

Memorandum



To: UUA Board of Trustees
From: Tim Brennan
Date: December 18, 2006
Re: Shareholder Resolutions

As we have in previous years, the UUA, this year, has filed a number of shareholder resolutions. To date, we have filed resolutions with the following companies:

- I. **Abbott Laboratories** - Excessive executive compensation
- II. **Clear Channel** - Excessive executive compensation
- III. **Exxon** - Create report to shareholders on diversity issues
- IV. **Home Depot** - Create report to shareholders on LGBT discrimination issues
- V. **Merrill Lynch** - Excessive executive compensation
- VI. **Starwood Hotels** - Create report to shareholders on the impact of climate change
- VII. **Time Warner** - Separation of CEO and President roles
- VIII. **TXU** - Reduce carbon dioxide (CO₂) levels
- IX. **Valero** - Excessive executive compensation
- X. **Wal-Mart** - Affordable health care
- XI. **Wells Fargo** - Excessive executive compensation



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

OVERNIGHT MAIL AND FAX 847-937-9555

November 15, 2006

Mr. Miles White, CEO
Abbott Laboratories
100 Abbott Park Road
Abbott Park IL 60064-6400

Timothy Brennan
*Treasurer and
Vice President of Finance*

Dear Mr. White:

The Unitarian Universalist Association of Congregations ("UUA"), holder of 500 shares in Abbott Laboratories, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **change its procedures so as to allow shareholders to express their opinion regarding senior executive compensation by establishing an annual referendum process.**

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 *tel*
617 367 3237 *fax*

www.uua.org

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. The UUA is the beneficial owner of these shares as defined in Rule 13d-3 of the Act. We intend to maintain ownership of the required number of shares through the date of the next stockholder's annual meeting. We have been a shareholder for more than one year of shares valued in excess of \$2,000. A representative will attend the shareholder's meeting to move the resolution as required by the SEC Rules. We expect other investors will co-file this resolution with us.

Verification that we are beneficial owners of 500 shares of common stock in Abbott Labs will be provided upon request. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President

Enclosure: Shareholder resolution on executive compensation

RESOLVED, that shareholders of Abbott Laboratories urge the board of directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Abbott Laboratories' management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

Investors are increasingly concerned about mushrooming executive compensation which sometimes appears to be insufficiently aligned with the creation of shareholder value. Media and government focus on back dating of stock options has increased investor concern. This proposed reform can help rebuild investor confidence.

The SEC has created a new rule, with record support from investors, requiring companies to disclose additional information about compensation and perquisites for top executives. The rule goes into effect this year. In establishing the rule the SEC has made it clear that it is the role of market forces, not the SEC, to provide checks and balances on compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives shareholders a clear voice that could help shape senior executive compensation.

Currently U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, Pay Without Performance 49 (2004))

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Abbott Laboratories' board to allow shareholders to express their opinion about senior executive compensation at Abbott Laboratories by establishing an annual referendum process. The results of such a vote would, we think, provide the board and management with useful information about whether shareholders view the company's senior executive compensation, as reported each year, are in shareholders' best interests.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

November 10, 2006

BY OVERNIGHT MAIL AND FAX 210-822-2299

Mr. Mark P. Mays, CEO
Clear Channel Communications
200 East Basse Road
San Antonio, Texas 78209

Timothy Brennan
*Treasurer and
Vice President of Finance*

Dear Mr. Mays:

The Unitarian Universalist Association of Congregations ("UUA") holds 100 shares of Clear Channel Communications. We are hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **change its procedures so as to allow shareholders to express their opinion regarding senior executive compensation by establishing an annual referendum process.**

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. The UUA is the beneficial owner of these shares as defined in Rule 13d-3 of the Act. We intend to maintain ownership of the required number of shares through the date of the next stockholder's annual meeting. We have been a shareholder for more than one year and have held over \$2,000 worth of stock. A representative will attend the shareholder's meeting to move the resolution as required by the SEC Rules. We expect other investors will co-file this resolution with us.

In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President

Enclosure: Shareholder resolution on executive compensation

RESOLVED, that shareholders of Clear Channel Communications urge the board of directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Clear Channel's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

Investors are increasingly concerned about mushrooming executive compensation which sometimes appears to be insufficiently aligned with the creation of shareholder value. Media and government focus on back dating of stock options has increased investor concern. This proposed reform can help rebuild investor confidence.

