




FEDERAL RETIREMENT THRIFT INVESTMENT BOARD
1250 H Street, NW Washington, DC 20005

January 9, 2008

MEMORANDUM FOR BOARD MEMBERS SAUL, FINK, WHITING,
SANCHEZ, AND DUFFY

FROM: GREGORY T. LONG
EXECUTIVE DIRECTOR 

SUBJECT: December 2007 Performance Review -
G, F, C, S, I, and L Funds

INTRODUCTION

This report reviews key aspects of the investment performance of the G, F, C, S, I, and L Funds through December 2007: investment manager performance and tracking error, trading costs, TSP Fund performance, and L Fund participation.

TRACKING ERROR - BGI Funds

December Tracking Error

<u>Fund</u>	<u>% BGI FUND Performance</u>	<u>% Index Performance</u>	<u>Tracking Error</u>
Fixed Income	0.28	0.28	0.00
Large Cap	-0.69	-0.69	0.00
Small-Mid Cap	-0.41	-0.48	0.07
International	-2.25	-2.25	0.00

Year to Date Tracking Error

<u>Fund</u>	<u>% BGI FUND Performance</u>	<u>% Index Performance</u>	<u>Tracking Error</u>
Fixed Income	7.07	6.97	0.10
Large Cap	5.53	5.49	0.04
Small-Mid Cap	5.39	5.39	0.00
International	11.45	11.17	0.28

The **Barclays Extended Equity Market Fund E** outperformed by 7 basis points in December. The tracking error is primarily related to the sampling technique used by the Fund. The **Barclays US Debt Index Fund E** outperformed by 10 basis points in 2007, primarily as a result of proceeds received from a class action suit. The **Barclays EAFE Equity Index Fund E** outperformed by 28 basis points for the year, primarily because the index is net of taxes, but the Fund is tax exempt.

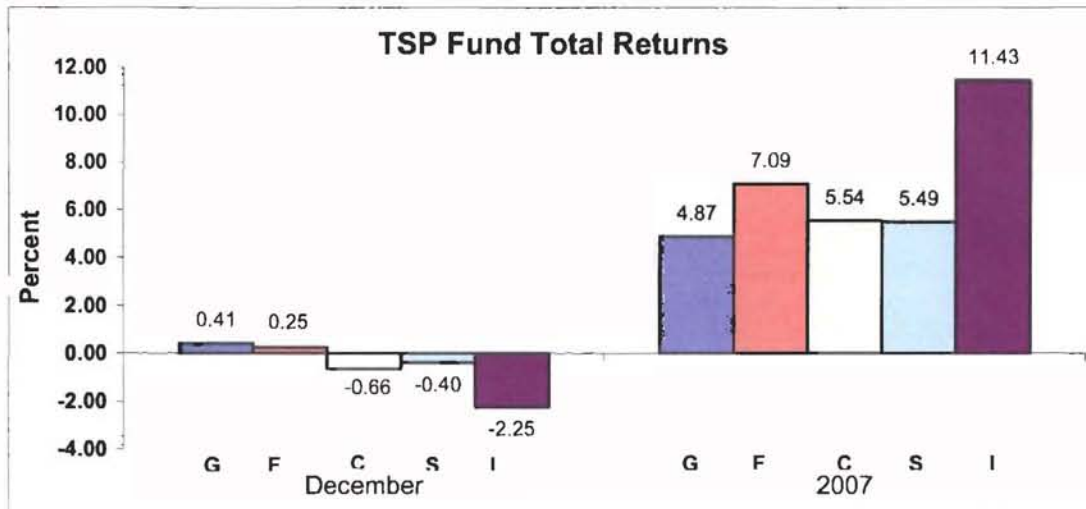
TRADING COSTS

Trading costs in the I Fund remain the highest of all of the funds. Australasian markets close before BGI receives the order for the day, and the trades are executed the following morning. In times of greater volatility this execution lag can result in large negative or positive trading costs.

	<u>DOLLAR AMOUNT TRADED</u>	<u>TRADING COSTS</u>	
		<u>\$</u>	<u>Basis Points</u>
<u>F Fund</u>			
December 2007	\$328,068,545	\$35,282	1.1
Year-to-Date	8,735,859,214	1,085,881	1.2
 <u>C Fund</u>			
December 2007	\$884,486,914	\$97,845	1.1
Year-to-Date	11,118,101,427	605,434	0.5
 <u>S Fund</u>			
December 2007	\$542,818,531	-\$23,574	-0.4
Year-to-Date	13,693,147,225	-4,324,671	-3.2
 <u>I Fund</u>			
December 2007	\$1,321,079,933	\$759,987	5.8
Year-to-Date	26,732,802,960	16,513,454	6.2

PERFORMANCE OF TSP FUNDS

The chart below shows the G, F, C, S, and I Fund net rates of return for December 2007 and the year-to-date.



The table below compares the net rates of return for the F, C, S, and I Funds to the returns of the corresponding Barclays funds and the benchmark indices.

