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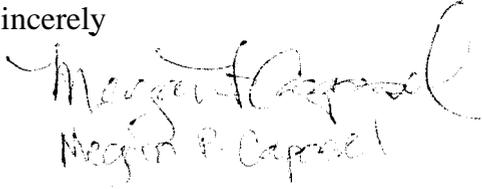
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Dear Chairman Donaldson:

I appreciate all that you have accomplished in your first year at the SEC. I believe that the economy is rebounding because of the reforms enacted by you and your colleagues. **And I** think that none of this compares to the positive effects that are inevitable if the commission adopts the proposed shareholder proxy access rule.

While I believe that this rule should pass, I think that it could be greatly improved by limiting or eliminating the access triggers. Most particularly, I believe that the proxy should be opened whenever a company fails to act on a shareholder majority vote. Nothing so clearly reveals a board with personal and inappropriate motives.

Sincerely

  
Meggin P. Capra