The SEC has created a new rule, with record support from investors, requiring companies to disclose additional information about compensation and prerequisites for top executives. The rule goes into effect this year. In establishing the rule the SEC has made it clear that it is the role of market forces, not the SEC, to provide checks and balances on compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives shareholders a clear voice that could help shape senior executive compensation.

Currently U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, Pay Without Performance 49 (2004))

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Clear Channel's board to allow shareholders to express their opinion about senior executive compensation at Clear Channel by establishing an annual referendum process. The results of such a vote would, we think, provide the board and management with useful information about whether shareholders view the company's senior executive compensation, as reported each year, are in shareholders' best interests.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

BY OVERNIGHT MAIL AND FAX TO (972)-444-1350

December 12, 2006

Mr. Henry H. Hubble
Vice President and Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving TX 75039-2298

Timothy Brennan
Treasurer and
Vice President of Finance

Dear Mr. Hubble:

The Unitarian Universalist Association of Congregations ("UUA"), beneficial owners of Exxon Mobil Corporation, believes that the company would enhance its competitive edge by joining the growing ranks of companies guaranteeing equal opportunity for all employees by prohibiting discrimination based on sexual orientation in its written employment policy. We further note that the company's policies are inconsistent with those of many of our competitors and 98% of the Fortune 100.

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 tel
617 367 3237 fax

Therefore, the UUA hereby submits the enclosed resolution requesting that Exxon Mobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation. We are joining with the New York City Employment Retirement System and other members of the Interfaith Center on Corporate Responsibility in filing this resolution. Mr. Pat Doherty represents NYCERS which is the primary filer.

www.uua.org

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA manages an endowment portfolio with assets in excess of \$125 million for the benefit of the Association and many of its congregations.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we have been the beneficial owners of 87 shares of common stock in Exxon Mobil since September 1, 1998 will be provided upon request. We intend to maintain ownership of the shares at least until after the next annual meeting. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President of Finance

Whereas, ExxonMobil does not explicitly prohibit discrimination based on sexual orientation in its written employment policy;

Many of our peers, including Amerada Hess, BP, ChevronTexaco, ConocoPhillips, Marathon Oil, Occidental Petroleum, Shell Oil, and Sunoco explicitly prohibit this form of discrimination in their written policies, according to the Human Rights Campaign;

Over 85% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have 98% of Fortune 100 companies, according to the Human Rights Campaign;

We believe that corporations that prohibit discrimination on the basis of sexual orientation have a competitive advantage in recruiting and retaining employees from the widest talent pool;

According to a September 2002 survey by Harris Interactive and Witeck- Combs, 41% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; almost one out of every 10 gay and lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit because of their sexual orientation;

Minneapolis, San Francisco, Seattle and Los Angeles have adopted legislation restricting business with companies that do not guarantee equal treatment for gay and lesbian employees;

Seventeen states, the District of Columbia and more than 160 cities and counties, including the city of Dallas, have laws prohibiting employment discrimination based on sexual orientation;

Our company has operations in, and makes sales to institutions in states and cities that prohibit discrimination on the basis of sexual orientation;

National opinion polls consistently find more than three quarters of the American people support equal rights in the workplace for gay men, lesbians, and bisexuals: for example, in a Gallup poll conducted in 2003, 88% of respondents favored equal opportunity in employment for gays and lesbians;

Resolved: The shareholders request that ExxonMobil amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and to substantially implement that policy.

Supporting Statement: Employment discrimination on the basis of sexual orientation diminishes employee morale and productivity. Because state and local laws are inconsistent with respect to employment discrimination, our company would benefit from a consistent, corporate-wide policy to enhance efforts to prevent discrimination, resolve complaints internally, and ensure a respectful and supportive atmosphere for all employees. ExxonMobil will enhance its competitive edge by joining the growing ranks of companies guaranteeing equal opportunity for all employees.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

December 12, 2006

Mr. Frank Fernandez
Executive Vice President, Secretary and General Counsel
The Home Depot, Inc.
2455 Paces Ferry Road
Atlanta, GA 30339

Dear Mr. Fernandez:

The Unitarian Universalist Association of Congregations (“UUA”), holder of 350 shares in the Home Depot, Inc., is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **prepare a diversity report to investors detailing the Home Depot’s affirmative action policies and programs as well as any other policies and programs specifically oriented towards increasing the number of managers who are qualified females and minorities.** We are joining with Walden Asset Management in filing this resolution.

