



SOCIETY OF CORPORATE SECRETARIES  
& GOVERNANCE PROFESSIONALS

March 26, 2007

Securities and Exchange Commission  
100 F St., N.E.  
Washington, D.C. 20549  
Attention: Jonathan G. Katz, Secretary

Re: File No. S7-03-07  
Release Nos. 34-55147; IC-27672  
Universal Internet Availability of Proxy Materials

Ladies and Gentlemen:

The Society of Corporate Secretaries & Governance Professionals (the "Society") appreciates the opportunity to respond to the request for comments made by the Securities and Exchange Commission (the "Commission") in its January 22, 2007, release entitled "Universal Internet Availability of Proxy Materials" (the "Universal Model").

The Society, founded in 1946 as the American Society of Corporate Secretaries, has over 3,800 members representing approximately 2,600 companies. Our members are directly involved in and routinely manage the many practical tasks and issues addressed in the timely preparation and distribution of proxy materials and conduct of shareholder meetings.

As stated in our February 10, 2006, comment letter to the Commission's December 8, 2005, proposing release on Internet Availability of Proxy Materials (the "Voluntary Model"), the Society supports initiatives promoting electronic shareholder communications. We believe, however, that it is premature to move from the Voluntary Model to the Universal Model. We encourage the Commission to table the Universal Model for at least two proxy seasons during which the Commission and issuers can assess the Voluntary Model's performance.

We believe that the vast majority of public companies of any size already post copies of their financial and proxy filings on their company website. It is typically very easy for an investor to locate an issuer's website and, within the website, to locate the investor information section which includes the posted materials. Thus, to a great extent, the ability of shareholders to access, review and search proxy materials electronically already exists and is not impeded by delaying implementation of the Universal Model.

Under the Voluntary Model, those issuers which anticipate the greatest cost and efficiency advantages and which have resources readily available to design and implement the appropriate information technology, scheduling and delivery processes have the opportunity to lead the development of best practices for internet proxy solicitation. The Voluntary Model also provides the Commission and issuers with an opportunity to address unexpected and unintended consequences and practical difficulties before they have a universal reach.

For example, actual experience under the Voluntary Model will allow Society members to analyze the impact of e-proxy rules on vote turnout. We anticipate little impact on voting by institutions which have processes, procedures and knowledgeable administrators in place. We are, however, uncomfortably uncertain as to whether e-proxy will have a positive, negative or neutral impact on individual shareholder vote turnout.

The Society remains very supportive of initiatives directed at enhancing the efficiency and meaningfulness of shareholder communications and views the internet as a powerful tool for such efforts. The knowledge and experience which our membership and other issuers will develop under the Voluntary Model will markedly improve our ability to provide informed recommendations concerning appropriate requirements for the Universal Model. We anticipate that many of our members will be leaders in the use of the Voluntary Model and we look forward to sharing their insights with you.

We appreciate the opportunity to provide this letter to the Commission on the Proposing Release. Please feel free to contact the undersigned at 212-681-2012, or [dsmith@governanceprofessionals.org](mailto:dsmith@governanceprofessionals.org) if you would like to discuss our comments further.

Respectfully submitted,

Society of Corporate Secretaries and Governance Professionals

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