



[Home](#) | [Previous Page](#)

## U.S. Securities and Exchange Commission

Dear Investor:

**Thank you for contacting the SEC.**

This acknowledges that we have received your complaint. **Please do not send us another copy of your complaint by mail or fax as this will only delay the complaint process.** Click on the button below to print a copy of this acknowledgement.

Your complaint will be assigned to one of our investor assistance specialists who will respond to you within a few days. In the meantime, we encourage you to visit the Investor Information section of our website at [www.sec.gov/investor.shtml](http://www.sec.gov/investor.shtml). You may find a quick answer there to your questions or concerns. If you do, please let us know that you've found what you're looking for and don't need a response from us.

Once again, thank you for contacting us. We hope our services will prove helpful to you.

Sincerely,

Office of Investor Education and Assistance  
U.S. Securities and Exchange Commission

[Print Complaint Summary](#)

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You told us that we may, if appropriate, send your complaint to the firm or company involved.

### Tell Us About Yourself

Name Dr. Jing Zhao  
Address 160 Maidenhair Ct.  
San Ramon, CALIFORNIA 94582 UNITED STATES  
Daytime Phone 925-804-6150  
Alternate Phone 925-984-4909  
Fax 775-551-8065  
Email [jzhao@mail.h-net.msu.edu](mailto:jzhao@mail.h-net.msu.edu)

You are a Individual Investor

**Tell Us About the Firm or Individual You Have a Complaint Against**

Name Google Inc.

Type Public Company

Broker, Adviser,  
or Salesperson

Address 1600 Amphitheatre Parkway  
Mountain View, CALIFORNIA 94043 UNITED STATES

**Tell Us About Your Investment**

Type of Security Equity security (general)

Name of Issuer or Security TD Ameritrade

Security Symbol GOOG

**Tell Us About Your Complaint**

I went to Google shareholders meeting on May 7, 2009. The meeting was presided by Mr. David Drummond, Google's Senior VP and Chief Legal Officer.

After Mr. Drummond read instructions on rule of conduct and procedure, I raised my hand and went to the front microphone to request the right to ask a question about the procedure. He denied my request, and continued to next agenda of proposals. I went back to my seat silently.

There are six proposals and every one is very important to the company. However, only ten minutes between 2:05-2:15 p.m. were allotted to these proposals. We, as shareholders voting our shares in person at the meeting, have the right to ask information about the candidates and proposals. Our right was denied.

After No. 5 proposal of Internet Censorship was presented by Mr. Tony Cruz, I went to the microphone and raised my hand to request the right to speak, again. Mr. Drummond denied my request, again. I coughed. Mr. Drummond accused me of disrupting the meeting. I replied: "I have a question about the meeting procedure." He answered: "You can do that after the vote in the Q&A session." This is violation against even the "Rules of Conduct and Procedure" made by himself, because the "Rules of Conduct and Procedure" do not dictate that shareholders have to speak after voting.

There is no meaning of this shareholders meeting. This is dictatorship and

ensorship. This meeting is invalid. I left the meeting silently.

Mr. Cruz contacted me next day and informed me that a shareholder raised this invalidation issue and defended me when Mr. Drummond granted shareholders permission to speak after voting. You can hear at <http://investor.google.com/webcast.html>. Another shareholder posted this issue at his/her web site at <http://seekingalpha.com/article/136461-google-s-annual-shareholder-meeting-where-were-sergey-and-larry> with the following observation: "Google's procedures do not allow ordinary shareholders to make comments on proposals prior to voting. ... Thus, Google acts as a partial censor at its annual meeting--at least with respect to comments that may impact how shareholders vote on stockholder proposals. ... Many shareholders vote their shares in person at the meeting and may be influenced by shareholder comments. Allowing ordinary shareholders to comment on proposals only after voting is closed is tantamount to the American government banning CNN from making political comments until after national election polls are closed."

I attended Google shareholders meeting last year too. That time I could speak two minutes after a proposal presentation before voting. If we allow this year's dictatorship and censorship at Google shareholders meeting, next year, Mr. Drummond will take away another minute (to be zero) to permit shareholders to speak.

American has the constitution, and Google has not moved out of the United States of America. I sincerely request SEC investigate this Google shareholders meeting.

Can you provide  
cancelled checks?

Can you provide correspondence  
to and from Firm?

Can you provide advertising or  
marketing materials?

Can you provide notes  
of conversation with Firm?

Can you provide Yes - meeting agenda, proxy  
other materials?

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**Tell Us What Action You Have Taken**

Have you complained to the firm? No

Regulators Contacted

Action Taken

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PLEASE PRINT NAME AND ADDRESS  
 FOLLOW AND USE FOR THESE  
 IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON 05/07/09 FOR GOOGLE INC. THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM - ANNUAL REPORT - PROXY STATEMENT

GOOGLE INC. ANNUAL MEETING TO BE HELD ON 05/07/09 AT 02:00 P.M. PDT FOR HOLDERS AS OF 03/10/09  
 106548 38-0348  
 YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT 1.800.454.4683, OR WWW.PROXYVOTE.COM UP UNTIL 11:59 PM EASTERN TIME THE DAY BEFORE THE CUT-OFF OR MEETING DATE.  
 38259P508

**DIRECTORS**  
 DIRECTORS RECOMMEND: A VOTE FOR ELECTION OF THE FOLLOWING NOMINEES  
 1 - O'ERIC SCHMIDT, OZ-SERGEY BRIN, OZ-LARRY PAGE, OZ-L. JOHN DOERR,  
 OZ-JOHN L. HENNESSY, OZ-ARTHUR D. LEVINSON, OZ-ANN MATHER, OZ-PAUL S. OTELLINI,  
 OZ-K. RAMI SHRIRAM, OZ-SHIRLEY M. TLGHMAN

795942708132  
 DIRECTORS (MARK "X" FOR ONLY ONE BOX) FOR ALL NOMINEES  
 WITHHOLD ALL NOMINEES  
 WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE. WRITE NUMBERS(S) OF NOMINEE(S) BELOW.