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA manages an endowment portfolio with assets in excess of \$125 million for the benefit of the Association and many of its congregations.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14–a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we are beneficial owners of shares of common stock in Home Depot is enclosed. We intend to maintain ownership of the shares at least until after the next annual meeting. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President of Finance

Enclosures: Resolution; Verification of ownership

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 *tel*
617 367 3237 *fax*

www.uua.org

Whereas: Equal employment opportunity (EEO) is a fair employment practice and an investment issue. We believe that companies with a good EEO record have a competitive advantage in employee recruitment and retention. Moreover, U.S. customers are becoming increasingly diverse. A representative work force is more likely to anticipate and respond effectively to evolving consumer demand.

Conversely, allegations of discrimination in the workplace have created a significant burden for shareholders due to the high cost of litigation and the potential loss of government contracts. Such litigation may also damage a company's reputation.

Specifically, the cost to Home Depot shareholders for settling discrimination lawsuits has exceeded \$100 million in the last 10 years. While Home Depot's most significant EEO settlement of \$87 million was in 1997, allegations of discrimination have persisted. In 2004, for example, Home Depot agreed to pay \$5.5 million to settle U.S. Equal Employment Opportunity Commission charges of class-wide gender, race and national origin discrimination at its more than 30 Colorado stores.

In U.S. corporations, women and minorities comprise 47% and 27% of the workforce, respectively, yet they represent less than 19% and 11% of executive-level positions. Representation in management is better, but still disproportionately low at 36% for women and 17% for minorities (Peopleclick Research Institute, Feb. 2004, using U.S. Census Bureau's Census 2000 Special Equal Employment Opportunity Tabulation).

We agree with a recommendation of the 1995 bipartisan Glass Ceiling Commission report that "public disclosure of diversity data—specifically data on the most senior positions—is an effective incentive to develop and maintain innovative, effective programs to break the glass ceiling barriers."

Many major U.S. corporations provide diversity reports with detailed EEO information, including some that have experienced large discrimination lawsuits, such as Wal-Mart, Texaco and Coca-Cola.

In 2001 Home Depot, in an agreement with a coalition of more than two dozen institutional investors, began providing comprehensive EEO information to investors upon request. Since then, however, Home Depot has reversed its policy on disclosure of this information.

In 2006, 36% of Home Depot shareholders voted for a resolution requesting a comprehensive diversity report – the highest level of support ever on this issue – sending a strong signal to management that shareowners desire increased accountability on EEO.

Home Depot has demonstrated leadership on corporate social responsibility issues. We ask the company to expand upon that leadership by honoring its previous commitment to comprehensive EEO disclosure.

RESOLVED: The shareholders request that Home Depot prepare a diversity report, at reasonable cost and omitting confidential information, available to investors by September 2007, including the following:

1. A chart identifying employees according to their gender and race in each of the nine major EEOC-defined job categories for the last three years, listing numbers or percentages in each category;
2. A summary description of any affirmative action policies and programs to improve performance, including job categories where women and minorities are underutilized; and
3. A description of any policies and programs oriented specifically toward increasing the number of managers who are qualified females or minorities.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

November 8, 2006

Via Overnight Mail and Telecopier (212) 670-4703

Merrill Lynch & Co., Inc.
4 World Financial Center
New York NY 10080

Attention: Judith A. Witterschein, Chief Administrative Officer and Corporate Secretary

Re: **Shareholder Proposal** for 2007 Annual Meeting

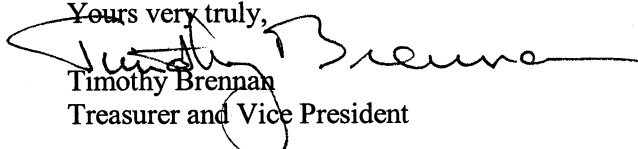
Dear Ms. Witterschein:

On behalf of the Unitarian Universalist Association, we are hereby submitting the enclosed resolution requesting that Merrill Lynch change its procedures to allow shareholders to express their opinion about senior executive compensation at Company by establishing an annual referendum process. We are joining with AFSCME and other members of the Interfaith Center on Corporate Responsibility in filing this resolution. Mr. John Keenan represents AFSCME which is the primary filer.

