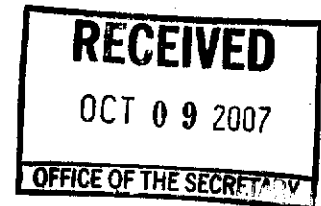


October 1, 2007

Ms. Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-9303



Re: SEC File No. S7-17-07

Dear Secretary Morris:

The Los Angeles County Employees Retirement Association's (LACERA) Board of Investments is responsible for the management of \$40.1 billion in public pension fund assets providing retirement benefits for 88,631 active employees and 50,858 retired members. LACERA distributes approximately \$1.7 billion each year in benefit payments. Almost 70% of these payments come from investment earnings.

The Board believes strong corporate governance practices help maximize shareholder value. Therefore, robust investment performance and sound corporate governance are critical to our mission of providing benefits for LACERA members. LACERA appreciates the opportunity to provide the SEC with its views on one of the most important corporate governance issues, shareholder access to the proxy voting process.

The Board commends the SEC for its continued efforts to provide investors with some form of shareholder access. However, LACERA was disappointed by the SEC's recent decision to release two amended rules that appear to be in direct conflict with each other. As a result, two comment letters will be submitted, with this letter discussing SEC File No. S7-17-07.

LACERA's Corporate Governance Principles emphasize that "good governance must maintain an appropriate balance between the rights of shareholders and the needs of boards and management to direct and manage the corporation's affairs." Given that the proposed SEC rule would severely strain this delicate balance by eliminating shareholder access resolutions from the proxy voting process, the Board of Investments vigorously opposes the proposed amendment to Rule 14a-8. Furthermore, disallowing shareowners this fundamental right without providing a viable alternative is clearly counterproductive to the relationship between shareowners and corporate America.

The SEC appears to be protecting corporate interests at shareholder expense. Shareholders such as LACERA are key providers of capital to corporations. If shareholders are deprived from

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participating in the director nominating process, ultimately what role does the shareholder play in corporate ownership?

Respectfully submitted,



GREGG RADEMACHER
Chief Executive Officer

GR:SM:jm
Nancy Morris SEC S7-17-07.doc

cc: Members, Board of Investments
Members, Board of Retirement
Members, Corporate Governance Committee
Senator Barbara Boxer
Senator Diane Feinstein
Senator Christopher Dodd
Senator Tim Johnson
Senator Jack Reed
Senator Charles Schumer
Senator Evan Bayh
Senator Tom Carper
Senator Robert Menendez
Senator Daniel Akaka
Senator Sherrod Brown
Senator Robert Casey
Senator Jon Tester
Senator Richard Shelby
Senator Robert Bennett
Senator Wayne Allard
Senator Michael Enzi
Senator Chuck Hagel
Senator Jim Bunning
Senator Mike Crapo
Senator John Sununu
Senator Elizabeth Dole
Senator Mel Martinez
Congressman Barney Frank
Congressman Paul Kanjorski

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Congresswoman Carolyn Maloney
Congressman Luis Gutierrez
Congresswoman Nydia Valazquez
Congressman Melvin Watt
Congressman Gary Ackerman
Congresswoman Julia Carson
Congressman Brad Sherman
Congressman Gregory Meeks
Congressman Dennis Moore
Congressman Michael Capuano
Congressman Ruben Hinojosa
Congressman William Clay
Congresswoman Carolyn McCarthy