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Via email to shareholderproposals@sec.gov

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

**Re: Target Corporation – Notice of Intent to Exclude from 2021 Proxy Materials
Shareholder Proposal of National Center for Public Policy Research**

Ladies and Gentlemen:

This letter is submitted on behalf of Target Corporation, a Minnesota corporation (“Target” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its proxy materials for its 2021 Annual Meeting of Shareholders (the “2021 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof from the National Center for Public Policy Research (the “Proponent”). The Company requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend an enforcement action to the Commission if the Company excludes the Proposal from its 2021 Proxy Materials in reliance on Rule 14a-8.

Pursuant to Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we have (i) submitted this letter and its exhibit to the Commission within the time period required under Rule 14a-8(j) and (ii) concurrently sent copies of this correspondence to the Proponent as notification of the Company’s intention to exclude the Proposal from its 2021 Proxy Materials.

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

The Proposal

The Company received the Proposal on December 10, 2020. A full copy of the Proposal is attached hereto as Exhibit A. The Proposal reads as follows:

Resolved: Shareholders request our Board prepare a report based on a review of the BRT Statement of the Purpose of a Corporation, signed by our Chief Executive Officer, and provide the board's perspective regarding whether and how our Company's governance and management systems can or must be altered to fully implement the Statement of Purpose, and what our Company should do if it [sic] the Statement cannot be reconciled with current practices and commitments. The report may include the Board's perspective on benefits and drawbacks of the options considered, as well as the Board's recommendations.

As an initial matter, the Company understands the Proposal to request a report and provide the board's perspective regarding whether and how the Company's governance and management systems can or must be altered to fully implement the Statement of Purpose, and then, report on what the Company should do *if* the Board concludes the Statement cannot be so reconciled. As described in more detail below, because the Company's governance, core values, practices and policies already provide the framework for the Company to operate consistently with the Statement of Purpose, the portion of the Proposal requesting the Company consider "what our Company should do if it [sic] the Statement cannot be reconciled with current practices and commitments" has no application here.

Background on the Statement of Purpose

The Business Roundtable's "Statement on the Purpose of a Corporation" (the "Statement of Purpose," attached hereto as Exhibit B), originally signed in 2019 by 181 CEOs including the Company's CEO, Brian Cornell, reflects an acknowledgment that businesses in the United States play a vital role in the economy and that, while each individual company serves its own corporate purpose, the signatories share a fundamental commitment to deliver value to all of their stakeholders, including generating long-term value for shareholders.

The Statement of Purpose is aligned with the Company's mission and values. The Statement of Purpose reflects a broad consensus among prominent business leaders and is aligned with the Company's practices and policies in each of the areas identified therein: (1) delivering value to customers; (2) investing in the Company's employees; (3) dealing fairly and ethically with suppliers; (4) supporting communities in which the Company works; and (5) generating long-term value for shareholders, including transparent and effective engagement.

Basis for Exclusion

We hereby respectfully request the Staff concur in our view that the Proposal may be excluded from the Company's 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

Analysis

The Proposal May Be Excluded Under Rule 14a-8(i)(10) Because the Company has Already Substantially Implemented the Proposal.

A. Background of Rule 14a-8(i)(10)

Rule 14a-8(i)(10) provides that a company may exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” See Exchange Act Release No. 34-12598 (July 7, 1976) and Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”). Accordingly, the actions requested by a proposal need not be “fully effected” by the company to be excluded; rather, to be excluded, they need only to have been “substantially implemented” by the company. See the 1983 Release.

Applying this standard, the Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (Mar. 6, 1992, *recon. granted* Mar. 28, 1991). Thus, when a company can demonstrate that it has already taken actions to address the underlying concerns and essential objective of a shareholder proposal, the Staff has concurred that the proposal has been “substantially implemented,” and therefore may be excluded as moot under Rule 14a-8(i)(10). See, e.g., *Bank of New York Mellon Corp.* (Feb. 15, 2019); *Exelon Corp.* (Feb. 26, 2010); and *Exxon Mobil Corp.* (Burt) (Mar. 23, 2009).

The Staff has consistently taken the position that a shareholder proposal requesting that a company’s board of directors prepare a report pertaining to environmental, social or governance (“ESG”) issues may be excluded when the company has already provided information about the initiative in various public disclosures. See, e.g., *The Wendy’s Company* (Apr. 10, 2019) (concurring with the exclusion of a proposal requesting that the board of directors prepare a report on the company’s process for identifying and analyzing potential and actual human rights risk of operations and supply chain where the company already had a code of conduct for suppliers, a code of business conduct and ethics, and other policies and public disclosures concerning supply chain practices and other human rights issues that achieved the proposal’s essential objective); *Wal-Mart Stores, Inc.* (Mar. 30, 2010) (concurring with the exclusion of a proposal requesting that the company adopt six principles for national and international action to stop global warming where the company already publicly disclosed on its Global Sustainability Report most, but not all, of the issues raised by the proposal); and *The Dow Chemical Co.* (Mar. 5, 2008) (concurring with the exclusion of a proposal requesting that the board of directors prepare a report discussing how the company’s efforts to ameliorate climate change have affected the global climate where the company had already made statements about its efforts related to climate change in various corporate documents and disclosures).

Most recently, the Staff determined that similar proposals received by each of *JPMorgan Chase & Co.* (Feb. 5, 2020) (the “JPM Proposal”) and *Apple, Inc.* (Dec. 17, 2020)¹ (the “Apple Proposal”) were substantially implemented under similar circumstances. The JPM Proposal requested that the company’s board provide oversight and guidance as to how the Statement of Purpose should alter the company’s governance practices and publish recommendations regarding implementation. The Staff concurred that “the board’s actions compare[d] favorably with the guidelines of the [p]roposal,” and specifically noted the company’s representation that the board’s corporate governance and nominating committee had reviewed the Statement of Purpose and determined that no additional action or assessment was needed, as the company already operated in accordance with the Statement of Purpose. Although the Staff did not issue a formal response letter to the Apple Proposal, the Staff concurred that Apple could exclude the proposal under Rule 14a-8(i)(10) where Apple argued in its no-action request letter that the company had substantially implemented the proposal through its existing public disclosures and that its nominating and corporate governance committee had reviewed the Statement of Purpose and similarly determined that the company already operates in accordance with the principles set forth therein and provides adequate disclosures to its shareholders and the public. *See* the Apple Proposal.

B. The Company’s Has Substantially Implemented the Proposal

The Proposal requests a report to provide “the board’s perspective regarding whether and how our Company’s governance and management systems can or must be altered to fully implement the Statement of Purpose,” and what the Company should do if the Company’s current practices and commitments cannot be reconciled with the Statement of Purpose. As further described below, in considering the Proposal, the Governance Committee (the “Committee”) of the Company’s Board of Directors (the “Board”) reviewed the Statement of Purpose and the Company’s governance and management systems, which are reflected in the laws governing the Company and the Company’s current practices and policies disclosed on the Company’s website and in its filings with the Commission, and which have been summarized in this letter. Following this review, the Committee determined that the Company’s governance and management systems do not need to be altered in order to fully implement the Statement of Purpose because the Company already operates in accordance with the principles set forth in the Statement of Purpose and provides adequate disclosures about this alignment which are not only publicly available, but which the Company encourages its shareholders and the public to review.

