



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

August 12, 2010

Jeff Mahoney  
General Counsel  
Council of Institutional Investors  
888 17<sup>th</sup> Street, Suite 500  
Washington, D.C. 20006-3310

Dear Mr. Mahoney:

Thank you for your August 3, 2010 letter to Chairman Schapiro. In your letter on behalf of the Council of Institutional Investors, you voice your ongoing support for the Commission's ongoing consideration of proposed rules to facilitate shareholders' ability to nominate director candidates.

We appreciate your sharing your views and offer of assistance to the Commission as it continues to consider the comments it received in response to the proposal.

Sincerely,



Shelley E. Parratt  
Deputy Director