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P.O. BOX 269
1000 WARREN AVENUE
NILES, OHIO 44446-0269
330/544-7600
FAX 330/544-7701

TIMOTHY G. RUPERT
PRESIDENT AND
CHIEF EXECUTIVE OFFICER

VIA FACSIMILE: 202/942-9646

57-10-04

May 14, 2004

The Honorable William H. Donaldson,
Chairman
Securities and Exchange Commission
450 Fifth Street N.W.
Washington, DC 20549

Dear Chairman Donaldson:

As the President and CEO of a company listed on the New York Stock Exchange, I am writing to express my concern regarding an SEC proposal which could substantially weaken an important element of investor protection.

The trade-through or "best price" rule provides investors assurances they will receive the best price when buying and selling shares of NYSE-listed companies. This principle has served our markets well for several decades now. It ensures that orders, whether large or small, compete on the same basis---price. The vibrancy of our securities markets derives largely from the liquidity that price competition creates. To the degree that investors are willing to offer better prices, their orders should not be ignored.

The SEC has proposed allowing institutions to "opt out" of this rule. This means those institutions would have the right to execute at something other than the best price on behalf of their ultimate investors. Professional traders would be encouraged to internalize customer order flow. Taking liquidity out of the market will raise trading costs, widen quoted spreads, and increase volatility. Providing institutions an "opt out" exception creates a regulatory endorsement for the position that price does not matter even when speed and anonymity are relatively equal between markets. It is a bad message to send, and the least sophisticated investors, including those investing in mutual funds, are at greatest risk.

With everything that has happened lately to shake investor confidence in the markets, I find it difficult to understand why Washington would want to weaken this important protection. Why should investors ever receive anything other than the best price possible?

I believe that the best price provisions of the trade-through rule should be kept intact.

Sincerely,

A handwritten signature in black ink, appearing to read "Timothy G. Rupert", written in a cursive style.