



THE WAY TO WELLNESS

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Ms. Elizabeth Murphy
 Securities and Exchange Commission
 100 F St., NE
 Washington, D.C. 20549-1090

Ms. Murphy:

In 2005, I established The Way to Wellness as a sole proprietorship to provide professional services related to my credentials as a registered dietitian and certified diabetes educator. Since a large portion of my clients are covered by either Medicare or Medicaid, I constantly deal with government regulations. Because of this, I was not pleased to hear that your commission is trying to revise the shareholder proxy access rule. There should be no government action that promotes self-serving agendas in corporate boardrooms across America.

Many small businesses in my area have closed their operations due to the poor economy this year. I am fortunate that my business is somewhat recession proof, because my consultations are related to health issues. My business has remained steady with a general upward trend and only a slight decrease in private pay clients. No small business, however, is totally immune to the ripple effect of actions taken in corporate boardrooms.

We need to be mindful that state corporate laws should not be subjugated to the federal government. Small businesses are less competitive when forced to deal with burdensome regulations, compliance, and litigation. To prevent this we need limited government intervention. This is why I believe the current shareholder proxy access rule is sufficient.

Sincerely,

Marsha McCleskey, RD/LD, MS, CDE
 The Way to Wellness