

PROPOSAL

It is hereby RESOLVED that pursuant to Section 109 of the Delaware General Corporation Law, 8 Del. C. § 109, and Article XI of the Company's By-Laws, Article III, Section 2 of the Company's By-Laws, entitled "*Number, Qualifications and Term of Office,*" is hereby amended by adding the following sentence immediately before the final two sentences:

In no event shall a director stand for election if that director was elected for an immediately preceding term in an uncontested election in which he or she received more "withheld" votes than "for" votes.

SUPPORTING STATEMENT

Under the plurality voting standard presently employed by the Company in the election of directors, a candidate who receives more "withheld" votes than "for" votes nevertheless may be elected to the board if the candidate receives even a single vote. This proposed bylaw amendment would not prevent any candidate from serving on the board during the term for which the candidate was elected. However, by adding a director qualification to the already existing qualifications provided in the Company's By-Laws, this proposed amendment would prohibit the future nomination of a director candidate when the Company's stockholders previously have indicated their opposition to that candidate's election by withholding a significant number of votes in an immediately preceding election. I believe that stockholders' interests will be served if those responsible for nominating director candidates focus on candidates other than candidates who received more "withheld" votes than "for" votes the last time they were on the ballot. In my view, the proposed disqualification of candidates that receive more "withheld" votes than "for" votes could improve the selection of directors, increase the accountability of the board and its attentiveness to stockholder interests, and improve corporate governance. I urge your support FOR the proposal.