

International Brotherhood of Electrical Workers Local Union No. 308



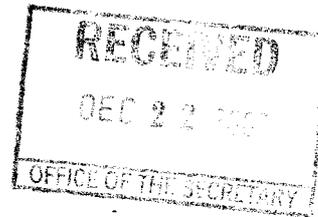
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December 17, 2003

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Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549



RE: File No. S7-19-03

Dear Mr. Katz:

I serve as trustee on two separate trust funds; NECA-IBEW Health & Welfare Fund and IBEW Local Union No. 308 Pension Fund. I serve as trustee on both of these funds representing the members of Local Union No. 308 and their beneficiaries.

On behalf of these members and beneficiaries, I would like to take this opportunity to offer some support on the Securities and Exchange Commission proposal S7-19-03, regarding security holder director nominations.

I want to commend the Commission for proposing the historic new rules that could give institutional shareholders the ability to challenge corporate CEO's power to handpick their own directors, especially after the recent corporate scandals, such as Enron, HealthSouth, Tyco and WorldCom. Self-serving CEOs and passive boards can have devastating consequences for the investors, employees and their communities, not to mention the corporation itself. This change would give the shareholders some leverage and the ability to challenge the CEO's power to handpick their own directors.

I would welcome the Commission's careful approach to this significant corporate reform. In particular, significant ownership and holding period requirements, and limitations on the number of shareholder nominees. This would help to ensure that the rules do not facilitate corporate raids, or result in numerous company nominees. The rules, as proposed, do contain certain barriers that would make them difficult for even the largest investors to use in a timely manner.

The triggering requirements, I believe, are unnecessary given the substantial ownership required for shareholders to place nominees in the proxy. The proposed triggers entail a two-year process, and may cause possible delays at a company or board in crisis. The proposed one percent ownership requirement for shareholders to submit a triggering proposal is far too high and could

create serious additional problems. A shareholder seeking to introduce such a proposal at the average S&P 500 company would need to hold shares worth over 180 million dollars. I believe that any shareholder that meets the existing 14a-8 requirement should be able to sponsor such a proposal. Also, the proposed 35 percent director withhold threshold is too high and should be lowered to 20 percent.

While I support the significant ownership requirements for placing nominees in the proxy, I believe the five percent threshold is too high. This would require a shareholder or shareholder group to own shares worth roughly 900 million dollars to place nominees in the proxy of the average S&P 500 company. A three percent level would more fairly balance concerns with the interests of corporations and their shareholders. Regardless of the size of a company's board, I think that any shareholder group meeting these requirements should be allowed to include a minimum of two directors in the proxy.

Finally, by adopting the final rules, the Commission can introduce genuine accountability to a boardroom culture that has far too long been characterized by its cozy relationships and unwillingness to challenge management, that truly give responsible long-term investors timely and effective access to the proxy. This will certainly yield significant benefits in terms of board of director independence, accountability and performance.

I would like to thank you for the opportunity to offer my strong support for this historic proposal and I would encourage the Commission to adopt final rules that are responsive to my concerns.

Sincerely,



Chuck Kronz
Business Manager
IBEW Local Union No. 308

CK/dl