**Gregory R. Page**
*Chairman and*
*Chief Executive Officer*

*PO Box 5724*
*Minneapolis, MN 55440-5724*

August 7, 2009

***Via Email: rule-comments@sec.gov***

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

Re: Facilitating Director Nominations,
Release Nos. 33-9046; 34-60089; IC-28765;
File No. S7-10-09 (June 10, 2009)

Dear Ms. Murphy:

I wish to comment on the proposed significant amendments to the SEC's proxy rules that would permit shareholders to nominate directors in company proxy materials. I am an independent director of a company subject to the federal proxy rules.

While I have several concerns with the referenced proposal, my primary concern is that creating a federal proxy access right could have a profoundly negative impact on the effective functioning of impacted boards. Individual shareholders and shareholder groups often do not have interests that align with the long-term economic success of a company. We are seeing more and more instances of shareholders with a focus on short-term, rapid stock price appreciation without regard to the underlying financial health of the company. Those shareholders would have a strong temptation to nominate directors that share their agenda. The proposal therefore creates the possibility of special interest directors and fractured boards. A board comprised of directors with divergent interests and varying corporate strategic goals, is unlikely to be effective.

Further, if the proposal is adopted in its current form, the process of identifying director candidates and conducting elections could be subject to unnecessary politicking, campaigning, exorbitant spending on election contests, and bargaining for seats. That type of activity would detract board and management attention from company operations, and is certain to be of detriment to companies and shareholders alike.

Thank you for the opportunity to comment on this proposal.

Yours truly,

GRP/td