

1998

Annual Meeting Season Wrap-Up

**CORPORATE
GOVERNANCE**

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Summary

Institutions and organized investor groups sponsored fewer shareholder proposals in 1998 than in each of the past three years, continuing the trend of recent years for companies to settle disputes with activists through negotiations. The reduction in shareholder proposals was also due to the fact that the Investor Rights Association of America (IRAA) reduced the number of proposals it sponsored (from 35 in 1997 to 7 in 1998), reflecting the departure of William Steiner.

Proposals to de-stagger boards remain the most popular among shareholder proponents with 13 such proposals, which, on average, received 36% of the outstanding shares voting in favor. Proposals to rescind poison pills also remained popular with investors. Poison pill rescission proposals received 45% of shares outstanding cast in favor. This marks the highest average level of support ever for this category.

This season was one of the least controversial in recent years. Investors and issuers spent much of the season anxiously awaiting the SEC's proposed amendments to the proxy rules. After much debate, the SEC chose to scuttle all but the least controversial of its proposals.

Methodology

Georgeson independently surveyed companies with annual meetings during the first six months of 1998. As in the past, we monitored only proposals sponsored by institutions and shareholder groups, such as labor unions, and limited our analysis to corporate governance proposals.

We obtained information on the voting results, size of quorum, and total outstanding shares for these corporate governance proposals. We requested the numbers of votes cast for, against, abstained, and broker non-votes.

With this information, we calculated for each proposal:

1. The votes cast for and against as a percent of shares voted in the quorum.
2. The votes cast for and against as a percent of the company's outstanding shares.
3. The votes cast for and against as a percent of the sum of the votes cast for and against.

Finally, we illustrated the trends in proposal sponsorship and graphed the voting results for major governance issues. Proxy contest information was collected primarily from Georgeson's proprietary databases. Georgeson acted as a consultant in many of these contests.

For comprehensive data on management and shareholder proposals, we suggest that you contact the Investor Responsibility Research Center (IRRC) in Washington, D.C.

Georgeson & Company Inc., founded in 1935, is the oldest and largest firm specializing in proxy solicitation, contests for control and corporate governance consulting. The firm represents more than 700 corporations annually. In addition to security holder solicitations, the firm acts as information agent in tender and exchange offers, provides strategic assistance to companies in takeovers and contests for control, conducts small-lot buybacks and advises companies on executive compensation and other deals with institutional investors and activist shareholders.

