
Cc: Woodbury, Jeffrey J; Gilbert, Jeanine; Tinsley, Brian D
Subject: 2018 XOM Shareholder Proposal
Attachments: XOM letter 10-25-17.pdf; 2018 XOM shareholder proposal v3.docx

Categories: External Sender

Dear Lois,

Please send verification to ExxonMobil that I have held at least \$2000 in market value of XOM securities entitled to vote on the proposal for at least one year as of October 18, 2017 (which was the date I submitted my proposal). I intend to continue holding the requisite amount of ExxonMobil shares through the date of the annual meeting of shareholders.

The full instructions for the proof of ownership are provided in the attached letter which I received from ExxonMobil today.

Thanks,
Eve

RECEIVED

OCT 26 2017

B.D. Tinsley

Exxon Mobil Corporation
3959 Las Colinas Boulevard
Irving, Texas 75039

Jeffrey J. Woodbury
Vice President, Investor Relations
and Secretary

ExxonMobil

VIA UPS - OVERNIGHT DELIVERY

October 25, 2017

Eye S. Sprunt, Ph.D.

Dear Ms. Sprunt:

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

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

- If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including October 18, 2017. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including October 18, 2017, the required amount of securities were continuously held – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

In addition to providing satisfactory proof of ownership of ExxonMobil shares as described above, Rule 14a-8 also requires you to include your own written statement that you intend to continue to hold the securities through the date of ExxonMobil's annual meeting of shareholders.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at 972-444-4881, or by email to jeanine.gilbert@exxonmobil.com.

Eve S. Sprunt
Page 3

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

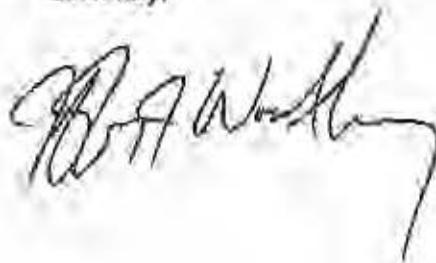
If the Proponent intends for a representative to present the Proposal, the Proponent must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as your proxy at the annual meeting. To be a valid proxy entitled to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

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

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

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

Sincerely,

A handwritten signature in black ink, appearing to read "B. A. W. [unclear]", written in a cursive style.

JJW/ljg

Enclosures

This proposal was submitted by Eve S. Sprunt, PhD, ^{***}, the beneficial owner of at least \$2,000 in market value of the Company's stock.

Minority Pay and Promotion Equity Whereas: According to the Pew Research Center in the United States in 2015, average hourly wages for Hispanic men were \$14 and \$15 for Black men, while White men received \$21 and Asian men \$24. The hourly earnings of Hispanic women were only \$12 and \$13 for Black women, while White women earned \$17 and Asian women \$18.

Furthermore, the Pew Research Center found that for those with a bachelor's degree or more education, wage gaps by gender, race and ethnicity persist. College-educated Hispanic and Black men earn only about 80% the hourly wages of White college-educated men, while Asian college-educated men earned about 109% of the hourly wages of equivalent White men. White and Asian college-educated women earn only about 80% the hourly wages of White college-educated men, while Black and Hispanic women with a college degree earn merely about 70%.

ExxonMobil has been releasing a global diversity report that is full of glossy pictures and nice stories, but lacking in critical statistics. Stories are nice, but greater transparency on the wages and promotion parity are needed for shareholders to assess the efficacy of ExxonMobil's strategy and performance on closing these critical gaps.

Resolved: Shareholders request ExxonMobil add information to an annual report on global diversity information on the percentage pay gap of employees in the United States across race and ethnicity, including base, bonus and equity compensation, policies to address the gaps, methodology used, and quantitative reduction targets.

Since under-represented minorities vary from country to country, the annual diversity report should also include appropriate metrics used in monitoring progress in countries in which ExxonMobil operates around the world and quantitative targets to reduce gaps.

Gilbert, Jeanine

From: Cartwright, Lois S - DALLAS TX <lois_cartwright@ml.com>
Sent: Friday, October 27, 2017 9:12 AM
To:
Cc: Woodbury, Jeffrey J; Gilbert, Jeanine; Tinsley, Brian D
Subject: RE: 2018 XOM Shareholder Proposal

Categories: External Sender

RECEIVED

OCT 27 2017

B.D. Tinsley

Eve,

We will be happy to send the verification of ownership on your behalf.

Please let us know when we may be of further service.

