UNITRIN

August 17, 2009

Scott Renwick
Senior Vice President,
General Counsel and Secretary

Ms. Elizabeth M. Murphy
Secretary
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: File Reference No. S7-10-09
Facilitating Shareholder Director Nominations
Release Nos. 33-9046 and 34-60089

Dear Ms. Murphy:

We are writing to comment on the proposed rules (the "Proposal") and related rulemaking release published by the U.S. Securities and Exchange Commission (the "Commission" or the "SEC") on June 18, 2009, entitled *Facilitating Shareholder Director Nominations*. Unitrin, Inc., with nearly $9 billion in assets and $3 billion in annual revenues, has interests in life, health, property and casualty insurance businesses, and has more than 7,000 employees and is listed on the New York Stock Exchange.

We have serious misgivings about not only the contents of the Proposal and the relative lack of empirical data underpinning it, but equally about the speed with which the Proposal is being advanced by the Commission. The Proposal represents a sea change in the legal framework for the single most important aspect of corporate governance -- the election of directors -- and has the potential to fundamentally (and perhaps permanently) alter the balance between shareholders and boards of directors. Interested members of the public should be afforded more than a 60-day comment period within which to analyze and provide thoughtful commentaries on this complex and vital topic. Moreover, with its sole focus on proxy access, the Proposal ignores critical shortcomings of the proxy process which deserve equally careful and thoughtful remedial measures in the context of an integrated, rather than an ad hoc, proxy rulemaking process. Finally, we believe that a "one size fits all" federal mandate is at odds with the historical and effective primacy of state law in matters of corporate governance, as well as the rights of shareholders to choose a governance framework that best addresses the particular circumstances and needs of their companies.

Rather than repeat in detail a number of comments which have already been submitted to the SEC, we refer, in particular, to the thoughtful and well reasoned comments contained in four comment letters, with which we substantially concur:

Letter, dated August 13, 2009, from Society of Corporate Secretaries and Governance Professionals

Unitrin, Inc.
One East Wacker Drive • Chicago, Illinois 60601 • 312 661 4589 • *Fax* 312 661 4941 • *srenwick@unitrin.com*

Letter, dated August 12, 2009, from IBM Corporation

Letter, dated July 24, 2009, from the Council of the Corporation Law Section of the Delaware State Bar Association

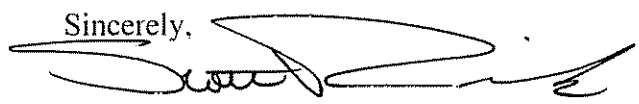
Letter, dated June 30, 2009, jointly submitted by the Business Roundtable, the National Investor Relations Institute, Shareholder Communications Coalition, U.S. Chamber of Commerce, National Association of Corporate Directors, Securities Transfer Association, Inc., and Society of Corporate Secretaries and Governance Professionals, Inc. (Focused on a request to extend the comment period)

The foregoing comment letters raise a number of important concerns and objections that deserve careful consideration, including the following:

- The stated need for the Proposal is not supported by empirical evidence. (In particular, we note that the Proposal does not cite any evidence to support the notion that the lack of direct proxy access had any causal connection to the current economic crisis.)
- Shareholders already have meaningful opportunities under existing federal and state law to participate in the nomination process for directors.
- The Proposal fails to recognize recent, significant developments in corporate law and corporate governance, especially in Delaware.
- The Proposal seems to assume that corporate directors and shareholders cannot be trusted to establish process access mechanisms that are appropriately tailored for their particular circumstances.
- The Proposal has a number of mechanical and procedural flaws.
- Significant problems in the current system of director elections unrelated to proxy access deserve equal and contemporaneous attention in order to appropriately address the shortcomings of the system. These include problems associated with the role and influence of proxy advisory firms, the difficulty companies have in getting information about their investors because of the current NOBO/OBO shareholder distinctions, and problems related to borrowed shares and "empty voting" (i.e., voting by investors who have legal ownership of shares but no economic interest in the company).

We strongly urge the Commission not to adopt proposed Rule 14a-11 in its current form and respectfully request the Commission to slow the pace of this effort to afford adequate time for thoughtful comments from the public and to carefully assess the need for a federally mandated proxy access rule in the context of a comprehensive review process that includes an examination of shortcomings in the current system that are unrelated to proxy access concerns. Given the far reaching implications of the Proposal, it's much better to get it right than simply to get it done.

Sincerely,



Scott Renwick