

October 18, 2010

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CHAIRMAN'S  
CORRESPONDENCE UNIT

The Hon. Mary Schapiro  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-1090

Dear Ms. Schapiro:

I am writing to express concern that the U.S. Chamber of Commerce and the Business Roundtable are pressuring the SEC to rewrite the U.S. proxy system. I believe that what has occurred over the past decade related to large organized business interests continually infringing on the rights of individual shareholders is unethical, and should be illegal. These groups want companies to have greater control over proxy voting by shareholders - who are the true owners of the companies. For example:

-- The U.S. Chamber of Commerce wants to allow brokers and banks to vote using preexisting instructions on behalf of their clients. Unless these shareholders can choose independent recommendations from proxy advisory firms, banks and brokers may vote for management against the preferences of shareholders.

-- The Business Roundtable's "Shareholder Communications Coalition" wants to give companies more control over shareholder communications by eliminating the rules that help protect shareholders' privacy. Such a rule change would expose shareholders to proxy solicitations by management seeking their vote.

I urge you to consider the interests of shareholders before making any changes to the existing proxy system that generally works well. Any rule changes must protect the voting preferences and privacy interests of shareholders, and must create a level playing field for proxy communications by shareholders and corporate management.

Sincerely,

Dianne Davis-Whitham  
