



**SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS**

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October 27, 2010

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

Re: **Concept Release on the U.S. Proxy System, File No. S7-14-10**

Dear Ms. Murphy:

The Society of Corporate Secretaries and Governance Professionals (the “Society”) appreciates the opportunity to respond to the Securities and Exchange Commission’s Concept Release on the U.S. Proxy System, SEC Rel. No. 34-62495 (July 14, 2010).

Founded in 1946, the Society is a professional membership association of over 3,100 attorneys, accountants and other governance professionals who serve more than 2,000 companies of most every size and industry. Society 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. Our members are generally responsible for their companies’ compliance with the securities laws and regulations, corporate law, and stock exchange listing requirements.

The Society submits this letter in response to the letter filed by the Shareholder Communication Coalition on October 20, 2010. We would like to clarify that we do not support the positions taken in the Coalition letter except for Section III relating to Proxy Advisory Firms. We note that the letter has no indication of the names of the members of the Coalition, but the website includes the Society as a member. For this reason, it is possible that one could infer that all members of the Coalition agree with all the points made in the letter. However, as stated above, the Society does not.

Respectfully submitted,

Chair, Interim CEO & President
The Society of Corporate Secretaries & Governance Professionals

cc: Mary L. Shapiro, Chairman
Luis A. Aguilar, Commissioner
Kathleen L. Casey, Commissioner
Troy A. Paredes, Commissioner
Elisse B. Walter, Commissioner
Meredith Cross, Director, Division of Corporation Finance
Felicia Kung, Chief, Office of Rulemaking, Division of Corporation Finance