The Unitarian Universalist Association is a national denomination with over 1000 congregations across the country with more than 200,000 members. Unitarian Universalism is a liberal religion with Jewish-Christian roots. It has no creed. It affirms the worth and dignity of human beings, advocates freedom of belief and the search for advancing truth, and tries to provide a warm, open, supportive community for people who believe that ethical living is the supreme witness of religion.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we are beneficial owners of 2,700 shares of common stock in Merrill Lynch will be provided upon request. We intend to maintain ownership of the shares at least until after the next annual meeting. Mr. Jim Gunning, a member of our Committee on Socially Responsible Investing, is our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,


Timothy Brennan
Treasurer and Vice President

Enc. Resolution

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 tel
617 367 3237 fax

www.uua.org

RESOLVED, that shareholders of Merrill Lynch urge the board of directors to adopt a policy that Merrill Lynch shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Company's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

In our view, senior executive compensation at Merrill Lynch has not always been structured in ways that best serve shareholders' interests. For example, in 2005 Chairman and CEO Stanley O'Neal received \$44,021 in tax gross-up benefits and \$163,685 representing the cost for the "required" use of company aircraft. And each of the five named executive officers in the proxy statement received in excess of \$15 million in total compensation for 2005.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives shareholders a clear voice that could help shape senior executive compensation.

Currently U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, Pay Without Performance 49 (2004))

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Merrill Lynch's board to allow shareholders to express their opinion about senior executive compensation at Merrill Lynch by establishing an annual referendum process. The results of such a vote would, we think, provide Merrill Lynch with useful information about whether shareholders view the company's senior executive compensation, as reported each year, to be in shareholders' best interests.

We urge shareholders to vote for this proposal.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

OVERNIGHT MAIL AND FAX TO 914-640-8260

December 8, 2006

Mr. Kenneth S. Siegel
Executive Vice President, General Counsel and Secretary
Starwood Hotels & Resorts Worldwide Inc.
1111 Westchester Avenue
White Plains, NY 10604

Timothy Brennan
Treasurer and
Vice President of Finance

Dear Mr. Siegel:

The Unitarian Universalist Association of Congregations ("UUA"), beneficial owners of Starwood Hotels & Resorts Worldwide Inc., believes that climate change may represent a significant risk to the company through the threat of physical damage and the potential regulation of greenhouse gas emissions. We also note that in 2006 the company declined to respond to the Carbon Disclosure Project survey, which was submitted by 225 institutional investors with assets of more than \$31 trillion under management.

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 tel
617 367 3237 fax

Therefore, the UUA submits the enclosed shareholder proposal for inclusion in the 2007 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934 (the "Act"). The resolution requests that the company report on the feasibility of our company developing policies that will minimize our company's impacts upon climate change, with a focus on greenhouse gas emissions reductions and the economic benefits that could be brought to our company. The UUA is the beneficial owner of shares of Starwood Hotels & Resorts Worldwide Inc. that have held at least \$2,000 in market value for more than one year as of the filing date, and we will continue to hold at least the requisite number of shares for proxy resolutions through the shareholders' meeting. Verification of ownership will be provided upon request. A representative of the filers will attend the stockholders' meeting to move the resolution as required.

www.uua.org

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA manages an endowment portfolio with assets in excess of \$125 million for the benefit of the Association and many of its congregations.

Should you wish to discuss this proposal, please contact me at 617-948-4305 or by email at tbrennan@uua.org.

Yours very truly,

Tim Brennan
Treasurer and Vice President of Finance

Enclosure: Shareholder resolution on global warming

Report on Climate Change

Whereas, in 2005, the science academies of the G8 nations, including the U.S., and those of three of the largest emitters of greenhouse gasses in the developing world, Brazil, China, and India, stated that, "The scientific understanding of climate change is now sufficiently clear to justify nations taking prompt action. It is vital that all nations identify cost-effective steps that they can take now, to contribute to substantial and long-term reductions in net global greenhouse gas emissions."

Whereas, increasingly investors believe that there is an intersection between climate change and corporate financial performance. According to a June, 2005 report by Allianz Global Investors and WWF, Climate Change and The Financial Sector: An Agenda for Action, "Governments are starting to introduce policies to tackle the causes and combat the effects of greenhouse gas emissions (GHG), and these policies will alter the economics of entire industries. They will affect company share prices, both positively and negatively. Examples from industry show that proactive strategies tackling CO2 emissions reap economic benefits."

