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November 25, 2003

203

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

Re: File No. S7-19-03

Dear Mr. Katz:

In response to your request for comments by December 19th on proposed rulemaking to allow/encourage direct proxy access, I am totally opposed.

First, to underscore Apache's credibility and that of director selection under a process which works, and has functioned appropriately within public companies for over a century, please note our performance chart enclosed.

Then please be assured that Apache Corporation, founded in 1954, is strongly opposed, believing it would prove counterproductive as well as rife with unintended, misguided consequences opposite to the stated objectives.

If you read this letter and desire that we expand upon our concerns, be assured we will respect a request. We recognize the role of judge and jury, as well as the probability that much of that which we might offer, could enjoin an opposite set of assumptions and conclusions.

Therefore, I mention but several of a number of concerns, possibly less likely to have been weighed.

1. This process will constitute open season to crackpots with single purpose agendas of passionate, often ill-founded concern to them to pursue with new found leverage.
2. Whereas "in the interest of better governance through greater shareholder democracy" rings well conceptually, it also constitutes a wedge and mall in the hands of those interested and adept at engaging in proxy warfare and corporate sabotage directed at hostile acts benefiting those interested in killing the

Mr. Jonathan G. Katz

November 25, 2003

Page 2

corporation for narrow self-aggrandizement versus the interests of valid long-term shareholders. (How long is long-term in your mind and how would you validate their qualifications?)

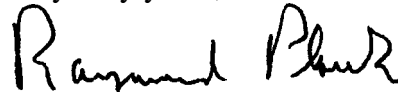
3. Apache has a conscientious director selection committee chaired and peopled by independent directors. The system works.

**An** unwanted director proposed by an intruding force, organized for possible opportunistic foul play, can reduce the effectiveness of a board's meetings and deliberations, by causing it to waste time, energy, intellect and emotion through their accommodation either at boards' meetings or annual meetings, a number of which have already been reduced to circus proportions, unattended in person by institutions.

The focus given corporate malfeasance has led to numerous measures which have directly addressed governance. These initiatives, on balance, together with increased convictions of big name miscreants may do the job.

Before piling on more initiatives, it might be well to evaluate what has been put in place through actual experience and consider with caution whether to open "Pandora's Box" to unintended consequences.

Very truly yours,



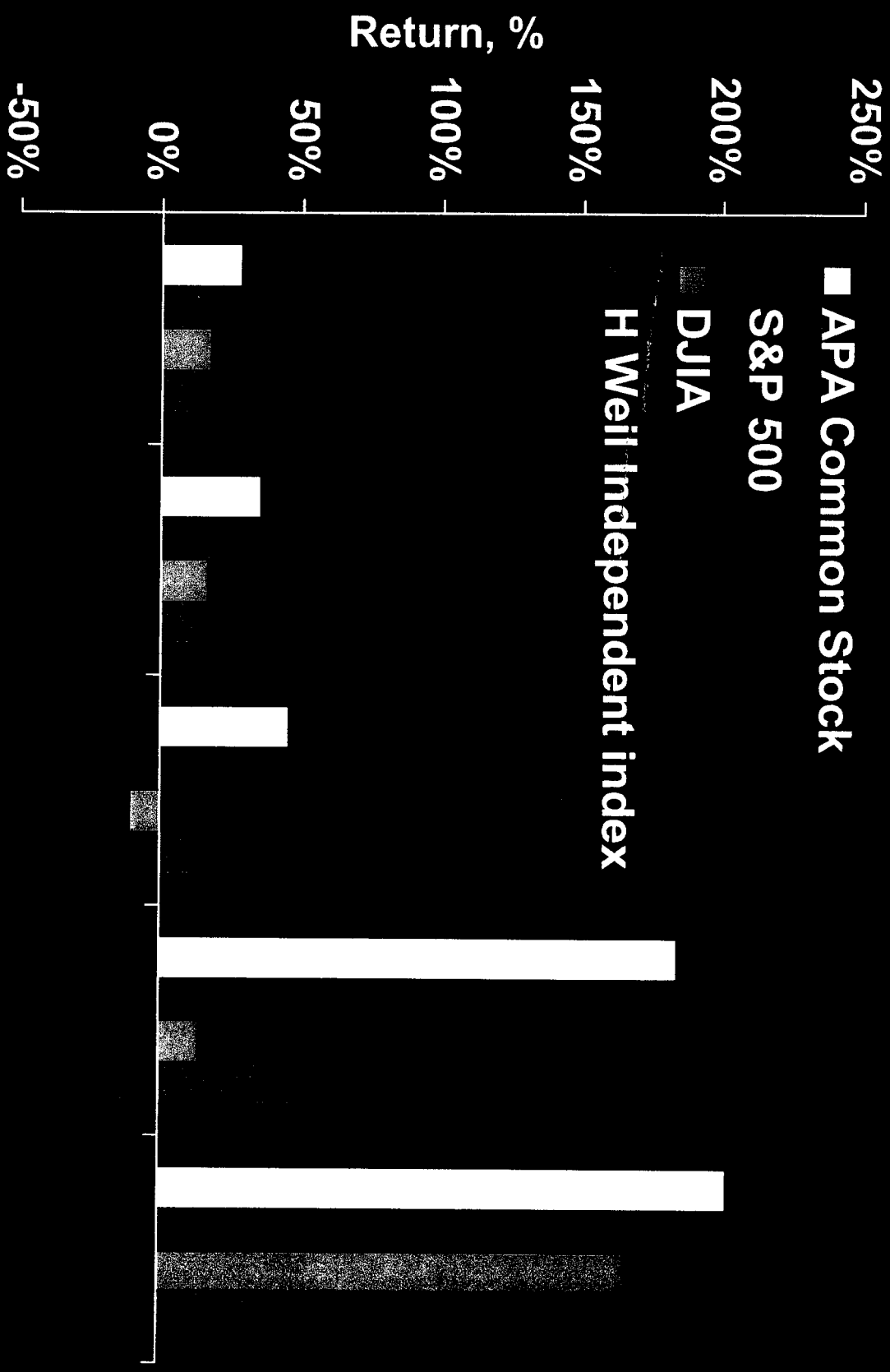
Raymond Plank

RP:il

Enclosure

cc : Steve Farris  
Roger Plank  
Anthony Lannie

# Consistent Performance through the Cycles



YTD 2003      1-Year      3-Year      5-Year      10-Year  
 Effective October 31, 2003