The Company is incorporated under the laws of the State of Minnesota and therefore is subject to the Minnesota Business Corporation Act (the “MBCA”). The MBCA contains a multiple constituency statute providing that directors may, when considering the best interest of the corporation, consider the interests of the corporation’s employees, customers, suppliers, and creditors, the economy of the state and national, community and societal considerations and the long-term term as well as short-term interests of the corporation and its shareholders. In addition, for many years, the Company has been and remains firmly committed to its core values of investing in and empowering its employees (referred to as team members), serving its guests, fostering the communities in which it operates and designing the Company for the future by protecting the environment and sourcing responsibly (the “Values”). The actions the Company has taken to carry out those Values fully align with the items addressed in the Statement of Purpose. Through robust

¹ No formal no-action letter was issued by the Commission.

disclosure included on the Company's website, its publicly available filings with the Commission, and in its various reports, including the Company's 2020 Corporate Responsibility Report (the "CRR"), the Company has been transparent about its Values and its governance and management systems implementing them, which reflects its commitment to all of its stakeholders. Accordingly, after review and assessment of the Company's governance, policies and practices, the Committee determined that no alterations were necessary to the Company's governance and management systems in order to fully implement the Statement of Purpose.

i. The Company's Governance Fully Aligns with the Statement of Purpose

As mentioned above, the Company is incorporated under the laws of the State of Minnesota and is subject to the MBCA. Section 302A.251, Subd. 4 of the MBCA states:

In discharging the duties of the position of director, a director may, in considering the best interests of the corporation, consider the interests of the corporation's employees, customers, supplier, and creditors, the economy of the state and nation, community and societal considerations, and the long-term as well as short-term interests of the corporation and its shareholders including the possibility that these interests may be best served by the continued independence of the corporation.

Accordingly, core to the Company's governance is the statutory authority's express permission for the Company's directors to consider the interests of the multiple stakeholders contemplated by the Statement of Purpose. The statute's express permission provides the foundation for the Board's ongoing consideration of various stakeholders in its governance decisions and oversight of the Company's business and strategy.

ii. The Company's Values Fully Align with the Statement of Purpose

As described in the CRR and in various pages on the Company's website, the view that a company should be committed to delivering value to all stakeholders, not just its shareholders, is the overarching principle of the Statement of Purpose and the core of the Company's Values.

The Company's website and proxy statements describe in detail the Company's commitment to operating its business in accordance with these Values, and consequently with the interests of various stakeholders, including its customers, employees, suppliers and communities. Indeed, in its most recent proxy statement, the Company confirmed the following:

Target recognizes the importance of environmental, social, and governance issues. We have a longstanding dedication to improving the communities where we operate, and since 1946 we have donated 5 percent of our profit to those communities. We know that working together with our *team members, guests, suppliers and communities* creates better outcomes on issues that matter to us all. Corporate responsibility is an enterprise-wide commitment informed by and integrated into our business strategy. Target Corporation 2020 Proxy Statement, p. 16 (emphasis added) (the "2020 Proxy Statement").

This sentiment is also included in the Company's proxy statements for several years prior to Mr. Cornell's signing of the Statement of Purpose in August 2019. (*See, e.g.,* 2019 Proxy Statement, p.14; 2018 Proxy Statement, p. 14; and 2017 Proxy Statement, p. 13). Therefore, Mr. Cornell's signing of the Statement of Purpose did not represent a shift in strategy or require management to operate the business any differently that it had previously. Instead, the commitments in the Statement of Purpose to customers, employees, suppliers and communities, in addition to shareholders, already reflect the Company's commitments to these stakeholders through the Company's Values.

iii. A Review of the Company's Publicly Disclosed Practices and Policies Demonstrate that It has Fully Implemented Each Element of the Statement of Purpose

As detailed further below, the Company's website disclosures, filings with the Commission and various policies and reports demonstrate the Company's commitment to its Values and each element of the Statement of Purpose.

Statement of Purpose	Target's Key Responsive Disclosures
"Delivering value to our customers. We will further the tradition of American companies leading the way in meeting or exceeding customer expectations."	<p><i>Delivering value to customers and meeting or exceeding customer expectations</i></p> <ul style="list-style-type: none"> • See the Company's Responsible Sourcing webpage.² The Company maintains teams "focused on responsible sourcing, product safety and quality assurance, product investigations and recalls, and operations all work together to make sure we provide the best products for our guests." • See the Company's Supplier Diversity webpage³ and CRR.⁴ For decades, the Company has been building partnerships with diverse suppliers and underrepresented businesses in an effort to create "broader, more inclusive assortments at Target to give our guests the products and brands they want and deserve." For example, in 2019, the Company introduced adaptive Halloween costumes for children in wheelchairs. Further, in its Universal Thread denim line, Target rolled out adaptive jeans designed for adults in wheelchairs, with features such as a higher rise in the back. The Company also has a line of sensory-friendly kids' furniture and has introduced Aira to create an inclusive shopping experience for blind and low-vision guests, which is available free of charge in all Target stores across the U.S.

² <https://corporate.target.com/corporate-responsibility/responsible-sourcing>

³ <https://corporate.target.com/corporate-responsibility/diversity-inclusion/supplier-diversity>

⁴ CRR, p. 55 (available at <https://corporate.target.com/corporate-responsibility/reporting-progress>).

Statement of Purpose	Target's Key Responsive Disclosures
	<ul style="list-style-type: none"> • See the Company's Code of Ethics.⁵ As described in its Code of Ethics, the Company is committed to promoting a healthy and safe work environment for its team members, business partners and guests. To this end, the Company is also committed to providing its guests with "safe, reliable and quality products," understanding that "anything less could harm our guests, damage our reputation and jeopardize guest trust."
<p>"Investing in our employees. This starts with compensating them fairly and providing important benefits. It also includes supporting them through training and education that help develop new skills for a rapidly changing world. We foster diversity and inclusion, dignity and respect."</p>	<p><i>Compensating employees fairly</i></p> <ul style="list-style-type: none"> • See 2019 Annual Report on Form 10-K ("2019 10-K")⁶ and CRR.⁷ The Company believes in fairly compensating its team members and showed its commitment by creating a goal for a \$15 starting hourly wage by the end of 2020. The Company was pleased to announce it reached this goal in July 2020. Furthermore, the Company invested nearly \$1 billion more in 2020 in the well-being, health and safety of team members, which included increased wages, paid leaves, bonus payouts and relief fund contributions.⁸ • See the Company's "How Target Ensures Pay Equity" webpage⁹ and CRR.¹⁰ Reflective of its Value of diversity & inclusion, the Company is committed to providing equitable experiences, including pay. Indeed, in 2018, the Company signed the Equal Pay Pledge in order to continue making progress for equitable opportunity and compensation for its team members. The Company's latest pay audit of U.S. team members confirmed that Target pays its team members equitably, regardless of gender, race or ethnicity. As the Company works toward continued equity, it provides bias training and tools to team members responsible for hiring and compensation, and also does not ask potential hires about their prior salaries.
	<p><i>Providing important benefits</i></p>

⁵ Target Corporation Code of Ethics, p. 16 (https://corporate.target.com/_media/TargetCorp/about/Target-Corporation-Code-of-Ethics.pdf).

⁶ Target Corporation Annual Report on Form 10-K for the year ended February 1, 2020, p. 16 (<http://www.sec.gov/Archives/edgar/data/tgt-20200201.htm/000002741920000008/0000027419-20-000008-index.html>).