Whereas, information from corporations on their greenhouse gas emissions and climate change policy is essential to investors as they assess the strengths of corporate securities in the context of climate change and the need for greenhouse gas emissions reductions

Whereas, the Carbon Disclosure Project (CDP) has drawn increasing investor support from May of 2002 when a coalition of investors representing 35 institutional investors and \$4.5 trillion in assets first asked corporations to disclose their greenhouse gas emissions to February, 2006 when 225 institutional investors with assets of more than \$31 trillion under management sent the latest request for such information

Whereas, in 2006 Starwood Hotels & Resorts Worldwide Inc. received but did not respond to a request from the CDP seeking disclosure of investment-relevant information concerning its greenhouse gas emissions and climate change

Whereas, more than 200 S&P 500 companies responded to the CDP, including our industry peers Marriott International and Walt Disney US.

Whereas, leading companies such as Johnson Controls, DuPont, and Entergy have recognized the advantages a forward looking approach to climate change may provide and have disclosed strategies such as carbon sequestration, alternative fuel use, efficient product distribution, and process efficiency improvements, to save energy and reduce emissions

Whereas, companies such as General Electric and Baxter International have described the opportunity that addressing climate change in a responsible manner has afforded them through new product development, external recognition, rewards and energy savings

Resolved:

Shareholders request that by 6 months after the 2007 annual meeting the Board of Directors provide a climate change report, prepared at reasonable cost and omitting proprietary information, on the feasibility of our company developing policies that will minimize our company's impacts upon climate change, with a focus on greenhouse gas emissions reductions and the economic benefits that could be brought to our company.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

OVERNIGHT MAIL AND FAX 212-489-6183

December 5, 2006

Mr. Richard D. Parsons
Chairman and CEO
Time Warner Inc.
1 Time Warner Center, 11th Fl.
New York, NY 10019

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA

617 948 4305 *tel*
617 367 3237 *fax*

www.uua.org

RE: Agenda Item for 2007 Annual Shareholder Meeting

Dear Mr. Parsons:

On behalf of the Unitarian Universalist Association, we are hereby submitting the enclosed resolution requesting that Time Warner separate the CEO and Chairman positions. We are joining with Christian Brothers Investment Services and other members of the Interfaith Center on Corporate Responsibility in filing this resolution. Ms. Julie Tanner represents CBIS which is the primary filer.

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we are beneficial owners of 950 shares of common stock in Time Warner is enclosed. We intend to maintain ownership of the shares at least until after the next annual meeting. Mr. Jim Gunning, a member of our Committee on Socially Responsible Investing, is our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President

Enclosure - Resolution
Verification

Separate CEO & Chair: Time Warner 2007

Resolved: The shareholders of Time Warner request that the Board of Directors establish a policy of, whenever possible, separating the roles of Chair and Chief Executive Officer, so that an independent director who has not served as an executive officer of the Company serves as Chair of the Board of Directors.

This proposal shall not apply to the extent that complying would breach any contractual obligations in effect at the time of the 2007 shareholder meeting.

Supporting Statement

More companies are recognizing the separation of Chair of the Board and Chief Executive Officer (CEO) to be sound corporate governance practice. An independent Chair and vigorous Board can help bring greater focus to ethical imperatives, and be better able to forge solutions that serve the interests of shareholders and consumers.

We believe:

- It is the role of the Chief Executive Officer and management to run the business of the company.
- It is the role of the Board of Directors to provide independent oversight of management and the CEO. A CEO should not be his own overseer while managing the business.
- Under the leadership of the Chair, the board should give strategic direction and guidance and represent the best interests of the shareholders in maximizing value.

Because long-standing concerns remain at Time Warner, we believe that separation would provide greater accountability of management to shareholders, and greater independent oversight of management, including the CEO, by the board:

- Excessive Executive Compensation and Pay Disparity:** Time Warner's top five executives combined received approximately \$53 million in total compensation in 2005 while stock options have been discontinued for most employees. In addition, two months after the company announced that it would lay off up to 5,000 workers at its AOL online division in August 2006, it awarded a senior executive with 250,000 restricted stock units over the next four years.
- Underperformance:** The report "Pay for Failure" (The Corporate Library, March 2006) featured Time Warner as one of 11 major companies with negative returns to shareholders and underperformance compared to its peer group and index over five years but whose chief executives were paid in excess of \$15 million in each of the last two years.
- Large Penalties:** Time Warner has paid the U.S. Department of Justice and the Securities and Exchange Commission \$350 million dollars in 2004 and 2005.

