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OFFICE OF THE SECRETARY

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August 11, 2009

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

RE: File No.S7-10-09; Release No. 34-60089; Facilitating Shareholder Director Nominations

Dear Ms. Murphy,

I feel that the Securities and Exchange Commission's proposed rule regarding proxy access for shareholders nominations of corporate directors would be detrimental to businesses and ask that the Commission vote to reject it. As Chairman of the Hickory Furniture Mart in Hickory, North Carolina, I fear that the proposed rule could turn every director election into a proxy contest, thereby politicizing the election process. This would be tremendously disruptive, require expenditure of corporate resources and discourage board service.

The proposed amendments to the SEC's proxy rules would allow shareholders to nominate directors through the company's proxy materials. Under the current system implemented through the Sarbanes-Oxley Act, board accountability and independence have been increased. However, I am concerned that the proposed rules would eliminate this efficiency and promote incompetence.

The SEC's interest in replacing the current, effective state authority with federal jurisdiction is also of particular concern to me. Granting proxy access would undermine the reasonable and flexible procedures set in place by state laws. Federal proxy access would be counterproductive to these established laws, as the proposed rules seek to impose federal authority into an area of corporate oversight historically left to the states.

I certainly respect and welcome the SEC's commitment to increasing corporate accountability; however, I believe the negative impacts of replacing the current, efficient system with a federal mandate would reverse progress made toward this effort.

It is for these reasons that I ask that the proposed rules be rejected. Thank you for your time.

Sincerely,

Leroy Lail
Chairman