



State Universities Retirement System of Illinois

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Serving Illinois Community Colleges and Universities

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Dan M. Slack  
*Executive Director*

**Via e-mail**

October 1, 2007

Nancy M. Morris  
Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

*Re: Shareholder Proposals Relating to the Election of Directors (File Number: S7-17-07)*

Dear Ms. Morris:

I am writing on behalf of the State Universities Retirement System of Illinois ("SURS"), a public pension fund of the state of Illinois serving over 180,000 participants and with assets under management of over \$16 billion. SURS appreciates the opportunity to provide comments on the Securities and Exchange Commission's ("SEC" or "Commission") interpretive and proposing release to clarify the meaning of the exclusion for shareowner resolutions relating to the election of directors that is contained in Rule 14a-8(i)(8) under the Securities Exchange Act of 1934 ("Release").

In conjunction with the Council of Institutional Investors, SURS strongly opposes the Release. The Release effectively bars shareowner proxy access resolutions without providing investors any meaningful alternative approach to proxy access. The Commission should not adopt the Release unless and until a proxy access approach can be developed and adopted that protects rather than erodes investors' rights.

Furthermore, in light of the current vacancy on the Commission, SURS suggests that this proposal be tabled until the Commission is once again meeting with a full complement of five members.

As a member of the Council of Institutional Investors, SURS therefore strongly supports reforms that would permit meaningful shareowner access to company-prepared proxy materials relating to the nomination and election of directors. Such reforms would make boards more responsive to shareowners, more thoughtful about whom they nominate to serve as directors, and more vigilant in their oversight of companies.

It is troubling that the broader interpretation proposed by this Release, if adopted, would likely shut the door on shareowners' ability to submit binding or precatory resolutions seeking access to the proxy.

SURS is aware that the Commission has issued a separate proposal that, if adopted, would permit shareowners to request access to the company-prepared proxy under certain circumstances. As, however, the Council of Institutional Investors and many other commentators to that proposal have concluded, the proposal's requirements have failed to meet the needs and demands of investors for meaningful proxy access reforms.

The State Universities Retirement System of Illinois appreciates the opportunity to provide its views on this matter. Please feel free to contact me with any questions.

Sincerely,

A handwritten signature in cursive script that reads "Dan M. Slack". The signature is written in black ink and is positioned to the left of a vertical red line.

Dan M. Slack  
Executive Director

c: Mr. Mitchell Vogel  
President, Board of Trustees