⁷ CRR, p. 10, 76.

⁸ <https://corporate.target.com/article/2021/01/team-gratitude>

⁹ <https://corporate.target.com/article/2018/07/pay-equity>

¹⁰ CRR, p. 76.

Statement of Purpose	Target's Key Responsive Disclosures
	<ul style="list-style-type: none"> • See CRR¹¹ and the Company's Benefits webpage.¹² The Company provides comprehensive benefits to its team members, including a range of medical benefits for physical and mental health, and support for their families. Some examples of these benefits include 24/7 access to trained clinicians, fitness and wellness discounts, credit unions, education assistance and 401(k) options to help our team members build long-term financial stability. In 2019, the Company increased its reimbursement for team members paying fees for adoption or surrogacy and expanded job-protected family leave, including offering this benefit to part-time team members. The Company also extended its affordable backup care benefit to eligible team members at all stores and distribution centers. This benefit includes an industry-leading allowance of 20 days of in-center childcare or in-home child and elder care for each dependent, to help our team members manage life's unexpected moments.
	<p><i>Supporting employees through training and education</i></p> <ul style="list-style-type: none"> • See CRR.¹³ The Company is continually investing in our team members' experiences, focusing on programs and ongoing investments in training opportunities for team members at every level of the Company. For example, in 2019, the Company invested \$125 million in training its front-line team members and, as of the date of the CRR, have trained nearly 1,700 internal team members across areas including merchandising, product design, properties, marketing and supply chain on textile recycling principles. The Company also supports continuing education for its team members. The Company provides access to "industry-leading, on-demand learning content and certifications, and offer[s] benefits that help eligible team members pay for job-related courses at accredited tech school, colleges, and/or universities, as well as helping to pay costs associated with obtaining a General Education Development (GED)."
	<p><i>Fostering diversity and inclusion, dignity and respect</i></p> <ul style="list-style-type: none"> • See Code of Ethics.¹⁴ Consistent with the Company's Value of diversity & inclusion, the Company's Code of Ethics includes

¹¹ CRR, p. 36-37.

¹² <https://corporate.target.com/careers/benefits>

¹³ CRR, pp. 35, 54, 80.

¹⁴ Code of Ethics, pp. 4, 11.

Statement of Purpose	Target's Key Responsive Disclosures
	<p>inclusivity as one of the Company's core values, "embracing diversity and striving to give everyone access to the same opportunities." The Company makes clear that it values and works to "ensure a diverse, welcoming and inclusive culture."</p> <ul style="list-style-type: none"> • See the Company's Diversity & Inclusion webpage¹⁵ and CRR.¹⁶ The Company is committed to not only recruiting and retaining diverse talent, but also ensuring its team members have equal access to opportunities. The Company proves this commitment by its actions. Target uses a variety of recruiting resources to ensure it sources for diverse talent pools, including Target's relationship with the National Black MBA Association and Management Leadership for Tomorrow. Additionally, in 2020, the Company launched the Racial Equity Action and Change (REACH) Committee, consisting of Company leaders tasked with assisting the Company to help Black team members grow and advance their careers at Target, welcome Black guests into our stores, and combat racial inequalities in our communities. • See the Company's Diversity & Inclusion webpage and CRR.¹⁷ The Company also works to ensure all of its team members and guests feel welcome and included. In striving for an inclusive culture, for the last several years the Company has been providing inclusion acumen training across the business to combat bias and make the workplace more welcoming and supportive for all team members. Additionally, the Company supports various employee resource groups, including, for example, the African American Business Council, Asian Business Council, Hispanic Business Council, PRIDE+ Business Council, Christian Network, Jewish Network, Muslim Network and Parent and Family Network.
<p>"Dealing fairly and ethically with our suppliers. We are dedicated to serving as good partners to other companies, large and</p>	<p><i>Dealing fairly and ethically with our suppliers</i></p> <ul style="list-style-type: none"> • See Code of Ethics¹⁸ and Standards of Vendor Engagement.¹⁹ Target is "committed to doing business ethically and legally and seek[s] to work with business partners who share the same commitment." Examples of these expectations include, among other things, maintaining a safe and healthy workplace, treating workers

¹⁵ <https://corporate.target.com/corporate-responsibility/diversity-inclusion>

¹⁶ CRR, pp. 4, 35.

¹⁷ CRR, p. 12.

¹⁸ Code of Ethics, p. 17.

¹⁹ Standards of Vendor Engagement (<https://corporate.target.com/corporate-responsibility/responsible-sourcing/social-compliance/standards-of-vendor-engagement>)

Statement of Purpose	Target's Key Responsive Disclosures
small, that help us meet our mission.”	<p>fairly, prohibiting child labor, forced labor or human trafficking in their operations or within the operations of their suppliers. For this reason, the Company maintains Standards of Vendor Engagement which the Company requires its vendors, suppliers, third-party sellers and manufacturers (“<u>Suppliers</u>”) to abide. The Standards of Vendor Engagement prohibit the Company’s Suppliers from engaging in forced labor, human trafficking and underage labor, discrimination, harassment of any kind, compensation for overtime work, wages that meet or exceed local law and other similar requirements.</p> <ul style="list-style-type: none"> • See Standards of Vendor Engagement. In addition to human rights, the Company is also committed to reducing waste and pollution in its supply chain. Accordingly, the Company also requires its Suppliers, through its Standards of Vendor Engagement, to have environmental monitoring systems in order to accurately measure and track operational and production impacts to air, water and any other environmental system which may be necessary. Suppliers must handle, store, transport and dispose of hazardous waste legally and monitor air emissions in accordance to applicable regulatory requirements. • See the Company’s Supplier Diversity²⁰ webpage. For decades, the Company has been building strong partnerships with diverse suppliers and underrepresented businesses. Target’s ever-growing roster of diverse suppliers include those that are at least 51% owned, controlled and operated by women, people of color, LGBTQ+, veterans or persons with disabilities. • See the Company’s Responsible Sourcing²¹ webpage and Animal Welfare & Antibiotics policy.²² Moreover, the Company also believes in the humane treatment of animals and expects its Suppliers to engage in practices that are consistent with applicable laws and industry guidelines that promote the welfare of animals. For example, in 2016, the Company announced that it would work with its Suppliers to increase offerings of cage-free shell eggs, working toward a 100% cage-free shell egg assortment by 2025. Additionally, the Company is partnering with its pork product vendors to eliminate the use of sow gestation crates by 2022. The Company also maintains an Animal Welfare & Antibiotics policy outlining the Company’s expectations for its meat, dairy and deli vendors and the Company’s belief that

²⁰ <https://corporate.target.com/corporate-responsibility/diversity-inclusion/supplier-diversity>

²¹ <https://corporate.target.com/corporate-responsibility/responsible-sourcing>

²² https://corporate.target.com/_media/TargetCorp/csr/pdf/TGT_Food-Animal-Welfare-and-Antibiotics-Policies.pdf

