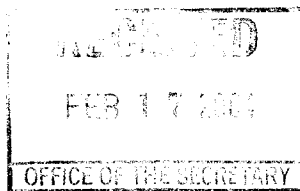


December 11, 2003



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Secretary Jonathan Katz:
RE: Proposal S7-19-03
Securities & Exchange Commission
450 5th Street, Northwest
Washington, DC 20549

57-19-03

Dear Secretary Katz:

This letter addresses the topics in the Notice of Solicitation of Public Views regarding changes to proxy rules as they apply to shareholder access.

I have been a stockholder for over ten years. My main concern with the SEC's proposed mandates is that special interest groups with philosophies contrary to the interests of the company could gain a seat on the Board of Directors. I have invested in the future, and my stocks are my retirement. I want my Board of Directors to be dedicated to protecting and increasing my investments. I do not want my Board of Directors advancing a narrow cause or representing a narrow opinion of some shareholders.

Introducing a special interest director into the boardroom, is not equivalent to having all points of views and opinions represented within the board. I do not want the board's energy directed to satisfying special interest groups or dealing with a controversial atmosphere. The director's fiduciary duty is to all the shareholders, not just a limited. Special consideration of interest groups is in violation of most state corporation commission laws. Also, the SEC should not be issuing rules and regulations in the area of corporate law that is and has been dependent on the laws of the sovereign states.

I understand the "knee jerk" reaction that the SEC is experiencing based on recent events in certain corporations. However, I believe the proposed regulations would be disruptive and damaging punishment for all the excellent firms that do not have complacent boards or are smaller companies that don't have the overhead to undertake implementation of these new rules. Punish the guilty - not the innocent.

It is well known that Corporate America is looking within their own corporations to improve corporate governance and new procedures are being implemented. I believe we should have patience. I recommend we see how well they work before undertaking mandates from the SEC.

Sincerely,

Brian McDermott
1411 17th Avenue South
Wisconsin Rapids, WI 54495