



MARILYN CARLSON NELSON
CHAIRMAN

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August 12, 2009

Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F. Street, NE
Washington, D.C. 20549-1091

Subject: File No. S7-1-09

Dear Ms. Murphy:

I urge the Commission not to adopt proposed Rule 14a-11.

I am Chair of Carlson, a multi-national hotel, restaurant and travel company chartered in Minnesota. I also serve as an independent director of Exxon Mobil Corporation where I currently chair the nominating committee. I have, during my career served on the boards of US West and US Bank. Based on my experience on the boards of public companies, I am writing to comment on the proxy access proposal.

I am deeply concerned that board attention must be focused on business performance rather than time-consuming proxy contests. I also believe that politicizing corporate elections would discourage many capable and experienced director candidates from standing. We have already found this to be true based on the time requirements and the perceived liability pursuant to Sarbanes Oxley.

I am also uncomfortable with the imposition of a uniform, mandatory federal access regime on all public companies, regardless of a company's needs or the wishes of its shareholders. I do not believe this pre-emption of state law would be in the long-term best interest of shareholders.

State regulation of corporate governance has served the country well for over 100 years, and has proven to be responsive to changing shareholder expectations. Evidence of this can be seen in the widespread adoption of majority voting standards for director elections at large companies; the demonstrated ability of shareholders to implement governance reforms through

binding by-law amendments; and the recent amendments of Delaware corporate law.

I appreciate your consideration of the concerns outlined above and remain hopeful that the outcome of this debate will in no way distract from the ability of our public companies to focus on their commitment to mutuality – creating value for both the marketplace and the shareholder.

Sincerely,

A handwritten signature in cursive script that reads "Marilyn Carlson Nelson". The signature is written in black ink and is positioned above the typed name and title.

Marilyn Carlson Nelson
Chairman of the Board
CARLSON