December 2007

Total Return

%

<u>Fund</u>	<u>TSP</u>	<u>Barclays</u>	<u>Difference</u>	<u>Index</u>
Fixed Income	0.25	0.28	-.03	0.28
Large Cap	-0.66	-0.69	.03	-0.69
Small Cap	-0.40	-0.41	.01	-0.48
International	-2.25	-2.25	.00	-2.25

Year-to-Date

%

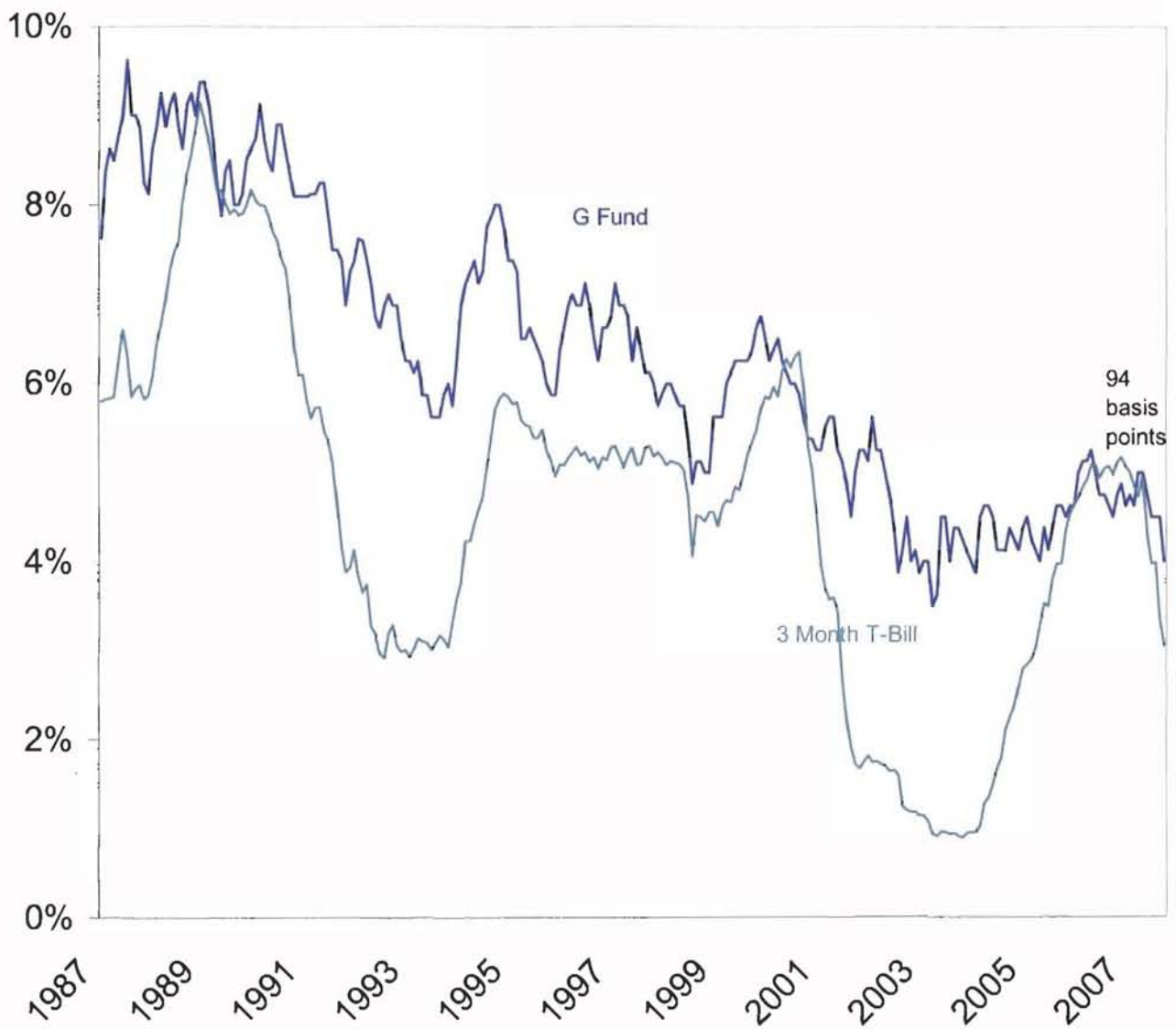
<u>Fund</u>	<u>TSP</u>	<u>Barclays</u>	<u>Difference</u>	<u>Index</u>
Fixed Income	7.09	7.07	.02	6.97
Large Cap	5.54	5.53	.01	5.49
Small Cap	5.49	5.39	.10	5.39
International	11.43	11.45	-.02	11.17

The TSP Funds closely tracked the Barclays Funds for the month and year-to-date.

