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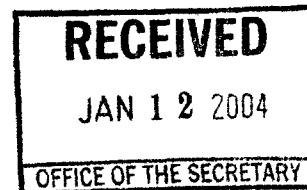
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SKILLING ENTERPRISES

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December 23, 2003

Jonathan G. Katz
Secretary
U.S. Securities and Exchange Commission
450 Fifth Street NW
Washington, D.C. 20549-0609



Re: File No. S7-19-03
Security Holder Director Nominations

Dear Mr. Katz:

Thank you for the opportunity to respond to the Commissions proposals to give shareholder-nominated director candidates access to company proxy statements in certain circumstances.

I have the privilege of serving on the boards of four publicly traded companies. They range in size from about \$ 400 Million to about \$ 4.5 Billion so I suppose that I could say that my opinion represents the small cap segment of the market.

Most of the provisions of the Sarbanes- Oxley Act (with the exception of Section 404, which causes huge expense for all companies without adequately preventing malfeasance by the few that wish follow crooked paths) are justified and basically validate procedures followed by most of the corporations in America today and do not significantly adversely impact them.

My concern is that the "triggers" in the pending proposal, while intended to have narrow application to a perceived need may in fact be applied more broadly by well meaning but misinformed groups, to companies whose managements are absolutely aligned with the interests of the shareholders. As I understand the current language of the proposal, it is not clear what really constitutes a company whose directors have failed use adequate oversight in the discharge of their duties. The in turn leads to the danger of broad application beyond the intended boundaries.

The corporate CEO today has an extraordinarily complex and demanding position. They need all of the guidance and advice that they can get from qualified independent board members. This proposal disincentivizes qualified individuals from serving on public boards where they might be subjected to

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January 5, 2004


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political campaigns for election. By circumventing the Nominating Committee process, two risks are run; first members of the board, who do not have adequate qualifications, can be nominated thus perhaps accentuating the problem that the Act is designed to prevent. Secondly, well qualified individuals, who have continued to serve, despite the time commitments and pressures which conscientious directors face today, will no longer be willing to stand for election leading to a danger of the very problem you are concerned about increasing.

I urge you to consider the ramifications of the provisions of this act. While I understand the well-meaning intentions, I do believe that the consequences of the enforcement are potentially devastating to good corporate governance. It seems prudent to see how the recent SEC initiatives are working before instituting the additional, potentially dangerous measures contemplated by the Act.

Thank for your consideration. I would be pleased to discuss my concerns further with you or the commission's representatives at any time.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. Van Skilling", with a long horizontal line extending to the right.

D. Van Skilling
President
Skilling Enterprises