Figure 1
CORPORATE GOVERNANCE PROPOSALS, 1987-1998

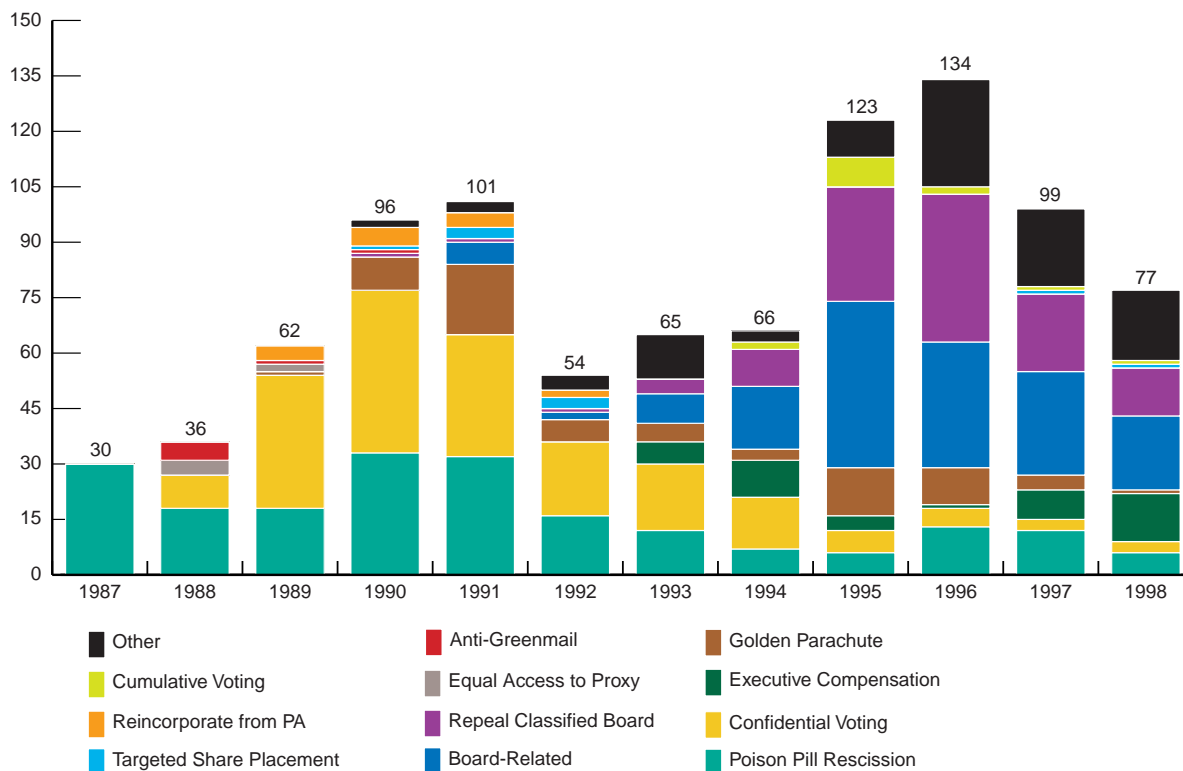


Figure 2
CORPORATE GOVERNANCE PROPOSALS, 1987-1998

PROPOSAL TYPE	1987	1988	1989	1990	1991	1992	1993	1994	1995	1996	1997	1998
Poison Pill Rescission	30	18	18	33	32	16	12	7	6	13	12	6
Confidential Voting	0	9	36	44	33	20	18	14	6	5	3	3
Executive Compensation (Vote/Restrict/Disclose)			<i>(Not previously tracked)</i>				6	10	4	1	8	13
Golden Parachute	0	0	1	9	19	6	5	3	13	10	4	1
Board-Related	0	0	0	0	6	2	8	17	45	34	28	20
Repeal Classified Board	0	0	0	1	1	1	4	10	31	40	21	13
Equal Access to Proxy	0	4	2	0	0	0	0	0	0	0	0	0
Anti-Greenmail	0	5	1	1	0	0	0	0	0	0	0	0
Targeted Share Placement	0	0	0	1	3	3	0	0	0	0	1	1
Reincorporate from PA (Anti-Takeover Statute)	0	0	4	5	4	2	0	0	0	0	0	0
Cumulative Voting			<i>(Not previously tracked)</i>				0	2	8	2	1	1
Other	0	0	0	2	3	4	12	3	10	29	21	19
TOTAL	30	36	62	96	101	54	65	66	123	134	99	77

Figure 3
CORPORATE GOVERNANCE PROPOSALS, 1998

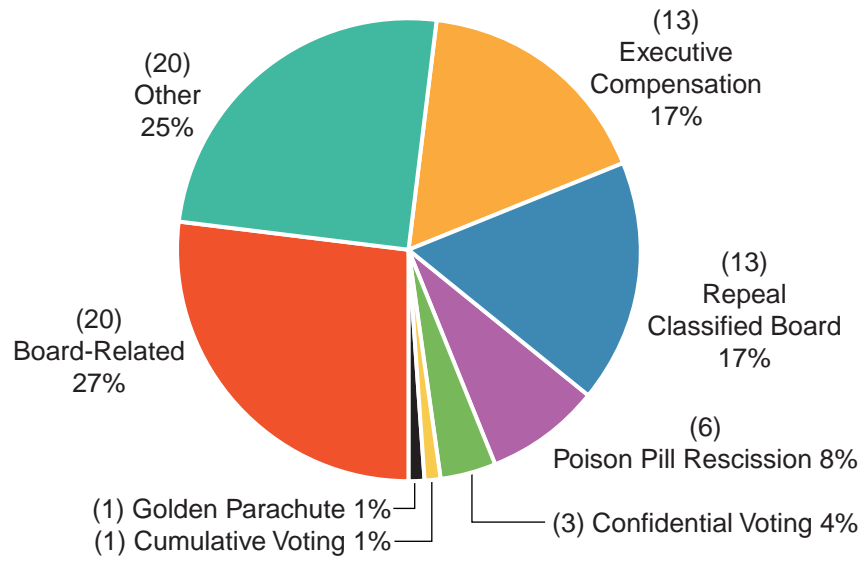


Figure 4
CORPORATE GOVERNANCE PROPOSALS
WITHDRAWN OR OMITTED VS. PROPOSALS VOTED ON, 1997-1998

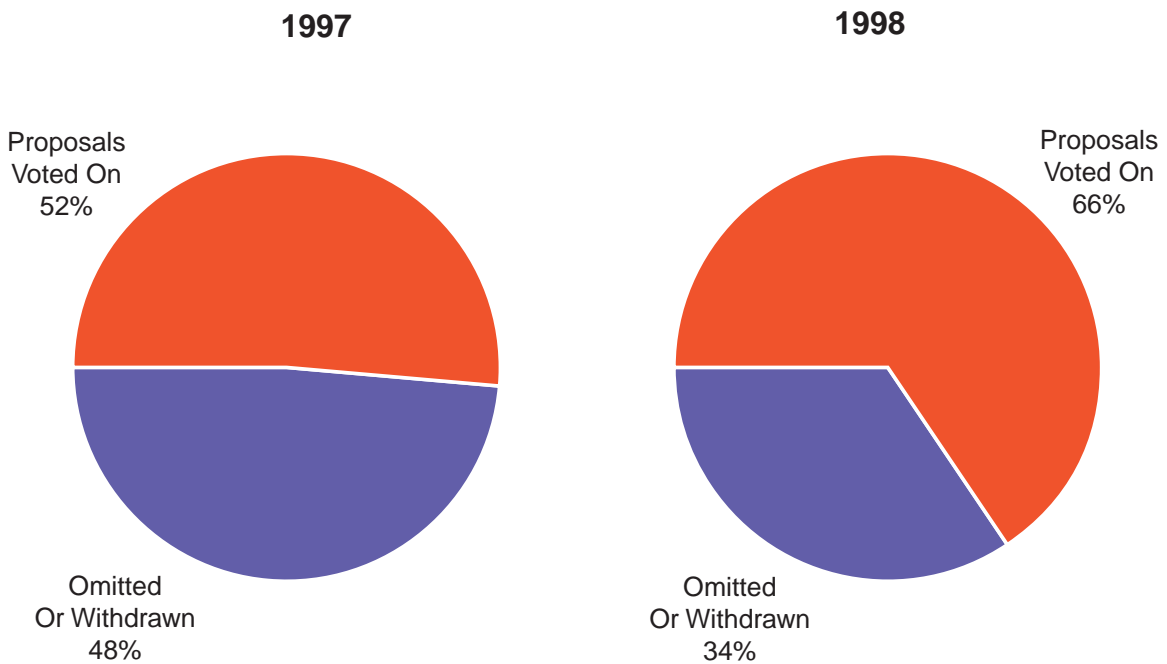
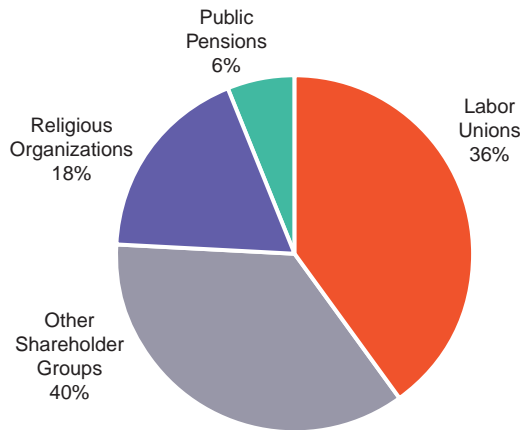


