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S7-10-03

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Re: Proposed changes
in shareholder
proposal qualifications

May 15,2003

Bill Donaldson, Chairman
SEC, Washington,D.C.

I WANT THIS LETTER TO GO INTO THE PUBLIC RECORD, AND I WANT TO BE A WITNESS IN PERSON WHEN THERE ARE HEARINGS ON THIS MATTER.

Dear Bill:

First of all, MANY thanks for recognizing me for the FIRST question on Monday April 28,2003 at the GLOBAL SETTLEMENT press conference. THAT was properly noted on CNN Moneylines on Friday May 9,2003 in an interview with me.

As to shareholder proposal changes:
ABSOLUTELY NO discrimination between institutional and individual shareholders. Preposterous to even THINK about allowing holders of 3% of the shares to be able to nominate directors VIA a proposal.!! What is NEXT?? ONLY LARGE institutional shareholders CAN propose matters to be included in the proxy statement???

I am overall quite satisfied with the CURRENT rules, which were adopted by Arthur Levitt, a few years ago. You can SEE from the record,he adopted ALL MY suggestions!! Such as: a minimum of $2000 worth of stock with a holding period of at least one year.
However, the "ordinary Business" provision is GROSSLY unfair leaving it up to the SEC staff to decide what constitues "ordinary business" Also the provision of "absent for good cause" which was used LAST year by the SEC re SAFEWAY is OUTRAGEOUS.. I had a letter from TWO doctors that I was unable to attend because of illness, yet they did NOT consider THAT good cause. Does one have to be DEAD????? Also SOME staff members appear to FAVOR institutional investors who do have political clout and a roster of lawyers. I CAN give examples with PROOF if YOU ask me!!! On SEVERAL televison shows now I have stated that institutional shareholders get treated like royalty and individual stockholders like peasants at the SEC. Of course, that happened UNDER your predecessor.'
Also at many corporations I have received SUPER majority votes, yet the resolutions are only precatory(advisory) and NOT binding. Hopefully, that will be change. I WANT TO BE AWITNESS IN PERSON WHEN THERE IS A HEARING ON proposed changes. BUT NO discrimination NO shareholder with 3% or whatevershould have privileges NOT accorded to individual stockholders.

Sincerely,

Evelyn Y. Davis

cc Eliot Spitzer
NY State Attorney General

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