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August 17, 2009

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

Re: File Number S7-10-09

Dear Ms. Murphy:

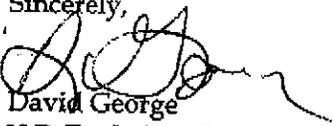
I write to you today to voice my concern over the SEC's proposed changes to current shareholder proxy rules. As a businessman, I feel that the proposed rules present a variety of problems for companies and amount to an unnecessary encroachment on state corporate governance laws. I share the SEC's interest in establishing fair and supportive regulations for U.S. corporations, but fear that these changes could stand in the way of effective corporate governance and create more problems than they solve.

These proposed rule changes would effectively give shareholders the power to nominate board members and would require companies to notify shareholders of this newly granted right. Under this system, board members would no longer be nominated based upon their experience and expertise in the business community, but instead would be selected based on political or ideological positions. There would be no requirements in place to ensure that board nominees would be qualified to hold these important company positions. Instead, a narrowly-focused interest group would nominate directors to the board, resulting in politicized elections that would simply turn into proxy contests.

Setting proxy access and other rules governing corporate board selection has long been the province of state legislatures. This allows states to tailor their regulations to meet the unique needs of their own economic situations and businesses. I feel that replacing this proven, working system with a federal mandate that forces everyone into the same "box" would be injurious to states, shareholders, and corporations alike. I respectfully suggest that the proposed changes be abandoned.

The Sarbanes-Oxley Act has addressed many of the problems that previously existed within the corporate structure. Corporate boards are now much more accountable to their shareholders. I feel that these proposed proxy rule changes would be extremely disruptive to corporations such as mine.

I appreciate your attention on this matter.

Sincerely,  
  
David George  
V.P. Engledow Group