

By E-mail

November 30, 2012

Chairman Mary L. Schapiro
Commissioner Luis Aguilar
Commissioner Elisse Walter
Commissioner Troy Paredes
Commissioner Daniel Gallagher

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Dear Chairman and Commissioners,

We are writing on behalf of various investor groups. Included in the signatories of this letter are members of the US SIF: The Forum for Sustainable and Responsible Investment, a membership association of investors, firms, institutions and organizations engaged in sustainable and responsible investing or “SRI;” and the Interfaith Center on Corporate Responsibility (ICCR), a membership association of 275 faith-based institutional investors including national denominations, religious communities, pension funds, foundations, hospital corporations, asset management companies, colleges, and unions.

As US SIF’s *2012 Report on Sustainable and Responsible Investing Trends in the United States* points out, SRI assets in the United States represent \$3.74 trillion, or 11.3 percent of the \$33.3 trillion in total assets under management tracked by Thomson Reuters Nelson. This is up 22% since year-end 2009 and now more than one out of every nine dollars under professional management in the United States is invested according to strategies of sustainable and responsible investing.¹ As such, we represent a key and growing constituency for the SEC.

We write to express our opposition to the lawsuit filed before the D.C. Court of Appeals by the U.S. Chamber of Commerce, the National Association of Manufacturers and the Business Roundtable; see *Petition for Review, Nat’l Assoc. of Mfr. v. SEC*, No. 12-1422 (D.C. Cir. Oct. 19, 2012), which seeks to set aside in whole or in part the SEC’s recently issued Rule on Conflict Minerals. 77 Fed.Reg. 56273 (Sept. 12, 2012) (“Conflict Minerals Rule”).

We urge the Commission to reject any request for a stay from parties, should one be made, and to defend vigorously this rule from attack during the course of the litigation. We also strongly believe that any stay in legislation could create a disincentive for involved stakeholders on the ground in the Democratic Republic of the Congo (DRC) to move away

¹ See <https://ussif.org/resources/pubs/documents/USSIFTrends2012ES.pdf>

from mining activities related to the ongoing violence there. This is imperative right now since the violence is escalating in eastern Congo.

A number of the signatories to this letter played an active role in the rulemaking process. Many of us submitted three joint-investor recommendations,² several of us signed on to all four multi-stakeholder submissions,³ a few of us met with the Commissioners and Staff seven times,⁴ and two investors who are part of our group sat on panels at the SEC's Roundtable on Conflict Minerals in October 2011.⁵ Ultimately, we believe that the final rule from the Commission appropriately considered the costs and benefits involved and charted a workable path forward for companies to report on the source and due diligence process associated with the minerals captured by the legislation.

As investors, we value companies' prudent management of global supply chain risks and have been particularly concerned in recent years by the use of certain minerals to fund the continuing violent conflict in the DRC.

Conflict minerals disclosure is material to investors and will inform and improve our ability to assess social (i.e., human rights) and reputational risks in an issuer's supply chain. The final rule offered the unique opportunity to make conflict mineral related disclosures consistent and accessible to all investors, thereby improving efficiency in U.S. markets in allocating capital to issuers with the best overall prospects for long-term shareholder value. The suit brought by these industry groups therefore conflicts with our interests and the protection of investors.

We will continue to monitor developments in this case, and offer our input through the judicial process as needed to ensure that the investor voice is appropriately factored into the legal case.

Yours sincerely,

Lauren Compere
Director of Shareholder Engagement
Boston Common Asset Management

Bennett Freeman
Sr. VP, Sustainability Research and Policy
Calvert Investments

Patricia Jurewicz
Director, Responsible Sourcing Network
a project of As You Sow

Lisa Woll
CEO
US-SIF: The Forum for Sustainable
and Responsible Investing

² Investor submissions: [November 16, 2010](#), [March 2, 2011](#), and [February 1, 2012](#).

³ MSG submissions: [November 17, 2010](#), [March 2, 2011](#), [August 22, 2011](#), and [November 10, 2011](#).

⁴ Investors participated in in-person meetings and one group conference call with SEC staff, SEC commissioners, or Commissioner Schapiro on: [Nov/17/10 \(Investor only\)](#), and all part of MSG: [Nov/17/10](#), [Mar/11/11](#), [Jun/22/11](#), [Feb/13/12](#), [Feb/15/12](#), and [Feb/17/12](#).

