

CHAMBER OF COMMERCE
OF THE
UNITED STATES OF AMERICA

DAVID T. HIRSCHMANN
SENIOR VICE PRESIDENT

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December 8, 2006

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Internet Availability of Proxy Materials
(Release No. 34-52926; File No. S7-10-05)

Dear Ms. Morris:

The U.S. Chamber of Commerce is the largest business federation in the world, representing the interests of some three million companies of every size and industry. On May 11, 2006, we submitted comments to the U.S. Securities and Exchange Commission (SEC) on proposed rules governing Internet Availability of Proxy Materials ("e-proxy"). We understand that e-proxy is on the agenda for the Commission's upcoming meeting on December 13.

We support the SEC's goal of using technology to improve information for shareholders and to decrease costs for companies. As indicated in our earlier letter, we remain concerned that e-proxy may result in less participation by individual investors. We appreciate that this alternative method for furnishing materials is optional for issuers. However, we believe a one-year pilot period is necessary to ensure that the move to e-proxy does not unintentionally result in reduced participation. This pilot would enable companies to explore a number of means to ensure investor participation, including additional technology solutions that may prove attractive for issuers and investors.

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We appreciate the opportunity to comment and welcome any questions you may have.

Sincerely,

A handwritten signature in black ink, appearing to read 'DTH', is positioned above the printed name.

David T. Hirschmann
Senior Vice President

cc: Chairman Christopher Cox
Commissioner Paul S. Atkins
Commissioner Roel C. Campos
Commissioner Kathleen L. Casey
Commissioner Annette L. Nazareth