

JOHN W. DAVIS
 FRANK L. POLK
 ALLEN WARDWELL
 LANSING P. REED
 WILLIAM C. CANNON
 HALL PARK MCCULLOUGH
 J. HOWLAND AUCHINCLOSS
 EDWIN S. SUNDERLAND
 TOM GARRETT
 THEODORE KIENDL
 MONTGOMERY B. ANGELL
 OTIS T. BRADLEY
 GEORGE A. BROWNELL
 WALTER D. FLETCHER
 CARROLL H. BREWSTER
 LEIGHTON H. COLEMAN
 EDGAR G. CROSSMAN
 HENRY CLAY ALEXANDER
 RALPH M. CARSON
 FREDERICK A. O. SCHWARZ
 MARION N. FISHER

DAVIS POLK WARDWELL GARDINER & REED
 (STETSON JENNINGS & RUSSELL)
 15 BROAD STREET
 NEW YORK

Handwritten initials and signature
 CABLE ADDRESS
 STETSON

May 25, 1937

S. E. C.
 Forms and Reg. Div.
 Received

MAY 26 1937

Referred

To By Date

Cohen.....*St...*

Filing App'd.....*St...*

Harold H. Neff, Esq., Director
 Securities and Exchange Commission
 Washington, D. C.

Dear Mr. Neff:

Pursuant to our conversation of last Friday I am enclosing herewith 10 or 11 forms of proxy an examination of which will, I believe, demonstrate how impractical it would be to require in all cases a "Yes" or "No" vote to be indicated on the face of the proxy itself.

It seems to me that if you are to do anything along the lines which we discussed, you should limit your proposed rule to a requirement that if the management submits a form of proxy it should be stated plainly on it or in the letter accompanying it that if the stockholder wishes the stock to be voted in some way other than indicated in the proxy he should have prepared a proxy of his own containing the specific instructions which he desires to have carried out. While some questions submitted to the stockholders can be put in the notice of meeting in such a way as to call for a "Yes" or "No" answer at that time, it is not true by any means of all things which stockholders are called upon to pass on at annual or special meetings. To make it an absolute requirement in all cases that proxies contain provisions for "Yes" or "No" votes would, I believe, be a fundamental change in the theory of our corporate laws. I do not think that such a change should be attempted by Federal regulation under the 1934 Act.

I hope that the enclosures will be of some assistance to you.

Very sincerely yours,

George A. Russell

SEC. REG. DIV.
 RECEIVED MAIL
 MAY 26 1937
 DOCKET MAILS FILE

DI GIORGIO FRUIT CORPORATION

Annual Meeting of Stockholders

April 24, 1934.

SEC. MAIL
RECEIVED MAIL

MAY 26 1937

PROXY AND CONSENT

DOCKET MAIL FILES

KNOW ALL MEN BY THESE PRESENTS, that the undersigned stockholder of Di Giorgio Fruit Corporation (hereinafter called the Corporation), hereby irrevocably constitutes and appoints Joseph Di Giorgio, Robert de Vecchi, William A. Blackmon and J. Howland Auchincloss, and each of them, the true and lawful attorneys and proxies of the undersigned with several power of substitution, for and in the name of the undersigned to vote upon any and all Cumulative 7% Preferred Stock and common stock of the Corporation held or owned by the undersigned, at the annual meeting of the stockholders of the Corporation to be held at the office of the Corporation at No. 100 West Tenth Street, Wilmington, Delaware, on Tuesday, April 24, 1934, at eleven o'clock A. M. (Eastern Standard Time), and at any and all adjournments thereof, with all the powers that the undersigned would possess if personally present, and according to the number of votes in respect of Cumulative 7% Preferred Stock or of common stock, or both, as the case may be, which the undersigned would be entitled to vote if personally present upon all questions which may arise at such meeting, in accordance with the notice thereof dated February 23, 1934, including specifically the following:

