

United Mine Workers of America

536

CECIL E ROBERTS
INTERNATIONAL PRESIDENT



TELEPHONE
(703) 208-7220
FAX (703) 208-7132

UNITED MINE WORKERS' HEADQUARTERS
8315 LEE HIGHWAY

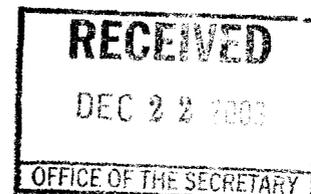
Fairfax, VA

22031-2215

4-21

December 17, 2003

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



File No. S7-19-03

Dear Mr. Katz:

I am writing to express the strong support of the United Mine Workers of America (UMWA) for the SEC's proposed rule, 87-19-03, regarding nomination of directors by shareholders. The UMWA is the sponsor of a number of defined benefit pension plans covering workers in coal mining, construction and other industries. Our members also participate in collectively bargained 401(k) plans. As participants in these pension plans, our members are long term investors who strongly believe that good corporate governance is necessary to safeguard their future economic security. However, their faith has been shaken by repeated corporate scandals at companies like Enron, WorldCom, Global Crossing, Imclone, Tyco, Adelpia and HealthSouth. It is apparent that the boards of directors, who are supposed to look out for the interests of the shareholders, have been asleep at the switch. We believe that the current rules for nominating directors has led to passive boards that are more inclined to support the interests of management than to protect the interests of the owners.

We believe that the proposed SEC rule is a long overdue correction to the corrosive power of management to handpick the board of directors. It is hard to imagine that so many of these scandals would have happened if the boards had been willing to challenge management and ask tough questions. Instead, directors have become too cozy with the management that controls their nominations and have failed to demand accountability. We commend the Commission for proposing these new governance rules and attempting to instill accountability in the boardroom culture.

The UMWA believes that the SEC proposed rule in general is a necessary step in the right direction. Long term shareholders should have the right to nominate directors. We also support safeguards to ensure that the new rules do not result in frivolous nominations or corporate raids. However, we believe that the rules would be improved by lowering the threshold for ownership from the proposed 5% level. We urge the Securities and Exchange Commission to adopt final rules with appropriate changes to ensure that the rule provides meaningful access to nominate directors to long term shareholders.

Sincerely,

Cecil E. Roberts