FULL RESOLUTIONS FOR PROPOSED “YES” VOTES IN 2012

January, 2012

The following pages contain the full texts of the resolutions for the issues discussed in §2 (Reports on Resolutions) of the report issued to members of the Investment Committee for the February 2012 meeting of the Trustees.

Contents

Full Resolution texts

Lobbying Expenditures Disclosure ................................................................. 1
Legislative Risks of Aggressive Tax Strategies ............................................. 21
Political Contributions – Trade Associations ............................................... 22
Offshore Banking Secrecy Risks ................................................................. 24
Report on BPA Use ..................................................................................... 25
Adopt Greenhouse Gas Reduction Goals ..................................................... 28
Hydraulic Fracturing – Community Impacts ............................................... 29
Gender Identity Non-Discrimination ............................................................ 30
Lobbying Expenditures Disclosure – 3M Company

WHEREAS, in the USA, corporations are considered persons having the right to express opinions to legislators and regulators on public policy issues ranging from environment to health care. However, corporations can exert significantly greater influence than single persons or groups regarding access to legislators and regulators and may promote interests unknown and contrary to the fiscal and ethical concerns of their shareholders.

While many companies in the health care industry have told shareholders they are in basic support of the health reform law (Affordable Care Act), albeit with a desire for necessary changes, many of these corporations are members of groups such as the United States Chamber of Commerce (USCC), the American Legislative Exchange Council (ALEC) and other organizations which are actively working for the total elimination of the ACA.

It is important that our company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy. Questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of 3M’s policies, procedures and oversight mechanisms is warranted.

RESOLVED, shareholders of 3M request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade organizations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade organizations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for

   a. direct and indirect lobbying contribution or expenditure; and

   b. payment for grassroots lobbying expenditure.
For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

**Supporting Statement:** 3M spent approximately $3.89 million in 2009 and 2010 on direct federal lobbying activities, according to the U.S. Senate Office of Public Records. These figures may not include its grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation and many companies do not disclose contributions to tax-exempt organizations that write and endorse model legislation. As shareholders, we believe transparent disclosure is in shareholders’ best interests.
Lobbying Expenditures Disclosure – Altria Group, Inc.

WHEREAS, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.

It is important that our company’s lobbying positions and processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. This is especially important since the brunt of our business involves a product directly impacting health care in our nation. Hence, we believe full disclosure of Altria’s policies, procedures and oversight mechanisms is warranted.

RESOLVED, Altria shareholders request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for

   a. direct and indirect lobbying contribution or expenditure; and

   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on Altria’s website.
Supporting Statement: As shareholders, we encourage transparency and accountability on the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly as well as grassroots lobbying initiatives. We believe such disclosure is in shareholder’s best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to a company’s long-term interests posing risks to the company and shareholders.

Altria spent approximately $23.1 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (U.S. Senate Office of Public Records). This figure may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation. And Altria does not disclose contributions to tax-exempt organizations that write and endorse model legislation, such as Altria’s $50,000 contribution to ALEC’s annual meeting (http://thinkprogress.org/politics/2011/08/05/288823/alec-exposed-corporations-funding/).

Such expenditures and contributions can potentially involve the company in controversies posing reputational risks.
WHEREAS, corporate lobbying exposes our company to risks that could impact the company’s stated goals, objectives and ultimately shareholder value, and

WHEREAS, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company’s lobbying to assess whether our company’s lobbying is consistent with its expressed goals and in the best interests of shareholders and long-term value.

RESOLVED, the shareholders of The Coca-Cola Company (“Coke”) request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure; and
   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

Supporting Statement: As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both
directly and indirectly. We believe such disclosure is in shareholders’ best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to Coke’s long-term interests. For example, Coke is on the private enterprise board of the American Legislative Exchange Council which drafts bills against environmental protections (“Conservative Group Drafts, Promotes Anti-EPA Bills in State Legislatures,” New York Times, 4/11/11). However, Coke aims to be a leader in “climate protection” (http://www.thecoca-colacompany.com/citizenship/energy_climate_protection.html).

Coke spent approximately $15.3 million from in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports. (U.S. Senate Office of Public Records). In 2010, Coke also spent at least $165,770 in four states that require lobbying expenditure disclosure (according to state disclosure reports). These figures may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures. And Coke does not disclose contributions to tax-exempt organizations that write and endorse model legislation.
Lobbying Expenditures Disclosure – Goldman Sachs Group Inc.