Several respected institutions recommend separation. CalPERS' Principles & Guidelines encourage separation, even with a lead director, and Institutional Shareholder Services notes, "Although we recognize that many large companies maintain the combined posts of chairman and CEO and perform well with this arrangement, it is often in shareholders' best interest to separate these positions. Conflicts of interest arise when one person holds both the chairman and CEO positions."

An independent Chair can enhance investor confidence in our Company and strengthen the integrity of the Board of Directors. We urge a vote FOR this resolution.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

OVERNIGHT MAIL

December 5, 2006

Kim K.W. Rucker, Senior Vice President
Secretary and Chief Governance Officer
TXU
Energy Plaza
1601 Bryan Street
Dallas, TX 75201 USA

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 tel
617 367 3237 fax

www.uua.org

Dear Kim Rucker:

The Unitarian Universalist Association of Congregations ("UUA"), holder of 200 shares in TXU, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company report on how the company is responding to rising regulatory, competitive, and public pressure to significantly reduce carbon dioxide and other emissions from the company's proposed power plant operations. We are joining with the primary filer, William C. Thompson, Jr., Comptroller, City of New York, on behalf of the Boards of Trustees of the New York City Pension Funds, in filing this resolution.

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. The UUA is the beneficial owner of these shares as defined in Rule 13d-3 of the Act. We intend to maintain ownership of the required number of shares through the date of the next stockholder's annual meeting. We have been a shareholder for more than one year of shares valued in excess of \$2,000. A representative will attend the shareholder's meeting to move the resolution as required by the SEC Rules. We expect other investors will co-file this resolution with us.

Verification that we are beneficial owners of 200 shares of common stock in TXU will be provided upon request. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President

Enclosure: Shareholder resolution on global warming risks

TXU CORPORATION – CLIMATE CHANGE

Submitted by William C. Thompson, Jr., Comptroller, City of New York, on behalf of the Boards of Trustees of the New York City Pension Funds

WHEREAS:

In 2005, the scientific academies of 11 nations, including the U.S., stated that, “The scientific understanding of climate change is now sufficiently clear to justify nations taking prompt action. It is vital that all nations identify cost-effective steps that they can take now, to contribute to substantial and long-term reductions in net global greenhouse gas emissions.”

In October 2006, a report authored by former chief economist of The World Bank, Sir Nicolas Stern, estimates that climate change will cost between 5% and 20% of the global domestic product if emissions are not reduced, and that greenhouse gases can be reduced at a cost of approximately 1% of global economic growth. The report also warns that, “The investment that takes place in the next 10-20 years will have a profound effect on the climate in the second half of this century and in the next.”

U.S. power plants are responsible for nearly 40 percent of the country’s carbon dioxide emissions, and 10 percent of global carbon dioxide emissions.

In September, 2006 California enacted a law requiring the state to reduce greenhouse gas emissions by 25 percent by 2020. In June 2005, a majority of U.S. Senators voted in favor of a resolution stating that, “...Congress should enact a comprehensive and effective national program of mandatory, market-based limits on emissions of greenhouse gases that slow, stop, and reverse the growth of such emissions...” As of July 2006 there were at least seven proposals before congress calling for a cap-and-trade system to regulate greenhouse gases.

Seven northeastern states have formed the Regional Greenhouse Gas Initiative, which aims to reduce carbon dioxide emissions from power plants by 10% between 2009 and 2019.

In February 2005, the Kyoto Protocol took effect, imposing mandatory greenhouse gas limits on the 148 participating nations. Companies with operations in those nations must reduce or offset some of their greenhouse gas emissions. For example, companies with operations in Europe can make reductions using the European emissions trading program, where CO₂ has regularly traded for more than \$20 per ton.

In 2005 and 2006, WalMart, GE, Goldman Sachs, JPMorgan, PG&E, FPL, Entergy, Exelon, PNM Resources, NRG Energy, Alliant Energy and Duke Energy issued statements supporting mandatory federal regulation of greenhouse gas emissions.

TXU is planning to build 11 coal-fired power plants in Texas that would collectively emit 78 million tons of CO₂ per year.

