

Special Audit Committee Meeting
8:30 A.M., December 6, 2004

Agenda

8:30 – 8:35 <i>Action</i>	1.	Review and Adoption of Minutes – November 2, 2004	
8:35 – 9:05	2.	Overview of Proxy Voting Firms – Glass Lewis & Co. and Investor Responsibility Research Center	<i>Nancy Calkins and Kevin Cameron, GL</i>
9:05 – 11:30 <i>Action</i>	3.	Proxy Voting Guidelines Policy 2.05.200 Review and Revision <ul style="list-style-type: none">a. Board of Directorsb. Transparency & Integrity in Financial Reportingc. Compensation and Performanced. Mergers, Capitalization and Corporate Structure Issuese. Shareholder Rights and Anti-Takeover Provisionsf. Shareholder Initiatives and Management of the Firm	<i>Joe Dear and Kevin Cameron, GL</i>
	4.	Other Items	