**PROPOSAL(S)**  
 2 - RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.

38259P508  
 USE NUMBER ONLY  
 PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN "X" IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK  
 SEE VOTING INSTRUCTION NO. 2 ON REVERSE  
 A/C: #####1449#####  
 38259P508  
 7959 4270 8132  
 188 9  
 PLACE "X" HERE IF YOU PLAN TO ATTEND AND VOTE YOUR SHARES AT THE MEETING

3 - APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 8,500,000.  
 4 - STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE.

DO NOT USE  
 DO NOT USE  
 DO NOT USE  
 DO NOT USE

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" THE FOLLOWING PROPOSAL(S).

5 - STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.  
 6 - STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.

DO NOT USE  
 DO NOT USE  
 DO NOT USE  
 DO NOT USE

\*NOTE\* SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

**MATERIALS ELECTION**

As of July 1, 2007, SEC rules permit companies to send you a Notice indicating that their proxy materials are available on the Internet and how you can request a mailed copy. Check the box to the right if you want to receive future proxy materials by mail at no cost to you. Even if you do not check the box, you will still have the right to request a free set of proxy materials upon receipt of a Notice.



1005 N. AMERITRADE PLACE  
 BELLEVUE, WA 98005

\*\*\*\*\*AUTO\*\*SCH 5-DIGIT 94583  
 JING ZHAO  
 IRA SEP  
 TD AMERITRADE CLEARING CUSTODIAN  
 160 WALDENHAIR CT 94582-5180  
 SAN RAMON CA



Jing Zhao  
 04.18.09

FIELD AND DETACH HERE

GOOGLE INC.

AGENDA  
2009 ANNUAL STOCKHOLDERS MEETING  
MAY 7, 2009

REGISTRATION - 12:30 p.m.

LUNCH / PRODUCT DEMOS - 12:30 p.m.

CALLING THE MEETING TO ORDER - 2:00 p.m.

- Introductions
- Instructions on Rules of Conduct and Procedure
- Proof of Notice of Meeting; Finding of Quorum

PROPOSALS - 2:05 p.m.

- Proposal No. 1 - Election of Directors
- Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm
- Proposal No. 3 - Approval of an Amendment to Google's 2004 Stock Plan
- Proposal No. 5 - Stockholder Proposal by the Office of the Comptroller of New York City
- Proposal No. 6 - Stockholder Proposal by American Federation of Labor and Congress of Industrial Organizations AFL-CIO Reserve Fund

VOTING - 2:15 p.m.

- Opening of Polls
- Voting on Proposals
- Closing of Polls

RESULTS OF VOTING AND ADJOURNMENT - 2:20 p.m.

PRESENTATION BY OUR CEO - 2:30 p.m.

QUESTION AND ANSWER SESSION - 2:40 p.m. - 3:00 p.m.

If you have sent in your proxy card your shares will be voted accordingly.

PLEASE DO NOT SIGN A BALLOT AT THIS MEETING UNLESS YOU WANT TO  
CHANGE THE WAY YOU VOTED ON YOUR PROXY.

**RULES OF CONDUCT AND PROCEDURE  
2009 ANNUAL STOCKHOLDERS MEETING**

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Thank you for attending our 2009 Annual Stockholders Meeting. In fairness to all stockholders attending the meeting and in the interest of having an informative and orderly meeting, the following procedures will apply:

- All attendees must register before entering the room for the Annual Stockholders Meeting. If you have not registered, please ask someone to direct you to a registration table.
- The taking of photographs and the use of audio or video recording equipment is prohibited.
- The business of the meeting will follow the order shown on the Agenda. You need not vote at this meeting if you have already voted by proxy. However, if you wish to revoke your proxy and vote in person or if you have not voted, please request a ballot at registration.
- Only stockholders of record as of March 10, 2009 or their proxy holders may address the meeting.
- If you wish to address the meeting, please go to the nearest microphone station. Upon being recognized, please state your name clearly, your status as a stockholder or proxy holder and present your question or comment directly to the Chairman of the meeting.
- Each speaker is limited to a total of no more than two questions or comments. Stockholder questions or remarks must be relevant to the meeting and briefly stated within a time limit of one minute.
- The meeting is not to be used as a forum to discuss pending or threatened litigation, present personal grievances or to discuss general economic, political or other views that are not directly related to our business.
- The representative of a stockholder properly making a proposal before the meeting will be given an opportunity to present the proposal at a time indicated by the Chairman of the meeting. The stockholder representative will be given a total of three minutes to present the proposal.
- Please permit each speaker the courtesy of concluding his or her remarks without interruption.
- The Chairman of the meeting shall have the authority necessary to preside over the meeting and may make any and all determinations with respect to the conduct of the meeting and procedures to be followed during the meeting.

Thank you for your cooperation.