SR-NYSE-2006-92
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COUNCIL OF INSTITUTIONAL INVESTORS

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2008 APR 22 PM 12: 36
CHAIRMAN'S CORRESPONDENCE UNIT
SEC 2202

April 17, 2008

The Honorable Christopher Cox
Chair
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Chairman Cox:

The 2008 proxy season is underway, and once again voting results are tainted by the inclusion of broker votes.

As you know, the Council of Institutional Investors has long advocated changes to Rule 452, and we believe eliminating the ability of brokers to vote uninstructed client shares for the election of directors is an important first step. This change will significantly enhance the integrity of the proxy voting system.

The Council applauds the leadership of the NYSE Euronext on this issue. But it has now been nearly a year since the exchange submitted an amended proposal to eliminate broker voting in director elections. We are disappointed that this important investor-friendly reform has languished at the Securities and Exchange Commission.

We urge the SEC to release the proposal for public comment so that this important change can be finalized as soon as possible. The long overdue reform will ensure that voting results for director elections—possibly the most important vote cast by investors—are not distorted by broker votes.

We would be happy to respond if you have any questions or need additional information.

Sincerely,

Ann Yerger

Ann Yerger
Executive Director

cc: Paul S. Atkins, Commissioner, Securities and Exchange Commission
Kathleen L. Casey, Commissioner, Securities and Exchange Commission

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