WHEREAS, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.

It is important that our company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of Goldman’s policies, procedures and oversight mechanisms is warranted.

RESOLVED, the shareholders of The Goldman Sachs Group, Inc. (“Goldman”) request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure; and
   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

Supporting Statement: As shareholders, we encourage transparency and accountability on the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly as well as grassroots lobbying initiatives. We believe such
disclosure is in shareholder’s best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to a company’s long-term interests posing risks to the company and shareholders. For example, Goldman’s contributions to a Chamber of Commerce foundation critical of federal regulation drew negative publicity ("Top Corporations Aid U.S. Chamber of Commerce Campaign," New York Times, October 21, 2010).

Goldman spent approximately $7.44 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (U.S. Senate Office of Public Records). This figure may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation.

Such expenditures and contributions can potentially involve the company in controversies posing reputational risks.

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
Lobbying Expenditures Disclosure – International Business Machines Corp. (IBM)

WHEREAS, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.

It is important that our company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of International Business Machines’ (IBM) policies, procedures and oversight mechanisms is warranted.

RESOLVED, the shareholders of IBM request the Board authorize the preparation of a report, updated annually, disclosing

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure; and
   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.
**Supporting Statement:** As shareholders, we encourage transparency and accountability on the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly as well as grassroots lobbying initiatives. We believe such disclosure is in shareholder’s best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to a company’s long-term interests posing risks to the company and shareholders.

IBM spent approximately $9.9 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (U.S. Senate Office of Public Records). This figure may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation.

Such expenditures and contributions can potentially involve the company in controversies posing reputational risks.

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
Lobbying Expenditures Disclosure – Johnson & Johnson

WHEREAS, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.

It is important that our company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of Johnson & Johnson’s policies, procedures and oversight mechanisms is warranted.

RESOLVED, the shareholders of Johnson & Johnson request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure;
   b. payment for grassroots lobbying expenditure

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.
Supporting Statement: As shareholders, we encourage transparency and accountability on the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly as well as grassroots lobbying initiatives. We believe such disclosure is in shareholder’s best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to a company’s long-term interests posing risks to the company and shareholders.

For example, a company may lobby directly or through a trade association to weaken the Foreign Corrupt Practices Act, or stop the EPA from regulating climate change or trying to limit the Consumer Finance Protection Bureau.

Company funds of approximately $12.9 million from July 1, 2010 to June 30, 2011 supported direct federal lobbying activities, according to disclosure reports. (U.S. Senate Office of Public Records) This figure may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation. We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
Lobbying Expenditures Disclosure – Kraft Foods Inc.

WHEREAS, corporate lobbying exposes our company to risks that could affect the company’s stated goals, objectives, and ultimately shareholder value, and

WHEREAS, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company’s lobbying to assess whether our company’s lobbying is consistent with its expressed goals and in the best interests of shareholders and long-term value.

RESOLVED, the shareholders of Kraft Foods Inc. (“Kraft”) request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure; and
   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

Supporting Statement: As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. We believe such disclosure is in shareholders’ best interests.
Absent a system of accountability, company assets could be used for policy objectives contrary to Kraft’s long-term interests.

Kraft spent approximately $6.39 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (U.S. Senate Office of Public Records). In 2010, according to disclosure reports required in six states, Kraft also spent at least $548,436 on lobbying expenditures. These figures may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition and do not include any lobbying expenditures to influence legislation or regulation in states that do not require disclosure. And Kraft does not disclose its contributions to tax-exempt organizations that write and endorse model legislation, such as Kraft’s $5,000 contribution to the American Legislative Exchange Council (“ALEC”) annual meeting (http://thinkprogress.org/politics/2011/08/05/288823/alec-exposed-corporations-funding/).

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
Lobbying Expenditures Disclosure—PepsiCo, Inc.

WHEREAS, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.

It is important that our company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and questionable lobbying activity may pose risks to our company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of PepsiCo’s policies, procedures and oversight mechanisms is warranted.

RESOLVED, the shareholders of PepsiCo request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for
   a. direct and indirect lobbying contribution or expenditure;
   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

Supporting Statement: As shareholders, we encourage transparency and accountability on the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly as well as grassroots lobbying initiatives. We believe such
disclosure is in shareholder’s best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to a company’s long-term interests posing risks to the company and shareholders.

