


Ms. Dee's Lil Darlins Daycare

**1036 Black Street
Hurst, Texas 76053
817-595-2589**

August 16, 2009

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

Ms. Murphy:

My home based business, Ms. Dee's Lil Darlins Daycare, began out of necessity, so I could stay home and care for my own children while still earning income to assist with our family expenses. Since September 2002, I have been registered with the State of Texas and am the sole owner and operator. Because my business is already highly regulated, I was not happy to hear that your commission is considering a proposal to bring about a change to the shareholder proxy access rule. This has the potential to upset the smooth operation of corporate boards. Eventually we could all face additional regulations.

My business has been affected only slightly since my clients are teachers from a school district that has not been forced to make any job cuts. Many childcare providers in our area have been severely impacted because their clients lost jobs and they no longer need childcare services. One licensed daycare located directly across the street from a local elementary school was forced to close their doors. They lost the majority of their children because the parents were unemployed.

My clients compliment my skill as a daycare provider and my slots are filled by word of mouth. I also love my job, the friends I have made, attending childcare conferences and connecting with other childcare providers to share knowledge. We all wonder if we will soon be regulated out of existence. We have enough State regulations and think it is always best to have less federal intervention. Leaving the proxy shareholder access rule unchanged would be a good start.

Sincerely,


Demetria Franklin
Owner