Sincerely,

Lois

Lois S. Cartwright, CRPC®
Senior Vice President - Wealth Management
Portfolio Advisor

Merrill Lynch Pierce, Fenner & Smith Inc.
2100 Ross Avenue, Suite 1000
Dallas, TX 75201
Direct: 214-969-2347 Toll Free: 877-973-2347
Fax: 214-306-4223
Email: lois_cartwright@ml.com

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As published in Barron's

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From:
Sent: Thursday, October 26, 2017 6:32 PM
To: Cartwright, Lois S - DALLAS TX <lois_cartwright@ml.com>
Cc: jeff.j.woodbury@exxonmobil.com; jeanine.gilbert@exxonmobil.com; brian.d.tinsley@exxonmobil.com
Subject: 2018 XOM Shareholder Proposal

Dear Lois,

Please send verification to ExxonMobil that I have held at least \$2000 in market value of XOM securities entitled to vote on the proposal for at least one year as of October 18, 2017 (which was the date I submitted my proposal). I intend to continue holding the requisite amount of ExxonMobil shares through the date of the annual meeting of shareholders.

The full instructions for the proof of ownership are provided in the attached letter which I received from ExxonMobil today.

Thanks,
Eve

This message, and any attachments, is for the intended recipient(s) only, may contain information that is privileged, confidential and/or proprietary and subject to important terms and conditions available at <http://www.bankofamerica.com/emaildisclaimer>. If you are not the intended recipient, please delete this message.

Roel, Linda K /C

From: ***
Sent: Saturday, December 16, 2017 11:50 AM
To: Cartwright, Lois S - DALLAS TX; joyce_sherman@ml.com; Denise G - DALLAS TX Mata
Cc: Tinsley, Brian D
Subject: Fwd: ExxonMobil Shareholder Proposal

Lois

Per my other note, Please provide the proof of my XOM stock ownership in the form specified in the note that I forwarded in October.

Thanks
Eve

Sent from my iPad

Begin forwarded message:

From: "Tinsley, Brian D" <brian.d.tinsley@exxonmobil.com>
Date: December 15, 2017 at 10:32:20 AM AST
To: ***
Cc: "DePaul, Mark A" <mark.a.depaul@exxonmobil.com>
Subject: ExxonMobil Shareholder Proposal

Hello Eve. I hope this note finds you well.

I'm following up on the letter we sent back in October, requesting proof of your share ownership within 14 days of the date of the letter (October 25). We were copied on an email you sent to your broker, but the documentation of your proof of ownership has not been received.

A lack of ownership proof is grounds to exclude the proposal from the proxy statement. As such, we respectfully request the withdrawal of your proposal.

Withdrawal of the proposal does not preclude our dialog and we are pleased to continue the discussion with you on the matter you raise in your proposal. If you want to further discuss the ownership proof issue, I'm please to talk at your convenience.

Brian D. Tinsley
Shareholder Relations
Manager

Exxon Mobil Corporation
8959 Las Colinas Boulevard
Irving, Texas 75039
(972) 940-6702 (office)
(713) 876-8340 (mobile)
(972) 444-1505 (fax)
brian.d.tinsley@exxonmobil.com

Roel, Linda K /C

From: Tinsley, Brian D
Sent: Sunday, December 17, 2017 4:23 PM
To: Eve Sprunt
Subject: RE: Proof of XOM Stock ownership

Hi Eve.

SEC rules state that your proposal can be excluded if you don't adequately correct the eligibility deficiency within 14 calendar days of receipt of notification (~October 26). We will make the SEC aware of our intent to exclude the proposal on these grounds.

Thanks again for considering the withdrawal of your proposal in lieu of continuing with the SEC processes.

Brian

Brian D. Tinsley
Shareholder Relations
Manager

Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039
(972) 940-6702 (office)
(713) 876-8340 (mobile)
(972) 444-1505 (fax)
brian.d.tinsley@exxonmobil.com

-----Original Message-----

From: Eve Sprunt ***
Sent: Friday, December 15, 2017 8:02 PM
To: Cartwright, Lois S - DALLAS TX <lois_cartwright@ml.com>; Denise G - DALLAS TX Mata <denise_mata@ml.com>; joyce_sherman@ml.com
Cc: Tinsley, Brian D <brian.d.tinsley@exxonmobil.com>
Subject: Proof of XOM Stock ownership

Hi Lois

XDM still hasn't received the proof of my stock ownership. Please provide the proof in the required form ASAP.

Thanks

Eve

Sent from my iPad

Roel, Linda K /C.