For example, a company may lobby directly or through a trade association to weaken the Foreign Corrupt Practices Act, or stop the EPA from regulating climate change or trying to limit the Consumer Finance Protection Bureau.

Company funds of approximately $16,247,800 million from July 1, 2010 to June 30, 2011 supported direct federal lobbying activities, according to disclosure reports. (U.S. Senate Office of Public Records) This figure may not include grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation. We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
Lobbying Expenditures Disclosure—Union Pacific Corporation

WHEREAS, corporate lobbying exposes our company to risks that could affect the company’s stated goals, objectives, and ultimately shareholder value, and

WHEREAS, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company’s lobbying to assess whether our company’s lobbying is consistent with its expressed goals and in the best interests of shareholders and long-term value.

RESOLVED, the shareholders of Union Pacific Corporation (“Union Pacific”) request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and Board for

   a. direct and indirect lobbying contribution or expenditure; and

   b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company’s website.

Supporting Statement: As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. We believe such disclosure is in shareholders’ best interests.
Absent a system of accountability, company assets could be used for policy objectives contrary to Union Pacific’s long-term interests.

Union Pacific spent approximately $10.96 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports (U.S. Senate Office of Public Records). In 2010, according to disclosure reports required in four states, Union Pacific also spent at least $492,770 on lobbying expenditures. These figures may not include grassroots lobbying to influence legislation by mobilizing public support or opposition and do not include lobbying expenditures to influence legislation or regulation in states that do not require disclosure. And Union Pacific does not disclose its contributions to tax-exempt organizations that write and endorse model legislation, such as the company’s $5,000 contribution to the American Legislative Exchange Council (“ALEC”) annual meeting (http://thinkprogress.org/politics/2011/08/05/288823/alec-exposed-corporations-funding/).

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.
RESOLVED: Shareholders of UnitedHealth Group (“UNH” or the “Company”) request that the Board of Directors (the “Board”) authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on the Company’s behalf by trade organizations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

2. A listing of payments (both direct and indirect, including payments to trade organizations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of the decision making process and oversight by the management and the Board for (a) direct and indirect lobbying contribution or expenditure; and (b) payment for grassroots lobbying expenditure.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that: (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation. Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels. The report shall be presented to the Audit Committee or other relevant oversight committee of the Board and posted on the Company’s website.

Supporting Statement: Under the U.S. Supreme Court’s decision in Citizens United v. Federal Election Commission, corporations are considered persons having the right to express opinions on public policy issues. However, corporations can exert significantly greater influence than single individuals or groups and may promote interests unknown and contrary to the interests of their own shareholders.

For example, many companies in the health care industry have told their shareholders they are in basic support of the federal health reform law known as the Affordable Care Act, albeit with a desire for necessary changes. However, many of these corporations are members of groups such as the U.S. Chamber of Commerce, the American Legislative Exchange Council (“ALEC”) and other organizations which are actively working to eliminate the Affordable Care Act.

It is important that our Company’s lobbying positions, as well as processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy. Questionable lobbying activity may pose risks to our
Company’s reputation when controversial positions are embraced. Hence, we believe full disclosure of UNH’s policies, procedures and oversight mechanisms is warranted.

UNH has spent nearly $23 million from 2008 through Q1 2011 on direct federal lobbying activities, according to public records. These figures may not include its grassroots lobbying to directly influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation and UNH does not disclose contributions to tax-exempt organizations that write and endorse model legislation, such as a $50,000 contribution to ALEC’s 2011 annual meeting (http://thinkprogress.org/politics/2011/08/05/288823/alec-exposed-corporations-funding/).
**Legislative Risk of Aggressive Tax Strategies – Amazon.com, Inc**

**RESOLVED**, that shareholders of Amazon.com, Inc. (“Amazon”) request that Amazon’s board annually prepare a report, at reasonable cost and omitting proprietary information, disclosing its assessment of the financial, reputational and commercial effects of changes to, and changes in interpretation and enforcement of, US federal, state, and local tax laws and policy that pose risks to shareholder value.

**Supporting Statement:** In our view, companies that adopt aggressive tax strategies, including not collecting sales tax on items or using transfer pricing, face the risk of legislation curtailing the use of such strategies. We believe use of such aggressive tax strategies can present both financial and reputational risks to shareholder value.