G FUND

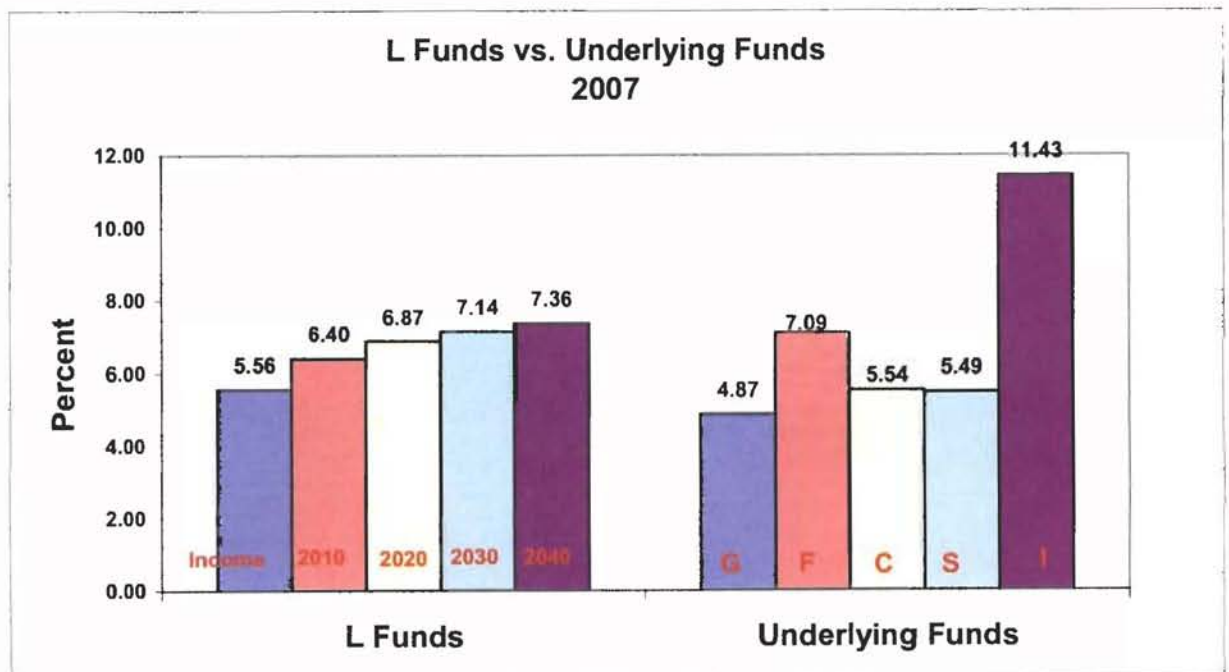
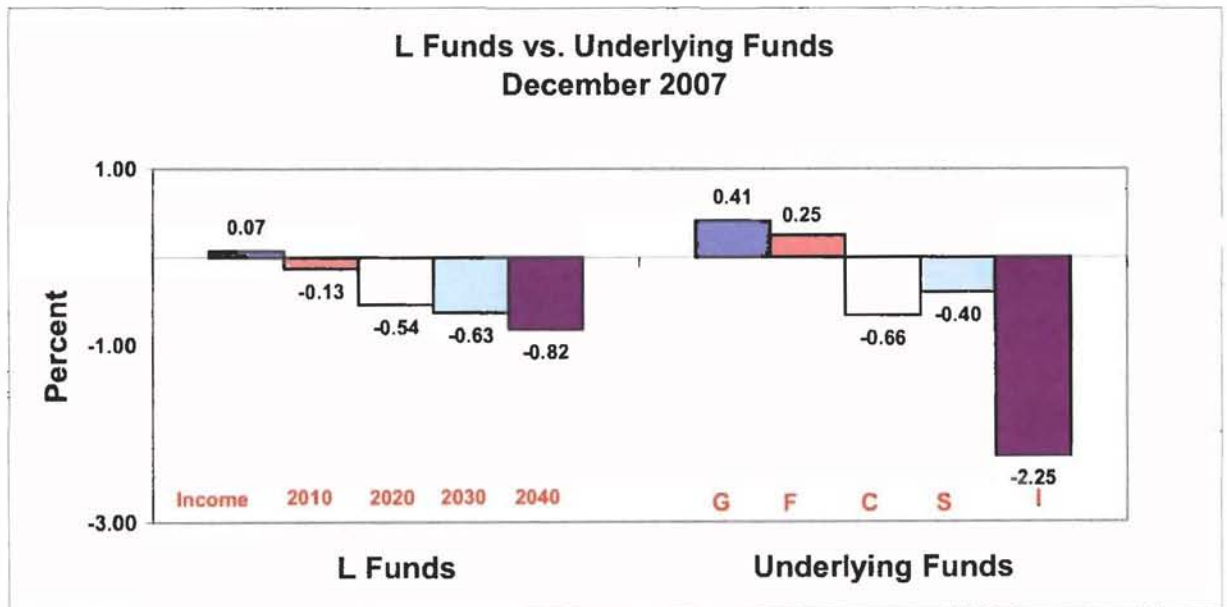
The gross G Fund return was .41% in December. The December 2007 nominal statutory G Fund interest rate (expressed on a per-annum basis) was 4.00%. The spread between the yields on 3 month Treasury Bills and the G Fund narrowed to 94 basis points. The G Fund rate for January remains at 4.00%.

