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James B. Buda
Vice President
General Counsel and Secretary

December 4, 2003

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



Re: File No. S7-19-03

Dear Mr. Katz:

I am writing on behalf of Caterpillar Inc. in support of the Business Roundtable's comment letter, dated November 17, 2003, in which it requested that the Securities and Exchange Commission ("Commission") extend the comment period by 60 days for the Commission's proposed rule, *Security Holder Director Nominations* ("Proposed Rule").

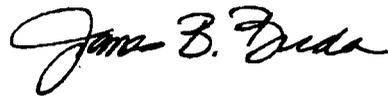
For more than 75 years, Caterpillar has been building the world's infrastructure, and in partnership with Caterpillar dealers, is driving positive and sustainable change on every continent. A Fortune 100 company, Caterpillar is the world's leading manufacturer of construction and mining equipment, diesel and natural gas engines, and industrial gas turbines. The company is a technology leader in construction, transportation, mining, forestry, energy, logistics, electronics, financing, and electric power generation.

Over the years, Caterpillar has built a solid reputation as a highly ethical company. We recognize and take seriously our role in restoring public confidence in Corporate America, including our responsibility in fostering sound corporate governance. We supported the enactment of the Sarbanes-Oxley Act of 2002, as well as the newly revised corporate governance listing standards issued by the New York Stock Exchange and NASDAQ Stock Market, Inc. We believe that these initiatives will help promote better corporate governance and more transparent business practices.

Caterpillar considers the implementation of the Proposed Rule to be a very serious matter that deserves as much feedback from market participants as possible. Currently, interested parties are given only 60 days to comment on the Proposed Rule. This short period of time is insufficient for parties to comprehensively review, comment, and provide requested information on the issues raised in the Proposed Rule. Therefore, we support the Business Roundtable's comment letter and respectfully request that the Commission extend the comment period to February 23, 2004, so as to allow interested parties enough time to provide quality comments on the Proposed Rule.

We welcome the opportunity to discuss this issue at your convenience. If you have questions regarding this letter, please contact me at (309) 675-4428.

Sincerely,

A handwritten signature in black ink, appearing to read "James B. Decker". The signature is written in a cursive style with a large, prominent initial "J".