Figure 5
SPONSORS OF GOVERNANCE PROPOSALS, 1997-1998

1997



1998

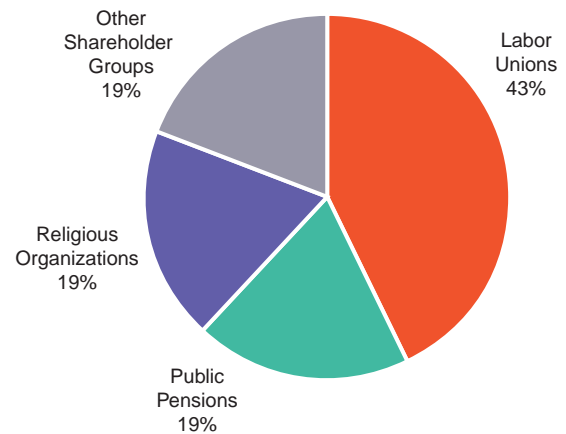


Figure 6
SPONSORS OF GOVERNANCE PROPOSALS, 1997-1998

	1997	1998
Labor Unions	36	32
Amalg. Bank of New York's Labor Oriented Long View Collective Inv. Fund	5	4
AFL-CIO Staff Retirement Plan	0	1
Communications Workers of America	1	2
Hotel Employees and Restaurant Employees Int'l Union	1	1
International Association of Publishers' Employees	1	1
International Brotherhood of DuPont Workers	1	1
International Brotherhood of Electrical Workers	3	1
International Union of Operating Engineers	3	1
International Union, United Auto and Aerospace & Agricultural Implement	0	1
Oil, Chemical & Atomic Workers International Union	1	1
Service Workers	0	3
Teamsters	15	7
United Brotherhood of Carpenters and Joiners of America	1	3
UNITE	2	4
United Paperworkers International Union	2	1
Public Pensions	6	15
California Public Employees' Retirement System	1	2
NY City Employees' Retirement System	5	5
NY City Fire	0	2
NY City Police Pension Fund	0	2
NY City Teachers Retirement Fund	0	2
State of Wisconsin Investment Board	0	2
Religious Organizations	18	15
Interfaith Center on Corporate Responsibility	18	15
Other Shareholder Groups	39	15
Association of Bell Telephone Retirees	0	1
Franklin R&D	0	1
College Retirement Equities Fund	1	2
Greenway Partners	3	3
Heartland Advisors	0	1
Investors Rights Association of America	35	7
TOTAL	99	77

