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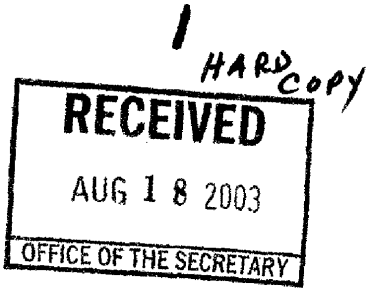

August 9,2003

Office of Management and Budget
Attn: **Desk** Officer for Securities and Exchange Commission
Office of Information and Regulation Affairs
Washington; DC 20549-0609

Re: **File** No. S7-14-03 ("Proposed Rule: Disclosure Regarding Nominating Committee Functions and Communications between Security Holders and Boards of Directors")

Sir/Madam:

The SEC's efforts with respect to this proposed Rule are seriously misplaced. **As** investor confidence in the securities markets is burning, the SEC is fiddling, by **expending** much valuable time and effort, with a **proposed:** Rule that provides little or no useful benefit *to* Shareholders. Further, compliance with the **proposed** Rule would cause Shareholder assets to be needlessly expended.

On **August** *6,2003,* the SEC proposed proxy rule changes that would augment disclosure requirements as "better information about the way board nominees are identified, evaluated and selected **is** crucial for shareholder understanding of the **proxy** process regarding nomination and election of directors" and "better information about the processes of shareholder communications with boards **lies at** the foundation of shareholder understanding of how they can interact with directors and director processes."

The augmentation does not come anywhere **near** solving the fundamental problem --- Directors are substantially UNaccountable for their actions. The proposed Rule attacks **symptom** of the **problem,** but not the cause. The **new** disclosures would not remove the fundamental conflict of interest --- Directors **are** beholden other Directors and/or the *CEO,* vis-a-vis Shareholders, for their position and their longevity, Further, all but the very largest Shareholders would still remain impotent **to** attempt to cure that problem. Their willingness to act ***in*** an effective manner on behalf of all Shareholders is questionable at best.

Writing proxy material setting forth "a company's process for identifying and evaluating candidates," "minimum *qualifications* and standards that a company seeks for director nominees," "whether a company *considers* candidates ... put forth by shareholders and, if so, its process," and/or "whether a company has *rejected* candidates put forward by *large long-term shareholders*" would only result in more legalese and obfuscation. (Emphasis added.)

Corporations can **always** hire **the *most*** eloquent "spinners." [Note: There is an assumption that UNlarge Shareholders are incapable **of** suggesting qualified candidates. **All** members of Nominating Committees axe UNlarge Shareholders.]

Shareholders **are** to be **informed** as to "whether a company has **a** process for communications by shareholders to **directors,**" "**whether** communications are screened, " and "whether material actions have been **taken** as a result of shareholder communications." **As** a matter of common sense, diligent Shareholders have always forwarded information/comments directly to Directors. There is **no proposed** Rule dealing with the current failure/refusal of Directors, CEOs and **outside** auditors *to* **respond** *to* such communications.

Shareholders do not need better "understanding of the proxy process regarding nomination and election of Directors" or "understanding **of** how they can **interact** With Directors and Director processes." Shareholders need a means to enforce Director accountability and to cure fundamental conflicts of interest The new disclosures would do nothing to alleviate that need.

Very truly yours,

Les Greenberg

Les Greenberg, Chairman
Committee of Concerned Shareholders

LG:pg

cc: Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
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