April 26, 2006

Securities and Exchange Commission

Dear Securities and Exchange Commission,

I've just finished reading NiSource's Annual Report wherein their dividend has not increased in 8 years while the stock price decreases; the pay and bonus packages of the Executives, however, continue to escalate at an outrageous pace. I'm a victim of a Company "layoff" which should be referred to as a "ripoff". I am writing to urge the Securities and Exchange Commission to act on its proposed rule making on executive compensation disclosure. Too often executives are richly rewarded even when their companies' performance is below par. Without better disclosure, shareholders, employees and the general public cannot evaluate whether executive pay packages are unjustly enriching executives at shareholder cost or providing fair compensation.

The newly proposed rules will make this crucial information more accessible to shareholders and the public. The new requirements to disclose total compensation figures, pensions and detailed compensation breakdowns will make it clear exactly how much top executives are earning and why.

I believe that CEO pay should be set by independent directors. Under the proposed rule, a director could secretly do $120,000 in business with a company, an amount that is more than four times the average worker's annual pay of $27,460. Shareholders should be told if directors have potential conflicts of interest, no matter what the amount.

I also urge the SEC to require that companies disclose pay-for-performance data. In order for investors to understand how pay and performance match up, companies need to explain more clearly what level of performance is necessary for a particular level of pay. I urge the SEC to require companies to disclose both the performance criteria and the performance targets they use when setting executive pay.

Sincerely,

Pamela Hill