

235 East 42nd Street
New York, NY 10017-5755
Tel 212 573 5915 Fax 212 808 6210
Email htmckinnell@pfizer.com



May 30, 2003

Henry A. McKinnell
Chairman of the Board
Chief Executive Officer

Mr. Richard Grasso
Chairman
The New York Stock Exchange, Inc.
11 Wall Street
New York City, NY 10005

Dear Dick,

While I applaud you and your colleagues for your leadership in better corporate governance, I am concerned about the recent revisions made by the NYSE to proposed listing standards, as they apply to the role of the compensation committee in determining CEO compensation.

I believe that changing the NYSE's original proposal from one where the compensation committee "sets" the CEO's compensation, to one where the compensation committee has "sole authority" to determine that compensation, keeps the full board from the role they should play in the issue, and micromanages this dimension of corporate governance.

The full board should be allowed to give the compensation committee sole responsibility for determining CEO compensation, but this should not be required for NYSE listing.

There is much value in having independent directors outside the compensation committee weigh-in with their perspectives and experiences on matters of CEO compensation. These voices might be stifled under the new requirements. While some companies may be able to circumvent this requirement by placing all independent directors on the compensation committee, such an approach is impractical for Pfizer, where nearly our entire board is independent.

I respectfully ask that you reconsider this language, and permit corporate boards to have the requisite flexibility to determine how their independent directors make decisions on CEO compensation.

Thank you, Dick, for your consideration of Pfizer's position on this matter.

Sincerely,

H. McKinnell