

October 29, 2003

Re: File No. S7-19-03

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Dear Secretary Katz:

I am a shareholder, and I support the proposed SEC rule that would allow shareholders to nominate candidates for corporate boards under certain situations. I think that it is time to give management and directors a little accountability, and I think that this rule is a great way to do so. However, there are a few changes that I would like to suggest:

If there must be triggers at all, then there should be more of them. Companies that fail to adopt winning shareholder resolutions should be open to investor nominations, as should companies that regularly restate earnings.

The triggering percentage of votes withheld from management nominations should be lowered, and it should be calculated according to votes cast rather than shares outstanding.

The standards for shareholder nominees should be no more restrictive than those for management's candidates.

I thank you for your time.

Sincerely,



Sandra K. Tuttle