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February 17, 2006

VIA E-MAIL: [rule-comments@sec.gov](mailto:rule-comments@sec.gov)

Nancy M. Morris  
Secretary  
Securities Exchange Commission  
100 F Street, NE  
Washington, DC 20549-9303

Re: Proposed Rules Relating to Internet Availability of Proxy Materials  
(Release No. 34-52926); File No. 27-10-05

Dear Ms. Morris:

Pitney Bowes Inc., a global provider of mailstream software, hardware, services and solutions to help companies manage their flow of mail, documents and packages to improve communication, is pleased to respond to Release No. 34-52926 in which the Securities Exchange Commission (the “Commission”) solicited comments on proposed rule changes that would permit delivery of proxy materials to stockholders through the Internet.

While we generally support the Commission’s efforts to permit the use of the Internet to reduce the costs of proxy solicitation, we are concerned that the proposed rules do not provide a method for stockholders to determine the length of the documents that are available on the Internet.

The proposed rules would require that the Notice include an overview of the more complete proxy materials that would be available on the Internet, including a clear and impartial identification of each separate matter intended to be acted upon, the issuer's recommendations regarding those matters and a list of the materials being made available. From the face of the proposed Notice, it would be difficult for stockholders to determine the length of the documents that are available on the Internet. In addition to the identification of each separate matter intended to be acted upon at the meeting, we suggest that the Notice also include an approximate page length of the documents. Upon receipt of this information, stockholders would be in a better position to determine whether or not they want, or have the ability, to read the material online, download the documents, or whether they would prefer to receive a paper copy of the materials by mail. By requiring the inclusion of the approximate page length of the documents, the



Commission would help ensure that stockholders have the opportunity to make an informed decision on the matters on which they are being invited to vote.

We appreciate the opportunity to comment to the Commission on the proposed rules and would be pleased to discuss any questions the Commission may have with respect to this letter. You may contact the undersigned at [lori.zyskowski@pb.com](mailto:lori.zyskowski@pb.com) or by telephone at (203) 351-6724.

Very truly yours,

A handwritten signature in black ink that reads "Lori Zyskowski".

Lori Zyskowski  
Corporate and Securities Counsel and  
Assistant Secretary

cc: Amy C. Corn,  
Vice President, Secretary and Chief Governance Officer