One recent study analyzing a large sample of US firms for the period 1995–2008 found a positive correlation between corporate tax avoidance strategies and firm-specific stock price crash risk (Corporate Tax Avoidance and Stock Price Crash Risk, July 2010). Another study concluded that “tax avoidance demands obfuscatory actions that can be bundled with diversionary activities, including earnings manipulation, to advance the interests of managers rather than shareholders.” (Earnings Management, Corporate Tax Shelters, and Book-Tax Alignment, January 2009, p. 20).

Amazon’s tax returns from 2005 – 2010 are under examination by the IRS, and Amazon received Notices of Proposed Adjustment from the IRS for 2005 and 2006 over transfer pricing that would result in an additional $1.5 billion in federal tax expense (2011 3rd quarter 10-Q). Amazon received a $269 million tax assessment from Texas for uncollected sales taxes, and it is possibly under examination in Kentucky (2010 10-K). Amazon collects sales taxes in only five states, according to its website, and ten states have passed “Amazon laws” to require internet retailers, such as Amazon, to collect state sales taxes. In California, Amazon has spent millions to fight a sales tax collection requirement (“Amazon spends millions to fight internet sales tax,” New York Times, August 27, 2011), prompting calls for a boycott over Amazon’s support for the referendum to overturn the law (“Social welfare groups call for Amazon boycott,” Los Angeles Times, August 15, 2011). Congress is considering the Main Street Fairness Act, which would implement a national internet sales tax collection.

The policy issues raised by aggressive tax strategies are economically significant. Each year, approximately $100 billion in US tax revenue is lost to companies’ income shifting, according to a 2008 Senate report on tax havens. State and local governments lose an estimated $23 billion a year due to uncollected taxes on electronic commerce (“States look to internet taxes to close budget gaps,” AP, June 19, 2011).

As federal, state and local governments seek new sources of revenue to address budget shortfalls, companies that do not collect sales tax could face greater risk and decreasing earnings. An annual report to Amazon shareholders assessing the risks related to such developments in the legislative and regulatory landscape would enable Amazon’s shareholders to evaluate the risks to shareholder value created by its tax strategies.

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21
**Political Contributions - Trade Associations – International Business Machines Corp. (IBM)**

**WHEREAS**: Political spending by companies is increasingly controversial, heightened by the Citizens United Supreme Court decision, allowing companies to make independent expenditures supporting or opposing a candidate’s election campaign.

Corporate political spending has also become a major investor concern. Investors asked hundreds of companies to disclose their policies, establish board oversight and disclose all direct and indirect expenditures for political purposes. 52 S&P 100 companies now disclose their political expenditures and policies on their websites. Shareowner proposals urging disclosure averaged more than 33 percent in 2011, indicating strong investor support.

Omitted from many company reports, however, is disclosure of payments for political purposes to trade associations and through other tax-exempt groups.

Meanwhile many companies updated their political spending policies. For example, Pfizer, Procter & Gamble and Merck stated they will not make direct or indirect independent political expenditures.

IBM also has a strong, long held position which does not allow expenditures of corporate funds for political parties or candidates and insures dues payments to trade associations do not get diverted into political expenditures. In addition, IBM doesn’t have a PAC.

But IBM is on the US Chamber of Commerce Board, which announced it would raise $75 million for political campaigns in 2010. The Chamber, allegedly on behalf of the business community, lobbies, speaks publicly and uses political dollars to work in ways that, ironically, challenges IBM’s environmental positions.

IBM has strong environmental policies and urges companies in its supply chain to follow suit.

Yet as a Chamber board member, IBM does not seem to challenge the Chamber’s environmental positions or its partisan political activities. Controversial inconsistencies could be harmful to IBM’s reputation.

The Chamber’s website states: “Directors determine the U.S. Chamber’s policy positions on business issues and advise the U.S. Chamber on appropriate strategies to pursue. Through their participation in meetings and activities held across the nation, Directors help implement and promote U.S. Chamber policies and objectives.” As a Chamber board member IBM certainly may be perceived as supporting its policies.

**RESOLVED**: Shareholders request that independent Board members institute a comprehensive review of IBM’s policies and oversight processes related to political spending and public policy, both direct and indirect including through trade associations,
and present a summary report by September 2012. The report may omit confidential information and limit costs. Items for review include:

- Risks and responsibilities associated with serving on boards of and paying dues to trade organizations where their positions contradict IBM’s own positions.

