

**Glenn  
Grothman**  
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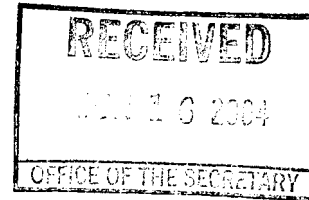
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S7-10-04

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May 28, 2004

Hon. William H. Donaldson, Chair  
U.S. Securities and Exchange Commission  
450 First Street, NW  
Washington, DC 20549



RE: SEC File #S7-1-04

Dear Chair Donaldson:

As co-chair of the Joint Committee for Review of Administrative Rules, the Wisconsin State Legislature's chief regulatory reform committee, I am very aware how regulatory rules can have serious economic consequences. I am pleased to see that the SEC is pushing forward for public comment on a sensible reform to the "trade through" rule that affects both large institutional investors, like the State of Wisconsin Investment Board, and small investors like many of my constituents. I urge you to support the rule change which would allow investors to "opt-out" of the "trade through" rule. This rule reform will help modernize our national securities markets which will benefit all investors.

The Commission's decision to expand the power of investors to determine how their order is executed and which factors should be considered in that execution is an important part of this regulatory reform. The ability to opt-out of the rigid definitions of the trade through rule will improve investor freedom while preserving the important protections for investors. Investors ought to have the ability to decide which criteria are most important in their trade executions.

As you complete your consideration of Rule #S7-1-04, I would encourage you to ensure that investors continue to have a real choice in their investment decisions and to keep the flexibility that the proposed opt-out provision would provide.

Sincerely,

A handwritten signature in cursive script, appearing to read "Glenn Grothman".

Glenn Grothman  
State Representative  
Co-Chair, Joint Committee  
for Review of Administrative Rules