

From: Kleinfeld, Klaus
To: Schapiro, Mary L.
Sent: Thu Aug 19 14:14:07 2010
Subject: Proxy Access

Dear Chairman Schapiro,

We understand from news reports that the Commission will consider next week a proxy access proposal setting a low 3% ownership threshold. We strongly believe the minimum threshold should be established at 5%. In 2009, at the 50 largest companies the top 10 shareholders hold, on average, 27% of the outstanding shares. At Alcoa, our top 10 shareholders also hold approximately 27% of our shares and one shareholder exceeds the 5% threshold. If shareholders are given an unlimited right to aggregate their shares to reach the threshold, 5% is easily achieved at most large companies.

Only shareholders who have a long-term economic interest in Alcoa should have the right to use the company's proxy, at the company's expense, to launch a contest for the election of directors. We support a two-year holding period and strongly encourage you to require that the holding not be hedged. A shareholder should be required to retain a true economic interest in the company if it is given the right to use the company's proxy to propose an alternative slate of directors.

Sincerely,

Klaus Kleinfeld
Chairman & CEO
Alcoa
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New York, NY 10022