- How IBM’s Board representatives on trade associations can more effectively advocate IBM’s sustainability agenda and influence policy.

- Management and Board trade association oversight processes.

- The case for IBM publicly explaining why they differ from a trade association on a priority issue.

- Review and disclosure of any direct and indirect expenditures supporting or opposing candidates, for issue ads designed to affect political races, including dues and special payments made to trade associations, such as the U.S. Chamber of Commerce.
Offshore Banking Secrecy Risks – Goldman Sachs Group Inc.

WHEREAS the credibility, reliability and public purpose of major financial institutions continues to be questioned by the leaders of major religious institutions and by many citizens groups across the world,

WHEREAS in the 1990s, Goldman Sachs set up a company offshore in the British Virgin Islands called Goldman Sachs Services Ltd (GSSL), that appears to have been designed to conceal the size of the bonuses of the company's London bankers, who were seconded to work there,

WHEREAS Judge David Williams said in 2009 that it (GSSL) was "a way of keeping information about the GS accounts and payroll out of the public domain and confidential",

WHEREAS our company paid $550 million in a civil fraud fine settlement with the Securities and Exchange Commission announced in July 2010, over the sale and marketing of controversial mortgage securities,

WHEREAS the US Department of Justice has to date initiated approximately 150 investigations of offshore-banking clients, of which 36 client cases have been charged, with 31 guilty pleas having been entered, 2 convicted after trial, and 5 awaiting trial and this includes a number of people who facilitated the hiding of assets held offshore,

WHEREAS investigations have been opened by the DOJ into numerous additional offshore banks across the world,

WHEREAS this enforcement effort has dealt the fabled Swiss bank secrecy a devastating blow and provided tools that should yield information on thousands of additional offshore account holders who have undisclosed accounts at banks,

WHEREAS Goldman Sachs Bank AG, Zurich, markets itself as making available to its clients all the global resources and network of Goldman Sachs “with Swiss-based discretionary asset management program” and “with the added benefits of Swiss banking secrecy”,

WHEREAS according to the January 2012 issue of Bloomberg Markets magazine the Federal Reserve and the big banks fought for more than two years to keep details of the largest bailout in U.S. history a secret; “a combined $1.2 trillion on Dec. 5, 2008, their single neediest day”,

RESOLVED: Shareholders request that the board of directors annually prepare a report to shareholders disclosing the financial, reputational and commercial risks related to changes in, and changes in interpretation and enforcement of, US federal, state, local and foreign tax laws and policies, at reasonable cost and omitting proprietary information
Report on BPA Use – Coca-Cola Company

WHEREAS: The value of Coca-Cola’s brand is based on consumer trust. Coca-Cola’s canned beverages use linings containing Bisphenol A (BPA), a potentially hazardous chemical.

BPA can leach out of the epoxy lining of canned foods and beverages resulting in human exposures. BPA can mimic estrogen in the body; a number of animal studies link BPA, even at very low doses, to potential changes in brain structure, immune system, male and female reproductive systems, and to tissue associated with increased rates of breast cancer. Experts are particularly concerned about exposure to BPA by the very young and pregnant women.

A study published in the Journal of the American Medical Association associated BPA with increased risk for human heart disease and diabetes. The US Food and Drug Administration has expressed concern about the potential effects of BPA on the brain, behavior, and prostate gland in fetuses, infants, and young children, and supports additional research.

The proponents believe that Coca-Cola has misrepresented the scientific consensus. For example, its Bisphenol A Assessment (11/11) claims “current levels of exposure to Bisphenol A (BPA) through beverage packaging pose no health risk to the general population, including children.” Yet, ten US states and several local governments have banned BPA in children’s reusable food and beverage containers. The European Union, China and Malaysia instituted bans on BPA in baby bottles in 2011. Canada added BPA to its list of toxic substances in 2010. Japan took BPA out of can linings in the 1990’s.

Proponents believe the use of BPA poses regulatory, reputational and legal risk. More than 20 states and multiple federal bills have introduced legislation to ban or limit the use of BPA. Coca-Cola has received considerable media coverage over its use of BPA. Health organizations including the Breast Cancer Fund have conducted high profile consumer campaigns targeting food companies over their use of BPA in their can linings. Class action lawsuits against other companies contend that manufacturers and retailers failed to adequately disclose BPA’s risks.

