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Mrs. Nancy Morris
Secretary
SEC
100 F Street, N.E.
Washington, D.C. 20549

Dear Mrs. Morris:

As to the subject matter of “proxy access” by large institutional investors, including unions. There is NO need for them to have this, since there has always been an opportunity for THOSE who wish to do a proxy fight or make a nomination “BY SPENDING THEIR OWN MONEY”. Why should small shareholders have to PAY for them to have a SPECIAL interest on Boards looking out for THEM, not for the rest of us!! And the five (5)% requirement could then be used by corporations for ALL resolutions. All they are looking for is a PRECEDENT!!!!!!! This administration and its SEC have been solely catering to large investors and unions because of HUGE contributions CERTAIN members of Congress have been receiving from those special interests.

One should (as I have been) work on INCUMBENT Directors. There has been considerable progress in the last ten (10) years in getting MORE and MORE incumbent directors to side with some investors in certain cases (including ME) and I know what I am talking about since I gave my FIRST resolution in 1963!!! By caving into the unions demands the SEC would then be legally creating TWO classes of shareholders — Royalty (institutional shareholders), Peasants (individual shareholders) who do NOT count with THIS administration! It is outrageous that the SEC might grant THEM this “favor” while senior citizens and small shareholders do not have a mandatory right of CHOICE between a NON CONTROVERSIAL issue such as CHOICE of getting a paper proxy instead of “mandatory” book entry at SOME companies!!!

The SEC has never in my over forty years experience with corporations and proxy resolutions been so BIASED against small shareholders while favoring the INSTITUTIONAL ones many of whom are strictly in-and-out traders! There should be NO proxy access for electing directors. Besides, IF an “outside director” becomes a director of a corporation through whatever means, EACH time such outsider, in a VERY short time, becomes an INSIDER. The rest of the Board will invite him or her to Clubs they NEVER could get into, they will wine and dine them, introduce them into circles they never dreamed of, etc. I have seen this happening over and over again!!!! What is necessary is that incumbent directors do become more INDEPENDENT as many have. While one cannot expect ALL directors at ALL companies to act independently, we certainly have SOME Directors at SOME Companies acting MORE and MORE independent. ABSOLUTELY NO PROXY access for Directors.

Sincerely,



Mrs. Evelyn Y. Davis