

CorpGov.net

Ms. Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, Northeast
Washington, DC 20549

Re: File Number 4-672

January 11, 2014

Dear Ms. Murphy:

I am an individual investor and advocate for good corporate governance concerned with fair elections writing in support of the January petition from the Council of Institutional Investors to amend Section 14 of the Securities Exchange Act of 1934 to facilitate the use of universal proxy cards in contested elections.

The SEC-IAC's adoption of a similar recommendation last year included an informative write-up on the Commission's thinking when adopting the current rules, which prohibit vote-splitting. The Commission acknowledged "the difficulty experienced by shareholders in gaining a voice in determining the composition of the board of directors," but rejected "proposals to require the company to include shareholder nominees in the company's proxy statement," because that "would represent a substantial change in the Commission's proxy rules."

Congress granted the Commission authority over the corporate proxy process as a means of ensuring that it functions, "as nearly as possible, as a replacement for an actual in-person meeting of shareholders." Congress did say to do so only if it is easy or convenient to do so or if the Commission doesn't have to make substantial changes to proxy rules.

I know the SEC has a lot of mandated rules on its plate but hope this petition will be a high priority. It would ensure a fairer, less confusing and less cumbersome voting process.

Sincerely,



James McRitchie, Publisher & Investor, Corporate Governance (CorpGov.net)