Statement of Purpose	Target's Key Responsive Disclosures
	every animal deserves to be free from hunger, thirst, discomfort, pain, injury, fear and distress.
<p>“Supporting the communities in which we work. We respect the people in our communities and protect the environment by embracing sustainable practices across our businesses.”</p>	<p><i>Supporting the communities in which we work</i></p> <ul style="list-style-type: none"> • See CRR, 2020 Proxy Statement, Code of Ethics and the Company's Target Foundation webpage. Target has a longstanding dedication to improving the communities where it operates and, since 1946, has donated 5% of its profits to those communities.²³ Target continues to invest in its communities because the Company was founded on the belief that the enduring success of the business relies on the strength and vitality of the communities it serves – “[b]y investing in the places where we live and work, we create more resilient and vibrant communities for future generations of guests and team members.”²⁴ Guided by this deep commitment to community, the Company invests in leaders, organizations, coalitions and networks that expand economic opportunity equitably, enabling communities to determine their own future.²⁵ For example, in 2020, the Company and the Target Foundation announced a \$10 million investment in community recovery and rebuilding efforts in response to the social unrest that Minneapolis and the country experienced.²⁶ Additionally, the Company and the Target Foundation announced an additional \$10 million donation for team members and communities that needed extra resources in an effort to assist those affected by COVID-19.²⁷ • See CRR.²⁸ The Company invests more than just money in its communities, it invests time. For the sixth consecutive year, in 2020, Target volunteers contributed more than 1 million hours of service through thousands of organizations in the communities where they live and work. The Company also recently committed to providing 10,000 hours of pro bono consulting services for BIPOC-owned small business in the Minneapolis-St. Paul cities, helping with rebuilding efforts.
	<i>Protecting the environment by embracing sustainable practices</i>

²³ 2020 Proxy Statement, p. 16.

²⁴ Code of Ethics, p. 37.

²⁵ <https://corporate.target.com/corporate-responsibility/philanthropy/Target-Foundation>

²⁶ CRR, p. 11.

²⁷ CRR, p. 10.

²⁸ CRR, pp. 11, 42.

Statement of Purpose	Target's Key Responsive Disclosures
	<ul style="list-style-type: none"> • See CRR.²⁹ The Company is committed to ensuring its products reflect the urgent need to reduce our collective environmental footprint. For this reason, the Company has undertaken to address the environmental impacts of its business, including efforts to reduce waste and establish a zero-waste mindset. In 2020, the Company launched a five-year partnership with The Nature Conservancy, McDonald's and Cargill to co-fund a project based on soil health. Additionally, the Company has partnerships to help identify risks in the rain forest product supply chain and is further committed to sourcing 100 tons of its fresh and frozen seafood sustainably. Moreover, the Company has expanded its focus on water reduction in its stores, distribution centers and headquarters and, in the last two years, has been able to reduce the greenhouse gases from its operations by 10%. • See CRR.³⁰ Target also commits to creating a positive impact not just within its operations, but along its supply chain. For that reason, the Company trains its Suppliers on Company policies that support, among other things, environmental management and initiatives to help Suppliers use resources more efficiently and thereby reduce the environmental impact of their operations. Further, as discussed above, the Company, through its Standards of Vendor Engagement, requires its Suppliers to comply with environmental laws and monitor its impacts on air, water and other environmental systems.
<p>"Generating long-term value for shareholders, who provide the capital that allows companies to invest, grow and innovate. We are committed to transparency and effective engagement with shareholders."</p>	<p><i>Generating long-term value for shareholders</i></p> <ul style="list-style-type: none"> • See 2020 Proxy Statement.³¹ The Company has focused on and delivered long-term value for shareholders. For example, at the end of fiscal 2019, the Company's total shareholder return (TSR) for one-, three- and five-year periods then ended were 61%, 93% and 78%, respectively. • See 2020 Proxy Statement.³² The Company has a long-standing belief that its executive compensation should be directly linked to performance and the creation of long-term value for its shareholders. Indeed, one of the three principles that guides the Company's compensation program is "provid[ing] a framework that encourages outstanding financial results and shareholder returns over the long-

²⁹ CRR, pp. 21, 45, 86.

³⁰ CRR, p. 22.

³¹ 2020 Proxy Statement, p. 32.

³² 2020 Proxy Statement, pp. 33, 37

Statement of Purpose	Target's Key Responsive Disclosures
	<p>term.” Accordingly, part of the Company’s executive compensation is made up of performance-based restricted stock unit (PRSU) awards and other equity incentives in order to align the long-term interests of the Company’s executive officers with its shareholders. A key performance metric for the Company’s PRSUs is the Company’s TSR performance relative to its peer group.</p> <ul style="list-style-type: none"> • See Stock Ownership Guidelines in 2020 Proxy Statement. The Company has also adopted Stock Ownership Guidelines for its directors and executive officers. The Stock Ownership Guidelines require that the CEO own shares of the Company’s common stock having a fair market value of 7x the CEO’s annual base salary, 3x the named executive officer’s annual base salary, and \$500,000 for directors. These guidelines serve to foster a long-term strategic mindset among the Company’s senior management and Board members by aligning their incentives with the Company’s shareholders. <p><i>Commitment to transparency and effective engagement with shareholders</i></p> <ul style="list-style-type: none"> • See 2020 Proxy Statement³³ and the Company’s ESG Information webpage³⁴ and Materiality & Stakeholder Engagement webpage.³⁵ The Company is committed to transparency and effective engagement with its shareholders. Through its Values with the various ESG-related policies and reports disclosed on the Company’s website, the Company discloses its approach and goals of ESG issues. Furthermore, the Company regularly engages in outreach efforts with its shareholders, both large and small, relating to the business, compensation practices, and ESG issues. Furthermore, Target’s Lead Independent Director is expected to communicate with major shareholders, as appropriate, and other independent directors are also made available, as appropriate, for shareholder engagement. Additionally, the Company interacts and communicates with shareholders through quarterly earnings calls, conferences and forums, annual shareholder meetings, regular calls and in-person meetings, financial community meetings, press releases and filings with the Commission.

iv. The Board’s Governance Committee Has Determined that the Company Already Operates in Accordance with the Principles Set Forth in the Statement of Purpose

³³ 2020 Proxy Statement, pp. 8, 10, 18.

³⁴ <https://investors.target.com/esg-information>

³⁵ <https://corporate.target.com/corporate-responsibility/materiality-stakeholder-engagement>

In granting no-action relief to JPMorgan Chase & Co. (Feb. 5, 2020) under Rule 14a-8(i)(10) in connection with the JPM Proposal, the Staff concluded that the “the board’s actions compare[d] favorably with the guidelines of the [p]roposal and that the [c]ompany has, therefore, substantially implemented the [p]roposal,” and specifically noted the company’s representation that “the Corporate Governance and Nominating Committee of the Board again reviewed the BRT Statement and determined that no additional action or assessment is required, as the [c]ompany already operates in accordance with the principles set forth in the BRT Statement with oversight and guidance by the Board of Directors, consistent with the Board’s fiduciary duties.” *See also Apple, Inc.* (Dec. 17, 2020) (concurring with the exclusion of a similar proposal under Rule 14a-8(i)(10) where the company similarly argued that its nominating and corporate governance committee reviewed the proposal and determined the company already operated in accordance with the principles set forth in the Statement of Purpose).

The Company’s Board has delegated to the Committee the responsibility of considering matters of corporate governance and recommending any changes to the Board, as appropriate. In addition, the Committee’s charter sets forth the following responsibility of the Committee for oversight of the Company’s corporate responsibility:

Provide oversight of the Corporation’s corporate responsibility efforts, including the alignment of such efforts with the Corporation’s overall strategy and external reporting on matters of interest to the Corporation’s stakeholders.

