



DIVISION OF CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402



03017785

NO ACT
P.E 1-27-03
1-143

March 31, 2003

Anne T. Larin
Attorney and Assistant Secretary
General Motors Corporation
Legal Staff
MC 482-C23-D24
300 Renaissance Center
P.O. Box 300
Detroit, MI 48265-3000

Act: 1934
Section: _____
Date: 1/11-8
Public Availability: 3/31/2003

Re: General Motors Corporation
Incoming letter dated January 27, 2003

Dear Ms. Larin:

This is in response to your letter dated January 27, 2003 concerning the shareholder proposal submitted to General Motors by Chris Scumas. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn
Deputy Director

PROCESSED

APR 03 2003

THOMSON
FINANCIAL

Enclosures

cc: Chris Scumas
3 Lockwood Lane
Savannah, GA 31411

CRB/A



General Motors Corporation
Legal Staff

Facsimile
(313) 665-4978

Telephone
(313) 665-4927

January 27, 2003

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RECEIVED
2003 JAN 29 PM 3:58
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Ladies and Gentlemen:

This is a filing, pursuant to Rule 14a-8(j), to omit the proposals received on October 14, 2002 from Chris Scumas (Exhibit A) from the General Motors Corporation proxy materials for the 2003 Annual Meeting of Stockholders. The proponent submitted 18 numbered proposals dealing with a variety of topics relating to compensation for executives and directors.

General Motors intends to omit the proposal under Rule 14a-8(j) on the grounds that it violates several eligibility requirements set forth in Questions 2, 3, and 4 of the Rule. The proponent is not listed as a stockholder in the records of GM's stock transfer agent, and has not provided evidence of the minimum one-year ownership. In addition, the submission of 18 different proposals violates the one-proposal limit. The Scumas letter does not clearly indicate where the proposals begin, but it seems most likely that the proponent intended the submission to begin at either the first or second paragraph of the letter. In either case, the proposals with supporting statement exceed 500 words.

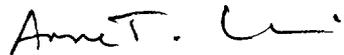
GM wrote the proponent on October 16, 2002 identifying these deficiencies and requesting evidence of ownership, revisions to the submission to reduce the number of proposals and of words in the proposal and supporting statement, and a statement that the proponent intended to continue to own the qualifying GM through the date of the 2003 Annual Meeting. (Exhibit B) GM has not received any further communications from the proponent. Since these deficiencies have not been corrected, GM plans to omit the proposal as permitted in section (f)(1) (Question 6). Cf. Motorola, Inc. (December 23, 2002) (permitting exclusion of same proposal submitted by same proponent).

January 27, 2003

Page 2

GM currently plans to print its proxy materials at the beginning of April. Please inform us whether the Staff will recommend any enforcement action if this proposal is omitted from the proxy materials for General Motors' 2003 Annual Meeting of Stockholders.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Anne T. Larin".

Anne T. Larin
Attorney and Assistant Secretary

Enclosures

c: Chris Scumas

FAX to Anne Larin ✓

(A)

Chris Scumas

3 Lockwood Lane
Savannah, Ga. 31411
Tel. No: (912) 598-0607
Fax No: (912) 598-9616
scumascandl@aol.com

October 7, 2002

Corporate Secretary

General Motors Corporation
MC 482-C38-B71
Renaissance Center
P.O. Box 300
Detroit, MI 48265-3000

Annuling Corporate Perks and
Restructuring Corporate Salaries

To Whom It May Concern:

The following Proposal is to be included in the next Annual Shareholders meeting. As a shareholder of 200 shares of Corporate stock, I am hereby requesting that the Board of Directors take the following action to level the playing field as it affects Corporate Perks and Salaries.

For the past twenty years, many top ranking executives known as Corporate America have taken advantage of Shareholders by enriching themselves excessively with stock options, bonuses, exceedingly high salaries and increases, bloated pensions and retirement funds, golden parachutes and the like. They seem to have forgotten that they are nothing more than employees of a company established in a democratic nation and governed by democratic rules. Instead, they act as if they are the Lords of a Fiefdom where they can do as they damn well please. As such, they have gotten away with these excesses for reasons that have been clearly stated in the press, of which I am sure many of us have read.

These excesses have culminated in the recent scandals of accounting improprieties that were perpetrated by more than 20 corporations so far, and who knows how many more will be found guilty before it is all over. The reasons for these scandals have been articulated in the press and need no further explanation. These excesses and subsequent scandals have caused shareholders to lose confidence and respect for Corporate America to the point where the stock market has been adversely affected to a very serious degree.

No Envelope
c: N. E. Polis
S. A. Colby

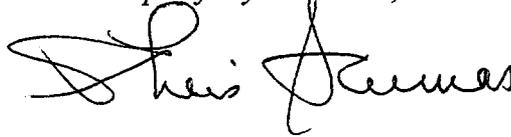
While Congress is falling all over themselves to put forth all kinds of laws to prevent excesses and accounting improprieties in the future, what will arise out of all this activity will probably be watered down bills, if at all, without any teeth, not untypical of Congressional legislation, or legislation that has not been thought through very carefully. Therefore, to forestall any future scandals by Corporate America, and to restore a level playing field, BE IT RESOLVED that shareholders mandate that the Board of Directors take the following action:

