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OFFICE OF THE SECRETARY

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

Dear Secretary Katz:

It has been almost a year since the SEC proposed a rule to support greater democracy in the corporate elections process (shareholder proxy access), and it is even more vital now that investors large and small be given the opportunity to elect independent board candidates that have shareholders' best interests at heart. The public continues to witness a succession of corporate scandals and CEO enrichment, and often, we see that directors have failed to represent shareowners' interests.

The SEC should quickly pass a robust rule that provides fair and adequate mechanisms for company owners to place highly qualified and truly independent people on the proxy ballot. Only then can shareholders effectively hold individual board members accountable for their actions. The Commission has already received an overwhelming majority of comments in favor of proxy access - more than any other rule in the Commission's history. A recent Pensions and Investments (9/20/04) editorial sums up investor frustration around this rule's delay: "The SEC proposal fits right into [President] Bush's ownership society...If the president wants individuals to have more control over their retirement assets and to assume more responsibility for them, he has to provide a way for shareholders to hold corporations - namely, directors - more accountable for their decisions."

The adopted rules should not require event-based triggers as barriers to entry. Shareholders should not have to wait for corporate malfeasance to nominate independent directors to a board. A threshold requirement should be sufficient to protect corporations from frivolous nominations.

Shareowners are willing to monitor board accountability in order to protect their hard-earned assets and retirement funds. Now it's up to the Commission to give us the proper tools to do so.

Sincerely,

Linda A. Mundy

Linda A. Mundy
President

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