As part of the Committee’s primary responsibilities, the Company’s governance, policies and practices, as described above, have been under the oversight of the Committee, and the Committee is familiar with the Company’s governance, policies and practices on issues covered by the Statement of Purpose.

Consistent with the Committee’s charter and the fiduciary duties of its members, in January 2021, the Committee specifically reviewed the Proposal, as well as the Statement of Purpose, and again reviewed the governance and management systems described in this letter. Based on this review, the Committee determined that the Company’s governance and management systems already fully implement the Statement of Purpose and therefore do not need to be altered in order to fully implement the Statement of Purpose. Furthermore, as discussed above, the Company provides adequate disclosure to shareholders and the public about this alignment.

The analysis by and determination of the Committee substantially implements the Proposal because, as was the case in *JPMorgan Chase & Co.* and *Apple, Inc.*, it addresses the underlying concerns and essential objective that the Company’s Board provide its perspective as to whether the Company’s governance and management systems should be altered to fully implement the Statement of Purpose. Furthermore, if the Proposal were to be voted on by shareholders at the Annual Meeting and pass, there is nothing further that the Company or the Committee would do to implement the Proposal, as any subsequent report would contain substantially the same information as was already presented the Committee and outlined in this letter.

In light of the foregoing, the Proposal is excludable pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

Conclusion

Based upon the foregoing, the Company respectfully requests that the Staff confirm that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its 2021 Proxy Materials pursuant to Rule 14a-8. We would be happy to provide any additional information and answer any questions regarding this matter.

Should you have any questions, please contact me at Amy.Seidel@FaegreDrinker.com or (612) 766-7769.

Thank you for your consideration.

Regards,

FAEGRE DRINKER BIDDLE & REATH LLP



Amy C. Seidel
Partner

cc: Andrew J. Neuharth
Director Counsel, Corporate Law
Target Corporation
Email: Andrew.Neuharth@target.com

Justin Danhof, Esq.
National Center for Public Policy Research
20 F Street, NW, Suite 700
Washington, D.C. 20001
Email: JDanhof@nationalcenter.org

EXHIBIT A



December 8, 2020

Via FedEx to

Corporate Secretary
Target Corporation
1000 Nicollet Mall
Mail Stop TPS-2670
Minneapolis, Minnesota 55403

Ladies and Gentlemen,

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

I submit the Proposal as the Deputy Director of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for a year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2021 annual meeting of shareholders. A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center for Public Policy Research, 20 F Street, NW, Suite 700, Washington, DC 20001 and emailed to JDanhof@nationalcenter.org.

Sincerely,

Scott Shepard
Enclosure: Shareholder Proposal

Report on Company's Involvement with Business Roundtable "Statement on the Purpose of a Corporation"

Whereas, our Company's Chief Executive Officer (CEO) Brian Cornell signed a Business Roundtable (BRT) "Statement on the Purpose of a Corporation," (Statement) in August 2019, committing our Company to serve all stakeholders – including employees, customers, supply chain, communities where we operate – and shareholders.¹

Existing governance documents evolved in the still legally mandated system of shareholder primacy, but the Statement articulates a new purpose, moving away from shareholder primacy and including commitment to all stakeholders. The Statement may or may not be beneficial to associate with our brand, but the Statement, as company policy, may conflict with existing corporate law unless, and possibly even if, it is integrated into Company governance documents, including bylaws, articles of incorporation, and/or committee charters.

A stakeholder model would shift corporate focus from value creation to concerns generally referred to as Environmental, Social and Governance (ESG) issues. Target CEO Cornell regularly displays the company's rhetorical commitment to ESG causes. He accepted a gender-diversity award in 2019,² for instance, and in the wake of riots in Minneapolis this past summer "commit[ed] to contributing to a city and community that will turn the pain we're all experiencing into better days for everyone."³

Words are palliative, but for consistency and the avoidance of legal risk, the Company should not endorse positions with which it has not or cannot conform itself. The Company currently engages in various actions that seem to contradict the Statement. In just two examples:

- Stakeholders in the Minneapolis area this summer focused on destroying Target stores because Target had partnered with the city to monitor its stores, which these stakeholders declared invasive.⁴

And

- Stakeholders in the Washington D.C. area this summer demanded that Target stop using the police to protect its business as a demonstration of a true commitment to their stakeholder interests.⁵

And while the Statement implies accountability to stakeholders, without clear mechanisms in place to implement the Purpose, this broadened standard could reduce real accountability to

¹ <https://opportunity.businessroundtable.org/ourcommitment/>

² <https://progressivegrocer.com/target-ceo-brian-cornell-accepts-award-gender-diversity>

³ <https://footwearnews.com/2020/business/retail/brian-cornell-ceo-target-statement-1202998139/>

⁴ <https://finance.yahoo.com/news/why-target-corporate-bullseye-minneapolis-191804012.html>

⁵ <https://www.theblaze.com/news/video-black-lives-matter-mob-storms-target-threatens-to-shut-down-business-if-they-cooperate-with-police>

shareholders and all stakeholders generally and in effect, result in genuine accountability to none. This would violate both the letter and the spirit of the Statement.

Resolved: Shareholders request our Board prepare a report based on a review of the BRT Statement of the Purpose of a Corporation, signed by our Chief Executive Officer, and provide the board's perspective regarding whether and how our Company's governance and management systems can or must be altered to fully implement the Statement of Purpose, and what our Company should do if it the Statement cannot be reconciled with current practices and commitments. The report may include the Board's perspective on benefits and drawbacks of the options considered, as well as the Board's recommendations.

Supporting Statement

Given the Company's inconsistent actions related to the Statement of Purpose, the Board might after full investigation consider the option of rescinding the CEO's signature and Company's name from that document.

EXHIBIT B

Statement on the Purpose of a Corporation

Americans deserve an economy that allows each person to succeed through hard work and creativity and to lead a life of meaning and dignity. We believe the free-market system is the best means of generating good jobs, a strong and sustainable economy, innovation, a healthy environment and economic opportunity for all.

Businesses play a vital role in the economy by creating jobs, fostering innovation and providing essential goods and services. Businesses make and sell consumer products; manufacture equipment and vehicles; support the national defense; grow and produce food; provide health care; generate and deliver energy; and offer financial, communications and other services that underpin economic growth.

While each of our individual companies serves its own corporate purpose, we share a fundamental commitment to all of our stakeholders. We commit to:

- Delivering value to our customers. We will further the tradition of American companies leading the way in meeting or exceeding customer expectations.
- Investing in our employees. This starts with compensating them fairly and providing important benefits. It also includes supporting them through training and education that help develop new skills for a rapidly changing world. We foster diversity and inclusion, dignity and respect.
- Dealing fairly and ethically with our suppliers. We are dedicated to serving as good partners to the other companies, large and small, that help us meet our missions.
- Supporting the communities in which we work. We respect the people in our communities and protect the environment by embracing sustainable practices across our businesses.
- Generating long-term value for shareholders, who provide the capital that allows companies to invest, grow and innovate. We are committed to transparency and effective engagement with shareholders.


Each of our stakeholders is essential. We commit to deliver value to all of them, for the future success of our companies, our communities and our country.

Released: August 19, 2019

Signatures Updated: September 2019, December 2019, February 2020, April 2020, June 2020, August 2020, September 2020 and October 2020.