From: Eve Sprunt ***
Sent: Friday, December 15, 2017 8:02 PM
To: Cartwright, Lois S - DALLAS TX; Denise G - DALLAS TX; Mata; joyce_sherman@ml.com
Cc: Tinsley, Brian D
Subject: Proof of XOM Stock ownership

Hi Lois

XOM still hasn't received the proof of my stock ownership. Please provide the proof in the required form ASAP.

Thanks
Eve

Sent from my iPad

Roel, Linda K /C

From: Cartwright, Lois S - DALLAS TX <lois_cartwright@ml.com>
Sent: Monday, December 18, 2017 3:50 PM
To: Gilbert, Jeanine
Cc: *** Mata, Denise G - DALLAS TX; Tinsley, Brian D; Woodbury, Jeffrey J
Subject: 2018 XOM shareholder proposal

Dear Ms. Gilbert:

Please accept this email as verification that Eve S. Sprunt, a Merrill Lynch client in good standing, owns now and has continuously owned shares of ExxonMobil since 01/02/2013 valued over \$2,000 in market value in her Merrill Lynch account.

Inadvertently, Merrill Lynch did not respond in a timely manner, to Ms. Sprunt's request for verification of ownership.

Please accept our apology for this omission as Ms. Sprunt acted in good faith and did request the verification on time. Through no fault of Ms. Sprunt, even though the administrative staff believes the request was acted on, there is no written proof that I can find to show the verification was actually sent to ExxonMobil.

Please let us know if there is anything further we can do to remedy this issue.

Many thanks,

Lois S. Cartwright

Lois S. Cartwright, CRPC®
Senior Vice President - Wealth Management
Portfolio Advisor

Merrill Lynch Pierce, Fenner & Smith Inc.
2100 Ross Avenue, Suite 1000
Dallas, TX 75201
Direct: 214-969-2347 Toll Free: 877-973-2347
Fax: 214-306-4223
Email: lois_cartwright@ml.com

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As published in Barron's

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 **Merrill Lynch**
Bank of America Corporation

Parsons, Jim E

From: Luetzgen, Robert A
Sent: Wednesday, January 17, 2018 6:51 AM
To: ***
Cc: Tinsley, Brian D; DePaul, Mark A; Parsons, Jim E; lois_cartwright@ml.com
Subject: RE:

Thanks Eve. I just wanted to give this one more chance before we file with the SEC. Regardless, we're looking forward to our discussion with you, which I know Brian and his team are working to schedule.

Regards,

Robert A. Luetzgen
Manager, Office of the Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Rm 2616
Irving, Texas 75039
[MySite Link](#)

Phone: 972-444-1236
Fax: 972-444-1204
Cell: 281-224-9573

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From: ***
Sent: Tuesday, January 16, 2018 10:39 AM
To: Luetzgen, Robert A <robert.a.luetzgen@exxonmobil.com>
Cc: Tinsley, Brian D <brian.d.tinsley@exxonmobil.com>; DePaul, Mark A <mark.a.depaul@exxonmobil.com>; Parsons, Jim E <james.e.parsons@exxonmobil.com>; lois_cartwright@ml.com
Subject:

Robert,

The failure to provide proof of ownership was Merrill Lynch's fault not mine. I will not withdraw my proposal.

Eve

—Original Message—

From: Luetzgen, Robert A <robert.a.luetzgen@exxonmobil.com>
To: ***
Cc: Tinsley, Brian D <brian.d.tinsley@exxonmobil.com>; DePaul, Mark A <mark.a.depaul@exxonmobil.com>; Parsons, Jim E <james.e.parsons@exxonmobil.com>
Sent: Tue, Jan 16, 2018 6:10 am
Subject: Shareholder Proposal

Eve,

I recognize that Brian has been coordinating with you on your shareholder proposal. As he has explained, we will be requesting no-action relief on the exclusion of your proposal, since proof of ownership was not provided during the allotted time per SEC rules. The rules in this regard are applied universally to all shareholders.

To that end, we respectfully request withdrawal of your shareholder proposal, in order to save administrative costs and time for both the Company and the SEC.

I understand that you have provided Brian with dates on which you are available to discuss the topic of minority compensation. We are working to get that meeting scheduled as soon as possible, and look forward to engaging on the topic with you irrespective of your voluntary withdrawal of the proposal or action by the SEC permitting us to exclude it.

Should you have any questions about the matter, please feel free to reach out.

Regards,

Robert A. Luetgen
Manager, Office of the Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Rm 2616
Irving, Texas 75039
[MySite Link](#)

Phone: 972-444-1236
Fax: 972-444-1204
Cell: 281-228-9579

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