1. To elect directors for the ensuing year;
2. To take action on a proposition to amend the certificate of incorporation of the Corporation so as
 - (a) To increase the authorized capital stock by creating a new class of authorized capital stock to be designated \$3 Cumulative Participating Preferred Stock, consisting of 100,000 shares of the par value of \$100 each, ranking prior to the present Cumulative 7% Preferred Stock both as to dividends and assets, and having the designations, preferences and relative, participating, option or other special rights and qualifications, limitations and restrictions thereof as set forth in Exhibit B annexed to the said notice of said meeting, which said Exhibit B also provides for the terms on which the holders of the present Cumulative 7% Preferred Stock shall have the right to exchange their stock for such new \$3 Cumulative Participating Preferred Stock;
 - (b) To change all the authorized shares of common stock of the Corporation issued or unissued from shares without par value into shares of the par value of \$10 each, and to change the number of all the shares of its common stock now issued into one-third (1/3) such number of shares of common stock, as set forth in said Exhibit B;
 - (c) To authorize the issuance of said \$3 Cumulative Participating Preferred Stock share for share in exchange for the present Cumulative 7% Preferred Stock, all rights to accumulated unpaid dividends on the Cumulative 7% Preferred Stock to be released and extinguished by such exchange;
 - (d) To alter the preferences of the present Cumulative 7% Preferred Stock so that from and after July 1, 1934 it shall be non-cumulative as to future dividends, and so as to remove existing charter restrictions on sale, lease, exchange, mortgage or pledge of corporate property without consent of the holders of two-thirds (2/3) in amount of such stock; all as more fully set forth in said Exhibit B.
3. To take action on a proposition to obtain consent of the holders of the Cumulative 7% Preferred Stock, not only to the authorization and issuance of said 100,000 shares of \$3 Cumulative Participating Preferred Stock but also to the future authorization and issuance at any time of not to exceed an additional 100,000 Shares either of the \$3 Cumulative Participating Preferred Stock or of any other preferred stock ranking prior to the Cumulative 7% Preferred Stock as to dividends and assets and in all other respects, provided that the holders of such additional stock shall not be entitled to receive more than \$120 a share and the amount of any accumulated unpaid dividends on dissolution or liquidation of the Corporation.
4. To take action on a proposition to reduce the capital of the Corporation from \$10,198,302 to \$8,166,280, such reduction of capital to be effected as follows:
 - (a) By retiring and cancelling 3,879 shares of Cumulative 7% Preferred Stock now owned by the Corporation and held in its treasury;
 - (b) By retiring and cancelling 8,450 shares of common stock now owned by the Corporation and held in its treasury;
 - (c) By changing the number of shares of its issued common stock without par value into one-third (1/3) of such number of shares of the par value of \$10 each, as set forth above in paragraph 2(b).
 No such reduction of capital is to involve any distribution of assets to the stockholders.
5. To authorize such variations of and additions to the foregoing, and to approve the form of any certificates or any other documents, as may be deemed advisable at said meeting, and to give full authority to the agents and officers of the Corporation to make, execute and file any such certificates and any other documents, and to do all such acts as may be necessary or appropriate to carry into effect such action as may be voted at said meeting.
6. To consider and vote upon and approve and ratify all acts and proceedings of the Board of Directors of the Corporation since the annual meeting of the stockholders held April 25, 1933, as recorded in the minute books, which will be open for examination of stockholders of record at the meeting.
7. To consider and transact such other business as may properly be brought before the meeting.

hereby revoking any proxy or proxies heretofore given to vote upon any such stock, and ratifying and confirming all that said attorneys, agents and proxies, or substitute or substitutes, may do by virtue hereof.

The undersigned as a stockholder of the Corporation and in respect of all shares of Cumulative 7% Preferred Stock and of common stock owned or held by him hereby approves and consents to the Plan referred to in and enclosed with the letter of the President of the Corporation addressed to the stockholders of the Corporation dated February 23, 1934, receipt whereof the undersigned hereby acknowledges; and the undersigned in so far as he is an owner or holder of shares of Cumulative 7% Preferred Stock of the Corporation hereby agrees to exchange all such shares of Preferred Stock for and to convert them into shares of \$3 Cumulative Participating Preferred Stock as set forth in such Plan and hereby waives, releases and surrenders all rights to accumulated unpaid dividends on all such shares of Cumulative 7% Preferred Stock. This consent and proxy is made in consideration of the making of similar consents and proxies by other stockholders and shall be irrevocable.

