JPMorgan Chase & Co.

Anthony J. Horan
Corporate Secretary
Office of the Secretary

March 8, 2016

VIA OVERNIGHT DELIVERY

Mr. Jing Zhao
262 Altadena Circle
Bay Point, CA 94565

Re: *Company Statement Relating to Shareholder Proposal*

Dear Mr. Zhao:

As you were notified, JPMorgan Chase & Co. (the "Company") has indicated to the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission that it intends to omit from its proxy statement and form of proxy for its 2016 Annual Meeting of Shareholders (collectively, the "2016 Proxy Materials") the shareholder proposal you submitted (the "Proposal"). However, if the Staff does not concur with our conclusion that the Proposal, in its original form, need not be included in the Company's 2016 Proxy Materials, the Company intends to exercise its right to include a statement of its views regarding the Proposal in its proxy materials. Therefore, pursuant to Rule 14a-8(m) of the Securities Exchange Act of 1934, as amended, we are providing to you this copy of the Company's statement in response to the Proposal.

We are providing you this statement in opposition solely as a precautionary measure. By providing you this statement, the Company does not waive its request that the Staff concur that the Proposal may be excluded, and does not waive its right to revise the attached statement if the Staff requires you to make revisions to the Proposal or supporting statement.

Please contact the undersigned if you have any questions regarding this matter.

Sincerely,

Horan

Enclosure

NY1-K721, 270 Park Avenue-38th Floor, New York, New York 10017-2014
Telephone 212 270 7122 Facsimile 212 270 4240 anthony.horan@chase.com

JPMorgan Chase & Co.

Proposal 9

Executive compensation philosophy – adopt a balanced executive compensation philosophy with social factors to improve the Firm's ethical conduct and public reputation

Jing Zhao, 262 Altadena Circle, Bay Point, CA 94565, the holder of 40 shares of our common stock, has advised us that he intends to introduce the following resolution:

Resolved: shareholders recommend that JPMorgan Chase & Co. (the Firm) adopt an executive compensation philosophy with consideration of relevant social factors to improve the Firm's ethical conduct and public reputation.

Supporting Statement

According to 2015 Proxy Statement, the Compensation & Management Development Committee (CMDC) "assists the Board in its oversight of the Firm's compensation programs and reviews and approves the Firm's overall compensation philosophy and practices" (p.27). "The CMDC reviews and approves the Firm's compensation philosophy, which guides how the Firm's compensation plans and programs are designed". "The CMDC uses a disciplined pay-for-performance framework to make executive compensation decisions ..., while considering other relevant factors, including market practices" (p.38). Such a philosophy without consideration of social factors guided the CMDC to award our CEO total compensation $27,701,709 in 2014, 135% increase from 2013 (p.58).

Meanwhile, according to Wall Street Journal: "Two fifths of the population of developed countries have gained little over recent decades" (OECD Says Rise in Inequality Is Hurting Growth, May 22-24, 2015). According to Thomas Piketty's study *Capital in the Twenty-First Century* (The Belknap Press of Harvard University Press, 2014), "there is absolutely no doubt that the increase of inequality in the United States contributed to the nation's financial instability."

(p.297) "The increase was largely the result of an unprecedented increase in wage inequality and in particular the emergence of extremely high remunerations at the summit of the wage hierarchy, particularly among top managers of large firms."(p.298) "The financial professions are about twice as common in the very high income groups as in the economy overall." (p.303) "Because it is objectively difficult to measure individual contributions to a firm's output, top managers found it relatively easy to persuade boards and stockholders that they were worth the money, especially since the members of compensation committees were often chosen in a rather incestuous manner." (p.510)

Many Americans agree with Senator Bernie Sanders: "The six largest financial institutions in this country today hold assets equal to about 60% of the nation's gross domestic product. These six banks issue more than two-thirds of all credit cards and over 35 percent of all mortgages. They control 95 percent of all derivatives and hold more than 40 percent of all bank deposits in the United States." "These institutions have acquired too much economic and political power, endangering our economy and our political process." "Our banking system must be part of the productive, job-creating productive economy."

(https://berniesanders.com/issues/reforming-wall-street/)

For the purpose of this proposal, the Board or the CMDC has the flexibility to select relevant social factors, such as economic condition, unemployment and average income.

BOARD RESPONSE TO PROPOSAL 9

The Board of Directors recommends that shareholders vote AGAINST this proposal for the following reasons:

The Firm's compensation philosophy supports sustained shareholder value and drives fairness and consistency across the Firm.

The key tenets of the Firm's compensation philosophy are:

- Tie pay to performance and align with shareholders' interests

- Encourage a shared success culture
- Attract and retain top talent
- Integrate risk management and compensation
- Provide no special perquisites
- Maintain strong governance
- Promote transparency with shareholders

The CMDC uses a disciplined pay-for-performance framework to make executive compensation decisions commensurate with Firm, line of business, and individual performance, while considering other relevant factors, including those related to culture and conduct.

