



MDU RESOURCES

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Jonathan G. Katz
Secretary
U. S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609



Dear Mr. Katz:

The Securities and Exchange Commission (SEC) recently proposed rules that would enable large, special interest shareholders to nominate directors for a company's board of directors in company's proxy materials, complicating the director selection process. These proposed reforms for the proxy process could lead to frequent proxy battles, disrupt shareholder meetings and distract management from their necessary focus on developing new products, capturing new markets and creating jobs while returning value to shareholders. Company's need directors committed to the long-term health of the corporation, not directors with special interest agendas.

I would encourage the SEC to allow corporate governance reforms already enacted to be fully implemented before proceeding with more regulation. I appreciate your attention to my comments.

Thank you very much.

Very truly yours,

Lester H. Loble, II
Executive Vice President
General Counsel and Secretary

LHL/djv