RESOLVED: Shareholders request a report [reviewed by a board committee of independent directors] on how the company is responding to rising regulatory, competitive, and public pressure to significantly reduce carbon dioxide and other emissions from the company's proposed power plant operations. The report should be provided by September 1, 2007 at a reasonable cost and omit proprietary information.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

November 15, 2006

Mr. William E. Greehey, CEO
Valero Energy Corporation
One Valero Way
San Antonio TX 78249-1112

Dear Mr. Greehey:

The Unitarian Universalist Association of Congregations ("UUA"), holder of 100 shares in Valero Energy Corporation, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **change its procedures so as to allow shareholders to express their opinion regarding senior executive compensation by establishing an annual referendum process.**

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. The UUA is the beneficial owner of these shares as defined in Rule 13d-3 of the Act. We intend to maintain ownership of the required number of shares through the date of the next stockholder's annual meeting. We have been a shareholder for more than one year and have held over \$2,000 worth of stock. A representative will attend the shareholder's meeting to move the resolution as required by the SEC Rules. We expect other investors will co-file this resolution with us.

Verification that we are beneficial owners of 100 shares of common stock in is enclosed. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President

Enclosure: Shareholder resolution on executive compensation and stock ownership verification

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA
617 948 4305 tel
617 367 3237 fax

www.uua.org

RESOLVED, that shareholders of Valero Energy urge the board of directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Valero's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

Investors are increasingly concerned about mushrooming executive compensation which sometimes appears to be insufficiently aligned with the creation of shareholder value. Media and government focus on back dating of stock options has increased investor concern. This proposed reform can help rebuild investor confidence.

The SEC has created a new rule, with record support from investors, requiring companies to disclose additional information about compensation and perquisites for top executives. The rule goes into effect this year. In establishing the rule the SEC has made it clear that it is the role of market forces, not the SEC, to provide checks and balances on compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives shareholders a clear voice that could help shape senior executive compensation.

Currently U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, Pay Without Performance 49 (2004))

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Valero's board to allow shareholders to express their opinion about senior executive compensation at Valero by establishing an annual referendum process. The results of such a vote would, we think, provide the board and management with useful information about whether shareholders view the company's senior executive compensation, as reported each year, are in shareholders' best interests.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

December 12, 2006

Mr. Thomas D. Hyde
Executive Vice President and Corporate Secretary
Wal-Mart Stores, Inc.
Bentonville, Arkansas 72716-8611

Dear Mr. Hyde:

The Unitarian Universalist Association of Congregations (“UUA”), holder of 70 shares in Wal-Mart Stores, Inc., is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **prepare a report to investors detailing the implications to rising health care expenses and how Wal-Mart is positioning itself to address this public policy issue.** We are joining with Adrian Dominican Sisters and other members of the Interfaith Center on Corporate Responsibility in filing this resolution.

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA manages an endowment portfolio with assets in excess of \$125 million for the benefit of the Association and many of its congregations.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we are beneficial owners of shares of common stock in Wal-Mart is enclosed. We intend to maintain ownership of the shares at least until after the next annual meeting. In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,

Tim Brennan
Treasurer and Vice President of Finance

Enclosures: Resolution; Verification of ownership

Timothy Brennan
Treasurer and
Vice President of Finance

25 Beacon Street
Boston
Massachusetts 02108
USA

617 948 4305 tel
617 367 3237 fax

www.uua.org

Universal Health Care Policy Wal-Mart 2007

The provision of health insurance is crucial to productivity—the HR Policy Association estimates that the annual cost of reduced productivity stemming from the lack of coverage is at least \$87 billion—and can be critical to attracting and retaining talented workers. Employer-based coverage is an essential part of America’s health insurance system and will continue to be so for the near term.

However, the cost of employer-sponsored health plans has increased by nearly 75 percent since 2000, with premiums increasing more rapidly than either inflation or wage growth. Health insurance costs are now among the fastest-growing business expenses for American corporations. In fact, *The McKinsey Quarterly* predicted that the average Fortune 500 company could see health benefit spending equal profits as soon as 2008.

According to *Business Week*, “The biggest issue for Corporate America in 2005 and beyond is getting out from under the crushing burden of costly medical-care benefits.” Soaring costs are putting upward pressure on cost structures and cutting into profits. They also make it difficult for American companies to compete in the global market place.

