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OFFICE OF THE SECRETARY

June 8, 2006

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

Re: File Number S7-03-06

Dear Ms. Morris:

Our fund strongly supports the Securities and Exchange Commission's proposed rule to improve the clarity and transparency of executive pay disclosure and commends the Commission's staff for the tremendous work reflected in the executive compensation disclosure rulemaking proposal. While the proposed rule goes a long way to improve executive pay disclosure, more should be done. The SEC should require that companies disclose pay-for-performance data. Companies need to explain what level of financial and stock price performance is necessary for a particular level of pay.

A poorly designed executive compensation package can reward decisions that are not in the long-term interests of a company, its shareholders and employees. 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.

Global Benefit Plan Consultants Inc.
Administrative • Consulting • Actuarial • Legal Services

545 Wilson Ave., Toronto, Ontario M3H 1V2
Tel. (416) 635-6000 Fax (416) 635-6464

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 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.

Sincerely,

Michel Grenier
Chairman, Board of Trustees
UA Canadian Pipeline Industry
National Pension Trust Fund