Figure 7
CORPORATE GOVERNANCE PROPOSALS SPONSORED BY CHURCHES, UNIONS AND PENSIONS
WITHDRAWN VS. VOTED ON, 1994 - 1998

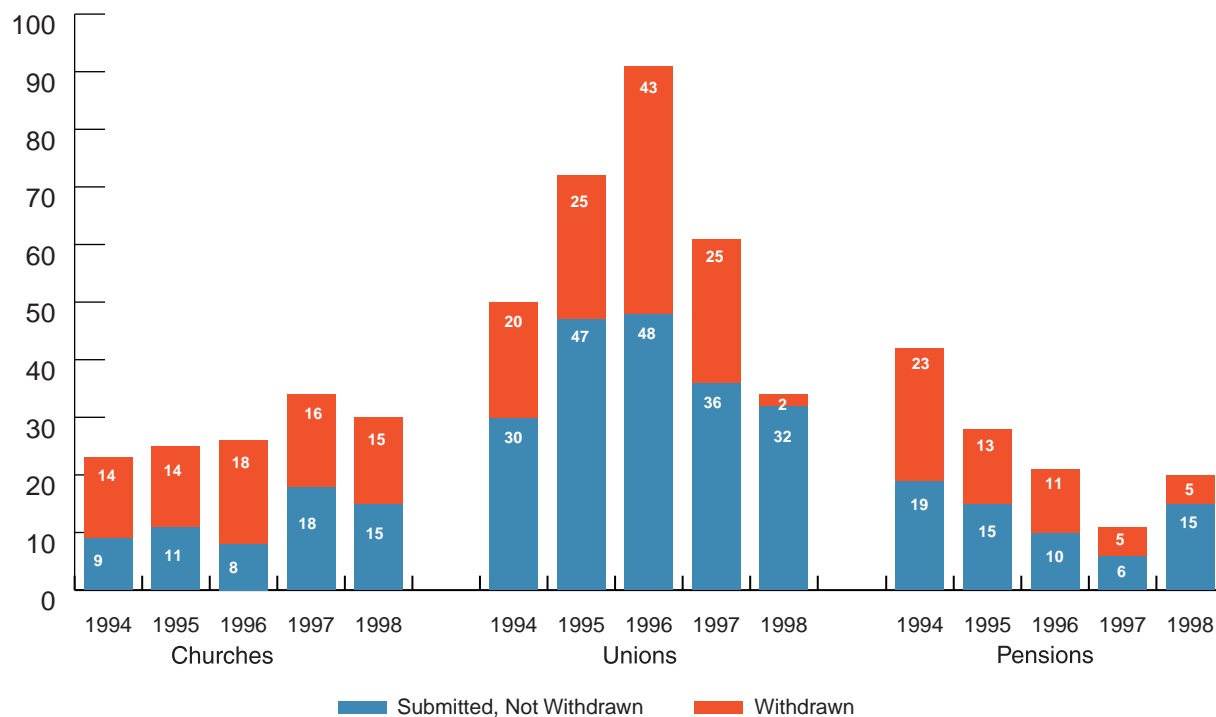


Figure 8
SUMMARY OF AVERAGE VOTING RESULTS, 1998

PROPOSAL TYPE	RESULTS AVAILABLE	<i>As Percent of Shares Outstanding</i>				<i>As Percent of Votes</i>		
		FOR	AGAINST	ABSTAIN	NON-VOTE	FOR	AGAINST	ABSTAIN
Poison Pill Rescission	4 of 6	45%	33%	1%	9%	57%	41%	2%
Confidential Voting	3 of 3	29%	46%	1%	6%	38%	61%	1%
Golden Parachute	1 of 1	16%	61%	2%	8%	21%	78%	2%
Study Sale of Company	4 of 7	9%	68%	2%	10%	11%	87%	2%
BOARD-RELATED								
Repeal Classified Board	11 of 13	36%	39%	2%	10%	48%	50%	3%
Independent Nominating Committee	4 of 4	17%	65%	2%	7%	21%	77%	2%
Separate Chairman/CEO	2 of 2	20%	70%	1%	0%	21%	78%	1%

