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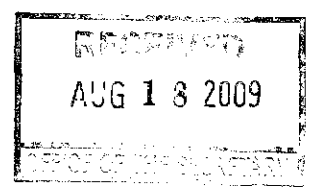
JOHN C. ASTLE  
30th Legislative District  
Anne Arundel County

Vice Chair  
Finance Committee



# The Senate of Maryland

August 12, 2009



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

Re: *File No. S7-10-0, Release No. 34-60089*  
*Facilitating Shareholder Director Nominations*

Dear Secretary Murphy:

As the Vice Chairman of the Maryland State Senate Finance Committee, I write today regarding official comments to the Securities and Exchange Commission's recently published proposed rules ("Proposed Rules") that would require companies to provide proxy access for shareholder nominations of corporate directors.

While I commend the SEC for its focus on the enhancement of corporate governance mechanisms, I must voice my opposition to the Proposed Rules, as I feel they will not benefit individual or institutional shareholders. Furthermore, nor do I believe they will improve company oversight or the operation of publicly-traded businesses in the United States.

We have seen far greater board accountability since the passage of the Sarbanes-Oxley Act. Only after a great deal of evaluation are individuals nominated for consideration by shareholders, including a process by which the nominee's expertise, independence and experience are weighed. The Proposed Rules would, on the other hand require the consideration of board nominees who have not undergone the same scrutiny. Essentially, it would allow special interests to control the nomination of board candidates, and to push onto shareholders director nominees who do not meet the basic requirements to serve and who do not have the best interests of the shareholders at heart.

Ultimately, I believe the negative consequences of the Proposed Rules would greatly outweigh their benefits and I respectfully ask that they be rejected.

Thank you for your consideration and your attention to these comments.

Sincerely,

John C. Astle