

Securities and Exchange Commission
100 F. Street NE
Washington, D.C, 20549-9303

Dear Ms. Morris,

The changes you are proposing to make in the executive compensation section of the proxy are thought by some, to expose vast sums "hiding" in perks and deferred compensation to executives. This is likely to disappoint. What is really going on here is \$69 million burden in fees to "outside services" namely law firms and 500,000 hours in company time the shareholders are going to have to shoulder.

To make matters worse, what you are proposing would appear to be more confusing than enlightening except to those who revel in this. Compensation consultants will be overjoyed and shareholders are going to be more confused. What is going to connect all these new charts you are proposing? Your focus here is compensation paid to a company's top paid persons, not what they have provided the shareholders for this pay.

It would seem to me that you should spend as much time linking pay and performance rather than just micro managing how you define pay. Most investors would agree with the concept of pay for performance. The value management creates for the shareholder is ultimately much more important in measuring their performance than what they are paid.

To this end I think there should be much more discussion on performance over various time periods. Mutual funds typically provide returns for the last year, the last three years and five year periods to give investors more perspective on performance.

The performance chart, which is currently the only item in the proxy that shows what returns investors have gotten in return for their investment, should be kept. The SEC needs to expand it with perhaps a short, mid, and longer-term charts in addition to providing a broader record on performance.

The inclusion of plain text discussion would be helpful for the shareholders if it ties managements pay to performance. Otherwise I can not see much help coming from this. Right now the footnotes on the executive compensation table run on for pages. To translate this into plain text is going to be a challenge. Given you are trying to expand the compensation table from one to three the proxy may become the size of the phone book.

Yours truly,
David Kociuruba