



August 17, 2009

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

Re: *File No. S7-10-09*
Release No. 34-60089
Facilitating Shareholder Director Nominations

Dear Ms. Murphy:

As Senior Manager of Regulatory and Government Affairs for Erickson Retirement Communities, headquartered in Maryland, I write to express my concern regarding the proposed amendments to the SEC's proxy rules that would allow shareholders to nominate directors through the company's proxy materials. Allowing proxy access would open the door to a scenario in which directors could be nominated and approved without going through the current extensive vetting process.

In addition to preventing a careful background check on future directors, the change would potentially create troublesome conflicts for board seats and friction within management that could impact management and operations and, subsequently, investment. It will likewise serve to discourage qualified candidates from accepting invitations to direct companies.

States currently maintain authority over regulation of such issues and this has worked well. State legislatures have traditionally established corporate governance law – for example, existing state laws, such as Delaware General Corporate Law, Section 112, establishes shareholders an avenue by which shareholders can nominate prospective directors. The Sarbanes Oxley Act in addition created further accountability for corporate disclosure and establishes federal oversight.

While I recognize and am angered by the behavior and actions of a select few unprincipled individuals, there exists in the current law punishment for such behavior. These types of actions are, thankfully, the exception rather than the norm.

As you consider the adoption of the proposed rule, I hope you will take these considerations into account.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mark A. Yost, Jr.", written over a printed name and title.

Mark A. Yost, Jr., MPP
 Senior Manager, Government Affairs
 Erickson Retirement Communities, LLC