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April 4, 2006

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OFFICE OF THE SECRETARY

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

Re: File Number S7-03-06
Executive Compensation and Related Party Disclosure

Dear Ms. Morris:

On behalf of the Board of Trustees of the International Brotherhood of Electrical Workers Pension Benefit Fund (IBEW PBF), I write to express our support for the Securities and Exchange Commission's proposed executive compensation disclosure rule, and offer comment on ways we believe the rule can be improved. While the proposed rule changes will address the major deficiencies in the current disclosure system, more should be done.

As Trustee of the $2 billion IBEW PBF, I am concerned that far too often executives are richly rewarded even when their company's performance is below par. According to the *Washington Post*, a recent study identified 60 poor performing companies that lost $769 billion in market value in the five years ending in 2004. In total these companies' top executives pocketed more than $12 billion over this period, receiving on average more than $8 million annually per executive.

We agree with the new proposed structure for executive compensation disclosure, including the Compensation Discussion and Analysis, as well as the Summary Compensation Table, the additional tables, and the narrative disclosure sections. Specifically, we support the use of a total compensation figure that will include dollar amounts for every type of compensation including equity awards, accrued pension benefits, perquisites in excess of $10,000, and tax gross-ups. We also support the proposed enhancements in executive pension disclosure, particularly the reporting of benefits derived from each retirement plan in which an officer participates.

In order for companies to show how pay is linked to performance, proxy statements should describe in detail how payouts to executives are determined. We urge the SEC to require the disclosure of qualitative and quantitative performance metrics and their associated numerical performance targets. To the extent that forward-looking disclosure could put companies at a competitive disadvantage, such disclosure should at a minimum be required after the conclusion of the performance period.

Companies should also be required to disclose all peer groups used in formulating executive pay and how peer group data is used in setting executive compensation pay targets and performance benchmarks. For example, although most companies target executive compensation levels relative to their

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competitors, under the current rules these compensation target figures are not disclosed. Required disclosure of compensation targets relative to a peer group would significantly enhance the ability of shareholders to evaluate the rigors of a company's pay-for-performance goals.

I appreciate the opportunity to offer comment on this issue of great importance and commend the Commission's staff for the tremendous work reflected in the executive compensation disclosure rulemaking proposal.

Sincerely,

Jon F. Walters

Jon F. Walters
Trustee

JFW:daw