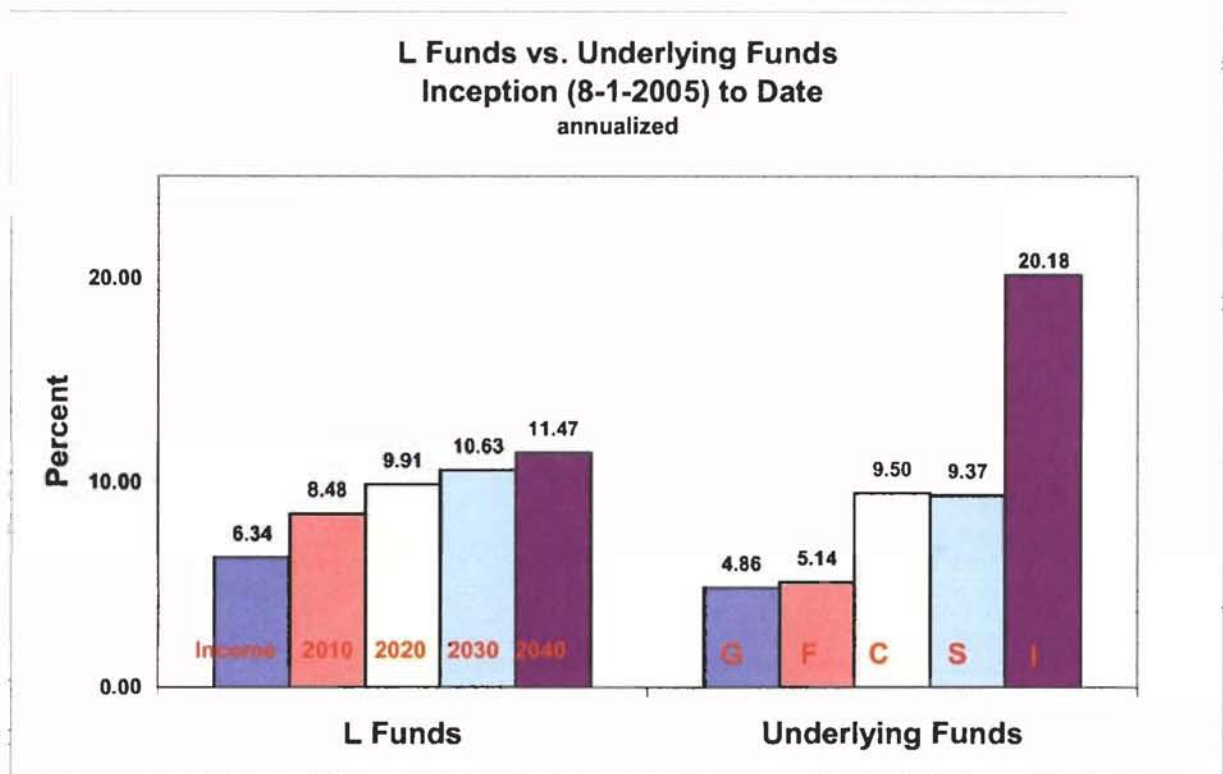
G Fund Rate vs. 3 Month T-Bill



L FUNDS

The net rates of return for the L Funds are shown below along with comparable returns for the G, F, C, S, and I Funds. The bulk of our participants' funds are held in the G and C Funds. Annualized, since inception, all of the L Funds have outperformed the G and F Funds. The Income Fund has outperformed the G Fund by 148 basis points on an annual basis. The 2020, 2030, and 2040 Funds have outperformed all Funds except the I Fund.





THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY

Attachment 1 provides a summary of TSP investment activity and participation rates.

- The total dollar amount invested in the L Funds rose \$7 billion, or 42%, to almost \$24 billion in 2007 as the number of participant accounts with L Fund balances rose 31% to 566,232. (p.9)
- The number of participants whose entire account balance was invested in one L Fund grew 22% to 184,956. (p.10)

PROXY VOTING

An audit of Barclays' proxy votes voting conducted by Institutional Shareholder Services, ISS, which is now operating as a wholly owned subsidiary of RiskMetrics Group, found no exceptions to Barclays' established guidelines during the third quarter of 2007. A copy of the audit report is provided as Attachment 2. ISS's audit report for the fourth quarter of 2007 is not yet available. There were no changes to Barclays' proxy voting policy in the third quarter.

RECOMMENDATION

The G Fund investments produce long-term yields while incurring no market risk. **I recommend reaffirmation of the current G Fund policy of investing solely in short-term maturities.**

The Barclays U.S. Debt Index Fund E, Equity Index Fund E, Extended Market Index Fund E, and EAFE Equity Index Fund E have tracked their respective indices and have incurred low trading costs. Based on the performance of these funds, and the F, C, S, and I Funds' performance discussed above, **I recommend reaffirmation of the current F, C, S, and I Fund investment policies.**

WHEREAS the Federal Employees' Retirement System Act of 1986, as amended (5 U.S.C. § 8401 -- et seq.) provides that the Board members shall establish policies for the investment and management of the Thrift Savings Fund (5 U.S.C. § 8472(f) (1) and (2)); and

WHEREAS the Board members at this meeting have reviewed the investment performance and investment policies of the Government Securities Investment Fund, the Fixed Income Index Investment Fund, the Common Stock Index Investment Fund, the Small Capitalization Stock Index Investment Fund, and the International Stock Index Investment Fund; and

WHEREAS the Board members are satisfied with the investment performance and investment policies of these Funds;

NOW THEREFORE BE IT RESOLVED that the current investment policies for the Government Securities Investment Fund, the Common Stock Index Investment Fund, the Fixed Income Index Investment Fund, the Small Capitalization Stock Index Investment Fund, and the International Stock Index Investment Fund are affirmed without change.

