



SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS

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July 28, 2010

The Honorable Mary L. Schapiro, Chairman
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioner Troy A. Paredes
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioner Luis A. Aguilar
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioner Elisse B. Walter
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioner Kathleen L. Casey
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: File No. S7-10-09
Release No. 34-61161
Facilitating Shareholder Director Nominations

Dear Chairman Schapiro and Commissioners Aguilar, Casey, Paredes and Walter:

I am writing this letter on the behalf of the Society of Corporate Secretaries and Governance Professionals (the "Society") to request that a comment period be opened to consider the small company impact of the proposal to amend the federal proxy rules set forth in the Commission's Release No. 34-60089 (the "proxy access proposal").

The Society of Corporate Secretaries & Governance Professionals is a professional association, founded in 1946, with 3,100 members who serve more than 2,000 companies. Our members are responsible for supporting the work of corporate boards of directors and their committees and the executive management of their companies regarding corporate governance and disclosure. The majority of Society members are attorneys, although our members also include other non-attorney governance professionals.

More than half of our members are from small and mid-cap companies. The Society respectfully requests that you open a comment period specifically designed to identify and evaluate the unique and significant challenges that access to the proxy will create for small and

mid-sized companies prior to taking further action on the proposed rule. These challenges were recognized by the Congress in the newly enacted Dodd-Frank Act, and the Act specifically directs the Commission to consider them. Title IX Subtitle G Section 971(c) states: “In determining whether to make an exemption under this subsection, the Commission shall take into account, among other considerations, whether the requirement in the amendment made by subsection (a) disproportionately burdens small issuers.”

It is an unfortunate fact that small companies are those companies that are the least equipped to devote their time to digest the proposed rule in advance and provide comments to the Commission because of their more limited resources yet they are the companies that could be put at greatest risk by the proposed rule. We believe it is likely that many small companies may not know that an access rule is pending, or if they do, have not yet considered its implications.

As such, we urge you to open a new comment period to solicit meaningful input from this group of companies.

Sincerely yours,

A handwritten signature in blue ink that reads "Darla C. Stuckey". The signature is written in a cursive, flowing style.

Darla C. Stuckey
Senior Vice President – Policy & Advocacy
Society of Corporate Secretaries & Governance
Professionals

Cc: Elizabeth M. Murphy, Secretary
Katherine K. Combs, Chairman and Interim CEO & President, Society of Corporate
Secretaries & Governance Professionals