Figure 9
VOTES FOR PROPOSALS ON BOARD-RELATED ISSUES, 1994-1998

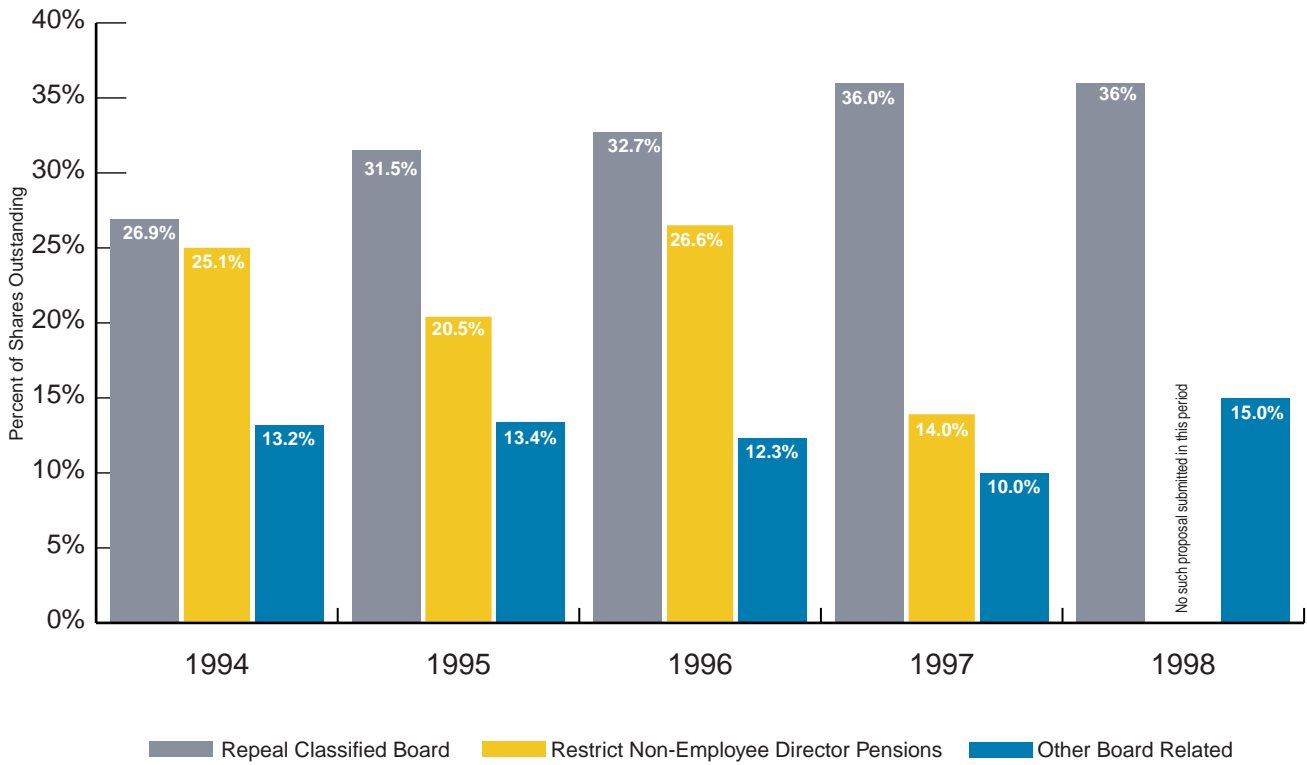


Figure 10
VOTES FOR PROPOSALS ON POISON PILL RESCISSION AND CONFIDENTIAL VOTING, 1987-1998

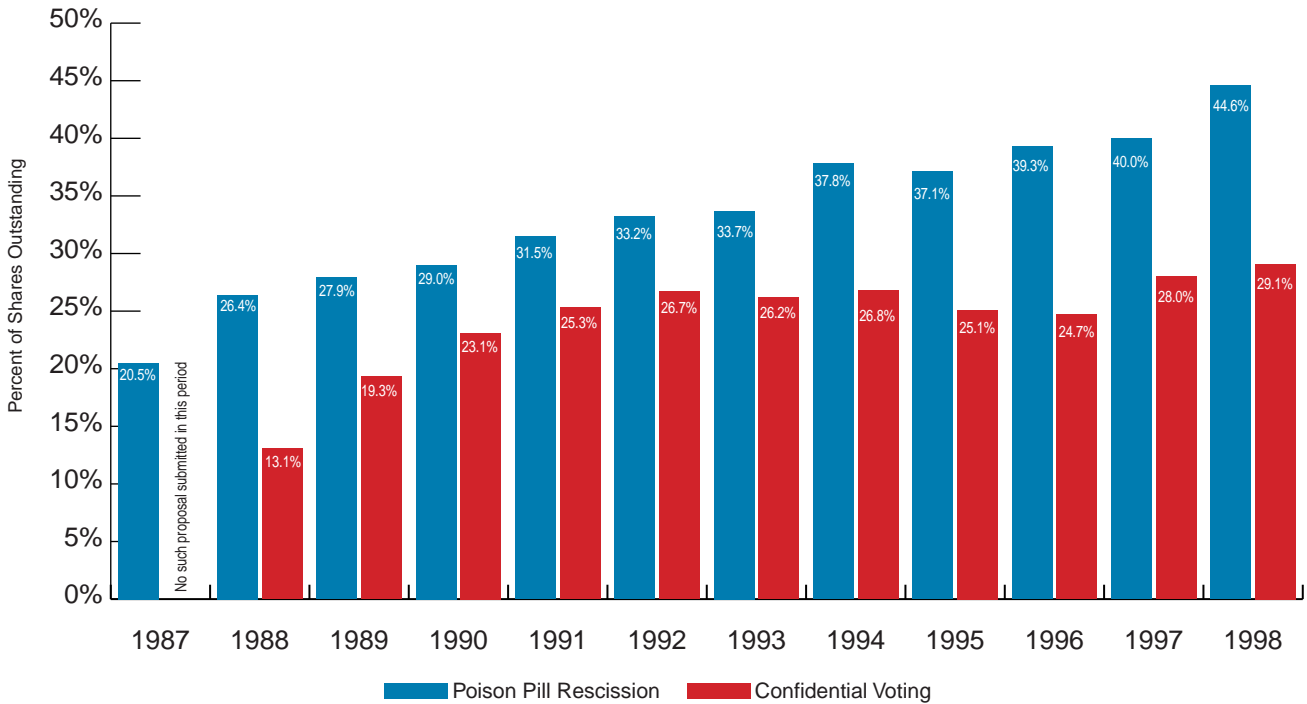


Figure 11

CORPORATE GOVERNANCE PROPOSAL VOTING RESULTS (SORTED BY COMPANY), 1998

Company	Proposal	Sponsor	As Percent of Shares Outstanding				As Percent of Votes Cast		
			For	Against	Abstain	Non-Vote	For	Against	Abstain
Advanced Micro Devices, Inc.	Board - Independent Compensation Committee	CWA	16.5%	39.6%	0.9%	27.9%	28.9%	69.5%	1.6%
AlliedSignal	Golden Parachute, Approve Future	Teamsters	16.2%	61.3%	1.6%	8.4%	20.5%	77.5%	2.0%
American International Group	Board - Independent Nominating Committee	ICCR	13.7%	70.1%	2.8%	5.8%	15.8%	80.9%	3.3%
American International Group	Board Inclusiveness	ICCR	12.1%	72.1%	2.4%	5.8%	14.0%	83.2%	2.8%
Bassett Furniture Industries, Inc.	Board - Separate Chairman and CEO	CalPERS	25.2%	74.0%	0.9%	0.0%	25.2%	74.0%	0.9%
Bell Atlantic Corp.	Board - Majority Independent Directors	BellTel Retirees	12.3%	56.1%	2.1%	9.8%	17.4%	79.6%	3.0%
Black & Decker Corp.	Board - Separate Chairman and CEO	Teamsters	14.4%	66.3%	1.0%	0.0%	17.6%	81.1%	1.2%
Calgon Carbon	Repeal Classified Board	IRAA	24.2%	51.0%	0.5%	12.4%	32.0%	67.4%	0.6%
Calgon Carbon	Study sale of company	IRAA	10.8%	63.9%	1.0%	12.4%	14.2%	84.4%	1.4%
Cardiothoracic Systems	Prohibit Option Repricing	SWIB	17.4%	45.9%	0.4%	0.0%	27.4%	72.1%	0.6%
Caterpillar Inc.	Repeal Classified Board	UAW	31.1%	47.6%	1.0%	8.8%	39.0%	59.8%	1.3%
Circuit City Stores, Inc.	Board Inclusiveness	ICCR	7.3%	64.8%	2.3%	8.5%	9.8%	87.2%	3.0%
Coca-Cola Enterprises, Inc.	Board - Independent Nominating Committee	NYCERS	14.9%	72.4%	0.4%	4.6%	17.0%	82.6%	0.5%
Cone Mills Corp.	Study sale of company	IRAA	8.1%	65.6%	1.1%	13.2%	10.9%	87.7%	1.5%
Consolidated Natural Gas Co.	Poison Pill, Redeem Or Vote On	LongView Fund	40.7%	32.6%	2.1%	10.6%	54.0%	43.2%	2.8%
Cooper Tire & Rubber Co.	Repeal Classified Board	NYCPolice	37.3%	44.1%	1.3%	7.8%	45.1%	53.3%	1.6%
Cypress Semiconductor Corp.	Board Inclusiveness	ICCR	15.4%	28.4%	4.4%	42.8%	31.9%	59.0%	9.0%