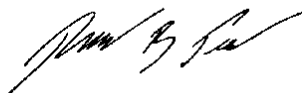
Kevin J. Wheeler
President & Chief Executive
Officer
A. O. Smith Corporation



Daniel P. Amos
Chairman and CEO
Aflac



Nicholas K. Akins
Chairman, President and CEO
American Electric Power



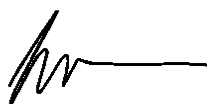
Robert Ford
President and Chief
Executive Officer
Abbott



Roger K. Newport
Chief Executive Officer
AK Steel Corporation



Stephen J. Squeri
Chairman and CEO
American Express



Julie Sweet
Chief Executive Officer
Designate
Accenture



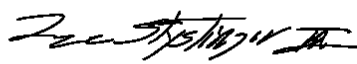
John O. Larsen
Chairman, President & CEO
Alliant Energy



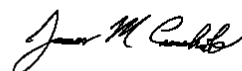
Thomas Bartlett
President and Chief Executive
Officer
American Tower Corporation



Carlos Rodriguez
President and CEO
ADP



Lee Styslinger, III
Chairman & CEO
Altec, Inc.



James M. Cracchiolo
Chairman and Chief
Executive Officer
Ameriprise Financial



Mike Burke
Chairman and CEO
AECOM



Jeffrey P. Bezos
Founder and Chief
Executive Officer
Amazon



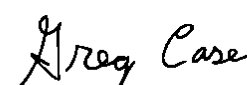
Gail Koziara Boudreaux
President and CEO
Anthem, Inc.



Andrés Gluski
President and CEO
The AES Corporation



Doug Parker
Chairman & CEO
American Airlines



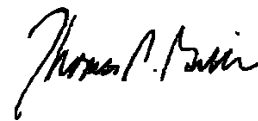
Greg Case
CEO
Aon



Tim Cook
CEO
Apple



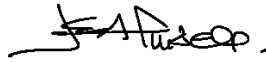
Brian Moynihan
Chairman and CEO
Bank of America



Todd Gibbons
Chief Executive Officer
BNY Mellon



Eric Foss
Chairman, President & CEO
Aramark



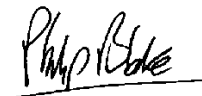
José (Joe) E. Almeida
Chairman, President and Chief
Executive Officer
Baxter International Inc.



Frédéric B. Lissalde
President and Chief
Executive Officer
BorgWarner Inc.



Alan B. Colberg
President and CEO
Assurant



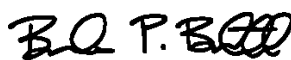
Philip Blake
President Bayer USA
Bayer USA



Rich Lesser
CEO
Boston Consulting Group



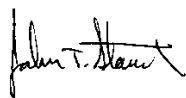
Randall Stephenson
Chairman and Chief
Executive Officer
AT&T Inc.



Brendan P. Bechtel
Chairman & CEO
Bechtel Group, Inc.



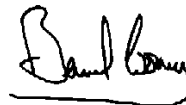
Robert Dudley
Group CEO
BP plc



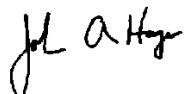
John Stankey
Chief Executive Officer
AT&T Inc.



Corie Barry
Chief Executive Officer
Best Buy Co., Inc.



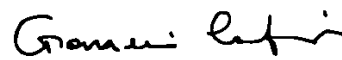
Bernard Looney
Chief Executive Officer
BP



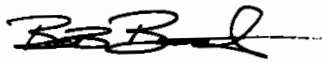
John A. Hayes
Chairman, President
and CEO
Ball Corporation



Laurence D. Fink
Chairman and Chief
Executive Officer
BlackRock, Inc.



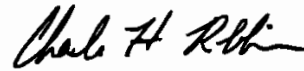
Giovanni Caforio
Chairman and Chief
Executive Officer
Bristol Myers Squibb



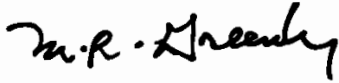
Bob Biesterfeld
President and Chief
Executive Officer
C.H. Robinson Worldwide



Michael F. Neidorff
Chairman, President, and CEO
Centene Corporation



Chuck Robbins
Chairman and CEO
Cisco Systems, Inc.



Maurice R. Greenberg
Chairman and CEO
C.V. Starr & Co., Inc.



W. Anthony Will
President & Chief
Executive Officer
CF Industries



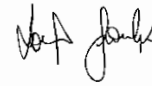
Michael L. Corbat
Chief Executive Officer
Citigroup, Inc.



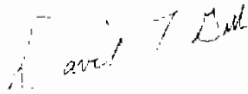
Kewsong Lee
Co-Chief Executive Officer
The Carlyle Group



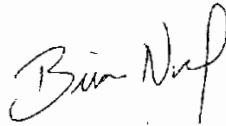
Michael K. Wirth
Chairman and Chief Executive
Officer
Chevron Corporation



Lourenco Goncalves
Chairman, President and Chief
Executive Officer
Cleveland-Cliffs, Inc.



David Gitlin
President and Chief
Executive Officer
Carrier Global Corporation



Brian Niccol
Chairman and Chief Executive
Officer
Chipotle Mexican Grill



Hubertus M. Mühlhäuser
Chief Executive Officer
CNH Industrial



D. James Umpleby III
Chairman and Chief
Executive Officer
Caterpillar, Inc.



Evan G. Greenberg
Chairman & CEO
Chubb



James Quincey
Chairman and Chief
Executive Officer
The Coca-Cola Company



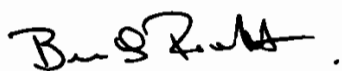
Robert E. Sulentic
President & CEO
CBRE Group, Inc.



David M. Cordani
President and Chief
Executive Officer
Cigna



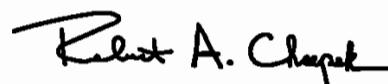
Brian Humphries
Chief Executive Officer
Cognizant



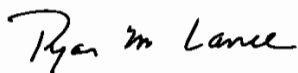
Brian L. Roberts
Chairman & CEO
Comcast Corporation



Larry Merlo
President & CEO
CVS Health



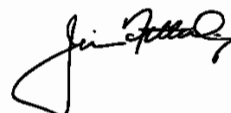
Bob Chapek
Chief Executive Officer
The Walt Disney Company



Ryan M. Lance
Chairman & CEO
ConocoPhillips Company



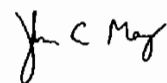
Hal Yoh
Chair and CEO
Day & Zimmermann



Jim Fitterling
Chief Executive Officer
Dow



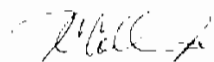
Wendell P. Weeks
Chairman, Chief Executive
Officer & President
Corning Incorporated



John May
Chief Executive Officer
Deere & Company



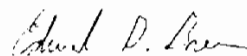
Lynn Good
Chairman, President & CEO
Duke Energy



James C. Collins, Jr.
Chief Executive Officer
Corteva Agriscience



Michael S. Dell
Chairman and CEO
Dell Technologies



Ed Breen
Executive Chair of the Board &
CEO
DuPont de Nemours, Inc.



Tom Linebarger
Chairman and CEO
Cummins Inc.



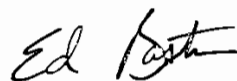
Punit Renjen
Global CEO
Deloitte



JM Lawrie
Chairman, President, and CEO
DXC Technology



Brett White
Executive Chairman & CEO
Cushman & Wakefield



Ed Bastian
Chief Executive Officer
Delta Air Lines, Inc.