⁵ MSG panelists: Bennett Freeman, Calvert Investments and Susan Baker, Trillium Asset Management.

ADDITIONAL SIGNATORIES:

Name	Title	Organization
Alessandra Viscovi	CEO	Etica Sgr.
Anders Ferguson	Partner	Veris Wealth Partners
Azadeh Sabour	Responsible Investment Manager	Sustainalytics
Barbara Aires, SC	Coordinator of Corporate Responsibility	Sisters of Charity of Saint Elizabeth
Barbara Jennings, CSJ	Coordinator	Midwest Coalition for Responsible Investment
Bro. Steven O'Neil, SM	Shareholder Action Coordinator	Marianist Province of the US
Daniel Nielsen	Director, Socially Responsible Investing	Christian Brothers Investment Services, Inc.
Darren Brady	Manager, Americas	Hermes Equity Ownership Services Ltd.
David Levi	CEO	Matrix Asset Management
David Wildman	Executive Secretary, Human Rights & Racial Justice	General Board of Global Ministries, The United Methodist Church
Francois Meloche	Extra Financial Risk Manager	Batirente inc.
Frank Rauscher	Senior Principal	Aquinas Associates
Gary Hawton	President	Meritas SRI Funds
Jacob de Wit	CEO	SNS Asset Management
Jonas Kron, Esq.	Vice-President, Director of Shareholder Advocacy & Corporate Engagement	Trillium Asset Management, LLC

Name	Title	Organization
Judy Byron, OP	Director	Northwest Coalition for Responsible Investment
Kathy Smail	Executive Director	Glasswaters Foundation
Lars M. Lewander	President	Spring Water Asset Management, LLC
Laura Berry	Executive Director	Interfaith Center on Corporate Responsibility
Marie J. Gaillac	Corporate Responsibility Coordinator	JOLT
Mark Regier	Director of Stewardship Investing	Everence Financial and the Praxis Mutual Funds
Mary Ellen Gondeck, CSJ	Office of Peace and Justice	Congregation of St. Joseph
Michael J Hoolahan	Treasurer	Congregation of the Passion
Michael Jongeneel	Managing Director	Triodos Investment Management
Pat Zerega	Director of Shareholder Advocacy	Mercy Investment Services, Inc.
Patricia A. Daly, OP	Executive Director	Tri-State Coalition for Responsible Investment
Peter Chapman	Executive Director	Shareholder Association for Research and Education
Rev. Séamus P. Finn OMI	Director	JPIC Ministry Missionary Oblates
Rian Fried	President	Clean Yield Asset Management
Ruth Kuhn, SC	Coordinator	Region VI Coalition for Responsible Investment
Rkuhn	Chair, Corporate Responsibility Committee	Sisters of Charity of Cincinnati
Ruth Rosenbaum, TC, PhD	Executive Director	CREA: Center for Reflection, Education and Action

Name	Title	Organization
Shaina Aber, Esq.	Policy Director for Social and International Ministries	U.S. Jesuit Conference
Sonia Kowal	Director of Socially Responsible Investing	Zevin Asset Management, LLC
Steve Zielinski	SRI Consultant	Dominican Sisters of Springfield, IL
SZielinski	"	Diocese of Springfield, IL
SZielinski	"	Sisters of the Presentation, Aberdeen, SD
Thomas E. Ellington, II	Shareholder Advocacy, The Sustainability Group	Loring, Wolcott & Coolidge
Tim Brennan	Treasurer & CFO	Unitarian Universalist Association of Congregations
Timothy Smith	Sr. Vice President, Director of ESG Shareowner Engagement	Walden Asset Management
Tom McCaney	Associate Director, Corporate Social Responsibility	Sisters of St. Francis of Philadelphia
Valerie Heinonen, OSU	Consultant, Shareholder Advocacy	Ursuline Sisters of Tildonk, U.S. Province
William Holmberg	Investment Specialist	Comgest
John Harrington	President	Harrington Investments, Inc.

Cc: U.S. Chamber of Commerce
National Association of Manufacturers
Business Roundtable