



ES 107560

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June 3, 2004

The Honorable William H Donaldson  
Chairman-Securities and Exchange Commission  
450 5<sup>th</sup> Street NW  
Washington, DC 20549

57-03-04

Dear Mr. Donaldson

As an independent mutual fund director of many years I applaud the work you and The Commission have done to date to rebuild shareholder confidence in the mutual fund industry. In the area of governance, in addition to the seventy five per cent independent director requirement, all boards need to be led by an independent director. Having an independent chairman is in my opinion the most important governance regulation needed. I encourage you to make an independent chairman a requirement for all boards as soon as possible. The shareholders need to see that boards are truly independent including their leadership.

Sincerely,

  
Joseph J Kearns