Cyprus Amax Minerals Co.	Board - Independent Nominating Committee	NYCERS	21.9%	52.7%	3.1%	12.4%	28.1%	67.9%	4.0%
Disney (Walt) Co.	Board - Majority Independent Directors	CREF	21.4%	38.8%	1.5%	22.1%	34.7%	62.9%	2.5%
Donnelley (R.R.) & Sons Co.	Executive Compensation, Report On	ICCR	3.3%	82.6%	0.9%	3.7%	3.8%	95.2%	1.0%
Dow Jones & Co., Inc.	Repeal Classified Board	IAPE	12.7%	76.5%	0.3%	2.6%	14.1%	85.5%	0.3%
Du Pont (E.I.) de Nemours	Board - Independent Compensation Committee	AFL-CIO	15.6%	57.2%	11.3%	0.0%	18.5%	68.0%	13.5%
Du Pont (E.I.) de Nemours	Executive Compensation, Restrict	DuPont Workers	3.1%	69.9%	11.2%	0.0%	3.6%	83.1%	13.3%
Eastman Kodak	Repeal Classified Board	SEIU	39.3%	15.7%	11.6%	15.5%	59.0%	23.6%	17.4%
EG&G, Inc.	Study sale of company	IRAA	6.9%	71.1%	2.4%	9.5%	8.6%	88.4%	2.9%
Enesco Group, Inc.	Study sale of company	IRAA	8.6%	69.6%	2.7%	6.3%	10.7%	86.0%	3.4%
Fleming Cos., Inc.	Repeal Classified Board	NYCFire	57.4%	19.9%	1.4%	13.0%	73.0%	25.3%	1.7%
Fluor Corp.	Change Method of Tabulating Votes	NYCERS	14.1%	53.1%	2.1%	14.3%	20.3%	76.7%	3.0%
Ford Motor Co.	Executive Compensation, Report On	ICCR	3.7%	79.0%	2.3%	6.2%	4.3%	92.9%	2.8%
Gannett Co., Inc.	Repeal Classified Board	UBCJA	36.0%	40.5%	0.8%	7.2%	46.6%	52.4%	1.0%
General Electric Co.	Board - Restrict Nonemployee Director Pensions	CWA	19.7%	49.2%	1.6%	12.7%	28.0%	69.8%	2.2%
General Electric Co.	Executive Compensation, Restrict	Franklin R&D Corp.	4.1%	64.7%	1.7%	12.7%	5.8%	91.8%	2.4%
Great Lakes Chemicals Corp.	Repeal Classified Board	NYCERS	44.1%	36.1%	1.1%	0.0%	54.2%	44.4%	1.4%
Hewlett-Packard Co.	Confidential Voting	SEIU	26.8%	45.1%	1.2%	11.7%	36.7%	61.7%	1.6%
Host Marriott Corp.	Report transactions requiring SEC Disclosure	HERE	4.5%	78.9%	2.3%	5.4%	5.2%	92.1%	2.7%
Hubbell, Inc.	Board Inclusiveness	ICCR	7.5%	70.5%	0.8%	8.1%	9.5%	89.5%	1.0%
ICN Pharmaceuticals, Inc.	Board - Adopt Mandatory Ret Age for Directors	Heartland Advisors	12.9%	50.1%	2.0%	0.0%	19.8%	77.1%	3.1%
Johnson & Johnson	Cumulative Voting	Operating Engineers	18.2%	52.2%	1.4%	12.5%	25.3%	72.7%	2.0%
King World Productions	Repeal Classified Board	Long View Fund	44.1%	39.7%	0.3%	7.8%	52.4%	47.2%	0.3%
Limited, Inc.	Executive Compensation, Restrict	Long View Fund	2.3%	66.0%	3.9%	0.0%	3.2%	91.4%	5.4%
