



Agricultural and Construction
Equipment



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Harold D. Boyanovsky
President and Chief Executive Officer
CNH Global N.V.

August 11, 2009

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



Your File No. S7-10-09

Re: Proposed Amendments to Proxy Access Rules

Dear Ms. Murphy:

I am the President and Chief Executive Officer of CNH Global N.V. ("CNH Global"). CNH Global is a world leader in the agricultural and construction equipment businesses with approximately 30,000 employees and 40 manufacturing facilities throughout the world. Our products are distributed by more than 11,300 dealers in 170 countries. For the fiscal year ended December 31, 2008, CNH Global had net revenues of approximately \$18.5 billion. We are a foreign private issuer whose shares are listed on the New York Stock Exchange. We have less than 1,000 public shareholders as approximately 89% of our stock is owned by Fiat S.p.A. As a foreign private issuer, it is my understanding that the proxy rules under U.S. securities laws do not apply to CNH Global. Nevertheless, I feel compelled to provide the SEC with comments regarding the above-referenced changes as our ownership could change in the future and I believe good laws should be based upon fully informed decision making.

CNH Global opposes the federal proxy access rights as set forth in proposed Rule 14a-11. Among other things, we believe implementation of the proposed rule would promote a focus on the short-term interests and agendas of certain stakeholders rather than fundamentally sound long-term growth strategies which seek to take into account the interests of all stakeholders. In addition, we believe adoption of the proposed rule would substantially increase the probability of special interest directors with a predominant concern over the special interests of the particular shareholder(s) they represent. As a consequence of the foregoing, we believe adoption of the proposed rule will increase the number and activity of proxy advisory firms who will focus solely on specific issues of interest to their particular clients. We firmly believe the likely consequences of the proposed rule, as described above, will have serious negative consequences on corporate governance.

Nevertheless, if the Commission determines to adopt the federal proxy access rights proposed in Rule 14a-11, CNH urges the Commission to modify the proposed rule. In particular, we believe the proposed rule should apply only in situations where there is a demonstrated need for greater director accountability – for example, when a shareholder proposal receives a majority of votes cast and the board does not act on the proposal. In addition, we believe the proposed rule should be modified such that shareholders should be eligible to nominate proxy access directors only if they hold a significant percentage of a company's shares (e.g. at least 5% for individuals and 10% for groups) and for a significant period of time (e.g. two years). Finally, we recommend that the proposed rule be amended such that the number of proxy access nominees is limited to one director.

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CNH believes the proposed proxy access rules are inappropriate unwarranted and that unintended negative consequences will result from their adoption. Nevertheless, if the proposal is going to move forward, we strongly urge the Commission to consider the above-described modifications to the proposed rule. Such refinements will better focus the proposed "medicine" on the perceived "ailment".

Thank you for your consideration.

CNH Global N.V.

A handwritten signature in black ink, appearing to read "Harold D. Boyanovsky", written in a cursive style.

Harold D. Boyanovsky