

Via Email: rule-comments@sec.gov

26 August 2009

Elizabeth M. Murphy, Secretary
Securities & Exchange Commission
100 F Street, NE
Washington DC 20549-1090

Re: **Facilitating Shareholder Director Nominations (File No. S7-10-09)**

Dear Ms. Murphy:

Ontario Teachers' Pension Plan Board ("Teachers'") with net assets as of December 31, 2008 of \$84.7 billion, invests to secure the retirement income of 284,000 active and retired teachers in Ontario. Teachers' is the largest single profession pension plan in Canada, with significant equity and debt investments in public companies worldwide.

Teachers' strongly supports the SEC's proposed rules to facilitate shareholder nomination of director candidates. Based on our experience in other markets, we expect that United States companies and investors would reap substantial benefits from proxy access that will more than offset any associated costs. We have reviewed and expressly support the submission dated August 17, 2009 as sent by Co-operative Asset Management - UK, Railpen Investments – UK, Universities Superannuation Scheme – UK and PGGM Investments - Netherlands. We hope the SEC will adopt final rules in time to allow proxy access for the 2010 proxy season.

Please contact us if you have any questions or if we can provide further assistance.

Sincerely,



Wayne Kozun
Ontario Teachers' Pension Plan Board
Senior Vice President, Public Equities