Lockheed Martin Corp.	Shareholder Votes on Director's Compensation	SEIU	25.7%	53.5%	1.0%	6.8%	32.0%	66.7%	1.3%
Loews Corp.	Board - Majority Independent Directors	ICCR	22.3%	60.1%	0.5%	7.2%	26.9%	72.5%	0.6%
Loews Corp.	Executive Compensation, Restrict	ICCR	2.3%	73.7%	6.9%	7.2%	2.8%	88.9%	8.3%
Loews Corp.	Confidential Voting	Teamsters	35.6%	47.0%	0.4%	7.2%	42.9%	56.7%	0.5%
Loews Corp.	Board - Independent Nominating Committee	UBCJA	19.4%	63.0%	0.5%	7.2%	23.4%	76.0%	0.6%
Marriott International	Board - Majority Independent Directors	UBCJA	5.6%	76.1%	1.6%	6.5%	6.7%	91.3%	1.9%
Mattel, Inc.	Executive Compensation, Restrict	Paperworkers	3.7%	66.9%	2.6%	12.6%	5.1%	91.3%	3.6%
Metromedia International Group	Shareholder can call special mtg.	NYCTeachers	16.5%	37.8%	5.4%	25.1%	27.6%	63.3%	9.1%
Mobil Corp.	Approve Targeted Share Placement	CREF	30.0%	41.3%	1.7%	10.3%	41.1%	56.6%	2.4%
Nationsbank Corp.	Board - Independent Compensation Committee	Teamsters	12.0%	56.4%	2.0%	12.3%	17.0%	80.1%	2.8%
Penney (J.C.) Co., Inc.	Poison Pill, Redeem Or Vote On	UNITE	46.3%	36.3%	1.3%	4.6%	55.2%	43.3%	1.5%
Pepsico, Inc.	Executive Compensation, Restrict	Teamsters	4.6%	64.4%	13.4%	3.6%	5.5%	78.2%	16.3%
Quaker Oats Co.	Poison Pill, Redeem Or Vote On	LongView Fund	43.0%	40.3%	1.3%	6.7%	50.9%	47.6%	1.5%
RJR Nabisco Holdings Corp.	Executive Compensation, Restrict	ICCR	3.6%	68.6%	0.7%	0.0%	5.0%	94.1%	0.9%
Sprint Corp.	Board - Restrict Nonemployee Director Pensions	IBEW	21.5%	55.6%	0.8%	6.7%	27.6%	71.3%	1.0%
Sprint Corp.	Executive Compensation, Restrict	Teamsters	6.9%	70.2%	0.8%	6.7%	8.8%	90.1%	1.1%
StorMedia	Prohibit Option Repricing	SWIB	26.0%	32.1%	0.8%	0.0%	44.1%	54.4%	1.4%
Sybase, Inc.	Repeal Classified Board	CalPERS	37.4%	17.3%	0.7%	35.7%	67.5%	31.2%	1.3%
Texaco, Inc.	Repeal Classified Board	ICCR, Teamsters	33.0%	42.9%	1.3%	0.0%	42.8%	55.6%	1.7%
U.S. Airways Group, Inc.	Co..nfidential Voting	NYCPolice	25.1%	46.9%	0.6%	0.0%	34.6%	64.6%	0.8%
Unisys Corp.	Amend Bylaws/Charter—Reinstate Written Consent	NYCTeachers	42.5%	21.4%	2.1%	21.5%	64.4%	32.4%	3.2%
Wellman, Inc.	Poison Pill, Redeem Or Vote On	UNITE	48.2%	22.9%	0.8%	13.7%	67.1%	31.9%	1.1%