Attachments

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
Contributions and Interfund Transfers

Month end	Monthly TSP Contributions (\$ Millions)							Interfund Transfer Activity (\$ Millions)						
	G Fund	F Fund	C Fund	S Fund	I Fund	L Funds	Total	G Fund (\$Mil)	F Fund (\$Mil)	C Fund (\$Mil)	S Fund (\$Mil)	I Fund (\$Mil)	L Funds (\$Mil)	# of ITs
12/31/2004	618	107	616	130	90	N/A	1,560	(397)	(156)	(326)	357	522	N/A	141,159
12/31/2005	562	88	541	147	125	97	1,560	(366)	(109)	(703)	27	359	792	140,242
1/31/2006	599	94	599	167	150	125	1,734	(368)	(158)	(1,223)	(15)	753	1,011	205,166
2/28/2006	524	80	510	149	138	117	1,518	(448)	(174)	(707)	300	467	562	149,164
3/31/2006	533	80	512	156	146	131	1,558	(111)	(113)	(684)	103	375	430	156,071
4/30/2006	515	77	497	155	148	133	1,525	(296)	(87)	(815)	244	676	278	158,329
5/31/2006	571	83	531	167	168	143	1,663	1,096	(108)	(839)	(462)	60	253	247,508
6/30/2006	610	88	561	177	178	162	1,776	1,662	(66)	(653)	(484)	(593)	134	214,778
7/31/2006	549	77	496	156	159	147	1,584	779	(12)	(727)	(290)	(139)	389	177,747
8/31/2006	602	84	551	171	181	173	1,762	(424)	8	(464)	(333)	593	620	166,682
9/30/2006	529	73	470	145	159	156	1,532	(689)	(42)	(152)	14	289	580	151,254
10/31/2006	520	71	468	144	161	162	1,526	(863)	(179)	110	59	191	682	179,818
11/30/2006	607	83	545	165	189	195	1,784	(590)	(34)	(402)	233	317	476	158,028
12/31/2006	524	71	473	148	173	180	1,569	(448)	29	(593)	(143)	715	440	148,123
1/31/2007	611	85	580	183	223	227	1,909	(566)	(219)	(525)	(50)	771	589	175,918
2/28/2007	518	71	479	156	194	201	1,619	947	98	(818)	(107)	(391)	271	194,549
3/31/2007	536	72	475	154	193	206	1,636	1,079	113	(843)	(302)	(354)	307	268,213
4/30/2007	518	70	465	150	195	204	1,602	(887)	(63)	(516)	(91)	1,075	482	188,180
5/31/2007	621	84	558	179	239	250	1,931	(144)	(106)	(207)	(29)	104	382	177,196
6/30/2007	537	71	476	158	211	221	1,674	(194)	(146)	(327)	245	162	260	169,638
7/31/2007	603	82	568	188	252	264	1,957	217	8	(454)	(290)	304	215	209,575
8/31/2007	523	68	451	150	204	221	1,617	2,497	421	(1,115)	(697)	(1,081)	(25)	271,447
9/30/2007	517	68	448	147	200	221	1,601	142	(213)	(391)	39	23	400	201,192
10/31/2007	572	74	485	159	221	240	1,751	(1,229)	(94)	(286)	458	764	387	201,126
11/30/2007	601	80	517	169	238	265	1,870	1,194	258	(861)	(681)	71	19	188,623
12/31/2007	529	67	440	145	210	228	1,619	17	(24)	(309)	0	72	244	133,550

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
L Fund Investment Balances and Number of Participants

Month end	L Fund Investment Balances						Number of Participant Accounts with L Fund Balances					
	Income (\$Mil)	2010 (\$Mil)	2020 (\$Mil)	2030 (\$Mil)	2040 (\$Mil)	Total (\$Mil)	Income	2010	2020	2030	2040	Any L Fund

