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Ms. Mary L. Schapiro
Chair, Securities and Exchange Commission
100 F Street
Washington D.C. 20549

Dear Ms. Schapiro;

Recently I read that you are concerned about excessive executive compensation. I share these concerns. In my view, some of these pay packages are nothing short of theft of the stockholders money.

I believe that mutual funds are both a main source of this problem and; perhaps, a seed of reform. The problem is that mutual funds have an innate conflict of interests with their own stockholders. I think the fund managers realize that these salaries are preposterous. However, fund managers realize that if they vote against excessive compensation, management will not let them peddle their funds as part of the company's 401 K offerings. Rather than protect their own stock holder, the fund managers either vote for the excessive executive compensation, or at best, abstain.

The mutual funds get away with this because the fund stock-holders do not realize how the fund managers are voting. A simple way to change this is to require mutual funds to report how they voted on an SEC web site. More importantly these votes should be made public the same day that the company makes public the compensation management earned the preceding year. The media would connect the dots, and expose the complicity of the funds.

I realize that the mutual funds post their votes on their own web sites. However, there are two problems with the present practice. The first is that it is extremely difficult to access the sites. The second, and more egregious problem, is timing. The vast majority of corporations make public their executive compensation figures in the the spring. Mutual funds do not post their voting records until August. In August, reporters consider pay packages publicized in April as "old news", and simply ignore the funds inter net postings. However, as I said, if the mutual fund votes were made public the day the compensation was made public, even the dim wits in the media could make the connection.

One advantage of adopting this proposal is that it costs the funds nothing. As it is, the funds are required to post their votes. It costs no more to post them in April than in August.

Thank you for your consideration.



James S. Ginocchio