Mike Salvino
President and Chief Executive
Officer
DXC Technology



Mark J. Costa
Chairman and CEO
Eastman Chemical Company



Carmine Di Sibio
Global Chairman & CEO
EY



James "Jim" D. Farley, Jr.
President and Chief Executive
Officer
Ford Motor Company



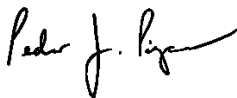
Craig Arnold
Chairman and CEO
EATON



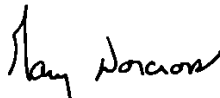
Frederick W. Smith
Chairman & CEO
FedEx Corporation



Lachlan K. Murdoch
Executive Chairman & CEO
Fox Corporation



Pedro J. Pizarro
President & CEO
Edison International




Gary Norcross
Chairman, President & CEO
FIS



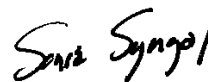
Richard C. Adkerson
Vice Chairman, President and
Chief Executive Officer
Freeport-McMoRan Inc.



David A. Ricks
Chairman and Chief
Executive Officer
Eli Lilly and Company



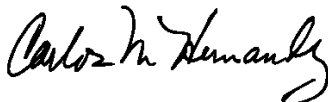
Revathi Advaiti
Chief Executive Officer
Flex



Sonia Syngal
Chief Executive Officer
Gap Inc.



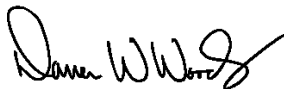
Christopher M. Crane
President and Chief
Executive Officer
Exelon Corporation



Carlos M. Hernandez
Chief Executive Officer
Fluor Corporation



Phebe Novakovic
Chairman and CEO
General Dynamics Corporation



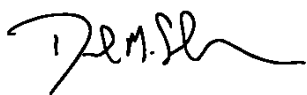
Darren W. Woods
Chairman and CEO
Exxon Mobil Corporation



James P. Hackett
President and CEO
Ford Motor Company



Mary Barra
Chairman & CEO
General Motors Company



David M. Solomon
Chairman and Chief
Executive Officer
The Goldman Sachs Group,
Inc



Steven R. Swartz
President and CEO
HEARST Corporation



Ginni Rometty
Chairman, President, and Chief
Executive Officer
IBM Corporation



Bradley J. Preber
Interim CEO
Grant Thornton LLP



Craig Menear
Chairman, CEO and President
The Home Depot



Arvind Krishna
Chief Executive Officer
IBM Corporation



Deanna M. Mulligan
President and CEO
Guardian Life Insurance
Company of America



Darius Adamczyk
Chairman and CEO
Honeywell



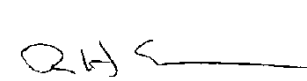
Charles Phillips
Chief Executive Officer
Infor



Gerald W. Evans
CEO
Hanesbrands Inc.



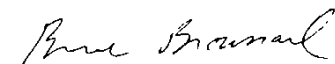
Enrique Lores
President and CEO
HP Inc.



Robert H. Swan
Chief Executive Officer
Intel Corporation



Stephen B. Bratspies
Chief Executive Officer
Hanesbrands Inc.



Bruce Broussard
President and CEO
Humana Inc.



Mark S. Sutton
Chairman and CEO
International Paper Co.



Dinesh C. Paliwal
President and Chief
Executive Officer
HARMAN International



Mike Petters
President and Chief Executive
Officer
Huntington Ingalls Industries



Michael I. Roth
Chairman and Chief Executive
Officer
Interpublic Group



Linda H. Apsey
President & CEO
ITC Holdings Corp.

Beth E. Mooney
Chairman & CEO
KeyCorp



William M. Brown
Chairman & Chief
Executive Officer
L3Harris Technologies, Inc.



Steve Demetriou
Chair and CEO
Jacobs



Christopher M. Gorman
Chairman, Chief Executive
Officer, and President
KeyCorp



Beth E. Ford
President and CEO
Land O'Lakes, Inc.



Samuel R. Allen
Chairman and CEO
John Deere



Bruce E. Grewcock
CEO and Chairman of the
Board
Kiewit Corporation



Roger A. Krone
Chairman and Chief
Executive Officer
Leidos



Alex Gorsky
Chairman of the Board
and Chief Executive
Officer
Johnson & Johnson



Michael Hsu
Chairman of the Board and
Chief Executive Officer
Kimberly-Clark



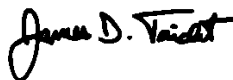
Stuart Miller
Executive Chairman
Lennar Corporation



George R. Oliver
Chairman and CEO
Johnson Controls



Bill Thomas
Global Chairman and CEO
KPMG LLP



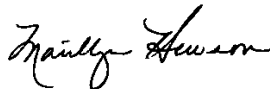
James D. Taiclet
President and Chief Executive
Officer
Lockheed Martin Corporation



Jamie Dimon
Chairman and CEO
JPMorgan Chase & Co.



Lynne M. Doughtie
Chairman and CEO
KPMG LLP



Marillyn A. Hewson
Chairman, President and CEO
Lockheed Martin Corporation



Bhavesh V. (Bob) Patel
Chief Executive Officer
LyondellBasell Industries



Arne M. Sorenson
President and Chief
Executive Officer
Marriott International, Inc.



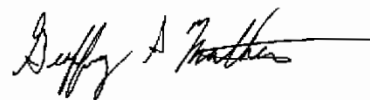
Kevin Sneader
Global Managing Partner
McKinsey & Company



Jeff Gennette
Chairman & Chief
Executive Officer
Macy's, Inc.



Roger W. Crandall
Chairman, President & Chief
Executive Officer
MassMutual



Geoffery S. Martha
Chief Executive Officer
Medtronic, Inc.



Mark Trudeau
President and CEO
Mallinckrodt Pharmaceuticals



Ajay Banga
President & CEO
Mastercard



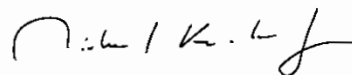
Omar Ishrak
Chairman & CEO
Medtronic plc



Lee M. Tillman
Chairman, President and CEO
Marathon Oil Corporation



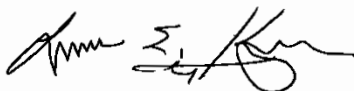
Ynon Kreiz
Chairman and Chief
Executive Officer
Mattel, Inc.



Michel Khalaf
President & Chief
Executive Officer
MetLife



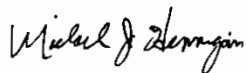
Gary R. Heminger
Chairman and CEO
Marathon Petroleum
Corporation



Lawrence E. Kurzius
Chairman, President and CEO
McCormick and Company,
Inc.



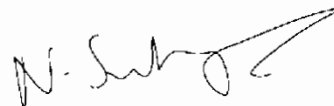
Sanjay Mehrotra
President & CEO
Micron Technology



Michael Hennigan
President and CEO
Marathon Petroleum
Corporation



Brian Tyler
Chief Executive Officer
McKesson Corporation



Satya Nadella
Chief Executive Officer
Microsoft Corporation

Ken Moelis
Chairman & CEO
Moelis & Company

Ted Mathas
Chairman, President and CEO
New York Life Insurance Co.

Brian Chambers
President and Chief Executive
Officer
Owens Corning

Raymond McDaniel Jr.
President and Chief Executive
Officer
Moody's

David L. Stover
Chairman and CEO
Noble Energy, Inc.

Dan Shulman
President and Chief Executive
Officer
PayPal, Inc.