12/31/2005	542	2,235	3,092	1,362	664	7,895	16,915	46,517	67,777	55,164	50,848	214,779
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1/31/2006	601	2,540	3,624	1,637	840	9,242	19,010	52,724	77,896	64,357	59,992	245,922
2/28/2006	625	2,681	3,883	1,797	932	9,918	20,732	57,305	86,042	72,500	68,296	270,553
3/31/2006	645	2,835	4,150	1,954	1,034	10,618	22,342	61,132	92,466	79,150	75,516	290,311
4/30/2006	661	2,937	4,368	2,081	1,117	11,164	23,466	63,779	97,479	84,242	81,169	304,888
5/31/2006	673	2,964	4,403	2,122	1,147	11,309	24,545	66,088	101,427	88,672	86,226	317,704
6/30/2006	686	3,026	4,520	2,206	1,184	11,622	25,781	68,121	105,069	92,496	90,453	329,072
7/31/2006	725	3,159	4,728	2,315	1,244	12,171	27,502	71,614	110,129	97,018	95,163	344,396
8/31/2006	770	3,386	5,089	2,518	1,395	13,158	29,354	75,840	116,410	103,073	102,558	364,701
9/30/2006	806	3,563	5,402	2,698	1,555	14,024	30,831	79,178	121,920	108,511	109,608	381,719
10/31/2006	856	3,782	5,809	2,942	1,795	15,184	32,257	82,488	127,583	114,120	117,849	400,816
11/30/2006	890	3,944	6,150	3,144	1,966	16,094	33,594	85,297	132,849	119,354	125,483	417,982
12/31/2006	917	4,081	6,418	3,335	2,126	16,877	34,698	87,845	137,155	124,086	132,325	433,025

1/31/2007	945	4,253	6,770	3,569	2,325	17,862	35,884	90,846	142,944	130,446	141,504	452,990
2/28/2007	969	4,288	6,876	3,661	2,431	18,225	36,805	92,347	146,563	134,733	147,822	466,011
3/31/2007	1,024	4,425	7,107	3,815	2,532	18,903	38,162	94,330	150,187	138,790	153,296	479,199
4/30/2007	1,056	4,613	7,500	4,068	2,766	20,003	39,040	96,641	154,557	143,464	160,361	492,781
5/31/2007	1,106	4,781	7,852	4,298	2,981	21,018	40,005	98,731	158,403	147,738	167,023	505,790
6/30/2007	1,100	4,826	7,962	4,385	3,066	21,339	40,711	100,161	161,585	151,245	172,169	515,928
7/31/2007	1,105	4,839	7,977	4,399	3,072	21,392	41,428	101,406	164,251	154,401	176,988	525,602
8/31/2007	1,126	4,890	8,080	4,494	3,107	21,697	42,143	102,132	165,732	156,845	180,103	532,836
9/30/2007	1,183	5,097	8,485	4,751	3,324	22,840	43,015	104,039	168,956	160,405	185,224	543,213
10/31/2007	1,216	5,270	8,835	4,976	3,540	23,837	43,842	105,893	172,179	163,699	190,501	553,212
11/30/2007	1,225	5,258	8,690	4,892	3,477	23,542	44,564	106,853	173,626	165,725	193,441	559,051
12/31/2007	1,237	5,326	8,801	4,970	3,547	23,881	45,093	108,073	175,838	168,215	196,888	566,232

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
Allocation of Account Balances

