SCHNEIDER NATIONAL

August 13, 2009

Ms. Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Proxy Access Rules Amendment

Dear Secretary Murphy:

On behalf of Schneider National, Inc. and its wholly owned affiliates, we submit these comments on the Securities and Exchange Commission's proposed "Proxy Access" rules.

Schneider National, Inc. ("Schneider") is the parent corporation of a number of wholly owned affiliated interstate common and contract motor carriers operating under the Schneider name. Taken together, we employ approximately 17,250 individuals, operate in excess of 12,500 over the road tractors and 34,000 trailers, conduct intermodal operations with each Class 1 railroad utilizing in excess of 12,000 containers, and provide freight forwarding, transloading and warehousing services. Annual revenues approximate $3.7 billion. Although we have in excess of 7,000 customers, we enjoy a heavy concentration of business with the Fortune 500 entities. Although Schneider is privately held, the vast majority of our traffic volume is generated by publicly held organizations, and many of our most vital vendors are publicly held. As such, while it does not appear that we would not be directly affected by the Proxy Access rules, the indirect effect may be substantial.

Although we are privately held, we are proud that we have, for decades, maintained an independent outside Board of Directors. We have adopted many policies and procedures akin to those organizations governed by Sarbanes-Oxley to further enhance corporate governance. We have prided ourselves on our adherence to the principles exposed in the book "Built to Last".

We are opposed to the federal proxy access right in proposed rule 14a-11 for a number of reasons. At the outset, we believe that the fear of inadequate access of shareholders to the proxy process has been largely addressed by amendments to state incorporation law. We believe that state law remains the preferred approach, and is consistent with the long tradition of addressing corporate matters at the state level.

We are concerned that creating of a federal proxy access right will further exacerbate what we believe to be an "over-focus" on the short term. At Schneider, we attempt to forge long term relationships with our customers and suppliers. It has been our experience that a balanced approach between long and short-term considerations enhances our effectiveness, and that of our key customers and suppliers. We fear that the proxy access rules will have the unintended consequence of diminishing the effectiveness of the business sector over time, as corporate resources are diverted from managing the business to responding to the enhanced influence of proxy advisory firms and fending off special interest director nominees.

With the cost of proxy contests having been reduced by the SEC's e-proxy rules, and state law amendments authorizing proxy reimbursement, substantially increased "proxy access" is being achieved. These reforms should be given time to fully play out before further burdening business with additional requirements which may be unnecessary and which may further discourage director service.

For the foregoing reasons, we oppose adoption of the proposed Proxy Access rules.

Sincerely,

Thomas E. Vandenberg
General Counsel