

MIDWEST COALITION for RESPONSIBLE INVESTMENTS  
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August 12, 2009

Ms. Elizabeth M. Murphy  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

RE: Release Number : 34-60218, File No S7-12-09

Dear Secretary Murphy:

We are a coalition of faith-based Socially Responsible Investors who have worked tirelessly for 32 years along with the Interfaith Center for Corporate Responsibility and many other Investment Managers. We strongly support the spirit of the three measures contained in the above rule to improve corporate governance and enhance investor confidence.

1. We believe that Troubled Asset Relief Program recipients should provide shareholders with an annual advisory vote on executive pay in their proxy solicitations. We further suggest that the SEC extend the Advisory Vote requirement to all publicly traded companies...as a further preventive measure against the past year's executive pay confusions.
2. The Proxy Disclosure and Solicitation Enhancements proposed are of particular interest to us as well. We have often noticed potential conflicts of interest on Boards of Companies in which we invest. We believe we need to require companies to:
  - Define the relationship of its overall compensation policy to risk,
  - Disclose the qualifications of its directors, executive officers and nominees,
  - Describe the company's leadership structure,
  - Disclose potential conflicts of interest of compensation consultants
3. We appreciate the Commission's support of the NYSE proposal to eliminate broker discretionary voting for all elections of directors, whether contested or not. We agree that adding "election of directors" to the list of enumerated items for which a member generally may not give a proxy to vote without instructions from the beneficial owner, is a long overdue change. Shareholders need to be more responsible for their company.  
Louis Brandeis once said, "there is no such thing to my mind...as an innocent stockholder. he/She may be innocent in fact, but socially s/he cannot be held innocent. S/he accepts the benefits of the system. It is his business and his obligation to see that those who represent him carry out a policy which is consistent with the public welfare."

Ms. Murphy, thank you for your attention. We appreciate the new spirit of transparency at the SEC. The changes in the new rule first discussed on July 1, 2009 are welcome to us. We look forward to disclosure that strengthens investors' ability to make good decisions and

to use the technology now available to allow investors and issuers to manage risk and to better carry out our 'business and obligation ....consistent with the public welfare.'

Sincerely,

Sr. Barbara Jennings  
Director  
Midwest Coalition for Responsible Investments

cc: Commissioner Mary Schapiro  
Commissioner Kathleen L. Casey  
Commissioner Elisse B. Walter  
Commissioner Luis A. Aguilar  
Commissioner Troy A. Paredes