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San Ramon, CA. 94582  
March 11, 2012

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, NE, Washington, DC 20549-2736  
Via email (shareholderproposals@sec.gov)

**Re: Shareholder Proposal of Jing Zhao for Inclusion in Yahoo! 2012 Proxy Statement**

Dear Ladies and Gentlemen:

Yahoo!, Inc. (the “Company”), in a letter from its law firm O'Melveny & Myers dated February 10, 2012, has requested confirmation from the SEC that it was justified in rejecting consideration by its shareholders of a proposal that I submitted to the Company's 2012 shareholders meeting. The letter does not properly recognize the nature of the proposal or the problems that the proposal seeks to address -- namely that the Company's board of directors have placed the assets of the Company at risk in the way that they handled the establishment of the Yahoo! Human Rights Fund (the “Fund”), and in the way that they failed to properly exercise due diligence in monitoring how the Fund was being operated. Apparently, the Company's general approach is to try to avoid scrutiny and input by its shareholders on matters of significance to the appropriateness of the Company's human rights policies and practices.

With respect to my shareholder's proposal that the Company has improperly rejected for consideration, there is no legal or factual basis for the rejection that conforms to legal requirements. My proposal is geared to obtaining proper disclosure to the shareholders of information related to the Company's role in the establishment and operation of the Fund, whose original proper purpose was to assist Chinese dissidents who may have been subjected to arrest, detention and torture because of their use of electronic communications and exercising their free speech and free association rights on the Internet. There is a long history of the Company's unfortunately involvement and support for these major human rights abuses. Under international pressures, the Company was forced to settle a lawsuit that had been filed against the Company by Internet detainees in China, and to establish the Fund that earmarked 17 million dollars to provide

humanitarian and legal assistance to the detainees and their families. However, information recently has come to light in lawsuits filed by beneficiaries of the Fund that the administrator of the Fund misappropriated a major portion of Fund's assets, sought kick-backs from grantees, and otherwise mismanaged the Fund in a way that casts doubt on whether the Company properly handled its responsibilities for supervising the Fund. The information also suggests that the Company may have violated U.S. tax laws by using the Fund to seek to insulate itself from future claims by Chinese Internet detainees.

Despite the Company's unsupported claims to the contrary, there is ample evidence in the record that justifies a shareholder resolution seeking proper disclosure on these matters, including information as to whether the Company's actions in setting up and administering the operation of the Fund were consistent with U.S. law, whether these actions place at material risk the assets of the Company and its shareholders, and whether the Company exercised sound business judgment in the role that it played in these matters. It is inconceivable that the Company's law firm would claim that a shareholder's proposal dealing with matters that have already generated hearings by the United States Congress and considerable and highly unfavorable media coverage is not sufficiently linked to the best business interests of the Company and its shareholders to even justify being placed before the Company's shareholders for consideration through the legally mandated shareholder proposal process.

Neither is there anything "materially false and misleading" about my proposal, as the Company's law firm claimed in their submission to the SEC. My proposal is based on facts that are part of the public record, including the Congressional hearings in 2007 that caused sufficient public embarrassment of the Company that led to the establishment of the Fund in response. The fact that the Company appointed a so-called "widely-known Chinese dissident who spent 19 years in labor camps for voicing his opinions" (page 6 note 2) as administrator of the Fund without due diligence verification deepens further legitimate questions concerning whether the Fund was established to meet the requirements of U.S. tax laws. Many embarrassing questions, such as why the Fund apparently has been administered in a way that involves widely reported unethical and potentially unlawful activities, once again have come into question whether the Company exercised proper and prudent business judgment. These issues most certainly raise the kinds of concerns that substantially and materially affect the Company's assets. As a long-time active and involved shareholder, I, and other Company's shareholders, have a legitimate interest in making sure that

proper disclosure about these matters takes place, and that they are properly brought to the attention of the shareholders through the resolution process.

With regard to the Company's law firm letter's second claim that my proposal does not have a proper basis (pages 7-9), the letter itself actually answers its own argument when it pointed out that the Securities and Exchange Commission has made it clear that "proposals relating to such matters but focusing on sufficiently significant social policy issues..... generally would not be considered to be excludable, because the proposal would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." (page 7). This description precisely fits the situation and purposes of my proposal, which deals with the issue of whether the Company properly managed its assets (including less known concerns surrounding the Company's assets Alibaba), how its policies and actions are viewed by the public, and whether U.S. laws were properly observed in that process. Failure to exercise proper business judgment and due diligence in handling a matter that has already established itself as having a very high public profile, and justifying the attention of Congress in a very public way, certainly is a matter that shareholders have a right to proper disclosure about, and a right to consider as part of the shareholder resolution process.

Should you have any questions, please contact me at 925-718-5037 (phone/fax), or zhao@h-china.org.

Yours truly,



Jing Zhao

Cc: Mr. Martin Dunn, (mdunn@omm.com) O'Melveny & Myers'

Yahoo! Corporate Secretary Mr. Michael Callahan (fax 408-349-3400 and email CorporateSecretary@yahoo-inc.com)

Yahoo! Associate General Counsel Ms. Christina Lai (clai@yahoo-inc.com)