Month end	Number of TSP Participants with Entire Account Balance Invested in One Lifecycle Fund						Allocation of Account Balances (G/F/C/S/I/L Fund)		
	FERS		CSRS		Uniformed Services		FERS (%)	CSRS (%)	Uniformed Services (%)
	(000s)	%	(000s)	%	(000s)	%	(G/F/C/S/I/L)	(G/F/C/S/I/L)	(G/F/C/S/I/L)
12/31/2004	-	-	-	-	-	-	37/7/44/7/5/-	43/6/42/5/4/-	49/6/23/14/8/-
12/31/2005	55,386	2%	17,220	2%	14,404	2%	35/6/39/8/7/5	40/6/38/6/6/4	44/5/21/15/10/5
1/31/2006	62,518	3%	19,068	3%	16,695	2%	35/6/38/8/8/5	40/5/37/7/6/5	43/5/21/15/11/5
2/28/2006	66,268	3%	20,114	3%	20,030	3%	34/6/38/8/8/6	39/5/37/7/7/5	43/4/20/15/11/7
3/31/2006	69,629	3%	20,823	3%	21,597	3%	35/5/38/8/8/6	39/5/36/7/7/6	42/4/20/16/11/7
4/30/2006	71,672	3%	21,166	3%	22,732	3%	34/5/37/9/9/6	39/5/36/7/8/6	41/4/20/15/12/8
5/31/2006	73,641	3%	21,402	3%	23,775	3%	35/5/37/8/9/6	40/5/35/7/7/6	41/4/20/15/12/8
6/30/2006	75,029	3%	21,527	3%	24,463	3%	36/5/36/8/8/7	41/5/35/6/7/6	42/4/19/15/12/8
7/31/2006	78,148	3%	22,263	3%	25,701	4%	37/5/36/7/8/7	41/5/35/6/7/6	42/4/19/14/12/9
8/31/2006	81,850	4%	23,134	3%	26,805	4%	36/5/36/7/9/7	41/5/35/6/7/6	41/4/20/14/12/9
9/30/2006	85,235	4%	23,951	4%	27,673	4%	35/5/36/7/9/8	40/5/35/6/7/7	40/4/20/14/12/10
10/31/2006	89,502	4%	24,871	4%	29,234	4%	34/5/36/8/9/8	39/5/35/6/8/7	39/4/20/14/13/10
11/30/2006	91,978	4%	25,779	4%	30,115	4%	33/5/36/8/10/8	39/5/35/6/8/7	38/4/20/15/13/10
12/31/2006	94,323	4%	25,860	4%	30,921	4%	32/5/36/8/10/9	38/5/35/6/8/8	38/4/20/14/13/11
1/31/2007	97,967	4%	26,489	4%	32,517	4%	31/5/36/8/11/9	37/5/35/6/9/8	36/4/20/15/14/11
2/28/2007	100,232	4%	26,835	4%	33,344	4%	32/5/35/8/11/9	38/5/34/6/9/8	37/4/19/14/14/12
3/31/2007	102,312	4%	27,023	4%	34,289	4%	33/5/35/8/10/9	38/5/34/6/9/8	37/4/19/14/14/12
4/30/2007	104,911	4%	27,522	4%	35,285	5%	31/5/35/8/11/10	37/5/35/6/9/8	36/4/20/14/14/12
5/31/2007	106,136	5%	27,642	4%	35,954	5%	31/5/35/8/11/10	37/4/35/6/9/9	35/4/19/15/14/13
6/30/2007	107,580	5%	27,842	4%	36,560	5%	31/5/35/8/11/10	36/4/34/7/10/9	36/3/19/14/15/13
7/31/2007	109,163	5%	28,093	4%	37,316	5%	32/5/34/8/12/10	38/4/33/6/10/9	35/4/19/14/15/13
8/31/2007	110,279	5%	27,942	4%	37,874	5%	33/5/34/7/11/10	38/5/33/6/9/9	36/4/19/14/14/13
9/30/2007	112,277	5%	28,444	5%	38,763	5%	32/5/35/7/11/10	38/5/33/6/9/9	35/4/19/14/15/14
10/31/2007	113,906	5%	28,773	5%	39,277	5%	31/5/33/8/12/11	37/4/34/6/10/9	34/3/19/14/15/14
11/30/2007	114,782	5%	28,578	5%	39,547	5%	32/5/33/7/12/11	38/5/32/6/10/9	36/4/18/13/15/14
12/31/2007	116,157	5%	28,753	5%	40,046	5%	32/5/33/7/12/11	39/5/32/6/9/9	36/4/18/13/15/14

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
L Fund Participation Rates and Balance Distribution

	Participants with Balances in the L Funds						Allocation of L Fund Balances		
	FERS		CSRS		Uniformed Services		FERS (%)	CSRS (%)	Uniformed Services (%)
Month end	(000s)	%	(000s)	%	(000s)	%	Inc/2010/2020/2030/2040	Inc/2010/2020/2030/2040	Inc/2010/2020/2030/2040

12/31/2005	138	6%	33	5%	44	7%	6 / 24 / 41 / 20 / 9	13 / 50 / 30 / 4 / 3	2 / 8 / 23 / 36 / 31
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1/31/2006	159	7%	37	5%	49	7%	5 / 23 / 42 / 20 / 10	13 / 48 / 30 / 5 / 4	2 / 8 / 24 / 35 / 31
2/28/2006	172	8%	40	6%	58	9%	5 / 23 / 41 / 21 / 10	12 / 49 / 30 / 5 / 4	2 / 8 / 24 / 35 / 31
3/31/2006	183	8%	42	6%	66	10%	5 / 22 / 42 / 21 / 10	12 / 48 / 31 / 5 / 4	2 / 8 / 24 / 35 / 31
4/30/2006	191	8%	43	6%	71	10%	5 / 22 / 42 / 21 / 10	11 / 49 / 31 / 5 / 4	2 / 7 / 24 / 36 / 31
5/31/2006	199	9%	44	7%	75	11%	5 / 22 / 41 / 21 / 11	11 / 48 / 31 / 5 / 5	2 / 8 / 24 / 35 / 31
6/30/2006	205	9%	45	7%	79	11%	5 / 22 / 41 / 21 / 11	12 / 48 / 31 / 5 / 4	2 / 8 / 24 / 35 / 31
7/31/2006	215	9%	46	7%	83	12%	5 / 22 / 41 / 21 / 11	11 / 48 / 32 / 5 / 4	2 / 8 / 24 / 35 / 31
8/31/2006	228	10%	49	7%	87	12%	5 / 22 / 41 / 21 / 11	11 / 48 / 31 / 5 / 5	2 / 8 / 23 / 35 / 32
9/30/2006	239	10%	51	8%	92	13%	5 / 22 / 40 / 22 / 11	11 / 47 / 31 / 6 / 5	2 / 8 / 23 / 35 / 32
10/31/2006	252	11%	53	8%	96	13%	5 / 21 / 40 / 22 / 12	11 / 46 / 32 / 6 / 5	2 / 7 / 23 / 35 / 33
11/30/2006	263	11%	55	8%	100	14%	5 / 20 / 40 / 22 / 13	11 / 45 / 32 / 6 / 6	2 / 7 / 23 / 35 / 33
12/31/2006	273	12%	57	9%	103	14%	4 / 21 / 40 / 22 / 13	11 / 45 / 32 / 6 / 6	2 / 7 / 22 / 35 / 34

