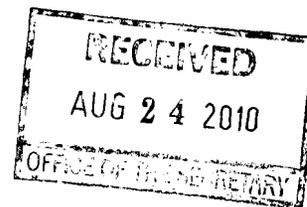


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August 23, 2010

Chairman Mary L. Schapiro  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549



Re: Comments on Release No. 34-60089 (Facilitating Shareholder Director Nominations)  
File No. S7-10-09

Dear Chairman Schapiro:

I am the Chief Executive Officer of RTI International and a member of the board of directors of Nucor Corporation, a New York stock exchange listed company. I also serve on the boards of directors of Archer Daniels Midland Company and PPG Industries, Inc. I write to express my concerns with the Securities and Exchange Commission's proposed rule that would require reporting companies, such as Nucor, to include shareholder nominees for director in the company's proxy materials, subject to certain eligibility, qualification and procedural requirements (the "Proxy Access Rule"). In general, I am concerned that the Proxy Access Rule will exacerbate the short-term focus on stock price rather than the creation of long-term shareholder value and will allow special interest groups to pursue their own narrow agendas that divert company resources and distract management.

I would like to address two areas of particular concern with respect to the proposed Proxy Access Rule. The first area of concern is the ownership threshold for making a nomination. I support a 5% ownership threshold for all public companies. If a lower (e.g. 3%) threshold is set, this would more easily permit special interest groups to aggregate their shares to pursue their own narrow agendas rather than the creation of long-term shareholder value. A 5% threshold would assure that a mainstream investor is part of the shareholder group nominating a director. The second area of concern is to make certain that only long-term economic investors with a significant interest in a company are allowed to nominate directors under the Proxy Access Rule. I support a two year long holding requirement that also requires a shareholder or group of shareholders to actually own the shares that it proposes to use to acquire proxy access for a nomination. Shareholders should not be allowed to borrow shares to meet the eligibility threshold to nominate directors. Such a requirement would prevent those without a long-term economic investment in a company from commandeering the director nomination process.

I ask you to consider adopting the above suggestions in the final rule issuance so as to minimize the negative impact the Proxy Access Rule will have on public reporting companies. It is my hope that the Proxy Access Rule can be crafted in a way that allows those with a significant, long-term investment in a company to exercise proxy access rights, while preventing others from hijacking the board governance process to push their own agendas.

Sincerely,

A handwritten signature in cursive script that reads "Victoria F. Haynes".

Victoria F. Haynes, Ph.D  
Chief Executive Officer, RTI International  
Member, Board of Directors, Nucor Corporation