



U.S. Department of Justice

Criminal Division

*Fraud Section
1400 New York Avenue, NW
Washington, D.C. 20005*

June 21, 2016

Jay Holtmeier, Esq.
Erin G.H. Sloane, Esq.
WilmerHale
7 World Trade Center
250 Greenwich Street
New York, New York 10007

Re: Johnson Controls, Inc.

Dear Mr. Holtmeier:

I write regarding the investigation by the Department of Justice, Criminal Division, Fraud Section into your client Johnson Controls, Inc. ("JCI" or "the Company"), concerning possible violations of the Foreign Corrupt Practices Act, 15 U.S.C. § 78dd-1, *et seq.* Based upon the information known to the Department at this time and consistent with the FCPA Pilot Program, we have closed our inquiry into this matter despite the bribery by employees of JCI's subsidiary in China. We have reached this decision based on a number of factors, including but not limited to: the voluntary self-disclosure of the matter by JCI; the thorough investigation undertaken by the Company; the Company's full cooperation in this matter (including its provision of all known relevant facts about the individuals involved in or responsible for the misconduct) and its agreement to continue to cooperate in any ongoing investigations of individuals; the steps that the Company has taken and continues to take to enhance its compliance program and its internal accounting controls; the Company's full remediation (including separating from the Company all 16 employees found to be involved in the misconduct, including high-level executives at the Chinese subsidiary); and the fact that JCI will be disgorging to the SEC the full amount of disgorgement as determined by the SEC, as well as paying a civil penalty to the SEC. If additional information or evidence should be made available to us in the future, we may reopen our inquiry.

Sincerely,

A handwritten signature in black ink, appearing to read "DKahn", written over a horizontal line.

Daniel Kahn
Deputy Chief

cc: Kevin R. Gingras
Tarek Helou