James P. Gorman
Chairman & CEO
Morgan Stanley

Kathy Warden
Chairman, Chief Executive
Officer and President
Northrop Grumman Corporation

Ramon Laguarta
Chairman and CEO
PepsiCo

Greg Brown
Chairman & CEO
Motorola Solutions

Steve Fisher
President & CEO
Novelis

Dr. Albert Bourla
Chief Executive Officer
Pfizer Inc.

Adena T. Friedman
President and CEO
Nasdaq

Mauricio Gutierrez
President & CEO
NRG Energy, Inc.

Greg C. Garland
Chairman and CEO
Phillips 66

Thomas C. Nelson
Chairman, President & CEO
National Gypsum Company

Safra Catz
CEO
Oracle

Marc B. Lautenbach
President and Chief Executive
Officer
Pitney Bowes



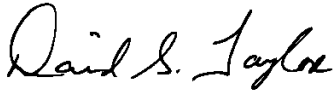
Daniel J. Houston
Chairman, President
and CEO
Principal



Gregory J. Hayes
Chief Executive Officer
Raytheon Technologies
Corporation



Christian Klein
Chief Executive Officer
SAP

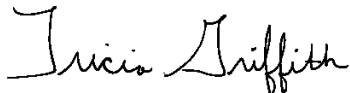


David S. Taylor
Chairman of the Board,
President and Chief
Executive Officer
The Procter & Gamble
Company



Thomas A. Kennedy
Chairman & CEO
Raytheon Company

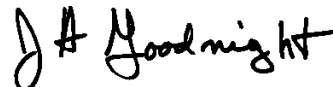
Bill McDermott
Chief Executive Officer
SAP



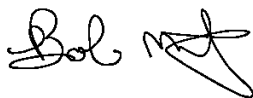
Tricia Griffith
President & CEO
Progressive Corporation



Blake D. Moret
Chairman and Chief
Executive Officer
Rockwell Automation



Jim Goodnight
CEO
SAS Institute



Bob Moritz
Chairman
PwC



Douglas L. Peterson
President and CEO
S&P Global



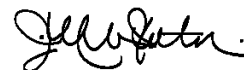
Tamara L. Lundgren
President and Chief Executive
Officer
Schnitzer Steel Industries, Inc.



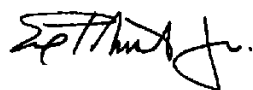
Steve Mollenkopf
Chief Executive Officer
Qualcomm Incorporated



Marc Benioff
Chair & Chief Executive
Officer
Salesforce



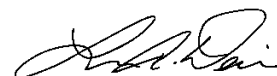
Jeffrey W. Martin
Chairman & CEO
Sempra Energy



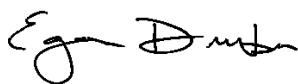
Earl C. Austin, Jr.
President and Chief
Executive Officer
Quanta Services



Keith Block
Co-CEO
Salesforce



Lisa Davis
CEO
Siemens Corporation USA



Egon Durban
Silver Lake



Kevin Lobo
Chairman & CEO
Stryker



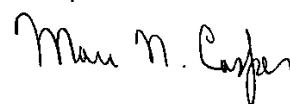
Richard K. Templeton
Chairman, President and
Chief Executive Officer
Texas Instruments
Incorporated



Stewart Butterfield
Co-Founder and Chief
Executive Officer
Slack Technologies, Inc.



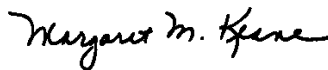
John F. Fish
Chairman & CEO
Suffolk



Marc N. Casper
Thermo Fisher Scientific
Chairman, President and Chief
Executive Officer



Thomas A. Fanning
Chairman, President
and CEO
Southern Company



Margaret M. Keane
Chief Executive Officer and
Member of the Board of
Directors
Synchrony



Rob Speyer
President & CEO
Tishman Speyer



James M. Loree
President & Chief
Executive Officer
Stanley Black & Decker



Brian Cornell
Chairman & CEO
Target



Hal Lawton
President and Chief Executive
Officer
Tractor Supply Company



Michael L. Tipsord
Chairman, President &
Chief Executive Officer
State Farm



Russell K. Girling
President and Chief
Executive Officer
TC Energy



Alan D. Schnitzer
Chairman and Chief
Executive Officer
The Travelers Companies Inc.



James P. Keane
President and CEO
Steelcase Inc.



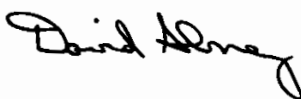
LeRoy T. Carlson, Jr.
CEO
Telephone & Data Systems, Inc.



M. Troy Woods
Chairman, President & CEO
TSYS



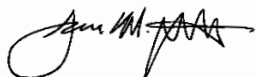
Peter J. Davoren
President & CEO
Turner Construction Co.



David Abney
Chairman and Chief Executive
Officer
UPS



Robert F. Smith
Founder, Chairman and CEO
Vista Equity Partners



Lance M. Fritz
Chairman, President & CEO
Union Pacific




Stuart Parker
CEO
USAA



Curt Morgan
President & CEO
Vistra Energy




Scott Kirby
Chief Executive Officer
United Airlines



Wayne Peacock
President and Chief Executive
Officer
USAA



Stefano Pessina
Executive Vice Chairman
and CEO
Walgreens Boots Alliance



Oscar Munoz
Chief Executive Officer
United Airlines



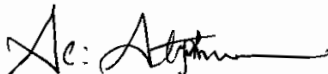
Mortimer J. Buckley
Chairman & CEO
Vanguard



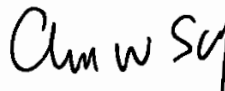
Doug McMillon
President and CEO
Walmart, Inc.



Gregory J. Hayes
Chairman & CEO
United Technologies
Corporation



Scott G. Stephenson
Chairman, President and Chief
Executive Officer
Verisk Analytics



Charles W. Scharf
Chief Executive Officer and
President
Wells Fargo



Carol Tomé
Chief Executive Officer
UPS



Alfred F. Kelly, Jr.
Chairman and Chief Executive
Officer
Visa Inc.



John J. Engel
Chairman, President and CEO
WESCO International, Inc.



Hikmet Ersek
Chief Executive Officer
Western Union



Michael J. Kasbar
Chairman, President and CEO
World Fuel Services
Corporation



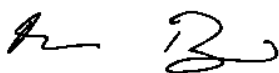
Michael Roman
Chairman of the Board and
Chief Executive Officer
3M



John F. Barrett
Chairman, President & CEO
Western & Southern
Financial Group



Jim Kavanaugh
CEO
World Wide Technology



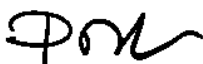
Marc Bitzer
Chairman and Chief
Executive Officer
Whirlpool Corporation



John Visentin
Vice Chairman and Chief
Executive Officer
Xerox Corporation



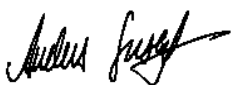
Alan S. Armstrong
President and Chief
Executive Officer
The Williams Companies,
Inc.



Patrick Decker
President and CEO
Xylem Inc.



Abidali Z. Neemuchwala
CEO & Managing Director
Wipro Limited



Anders Gustafsson
Chief Executive Officer
Zebra Technologies
Corporation



Aneel Bhusri
Co-Founder & CEO
Workday, Inc.



Kristin Peck
Chief Executive Officer
Zoetis Inc.