

ES/35767

McElveen, Josephine

From: Ron Lazaro [ron@rtlcapital.com]
Sent: Thursday, August 26, 2010 9:15 AM
To: CHAIRMANOFFICE
Subject: New Proxy Access Rule - Please forward to Mary Schapiro

Dear Mary Schapiro:

I absolutely love the new proxy access rule and I believe you are completely right that it is a basic question of fairness. I run an investment fund and have been observing the abuses of certain management teams and boards for over 15 years. It has been next to impossible to "check" them unless you own a large stake in the company. This will be a new tool for shareholders to put their own candidates up for election.

I really think this was a rule that will be remembered for taking the high road in virtue for corporate governance and I appreciate that an independent minded chairman was needed. Although I am not familiar with all the legalism surrounding it, anyone who voted against it may not of been thinking clearly for ideological reasons

Thank You and a Big Hug,

Ron Lazaro
RTL Capital, LP