

December 4, 2013

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

Re: Rulemaking Petition File No. 4-666

Dear Ms. Murphy:

The undersigned support the request of The NASDAQ OMX Group, Inc. (“NASDAQ”), in its Petition dated October 8, 2013, to require proxy advisory firms to publicly disclose the methodology that underlies their recommendations regarding how shareholders should vote, as well as all potential conflicts of interest that could influence their recommendations.

This action is long overdue. We agree with NASDAQ that the proxy advisory firms’ lack of transparency and their multiple potentially conflicting commercial relationships with companies and shareholders cause grave harm to companies and investors. They also undermine confidence in the market. By enhancing proxy advisory firm transparency, the Commission would increase the information available to shareholders who rely on these recommendations, ensuring that they can fulfill their responsibilities as fiduciaries.

In 2010, the Commission raised a variety of issues related to the proxy system, including concerns related to proxy advisory firms’ lack of transparency and conflicts of interest.¹ The time to study these issues has passed. The time to act is now. We join NASDAQ in asking the Commission to take prompt action and improve proxy advisory firm disclosure.

Very truly yours,



John Griffith
General Counsel and Secretary
1st Source Corporation



Ron Pasek
Senior Vice President and Chief Financial Officer
Altera Corporation

Signatures continued on following pages.

¹ Concept Release on the U.S. Proxy System, Release No. 34-62495 (July 14, 2010), 75 FR 42982 (July 22, 2010).



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Tom Murphy
President and Chief Executive Officer
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Co-Chief Executive Officer and CFO
Aware, Inc.



Mary Puma
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CDW Corporation



Bruce Smith
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Citi Trends, Inc.



Antonio Gomes
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Citrix Systems, Inc.



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