A study by the Manufacturers Alliance and the National Association of Manufacturers found that structural costs, of which the largest component by far is health care, add almost 23 percent to the price of doing business in the United States. Wilbur Ross, the investor responsible for restructuring Bethlehem Steel, estimated in a recent issue of *The New Yorker* that American companies are confronted with a 15 percent cost disadvantage versus firms from countries with universal health care.

Major American corporations are feeling the effects. General Motors’ CEO recently lamented that, “[GM’s] health care expense represents a significant disadvantage versus our foreign-based competitors. Left unaddressed, this will make a big difference in our ability to compete in investment, technology and other key contributors to our future success.” GM’s CEO is not alone. The *Economist* recently speculated that many American executives harbor similar sentiments and the U.S. Chamber of Commerce has identified the cost of health care as an issue affecting the ability of U.S. corporations to compete in global markets.

According to the Deloitte Center for Health Solutions, current attempts to hold down the cost of coverage are not demonstrating appreciable results. And eliminating benefits altogether is not a viable option either. According to Ford’s *2004/5 Sustainability Report*, “Long-term, national solutions are needed.” In the meantime, state legislatures are beginning to address health coverage. Four states have passed universal health care bills, at least eight more are under consideration and an additional seven states are studying the possibility of a universal system.

Resolved: Shareholders request that the company report (at reasonable cost and omitting proprietary information) on the implications of rising health care expenses and how it is positioning itself to address this public policy issue without compromising the health and productivity of its workforce. The report should be completed by June 30, 2007 and need not address specific benefit offerings.



UNITARIAN UNIVERSALIST
ASSOCIATION OF CONGREGATIONS

November 15, 2006

Ms. Laurel A. Holschuh
Senior Vice President and Secretary
Wells Fargo & Company
MAC #N9305-173
Sixth and Marquette
Minneapolis, MN 55479

Timothy Brennan
Treasurer and
Vice President of Finance

Dear Ms. Holschuh:

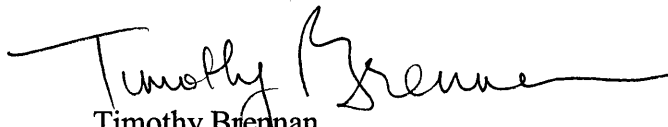
The Unitarian Universalist Association of Congregations ("UUA"), holder of 3000 shares in Wells Fargo & Company, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the company **change its procedures so as to allow shareholders to express their opinion regarding senior executive compensation by establishing an annual referendum process.** We are joining with Walden Asset Management and other members of the Interfaith Center on Corporate Responsibility in filing this resolution. Mr. Timothy Smith represents Walden which is the primary filer.

The Unitarian Universalist Association of Congregations is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, it has been a force in American spirituality from the time of the first Pilgrim and Puritan settlers.

We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the annual meeting. Verification that we are beneficial owners of 3,000 shares of common stock in Wells Fargo is enclosed. The UUA is the beneficial owner of these shares as defined in Rule 13d-3 of the Act. We intend to maintain ownership of the required number of shares through the date of the next stockholder's annual meeting.

In addition to me, you may contact Jim Gunning, a member of our Committee on Socially Responsible Investing, who serves as our representative for this initiative. He can be reached by phone (201.836.5901) and/or email (jimgunning@optonline.net).

Yours very truly,


Timothy Brennan
Treasurer and Vice President

Enclosure: Shareholder resolution on executive compensation and stock ownership verification

RESOLVED, that shareholders of Wells Fargo urge the board of directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Wells Fargo's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

Investors are increasingly concerned about mushrooming executive compensation which sometimes appears to be insufficiently aligned with the creation of shareholder value. Media and government focus on back dating of stock options has increased investor concern. This proposed reform can help rebuild investor confidence.

The SEC has created a new rule, with record support from investors, requiring companies to disclose additional information about compensation and perquisites for top executives. The rule goes into effect this year. In establishing the rule the SEC has made it clear that it is the role of market forces, not the SEC, to provide checks and balances on compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives shareholders a clear voice that could help shape senior executive compensation.

Currently U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, Pay Without Performance 49 (2004))

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Wells Fargo's board to allow shareholders to express their opinion about senior executive compensation at Wells Fargo by establishing an annual referendum process. The results of such a vote would, we think, provide the board and management with useful information about whether shareholders view the company's senior executive compensation, as reported each year, are in shareholders' best interests.