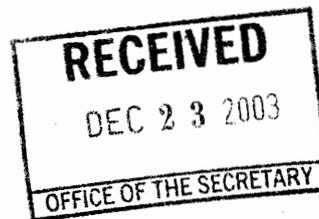


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December 22, 2003

09001.01083

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-0609

Re: Proposed Rules Regarding Nominations and Elections of Directors by
Shareholders - File No. ~~S7-14-03~~ S7-19-03

Dear Mr. Katz:

I am a member of the Board of Directors of General Mills. I appreciate this opportunity to comment on the Securities and Exchange Commission proposal to require companies to include shareholder nominees for director in company proxy materials.

As a director of a public company, I have been outraged by the numerous corporate scandals in the past two years. I think companies, their management and their boards, are entrusted by shareholders with a fundamental duty and must hold themselves to the highest standards. I do not, however, think that it is wise to require companies to include shareholder nominees in their proxy materials. The proposed rules will be used and exploited by special interest groups, not those with the interests of all shareholders at heart. Moreover, the proposed rules reach beyond the SEC's stated intent of targeting a small number of unresponsive companies and will ultimately impact many U.S. public companies - regardless of their corporate governance practices or their responsiveness to shareholders.

I also am concerned that permitting shareholders to place nominees in company proxy materials would undercut the role of the Board of directors and its governance committee in the important process of nominating director candidates. The proposed rules could turn director elections into proxy contests, substantially disrupting corporate affairs, causing significant costs to the company and all of its shareholders, and dissuading from board service well-qualified individuals who do not want to routinely stand for election in a contested situation.

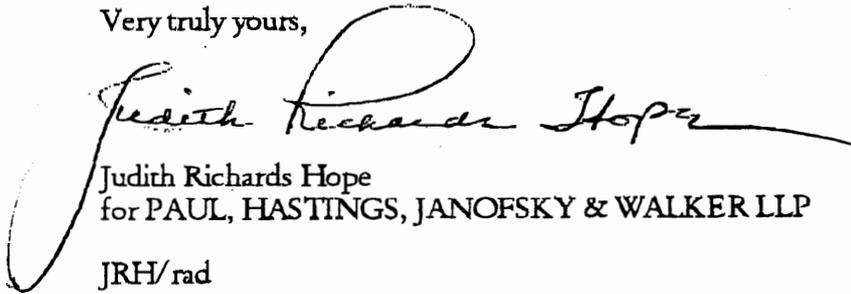
I urge the SEC to delay adoption of the rules pending further study and understanding of the unintended consequences that may occur if they become applicable to all companies. If the inclusion of shareholder nominees in company proxy materials will be required, I agree with the SEC's goal of limiting it to a small number of companies who have been unresponsive to their shareholders. However, in order to achieve that goal, the SEC must substantially revise the proposed rules to better target them to non-responsive companies.

Paul Hastings

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Thank you for considering my concerns about the proposed rules.

Very truly yours,



Judith Richards Hope
for PAUL, HASTINGS, JANOFSKY & WALKER LLP
JRH/rad