



March 26, 2009

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

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

Dear Ms. Murphy:

We are writing to comment on the proposal by the New York Stock Exchange to amend NYSE Rule 452 to eliminate broker discretionary voting in the election of directors.

UQM Technologies, Inc. is a developer and manufacturer of power dense, high efficiency electric motors, generators and power electronic controllers for the automotive, aerospace, medical, military and industrial markets. A major emphasis of our Company is developing products for the alternative energy technologies sector including propulsion systems for electric, hybrid electric, plug-in hybrid electric and fuel cell electric vehicles, under-the-hood power accessories and other vehicle auxiliaries and distributed power generation applications. Our common stock is listed on the NYSE Alternext US Stock Exchange. Although we are a small company with annual revenue of approximately \$8 million and 65 employees, we have nearly 8,000 shareholders, are an accelerated filer and were one of the first public companies in the country to voluntarily implement the notice and access proxy rules.

We are concerned that the elimination of broker discretionary voting may result in difficulty achieving a quorum at shareholder meetings where all items are non-routine. Based on the past voting behavior of our shareholders, we believe the practical effect of the proposed rule on our company will be to necessitate the incurrence of additional costs for proxy solicitation activities in order to obtain a sufficient number of shareholder responses to achieve a quorum. Ironically, such incremental costs would offset the efficiency and lower costs we have experienced through implementation of the notice and access model. We are also concerned about the effect this rule change may have on the fairness of the election process. Specifically, we believe the proposed rule change may inappropriately increase the influence of relatively small organized blocks of voters. We are extremely proud of the qualifications of the independent members of our board of directors. As a small company in the post Sarbanes-Oxley era, it has become increasingly difficult to recruit highly qualified directors. Inappropriately empowering

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small organized blocks of voters could create a chaotic and costly situation where qualified independent directors are unseated contrary to the wishes of the majority of shareholders (simply by the fact that the majority did not affirmatively vote for a director or slate of directors) thereby undermining the continuity and function of the board as well as raising the cost of governance to the company.

For the foregoing reasons we urge the SEC to reject the proposed change to Rule 452.

Very truly yours,  
UQM Technologies, Inc.

A handwritten signature in black ink, appearing to read 'Donald A. French', with a large, sweeping initial 'D'.

Donald A. French  
Treasurer