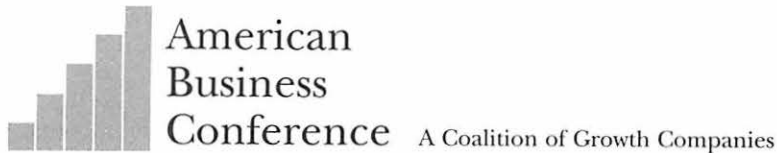


ES142851



October 11, 2012

Chairman Mary L. Schapiro
United States Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Chairman Schapiro:

The members of the American Business Conference (ABC), leaders of fast-growing midsize companies, share your concern about the low level of retail shareholder voting. As longtime observers of the proxy system,¹ we believe this low level of retail voting presents one of the greatest impediments for meaningful corporate governance. By "meaningful" we have in mind governance that truly reflects the views of the owners of public companies, individual and institutional shareholders alike.

Consistent with this perspective, I am writing today to express ABC's support for the so-called investor mailbox concept. The investor mailbox, or Enhanced Broker Internet Platform (EBIP), would build on individual shareholders' reliance on brokers' websites as their primary source for investor information and services. We think such websites would provide an excellent means for making shareholders aware of the importance of voting while affording them a convenient platform for allowing them to cast informed votes. It may also be that EBIPs would offer issuers an opportunity to lower their printing and postage expenses – expenses especially significant for smaller companies.

¹ For a partial review of ABC's work on proxy mechanics, see Letter of John Endean to Elizabeth M. Murphy, Secretary, U.S. Securities and Exchange Commission, Re: File No. 57-14-10, Concept Release in the U.S. Proxy System, September 22, 2010, note 1.


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We know that the Commission, in its 2010 concept release on the proxy system, called for comment on EBIPs. Last May the New York Stock Exchange's Proxy Fee Advisory Committee (PFAC) recommended that the Exchange "discuss the proposal to create an investor mailbox as a possible means to increase voting participation by retail shareholders."² It further recommended that, pursuant to such a discussion, the Exchange should "include among its fee changes proposed to the SEC an Investor Mailbox fee in an amount that it determines most appropriate."³ We saw both the Commission's concept release and the May recommendations of the Fee Advisory Committee as important steps forward.

It appears that the PFAC's May recommendation pertaining to an EBIP pilot program has been dropped from regulatory consideration. This is puzzling since the EBIP idea has not generated any criticisms that we are aware of.

Given the urgency with which we all regard the problem of low retail shareholder voting, we hope you will encourage the re-filing of the proposed rule, with the EBIP idea included, as soon as possible.

Sincerely,



John Endean

Cc: Commissioner Aguilar
Commissioner Gallagher
Commissioner Paredes
Commissioner Walter
Meredith Cross, Director, Division of Corporation Finance
Robert Cook, Director, Division of Trading & Markets
Scott Cutler, NYSE Euronext

² News Release, "Proxy Fee Advisory Committee Proposes Recommendations on Proxy Distribution Fees," New York Stock Exchange, May 16, 2012.

³ NYSE EURONEXT, "Recommendations of the Proxy Fee Advisory Committee to the New York Stock Exchange," May 16, 2012, p. 23.