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OFFICE OF THE SECRETARY

Ms. Elizabeth M. Murphy
Secretary
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:

Please afford me this opportunity to address comments regarding the SEC's proposed rules dealing with shareholder nominations to Boards of Directors. Corporate governance is as individual as each marriage is and universal methodology "solutions" such as those being proposed are idealistic and impractical.

The Board of Directors has a responsibility to the shareholders to monitor on behalf of and in their interest but also to counsel management -- the proposed rule could adversely alter those responsibilities away from the current by shifting Board objectives away from the long-term goals of the corporation and toward the very short term interest of shareholders, exclusively.

This is especially true when you factor in the diminution of shareholder thresholds to the proposed one percent. This change would only serve to supply a minority of shareholders the opportunity to put their self-interest ahead of that of the company - to the detriment of ordinary investors whose investments do not qualify.

Stability is indispensable to corporations and investors in any market condition. Disruption caused by numerous elections, candidates who are not fully vetted, contentious proxy fights and special interest activism would only serve to devolve the process, inject uncertainty into the markets and dissuade candidates of exception from pursuing these critical roles.

I respectfully ask that the Proposed Rules be rejected as their consequences will most certainly be overshadowed by their intended benefit.

Sincerely,

Harris Rosen, President & CEO
Rosen Hotels & Resorts