

June 28, 2005

Majority Vote to Elect Directors

The following are alternative model forms of corporate governance guidelines which may be adapted to implement the suggestion in our June 24, 2005 memo, Majority Vote to Elect Directors, www.wlrk.com/docs/mved.pdf.

Voting for Directors. Any nominee for Director who receives a number of votes “withheld” from or “against” his or her election greater than a majority of the outstanding shares entitled to vote in such election shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall recommend to the Board the action to be taken with respect to such resignation.

Voting for Directors. Any nominee for Director in an uncontested election as to whom a majority of the shares of the Company that are outstanding and entitled to vote in such election are designated to be “withheld” from or are voted “against” his or her election shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board the action to be taken with respect to such tendered resignation.

Martin Lipton
David A. Katz

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