

262 Altadena Cir
Pittsburg, CA 94565
January 30, 2014

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

Re: Shareholder Proposal of Jing Zhao for Inclusion in Sohu.com 2014 Proxy Statement

Dear Sir or Madam:

I received Mr. Bancroft's fantastic misleading letter to request that the SEC omit my proposal to the 2014 Sohu.com (the company) shareholders meeting. It deepened my grave concerns of the company's corporate governance and testified the importance to respect shareholders' right to request an independent Board Chairman.

While there is no need to use common sense to rebut the egregious and permeate statements in the letter, to prevent the company Board from repeating the same false attacks from the letter in their predictable Opposition Statement against my proposal in the proxy material, I would like to provide some basic facts, as the company Secretary failed to do his basic due diligence before submitting this laughable letter publicly to the SEC.

1] US-Japan-China Comparative Policy Research Institute was incorporated in California as a non-profit educational public benefit corporation in January 2002 and was granted tax-exempt status in March 2002 by the Internal Revenue Service (IRS) of the U.S. Treasury Department, as an organization described in Internal Revenue Code section 501(c)(3). The company Secretary should find this fact very easily from the institute, IRS and California State's websites. If the company ever dared to contact me, I am happy to provide any relevant documents. The company, doing whole business in China, should not hire a law firm in Boston as its Secretary for the purpose to mislead American shareholders.

2] US-Japan-China Comparative Policy Research Institute has published about 20 books in English, Chinese and Japanese, and is 100% independent, politically and financially. See the institute Secretary Dr. Gong's statement at

http://cpri.tripod.com/cpr2013/cpri_statement.pdf.

3] I am not “an actor.” As a political refugee without any citizenship for more than one decade, there is nothing “personal interest” gained from this proposal.

4] Google and Chevron welcomed my proposals with significant policy improvement to win shareholders’ support (see their boards’ opposition statements). Intel and Microsoft also welcomed my proposals with significant policy improvement, so I was satisfied to withdraw my proposals voluntarily. Many other American companies also followed the SEC rules to deal with my proposal properly. Why Sohu.com is so special above the law?

5] It is very painful to try to communicate with the company: no reply to shareholder’s email inquiries; no fax number for shareholders to contact; no answer to shareholder letters; no talk even at the very friendly alumni reunion with my and the company’s CEO’s mutual classmate (I could not attend myself because my visa application was rejected). I have met many corporate officers to help improve the corporate policies. I never had any “attempt to corner” any of them. In fact, I never had any “attempt to corner” anyone in the world. Now the company even is trying to deprive shareholders of the only communication channel (proposal). Why the company is hiding from shareholders? The company should move to North Korea!

6] Finally, I will continue to hold the company’s shares until the company learns to respect shareholder’s right to submit proposals. Since Mr. Bancroft (admitting the absurdity of the letter himself) also said that the company will accept my proposal with some change, I would like to cooperate with the company to edit minor change in my proposal to include it to the 2014 shareholders meeting. Otherwise, I will have to submit proposals every year.

Should you have any questions, please contact me at 925-643-5034 (phone/fax) or zhao.cpri@gmail.com.

Respectfully,



Jing Zhao

cc: Sohu.com Secretary Timothy Bancroft <tbancroft@goulstonstorrs.com>