



OFFICE OF THE
GENERAL COUNSEL

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

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June 27, 2008

VIA FEDERAL EXPRESS

Clerk, Supreme Court of Delaware
55 The Green
Dover, DE 19901

Re: Certification of Questions of Law

Dear Clerk:

In accordance with Supreme Court Rule 41, as amended May 15, 2007 to allow for certification by the Securities and Exchange Commission ("Commission"), I am enclosing for filing six copies of the Commission's Certification with respect to questions of Delaware law. The questions, which appear to be unsettled, arise from a request by CA, Inc, a Delaware corporation ("CA"), for a no-action letter from the Commission's Division of Corporation Finance which, if issued, would confirm that the staff would not recommend enforcement action if CA excluded a shareholder proposal from its 2008 proxy materials. Two of the grounds advanced by CA for the exclusion, and the subject of this certification, is that the proposal is not a proper subject for stockholder action and, if implemented by CA, would violate Delaware law. This is the first time the Commission has utilized this certification procedure.

Because of the tight schedule for CA to mail its proxy materials, there is unusual urgency.

If you have any questions, please call John Avery, Senior Litigation Counsel, at (202) 551-5107. Thank you for your attention.

Very Truly Yours,

Brian G. Cartwright
General Counsel

cc: David B. Harms
Charles Jurgonis

DELAWARE SUPREME COURT
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