



**Sheet Metal Workers
National Pension Fund**

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Sent via Electronic and US. mail

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

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

Dear Ms. Murphy:

On behalf of the Sheet Metal Workers National Pension Fund (the "SMWNPF"), I welcome this opportunity to offer supporting comments on the Securities and Exchange Commission proposal, S7-10-09, to give shareholders access to the corporate proxy to nominate directors.

Pension funds and other institutional investors have pressed the SEC for proxy access for several years. As a participating member of the AFL-CIO I am aware that in May 2003, the AFL-CIO formally petitioned the SEC to grant large, long-term investors the right to include director nominees in the company-paid proxy materials.

We support the broad contours of the proposed Rule 14a-11 and believe the SEC's tiered approach for defining holders of a "significant, long-term interest" is a sensible one.

We do however recommend

- extending the holding period requirement to two years as of the date of the shareholder notice on Schedule 14N, and that
- the SEC should clarify its definition of "continuous ownership" to take into account that the holdings of institutional shareholders may fluctuate during any specified period, we further believe,
- the SEC should clarify the proposed Rule 14a-11 so that the ownership determination is based on the *minimum number* of shares owned during the holding period, taking into account the lent shares, as a percentage of the company's outstanding shares listed in the company's latest proxy statement, and
- we also recommend that the eligibility of the shareholder or group of shareholders eligible to nominate directors under Rule 14a-11 be based on the group with the largest holding, rather than the first-in approach suggested by the SEC in the proposal, finally
- we favor amending Rule 14a-8(i)(8) to overturn the 2007 amendment that prohibited shareholder proposals.

Thank you for your attention to this important matter. If you have any questions about this letter, please call me at 703-739-7018.

Sincerely,

Kenneth Colombo
Fund Coordinator
Sheet Metal Workers' National Pension Fund