Performance is assessed against four broad performance categories:

- Business and financial results
- Risk and control outcomes
- Client and customer goals
- People and leadership objectives

In 2015, the CMDC's executive compensation decisions considered, among other factors, results in the following areas: significant progress in strengthening controls and further reinforcing our culture; enhancing the customer experience to deliver sustained performance; and investments in our people, including employee and leadership development, succession planning, diversity and accessibility. This review process is described in detail beginning on page xx of this proxy statement.

Our Firm works to strengthen our communities through our core business activities.

JPMorgan Chase supports consumers, businesses and communities, and in 2015 raised $2.0 trillion of credit and capital[1]:

- $233 billion of credit for consumers
- $22 billion of credit for U.S. small businesses
- $705 billion of credit for corporations
- $1.0 trillion of capital raised for clients
- $68 billion of credit and capital raised for nonprofit and government entities, including states, municipalities, hospitals and universities

Our Firm has designed unique initiatives to meet the central economic challenges of our communities, from preparing a workforce to thrive in the global economy to expanding private capital investment in conservation.

We believe the Firm has a responsibility to be part of the solution to the most pressing economic, environmental and social challenges. This is both because it is the right thing to do and also because our own long-term success depends on the success of our communities and the people, companies and institutions we serve. Core to our approach is our work with civic and nonprofit leaders who have a deep history in and knowledge of their communities, as well as with groups that have substantive expertise on a range of economic, environmental and social issues. These partnerships strengthen our relationships with our communities and make our company stronger and better informed. Some of our initiatives include:

- Small Business Forward - a $30 million, five-year grant program to connect small businesses and entrepreneurs with critical resources to help their companies grow, create jobs and strengthen communities
- Global Cities Initiative - a joint project of JPMorgan Chase and the Brookings Institution to help metropolitan areas use global trade and engagement to grow their economies and create jobs
- New Skills at Work - a $250 million, five-year program to inform and accelerate efforts to train people for the skilled jobs of the 21st century
- A $100 million five-year commitment to the city of Detroit to accelerate the city's efforts to regain its economic strength with a comprehensive strategy focused on revitalizing Detroit's neighborhoods, investing in the infrastructure that supports economic growth, reducing blight, strengthening the city's workforce, and growing small businesses
- Financial Solutions Lab - designed to uncover and share research-driven insights to identify the most pressing financial challenges faced by low- and

moderate-income consumers; created with a $30 million grant to the Center for Financial Services Innovation

- NatureVest - a project designed with the Nature Conservancy to create new opportunities for private sector investment of capital in conservation projects

In 2015, we launched the JPMorgan Chase Institute, a global think tank dedicated to delivering data-rich analyses for the public good. The Institute utilizes our data, augmented by firmwide expertise and market access, to provide insights on the global economy and offer innovative analyses to advance economic prosperity. For example, in 2015, the Institute released a report that analyzed anonymized transaction-level consumer data, focusing on fluctuations in income and consumption. The Institute's study revealed that while U.S. households across the income spectrum experience financial volatility, most lack an appropriate financial buffer to weather these shocks. Harnessing the unique assets of the Firm and the power of big data, the Institute is explaining the global economy in a way that provides decision-makers with the necessary information to frame and address critical issues.

We hold executives accountable, when appropriate, for significant actions or items that negatively affect the Firm in current or future years.

To hold individuals responsible for taking risks inconsistent with the Firm's risk appetite and to discourage future imprudent behavior, policies and procedures that enable us to take prompt and proportionate actions with respect to accountable individuals include:

1. Reduction of annual incentive compensation (in full or in part);
2. Cancellation of unvested awards (in full or in part);
3. Recovery of previously paid compensation (cash and/or equity); and
4. Taking appropriate employment actions (e.g., termination of employment, demotion, negative performance rating).

The precise actions we take with respect to accountable individuals are based on the nature of their involvement, the magnitude of the event and the impact on the Firm.

In addition, clawback/recoupment provisions on both cash incentives and equity awards enable us to reduce or cancel unvested awards and recover previously paid compensation in certain situations. Clawbacks can be triggered by restatements, misconduct, performance-related and/or risk-related concerns, and may cover both vested and unvested awards. Our recovery provisions and clawback provisions are described in detail beginning on page xx of this proxy statement.

The Board of Directors recommends a vote **AGAINST** this proposal.

[1] The amount of credit provided to clients represents new and renewed credit, including loans and commitments. The amount of credit provided to small businesses reflects loans and increased lines of credit provided by Consumer & Business Banking; Card, Commerce Solutions & Auto; and Commercial Banking. The amount of credit provided to nonprofit and government entities, including states, municipalities, hospitals and universities, represents credit provided by the Corporate & Investment Bank and Commercial Banking.