

Steven J. Milloy



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Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F St., NW
Washington DC 20549
Via email: shareholderproposals@sec.gov

Ladies and Gentlemen,

I am responding to the letter of ExxonMobil Corporation (ExxonMobil) dated February 7, 2020 which responds to my letter to the Staff of the Division of Corporation Finance dated January 22, 2020, all concerning ExxonMobil's request of January 17, 2020 for permission to exclude my shareholder proposal from its 2020 proxy materials.

ExxonMobil's request continues to be without factual or legal basis and should be denied.

1. ExxonMobil has not disclosed or reported to shareholders the costs and benefits of its actions on climate.

ExxonMobil claims in its February 7 letter that it "has made clear that addressing the risks of climate change through emissions cuts results in benefits to its businesses and its shareholders."

This statement is false and misleading, and irrelevant to my shareholder proposal.

First, my shareholder proposal requests that ExxonMobil produce a report detailing precisely what the actual costs and benefits of its climate actions are. My shareholder proposal is over and above ExxonMobil's mere and facile, but unsupported and undocumented, assurances that emissions cuts somehow result in as-yet undescribed, unquantified and possibly entirely imaginary benefits.

Next, my shareholder proposal also requests that ExxonMobil detail the benefits to the public health and environment of its activities on climate — not merely the benefits to its business and shareholders.

ExxonMobil's February 7 letter fails to cite any ExxonMobil report that details the actual costs and benefits of any of its ongoing climate activities. There is, in fact, no ExxonMobil report that has already satisfied the request of my shareholder proposal

ExxonMobil's argument, here, is entirely contrary to the disclosure pillar of our securities laws and regulations. ExxonMobil's argument is equivalent to the company being allowed to tout profitability without ever having to disclose detailed financial information to shareholders.

The purpose of disclosure is to prevent fraud. "Trust us" is entirely inconsistent with the securities laws.

2. ExxonMobil's belated 2020 Energy and Carbon Summary does not at all implement my shareholder proposal.

First, it should be noted that ExxonMobil's 2020 Energy and Carbon Summary (2020 ECS) was issued last week or so, even after ExxonMobil's January 17, 2020 request for a no-action letter.

Next and more importantly, ExxonMobil's 2020 ECS does not in the slightest implement the shareholder proposal.

As with all other ExxonMobil reports and documents, the 2020 ECS fails to identify and quantify any actual benefits to anyone or anything of its climate activities.

Not surprisingly, ExxonMobil's February 7, 2020 letter does not, because it cannot cite any example of an actual and existing identified and quantified benefit of its climate-related activities.

3. ExxonMobil's attempt to dismiss the Duke Energy and Exelon precedents for the proposal is without factual basis.

As in the cases of Staff's refusal to permit Duke Energy and Exelon to exclude proposals substantially similar to this proposal, ExxonMobil has failed to provide any evidence that it has already substantially implemented any part of the proposal.

In fact, ExxonMobil's empty letters to the Staff to date simply underscore the proposal's justification. ExxonMobil is spending billions of dollars of shareholder money on climate activities. Yet the actual benefits of these expenditures remain a mystery.

Activities are not the same as accomplishments. If there are no accomplishments, then that should be reported — as should be the actual costs of the activities that are not accomplishing anything.

ExxonMobil wants a free ride from its climate-related activities. It wants to pat itself on the back for its climate activities without having to disclose precisely what it has accomplished and

at what cost. The problem for ExxonMobil, though, is that the securities laws prohibit partial and selective disclosure of financial results and other significant events and activities.

For these reasons as well as those stated in my January 22, 2020 letter, ExxonMobil's request for a no-action letter should be rejected as being without factual or legal basis.

Sincerely,

Steve Milloy

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cc: ExxonMobil and counsel