Companies, including Hain Celestial, ConAgra, and H.J. Heinz use BPA-free can linings for certain products, and have timelines to transition to BPA-free packaging across all products. Nestle and Kroger also publicly stated they will remove BPA from their products. General Mills and Campbell’s have publicly stated that they are conducting hundreds of tests looking for alternatives to BPA can linings.

RESOLVED: Shareholders request the Board of Directors to publish a report by September 1, 2012, at reasonable cost and excluding confidential information, updating investors on how the company is responding to the public policy challenges associated
with BPA, including summarizing what the company is doing to maintain its position of leadership and public trust on this issue, its role in adopting or encouraging development of alternatives to BPA in can linings, and any material risks to the company's market share or reputation in staying the course with continued use of BPA.
Report on BPA Use– Safeway Inc.

WHEREAS: The value of Safeway’s brand is based on consumer trust. Safeway’s store brand canned goods use linings containing Bisphenol A (BPA), a potentially hazardous chemical.

BPA can leach out of the epoxy lining of canned foods and beverages resulting in human exposures. BPA can mimic estrogen in the body; a number of animal studies link BPA, even at very low doses, to potential changes in brain structure, immune system, male and female reproductive systems, and to tissue associated with increased rates of breast cancer.

Experts are particularly concerned about exposure to BPA by the very young and pregnant women. A study published in the Journal of the American Medical Association associated BPA with increased risk for human heart disease and diabetes. The US Food and Drug Administration has expressed concern about the potential effects of BPA on the brain, behavior, and prostate gland in fetuses, infants, and young children, and supports additional research.

Proponents believe the use of BPA poses regulatory, reputational and legal risk. More than 20 states and multiple federal bills have introduced legislation to ban or limit the use of BPA. Ten US states and several local governments have already banned BPA in children’s reusable food and beverage containers. The European Union, China and Malaysia instituted bans on BPA in baby bottles in 2011. Canada added BPA to its list of toxic substances in 2010. Japan took BPA out of can linings in the 1990’s. Class action lawsuits against other companies contend that manufacturers and retailers failed to adequately disclose BPA’s risks.

Companies, including Hain Celestial, ConAgra, and H.J. Heinz use BPA-free can linings for certain products, and have timelines to transition to BPA-free packaging across all products. Nestle and Kroger also publicly stated they will remove BPA from their products. General Mills and Campbell’s have publicly stated that they are conducting hundreds of tests looking for alternatives to BPA can linings.

RESOLVED: Shareholders request the Board of Directors to publish a report by September 30, 2012, at reasonable cost and excluding confidential information, updating investors on how the company is responding to the public policy challenges associated with BPA, including summarizing what the company is doing to maintain its position of leadership and public trust on this issue, its role in adopting or encouraging development of alternatives to BPA in can linings, and any material risks to the company’s market share or reputation in staying the course with continued use of BPA.
**Adopt Greenhouse Gas Reduction Goals - Report– Exxon Mobil Corporation**

**WHEREAS:** 2010 was a record year for greenhouse gas (GHG) emissions with a 5.9 percent increase over the 2009 global estimate. The increase is larger than the worst-case scenario expected by United Nations scientists when the 2008 Intergovernmental Panel on Climate Change report was issued.

It is widely agreed that research has understated the enormity of the impact of GHG emissions. Investors expect ExxonMobil to take leadership in developing solutions to this global challenge as the company plays such a critical role in energy markets.

ExxonMobil discloses its GHG emissions to the Carbon Disclosure Project (CDP) as do well over 3,000 corporations. The CDP “Carbon Action Initiative,” backed by investors managing US $7.6 trillion in assets under management, asks the world’s largest companies to make emissions reductions, implement investments in GHG reductions, and publicly disclose emissions reductions targets through the established CDP annual survey.

Our company though had a net increase of 3 percent in GHG emissions from operations in 2010 over 2009.

ExxonMobil’s December 2011 Energy Outlook suggests our company will make significant investments in deepwater, shale oil and fracking plays, all of which contribute significant GHGs emissions. None of its major strategies to date are low carbon. Even though substantial U.S. and international policy is stalled, businesses and countries are taking significant steps to reduce emissions, as costs to taxpayers, shareholders and economies from severe weather events mount. One can presume that restrictions on high carbon energy will eventually be enacted. Economists are now concerned about a “carbon bubble” as current investments will produce reserves that will be stranded by such policy restrictions.

