

September 28, 2007

**VIA E-MAIL**

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

Dear Ms. Morris:

RE: Shareholder Proposals Relating to the Election of Directors (File No. S7-17-07)

I am submitting the following information and commentary with respect to your proposed changes to Rule 14a-8 of the Securities Exchange Act of 1934. I am opposed to the change outlined in SEC Release No. 34-56161 whereby your existing position allowing companies to exclude shareholder proposals regarding director nominations from a company's proxy statement under Rule 14a-8(i)(8) would be codified. I am also for expansion of your "Access Proposal" contained in SEC Release No. 34-56160 to allow any shareholder, not only shareholders owning 5% or more, of a company to submit a shareholder proposal for amendment of the company's bylaws to allow shareholders access to the company's proxy statement for the purpose of making nominations of company directors.

Webster's New World Dictionary defines election as "a choosing or being chosen for office by vote." How can there be a choosing if the number of directors standing for election equals the number of director positions up for election? If elections of company directors are merely intended to be a ratification of directors already selected by a company's board of directors then they should be called "director ratifications."

Since a company's proxy statement is paid for and owned by the company then it should be available to any shareholder of the company for purposes of nominating candidates for directorships. In this way, company management and the company board, through its nominating or board governance committee, can nominate a slate of candidates for directorships and company shareholders can nominate their own slate of candidates for director and the election can determine the winners. In this way, the best candidates for directorships should rise to the top and the company will benefit from a broad spectrum of knowledge and experience brought forth by its directors.

Sincerely,

Patrick J. Lysobey