WITNESS the hand and seal of the undersigned this _____ day of _____, 1934.

.....(L. S.)

This is a proxy to be signed both by holders of Cumulative 7% Preferred Stock and common stock. Please sign and date this proxy and return it promptly to the Secretary of Di Giorgio Fruit Corporation, 21 West Street, New York, N. Y., in the enclosed envelope.

Please sign this proxy exactly as your name appears on your stock certificates.

UNITED STATES STEEL CORPORATION

NOTICE OF ANNUAL MEETING OF APRIL 15, 1929

Notice is hereby given that the Annual Meeting of the Stockholders of the United States Steel Corporation will be held at the principal office of the Corporation, Hudson Trust Company Building, No. 51 Newark Street, in the City of Hoboken, County of Hudson and State of New Jersey, on Monday, the 15th day of April, 1929, at 12 o'clock noon, for the following purposes, namely:

1. To consider and vote upon the approval and ratification of the various purchases, contracts, contributions, compensations, acts, proceedings, elections and appointments by the Board of Directors or by the Finance Committee since the Annual Meeting of the Stockholders of the Corporation on April 16, 1928, and all matters referred to in the Annual Report to Stockholders for the fiscal year ending December 31, 1928. The minutes of the Board of Directors and of the Finance Committee will be open to inspection by stockholders of record during business hours at the New York office of the Corporation, No. 71 Broadway, until after the close of the meeting.
2. To elect Directors pursuant to the by-laws.
3. To elect a committee of three stockholders to administer the Corporation Profit Sharing Plan adopted at the Annual Meeting, April 18, 1921.
4. To elect independent auditors to audit the books and accounts of the Corporation at the close of the current fiscal year.
5. To take action on the proposed changes in the authorized capital stock of the Corporation from \$1,303,321,000, divided into 13,033,210 shares of the par value of \$100 each, consisting of \$550,000,000 par value of preferred stock and \$753,321,000 par value of common stock, by decreasing the preferred stock to \$400,000,000, divided into 4,000,000 shares of the par value of \$100 each, consisting of 3,602,811 shares issued, outstanding and not redeemed and 397,189 shares which have never been issued, and by increasing the common stock to \$1,250,000,000, divided into 12,500,000 shares of the par value of \$100 each, and the amendment of the certificate of incorporation of the Corporation as heretofore amended to effect such changes as deemed and declared advisable by resolution of the Board of Directors duly passed at its meeting held on February 26, 1929, a copy of which resolution is on file in the registered office of the Corporation, No. 51 Newark Street, Hoboken, New Jersey, open to inspection by stockholders of record.
6. To consider and vote upon the revised Employees' Stock Subscription Plan of the Corporation formulated and declared advisable by the Board of Directors pursuant to Chapter 175 of the Laws of the State of New Jersey for the year 1920, a copy of which revised Plan is enclosed herewith.
7. To consider and vote upon the proposition that the United States Trust Company of New York, Trustee under the Indenture, dated April 1, 1901, securing the Fifty-Year Five Per Cent. Gold Bonds of the United States Steel Corporation, and under the Indenture, dated April 1, 1903, securing the Ten-Sixty-Year Five Per Cent. Sinking Fund Gold Bonds of said United States Steel Corporation, be authorized, in case both of said Indentures are satisfied in accordance with their terms, to deliver to said United States Steel Corporation any or all shares of stock, bonds and other securities held thereunder by said Trustee (except stocks, bonds and other securities held in the Sinking Fund, which shall be delivered to said United States Steel Corporation in accordance with the provisions of said Indentures), in accordance with the request of said United States Steel Corporation approved by two-thirds of the members of its Board of Directors.
8. To transact such other business as may properly come before the meeting.

The stock transfer books will be closed at 12:01 A. M. on Saturday, the 16th day of March, 1929, and will remain closed until the adjournment of said meeting of stockholders.

Dated, March 5, 1929.

By order of the Board of Directors,

GEO. K. LEET, Secretary.

As the stock of the Corporation should be represented as fully as possible at the annual meeting, stockholders who do not expect to attend in person, and who wish to vote as therein indicated, are requested to sign the attached proxy and return the same in the enclosed envelope. In view of the very considerable amount of detail necessary to prepare for this meeting, it is hoped the proxy will be returned promptly. A copy of the annual report will be mailed to each stockholder of record under a separate cover and will be submitted at the meeting.