- 1. Eliminate all future stock options and rescind all stock options that have not been exercised. If the latter cannot be done legally, expense all those that have not been exercised. This also applies to the Board of Directors.*
- 2. Eliminate all bonuses and replace incentive awards with a merit system of not more than a twenty (20) percent increase for employees below the executive level, and a maximum increase of fifteen (15) percent for employees at the executive level.*
- 3. Limit severance payments to not more than two years salary for all employees.*
- 4. Eliminate any other perks to Corporate America that have not been granted to all employees.*
- 5. Eliminate all future golden parachutes and rescind all those that have been granted. If that cannot be done legally, then grant all employees the same privilege. There is nothing special about executives, they are simply employees like everyone else.*
- 6. Eliminate all hiring bonuses.*
- 7. Eliminate loans to any member of the corporation, and recall all those that have been granted.*
- 8. Eliminate the repurchase of stock from any member of the Corporation.*
- 9. Eliminate any reversal of the "strike prices" of existing stock options.*
- 10. Eliminate the granting of consultancy contracts to retiring executives. This is just another boondoggle.*
- 11. Eliminate any special retention payments to executives.*
- 12. Eliminate the purchase of any special insurance policies for Corporate America that are not in compliance with the Corporate insurance policy prevailing for all employees.*
- 13. Eliminate any special monetary or other financial grants to retiring executives.*
- 14. Limit the payment to Board of Directors to no more than \$50,000. per year, and provide reasonable payments to the Board for attending meetings.*
- 15. Due to the excess salaries granted to Corporate America, place a lid on executive salaries of more than one (1) million dollars until their*

pay reaches ten (10) times the average corporate wage. Thereafter, their wages can be increased in keeping with the merit increase system set forth above.

- 16. Eliminate the use of so called pension profits to bolster the bottom line.*
- 17. Should there be any evidence of accounting impropriety or manipulation of accounts that places the Corporation under a cloud and causes the stock price to drop as a result therefrom, the top five Corporate executives whose names are included in the Annual Meeting and Proxy Statement, and the Chief Legal Counsel, if his or her name is not included therein, shall resign immediately with a loss of all pension and severance rights.*
- 18. If any CEO pursues a merger that places the Corporation under a huge and burdensome debt liability that does not result in an improvement of the price of Corporate stock within two years of the conclusion of the merger, shall immediately resign.*

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Sherris Jones". The signature is written in dark ink and is positioned below the typed name "Sherris Jones".



file

(B)

**General Motors Corporation
Legal Staff**

Facsimile
(313) 665-4978

Telephone
(313) 665-4927

October 16, 2002

BY FEDERAL EXPRESS

Chris Scumas
3 Lockwood Lane
Savannah, GA 31411

Dear Mr. Scumas:

General Motors has received your letter dated October 7 submitting a stockholder proposal for the 2003 Annual Meeting.

Your submission does not appear to comply with several provisions of the SEC's Exchange Act Rule 14a-8, which applies to stockholder proposals. (A copy of Rule 14a-8 is enclosed for your information.) To begin with, since our stock transfer agent does not have a record of stock ownership in your name, please provide us with evidence that you have owned GM stock worth at least \$2,000 for at least one year. Subsections (i) and (ii) of paragraph (2) of the answer to Question 2 of the Rule describe what proof of stock ownership is acceptable. Second, please provide a written statement that you intend to continue to own this stock through the date of the Annual Meeting, pursuant to paragraph (2).

In addition, your submission includes more than one proposal and exceeds the Rule's limit on the number of words. Each stockholder may submit only one proposal per annual meeting (Question 3), and the proposal, including any accompanying supporting statement, may not exceed 500 words (Question 4). Your letter does not indicate where the proposal and supporting statement are intended to begin. If the proposal and supporting statement are deemed to begin with the second full paragraph of your letter and continue through the end of Item 18, more than 500 words are included.

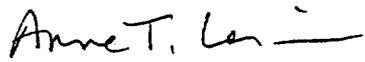
Paragraph (1) of the answer to Question 6 of the Rule explains that you must send a response to this notice within 14 days of receiving it. If the problems identified in this notice are not corrected, GM will be permitted to exclude your proposal.

October 16, 2002

Page 2

Please direct your response to my attention at the address on the preceding page, including the mail code (MC).

Sincerely,

A handwritten signature in cursive script that reads "Anne T. Larin". The signature is written in dark ink and includes a horizontal flourish at the end.

Anne T. Larin
Attorney and Assistant Secretary

Enclosure

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

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

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

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

March 31, 2003

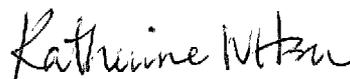
**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: General Motors Corporation
Incoming letter dated January 27, 2003

The proposal relates to "Annuling Corporate Perks and Restructuring Corporate Salaries."

There appears to be some basis for your view that General Motors may exclude the proposal under rule 14a-8(f). We note that the proponent appears not to have responded to General Motors' request for documentary support indicating that the proponent has satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if General Motors omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which General Motors relies.

Sincerely,



Katherine W. Hsu
Attorney-Advisor

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

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March 31, 2003

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Albertson's, Inc.
Incoming letter dated February 5, 2003

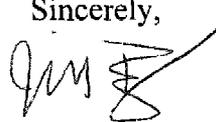
The proposal requests that the board take the steps necessary to institute simple majority voting.

We are unable to concur in your view that Albertson's may exclude the entire proposal under rule 14a-8(i)(3). However, there appears to be some basis for your view that portions of the proposal and supporting statement may be materially false or misleading under rule 14a-9. In our view, the proposal must be revised to:

- delete the phrase "rather than requiring the super-majority of 80% of the shares outstanding"; and
- delete the paragraph that begins "Under existing rules . . ." and ends ". . . the 79% majority."

Accordingly, we will not recommend enforcement action if Albertson's omits only these portions of the proposal and supporting statement from its proxy statement in reliance on rule 14a-8(i)(3).

Sincerely,



Jennifer Bowes
Attorney-Advisor