1/31/2007	286	12%	59	9%	107	14%	4 / 20 / 41 / 22 / 13	10 / 45 / 33 / 6 / 6	2 / 7 / 22 / 35 / 34
2/28/2007	294	13%	60	9%	112	15%	4 / 20 / 40 / 22 / 14	10 / 45 / 33 / 6 / 6	2 / 7 / 22 / 35 / 34
3/31/2007	303	13%	61	9%	116	15%	5 / 20 / 39 / 22 / 14	10 / 45 / 33 / 6 / 6	2 / 7 / 22 / 35 / 34
4/30/2007	311	13%	62	10%	119	15%	5 / 20 / 39 / 22 / 14	10 / 44 / 33 / 6 / 7	2 / 7 / 22 / 34 / 35
5/31/2007	319	14%	64	10%	123	16%	4 / 19 / 39 / 23 / 15	10 / 43 / 33 / 7 / 7	2 / 6 / 21 / 35 / 36
6/30/2007	326	14%	65	10%	126	16%	4 / 19 / 39 / 23 / 15	10 / 43 / 33 / 7 / 7	2 / 6 / 21 / 35 / 36
7/31/2007	332	14%	65	10%	128	16%	4 / 19 / 39 / 23 / 15	10 / 43 / 33 / 7 / 7	2 / 6 / 21 / 35 / 36
8/31/2007	337	14%	65	10%	131	16%	4 / 19 / 39 / 23 / 15	10 / 43 / 33 / 7 / 7	2 / 6 / 21 / 35 / 36
9/30/2007	344	14%	66	10%	133	17%	4 / 19 / 39 / 23 / 15	10 / 42 / 34 / 7 / 7	2 / 6 / 21 / 35 / 36
10/31/2007	350	15%	67	11%	136	17%	4 / 19 / 39 / 23 / 15	10 / 42 / 34 / 7 / 7	2 / 6 / 21 / 34 / 37
11/30/2007	354	15%	67	11%	137	17%	4 / 19 / 39 / 23 / 15	10 / 42 / 34 / 7 / 7	2 / 6 / 21 / 34 / 37
12/31/2007	359	15%	68	11%	139	17%	4 / 19 / 39 / 23 / 15	10 / 42 / 34 / 7 / 7	2 / 6 / 21 / 34 / 37



October 15, 2007

Mr. Chad Spitler
Associate Director
Corporate Governance & Proxy Voting
Barclays Global Investors
45 Fremont Street
San Francisco, CA 94105

Dear Chad,

Enclosed are the results of our review of proxy votes by Barclays Global Investors for the 3rd quarter of 2007. Our review found that there were no exceptions to policy over this period.

Best regards,

A handwritten signature in blue ink, appearing to read 'S. Friedman', is positioned above the printed name and title of the sender.

Steven Friedman
Chief Legal Officer

rjb/awk/encl.

cc: Stephanie Bounds, Kathy Hagerman, Adrian Kosinda

MEMORANDUM

The results of our review of BGI's 3rd quarter proxy voting are as follows:

- Votes at 59 meetings were examined.
- Votes at 22 of the 59 meetings were for directors and/or auditor only (compliance votes).
- At the remaining 37 meetings, there were 67 non-routine proposals. The following table illustrates the votes involved by proposal type:

Proposal	Votes
Executive stock option plan	14
Non-employee stock option plan	2
Employee share purchase plan	3
Section 162(m)	1
Declassify board of directors	2
Increase in common stock	8
Ratify terms of financing	1
Reverse stock split	1
Merger and/or reorganization	13
Adjourn meeting	10
Corporate name change	1
Other business	6
Shareholder proposal	5
Total:	67

- There were 14 votes cast on executive stock option plans:
 - a) 11 were voted in favor of plans (78.6 percent)
 - b) 3 were voted against approval of plan (21.4 percent)

All plans were voted against due to repricing without shareholder approval.
- There were 2 votes cast on a non-employee stock option plan; the votes were cast in favor of the plans.
- There were 8 votes cast on a proposal to increase authorized common stock; the votes were cast in favor of the increases in common stock.
- There were 13 votes cast on mergers or major corporate transactions; the votes were cast in favor of the mergers.
- There were 5 votes cast on shareholder proposals which included:
 - a) 1 shareholder proposal to declassify the board of directors; the vote was cast in favor of the proposal.
 - b) 1 shareholder proposal to adopt majority vote for the election of directors; the vote was cast in favor of the proposal.
 - c) 1 shareholder proposal to adopt MacBride Principles; the vote was cast against the proposal.
 - d) 1 shareholder proposal to adopt ILO-Based code of conduct; the vote was cast against the proposal.
 - e) 1 shareholder proposal to establish pay-for-superior performance; the vote was cast against the proposal.

There were no exceptions to policy this period.