817-160M-3-29

UNITED STATES STEEL CORPORATION

PROXY FOR ANNUAL MEETING OF APRIL 15, 1929

J.C.N.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Stockholder of the United States Steel Corporation do hereby constitute and appoint GEORGE F. BAKER, J. PIERPONT MORGAN, PERCIVAL ROBERTS, JR., MYRON C. TAYLOR and ROBERT WINSOR, and each or any of them, true and lawful attorney or attorneys, agent or agents, and proxy or proxies of the undersigned, with power of substitution for and in the name, place and stead of the undersigned to vote upon all Common Stock and all Preferred Stock, or either, held or owned by the undersigned or standing in the name of the undersigned, at the Annual Meeting of the Stockholders of the United States Steel Corporation at Hoboken, New Jersey, on Monday, the 15th of April, 1929, and at any and all adjournments thereof:

1. In favor of the approval and ratification of the various purchases, contracts, contributions, compensations, acts, proceedings, elections and appointments by the Board of Directors or by the Finance Committee since the Annual Meeting of the Stockholders of the Corporation on April 16, 1928, and all matters referred to in the Annual Report to Stockholders for the fiscal year ending December 31, 1928.
2. To elect Directors pursuant to the by-laws.
3. To elect a committee of three stockholders to administer the Corporation Profit Sharing Plan adopted at the Annual Meeting, April 18, 1921.
4. To elect independent auditors to audit the books and accounts of the Corporation at the close of the current fiscal year.
5. In favor of the proposed changes in the authorized capital stock of the Corporation from \$1,303,321,000, divided into 13,033,210 shares of the par value of \$100 each, consisting of \$550,000,000 par value of preferred stock and \$753,321,000 par value of common stock, by decreasing the preferred stock to \$400,000,000, divided into 4,000,000 shares of the par value of \$100 each, consisting of 3,602,811 shares issued, outstanding and not redeemed and 397,189 shares which have never been issued, and by increasing the common stock to \$1,250,000,000, divided into 12,500,000 shares of the par value of \$100 each, and the amendment of the certificate of incorporation of the Corporation as heretofore amended to effect such changes as deemed and declared advisable by resolution of the Board of Directors duly passed at its meeting held on February 26, 1929.
6. In favor of the adoption of the revised Employees' Stock Subscription Plan of the Corporation formulated and declared advisable by the Board of Directors pursuant to Chapter 175 of the Laws of the State of New Jersey for the year 1920.
7. In favor of the proposition that the United States Trust Company of New York, Trustee under the Indenture, dated April 1, 1901, securing the Fifty-Year Five Per Cent. Gold Bonds of the United States Steel Corporation, and under the Indenture, dated April 1, 1903, securing the Ten-Sixty-Year Five Per Cent. Sinking Fund Gold Bonds of said United States Steel Corporation, be authorized, in case both of said Indentures are satisfied in accordance with their terms, to deliver to said United States Steel Corporation any or all shares of stock, bonds and other securities held thereunder by said Trustee (except stocks, bonds and other securities held in the Sinking Fund, which shall be delivered to said United States Steel Corporation in accordance with the provisions of said Indentures), in accordance with the request of said United States Steel Corporation approved by two-thirds of the members of its Board of Directors.
8. Upon any and all other business that may properly come before the meeting.

All as fully and according to the number of votes the undersigned would be entitled to cast if personally present, hereby revoking any proxy or proxies heretofore given to vote upon such stock, and ratifying and confirming all that said attorneys, agents and proxies may do by virtue hereof. A majority of all or of any of said attorneys, agents and proxies who shall be present and shall act at the meeting (or if only one shall be present and act, then that one) shall have, and may exercise, all the powers of all of said attorneys, agents and proxies hereunder.

WITNESS.....hand thisday of....., 1929.

ELEANOR H. GRANT
CARE HAVENS GRANT,
15 BROAD ST.,
NEW YORK CITY.

4785

PLEASE SIGN
AND
RETURN PROMPTLY