ALLIANCEBERNSTEIN

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VIA EMAIL

Ms. Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090
Email: rule-comments@sec.gov

Re: Proposed Rule – Facilitating Shareholder Director Nominations (File No. S7-10-09)

Dear Ms. Murphy:

I write on behalf of AllianceBernstein L.P. ("AllianceBernstein") to comment on the U.S. Securities and Exchange Commission's proposed rules set forth in Release Nos. 33-9046; 34-60089; IC-28765 (the "Proposing Release"), in which the Commission solicits comments on proposed rules under the Securities Exchange Act of 1934, as amended ("Exchange Act"), concerning shareholder participation in the director nomination and election process.

By way of background, AllianceBernstein is a leading global investment management firm that offers high-quality research and diversified investment services to institutional clients, individuals and private clients in major markets around the world. As of June 30, 2009, our assets under management totaled approximately $447 billion. We employ more than 500 investment professionals with expertise in growth equities, value equities, fixed income securities, blend strategies and alternative investments and, through our subsidiaries and joint ventures, operate in more than 20 countries. As a federally-registered investment adviser, we have a fiduciary duty to act solely in the best interests of our clients. In the proxy voting context, this requires us to vote client securities in a timely manner and make voting decisions that are intended to maximize the value of the companies in which we invest on behalf of our clients.

To this end, when doing so is consistent with our proxy voting policies, AllianceBernstein has voted in favor of resolutions calling for enhancement of shareholders' ability to access proxy

materials to enhance corporate boards' attention to shareholder concerns. While we recognize that shareholder access to corporate proxies must be limited in order to discourage frivolous proposals and those put forward by shareholders who may not have the best interests of all shareholders in mind, we believe that shareholders should have a meaningful ability to exercise their rights to vote for and nominate directors of the companies in which they invest.

With this as a backdrop, we wrote to the Commission in December 2003 generally supporting the Commission's proposed Exchange Act Rule 14a-11 and wrote again in October 2007 generally supporting the Commission's proposed "long proposal". We write today to place our support firmly behind the Commission's approach in the Proposing Release to address what the Commission describes as the central problem that needs to be solved -- shareholders' limited ability to exercise their rights to nominate directors and have the nominations disclosed to and considered by shareholders. We also have the following specific comments, with which we have reproduced the Commission's requests for comment for ease of reference:

Majority Voting

"A.2 ... How have changes in corporate governance over the past six years, including the move by many companies away from plurality voting to majority voting, affected a shareholder's ability to place nominees in company proxy materials? ..."

We were early to have a proxy voting policy that supports majority voting, which we believe has encouraged the move by many companies to elect directors based on a majority of votes cast at an annual meeting rather than by the plurality method. This move has strengthened corporate governance by giving shareholders a more meaningful voice in the affairs of companies and creating greater director accountability. Therefore, we support shareholder proposals that companies amend their by-laws to provide that director nominees be elected by an affirmative vote of a majority of the votes cast, provided the proposal includes a carve-out to provide for plurality voting in contested elections where the number of nominees exceeds the number of directors to be elected. We encourage the Commission to consider mandating this approach or something similar.

While majority voting has strengthened corporate governance overall, we do not believe a significant link exists between majority voting and the ability of shareholders to place nominees in company proxy materials.

Proposal Resubmissions

"D.16 Should there be a nominee eligibility criterion that would exclude an otherwise eligible nominee where that nominee has been included in the company's proxy materials as a candidate for election as a director but received a minimal percentage of the vote? If so, what would be the appropriate percentage (*e.g.*, 5%, 10%, 15%, 25% or 35%)? If so, for how long should the nominee be excluded (*e.g.*, 1 year, 2 years, 3 years, 4 years, 5 years, permanently)?"

As we note above, we recognize that shareholder access to corporate proxies must be limited in order to discourage frivolous proposals and those put forward by shareholders who may not have the best interests of all shareholders in mind. We therefore encourage the Commission to impose nominee eligibility criteria that would exclude an otherwise eligible nominee from being listed in the company's proxy materials as a director candidate for three years if that nominee receives less than 10% of the shareholder vote.

We believe that failing to meet the above-referenced minimum level of shareholder support indicates a belief by shareholders that the nominee does not have the best interests of all shareholders in mind. We further believe that imposing eligibility criteria will safeguard against the possible abuse of the director nomination process that would be made possible by insufficient parameters, much like imposing mandatory minimum ownership requirements and holding period thresholds.

Controlled Company Exception

Proposing Release Request:

"E.9. Should Rule 14a-11 provide an exception for controlled companies or companies with a contractual obligation that permits a certain shareholder or group of shareholders to appoint a set number of directors? ..."

We believe that Rule 14a-11 should provide an exception for controlled companies. For this purpose, the Commission should consider the definition of "controlled company" adopted by the New York Stock Exchange in Section 303A of its Listed Company Manual, under which "controlled company" is defined as a company in which "more than 50% of the voting power is held by an individual, a group or another company". The New York Stock Exchange excepts each "controlled company" from compliance with certain board and board committee independence requirements under Section 303A. NASDAQ rules also except from a number of corporate governance requirements companies in which more than 50% of the voting power for the election of directors is held by an individual, a group or another company.

Rule 14a-11 should contain an instruction accompanying this exception providing that whether more than 50% of the voting power of a company is held by an individual, a group or another company would be determined by reference to any schedules filed under Section 13(d) of the Exchange Act.

We believe the lack of a controlled company exception to Rule 14a-11 would unreasonably burden controlled companies and their shareholders by forcing these companies to incur costs to comply with the rule notwithstanding the fact that any nomination made by a minority shareholder cannot succeed without the majority shareholder's support.

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We commend the Commission for again taking up proxy access, a very important investor rights issue. We very much appreciate the opportunity to share our views with the Commission on this subject. We look forward to the Commission's continued efforts to fashion rules that give shareholders an appropriate voice in the affairs of the companies they own.

Please do not hesitate to contact us with any questions.

Sincerely,