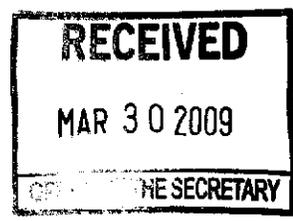




March 23, 2009

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



SUBJECT: Proposed Rule Change to NYSE Rule 452, File No. SR-NYSE-2006-92

Dear Ms. Murphy:

On behalf of Washington Banking Company, I am writing to comment on the proposal by the New York Stock Exchange to eliminate broker discretionary voting in the election of directors by amending NYSE Rule 452.

Broker discretionary voting is just one issue of many in the integrated and overly complicated proxy voting and shareholder communications system in the United States. The SEC should not take action on any changes to Rule 452 without also analyzing needed reforms in the other components of this outdated system. The current system, involving intermediaries, single service providers and unnecessary communication barriers between public companies and their shareholders, is costly, inefficient and non-transparent, and contributes to the erosion of trust and confidence in the system by individual shareholders, companies and other market participants.

As a public company, we have several specific concerns with respect to the proposed change to Rule 452, which are listed below.

- The change may result in difficulty obtaining a quorum at shareholder meetings where all items are non-routine.
- For companies who employ majority voting for the election of directors, it may be difficult to achieve majority support for director nominees.
- As a result of the on-going NOBO/OBO distinction, companies are not currently able to communicate directly with all of their shareholders. Therefore, many companies (especially small and medium-sized companies) are likely to find it difficult to overcome these challenges related to quorum and majority voting.
- This proposed rule change does not fully address the ongoing issues of stock lending, over-voting and "empty voting" that affect the integrity of the voting process, nor the significant growth and voting power that proxy advisory firms increasingly have over the institutional investor vote.

For these reasons, Washington Banking Company urges the SEC to undertake a comprehensive review and reform of the proxy solicitation system rather than approve in isolation small changes, such as the proposed amendment to Rule 452, one at a time.

Sincerely,

Shelly L. Angus
Senior Vice President/ Investor Relations