It is long overdue for ExxonMobil to articulate a clear and cohesive business strategy for wide scale emissions reductions. Shareholders’ request for GHG reduction goals during the last six years are consistent with ExxonMobil’s own Environmental Business Planning process, which is used “to identify key environmental drivers, set targets in key focus areas, and identify projects and actions to achieve these targets.” Clear-cut goals will focus management on our company’s ability to significantly reduce our carbon footprint by implementing a disciplined business strategy to cut emissions from our operations and products.

**RESOLVED:** Shareholders request that the Board of Directors adopt quantitative goals, based on current technologies, for reducing total greenhouse gas emissions from the Company's products and operations; and that the Company report to shareholders by November 30, 2012, on its plans to achieve these goals. Such a report will omit proprietary information and be prepared at reasonable cost.
Hydraulic Fracturing - Community Impacts– Exxon Mobil Corporation

WHEREAS: The use of hydraulic fracturing in natural gas drilling has become highly controversial. Proponents are concerned about regulatory, legal, reputational and financial risks associated with the environmental, health, and social impacts of fracturing operations.

Concern about water sources, toxic chemicals and wastewater has led to new regulations in several states and proposed federal legislation. Explosions, contamination incidents, and millions of dollars in fines demonstrate that things can and do go wrong. For example, media reports that in Pennsylvania, “officials…have cited energy companies for more than 2,500 violations associated with fracturing practices and collected $25.7 million in fines since 2008.”

More than 250 health care professionals and medical societies warned New York Governor Cuomo that the state failed to analyze public health impacts of hydraulic fracturing in its rush to approve permits for drilling. The medical professionals cite evidence in Texas, Wyoming, Louisiana, North Dakota and Pennsylvania which finds worsening health metrics among neighbors of gas wells and related infrastructure. The onset of symptoms and drilling frequently coincided.

Negative local impacts are straining community resources and generating opposition to fracturing operations. According to an MSCI report, “the expansion of oil and gas activities into areas previously untouched by the industry will continue to face fierce opposition from the community, unless companies adequately manage environmental impacts and community health concerns through communication and adoption of best environmental practices.”

In this climate, companies risk increased regulatory and legal risks or bans on fracturing operations outright. Pittsburgh banned natural gas drilling within city limits. New York State imposed a moratorium. Maryland banned drilling until the conclusion of a two-year study.

RESOLVED: Shareholders request that the Board of Directors prepare a report to investors by September 2012, at reasonable cost and excluding confidential or legally prejudicial data, on the short-term and long-term risks to the company’s operations, finances and gas exploration associated with community concerns, known regulatory impacts, moratoriums, and public opposition to hydraulic fracturing and related natural gas development.

Supporting Statement: Such report should, at a minimum, summarize for the prior two fiscal years, with regard to hydraulic fracturing and related infrastructure:

- any substantial community opposition to the company’s maintenance or expansion of particular operations, such as permitting and drilling;
WHEREAS: ExxonMobil does not explicitly prohibit discrimination based on sexual orientation and gender identity in its written employment policy;

Over 89% of the Fortune 500 companies have adopted written nondiscrimination policies prohibiting harassment and discrimination on the basis of sexual orientation, as have more than 95% of Fortune 100 companies, according to the Human Rights Campaign. Nearly 70% of the Fortune 100 and 43% of the Fortune 500 now prohibit discrimination based on gender identity or expression;

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

According to an October, 2009 survey by Harris Interactive and Witeck-Combs, 44% of gay and lesbian workers in the United States reported an experience with some form of job discrimination related to sexual orientation; an earlier survey found that almost one out of every 10 gay or lesbian adults also stated that they had been fired or dismissed unfairly from a previous job, or pressured to quit a job because of their sexual orientation;

Twenty-one states, the District of Columbia and more than 160 cities and counties, have laws prohibiting employment discrimination based on sexual orientation; 12 states and the District of Columbia have laws prohibiting employment discrimination based on sexual orientation and gender identity;

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;

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

National public 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 May 2009, 89% 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 gender identity and to substantially implement the policy.
Supporting Statement: Employment discrimination on the basis of sexual orientation and gender identity 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.