Figure 12

CORPORATE GOVERNANCE PROPOSAL VOTING RESULTS (SORTED BY PROPOSAL), 1998

Company	Proposal	Sponsor	As Percent of Shares Outstanding				As Percent of Votes Cast		
			For	Against	Abstain	Non-Vote	For	Against	Abstain
Unisys Corp.	Amend Bylaws/Charter—Reinstate Written Consent	NYCTeachers	42.5%	21.4%	2.1%	21.5%	64.4%	32.4%	3.2%
Mobil Corp.	Approve Targeted Share Placement	CREF	30.0%	41.3%	1.7%	10.3%	41.1%	56.6%	2.4%
ICN Pharmaceuticals, Inc.	Board - Adopt Mandatory Ret Age for Directors	Heartland Advisors	12.9%	50.1%	2.0%	0.0%	19.8%	77.1%	3.1%
Advanced Micro Devices, Inc.	Board - Independent Compensation Committee	CWA	16.5%	39.6%	0.9%	27.9%	28.9%	69.5%	1.6%
Du Pont (E.I.) de Nemours & Co.	Board - Independent Compensation Committee	AFL-CIO	15.6%	57.2%	11.3%	0.0%	18.5%	68.0%	13.5%
Nationsbank Corp.	Board - Independent Compensation Committee	Teamsters	12.0%	56.4%	2.0%	12.3%	17.0%	80.1%	2.8%
American International Group	Board - Independent Nominating Committee	ICCR	13.7%	70.1%	2.8%	5.8%	15.8%	80.9%	3.3%
Coca-Cola Enterprises, Inc.	Board - Independent Nominating Committee	NYCERS	14.9%	72.4%	0.4%	4.6%	17.0%	82.6%	0.5%
Cyprus Amax Minerals Co.	Board - Independent Nominating Committee	NYCERS	21.9%	52.7%	3.1%	12.4%	28.1%	67.9%	4.0%
Loews Corp.	Board - Independent Nominating Committee	UBCJA	19.4%	63.0%	0.5%	7.2%	23.4%	76.0%	0.6%
Bell Atlantic Corp.	Board - Majority Independent Directors	BellTel Retirees	12.3%	56.1%	2.1%	9.8%	17.4%	79.6%	3.0%
Disney (Walt) Co.	Board - Majority Independent Directors	CREF	21.4%	38.8%	1.5%	22.1%	34.7%	62.9%	2.5%
Loews Corp.	Board - Majority Independent Directors	ICCR	22.3%	60.1%	0.5%	7.2%	26.9%	72.5%	0.6%
Marriott International	Board - Majority Independent Directors	UBCJA	5.6%	76.1%	1.6%	6.5%	6.7%	91.3%	1.9%
General Electric Co.	Board - Restrict Nonemployee Director Pensions	CWA	19.7%	49.2%	1.6%	12.7%	28.0%	69.8%	2.2%
Sprint Corp.	Board - Restrict Nonemployee Director Pensions	IBEW	21.5%	55.6%	0.8%	6.7%	27.6%	71.3%	1.0%
Bassett Furniture Industries, Inc.	Board - Separate Chairman and CEO	CalPERS	25.2%	74.0%	0.9%	0.0%	25.2%	74.0%	0.9%
Black & Decker Corp.	Board - Separate Chairman and CEO	Teamsters	14.4%	66.3%	1.0%	0.0%	17.6%	81.1%	1.2%
American International Group	Board Inclusiveness	ICCR	12.1%	72.1%	2.4%	5.8%	14.0%	83.2%	2.8%
Circuit City Stores, Inc.	Board Inclusiveness	ICCR	7.3%	64.8%	2.3%	8.5%	9.8%	87.2%	3.0%
Cypress Semiconductor Corp.	Board Inclusiveness	ICCR	15.4%	28.4%	4.4%	42.8%	31.9%	59.0%	9.0%
Hubbell, Inc.	Board Inclusiveness	ICCR	7.5%	70.5%	0.8%	8.1%	9.5%	89.5%	1.0%
Fluor Corp.	Change Method of Tabulating Votes	NYCERS	14.1%	53.1%	2.1%	14.3%	20.3%	76.7%	3.0%
Hewlett-Packard Co.	Confidential Voting	SEIU	26.8%	45.1%	1.2%	11.7%	36.7%	61.7%	1.6%
Loews Corp.	Confidential Voting	Teamsters	35.6%	47.0%	0.4%	7.2%	42.9%	56.7%	0.5%
U.S. Airways Group, Inc.	Confidential Voting	NYCPolice	25.1%	46.9%	0.6%	0.0%	34.6%	64.6%	0.8%
Johnson & Johnson.	Cumulative Voting	Operating Engineers	18.2%	52.2%	1.4%	12.5%	25.3%	72.7%	2.0%
Donnelley (R.R.) & Sons Co.	Executive Compensation, Report On	ICCR	3.3%	82.6%	0.9%	3.7%	3.8%	95.2%	1.0%
Ford Motor Co.	Executive Compensation, Report On	ICCR	3.7%	79.0%	2.3%	6.2%	4.3%	92.9%	2.8%
Du Pont (E.I.) de Nemours & Co.	Executive Compensation, Restrict	DuPont Workers	3.1%	69.9%	11.2%	0.0%	3.6%	83.1%	13.3%
General Electric Co.	Executive Compensation, Restrict	Franklin R&D Corp.	4.1%	64.7%	1.7%	12.7%	5.8%	91.8%	2.4%
Limited, Inc.	Executive Compensation, Restrict	LongView Fund	2.3%	66.0%	3.9%	0.0%	3.2%	91.4%	5.4%
Loews Corp.	Executive Compensation, Restrict	ICCR	2.3%	73.7%	6.9%	7.2%	2.8%	88.9%	8.3%
Mattel, Inc.	Executive Compensation, Restrict	Paperworkers	3.7%	66.9%	2.6%	12.6%	5.1%	91.3%	3.6%
Pepsico, Inc.	Executive Compensation, Restrict	Teamsters	4.6%	64.4%	13.4%	3.6%	5.5%	78.2%	16.3%
RJR Nabisco Holdings Corp.	Executive Compensation, Restrict	ICCR	3.6%	68.6%	0.7%	0.0%	5.0%	94.1%	0.9%
Sprint Corp.	Executive Compensation, Restrict	Teamsters	6.9%	70.2%	0.8%	6.7%	8.8%	90.1%	1.1%
AlliedSignal	Golden Parachute, Approve Future	Teamsters	16.2%	61.3%	1.6%	8.4%	20.5%	77.5%	2.0%
Consolidated Natural Gas Co.	Poison Pill, Redeem Or Vote On	LongView Fund	40.7%	32.6%	2.1%	10.6%	54.0%	43.2%	2.8%
Penney (J.C.) Co, Inc.	Poison Pill, Redeem Or Vote On	UNITE	46.3%	36.3%	1.3%	4.6%	55.2%	43.3%	1.5%
Quaker Oats Co.	Poison Pill, Redeem Or Vote On	LongView Fund	43.0%	40.3%	1.3%	6.7%	50.9%	47.6%	1.5%
Wellman, Inc.	Poison Pill, Redeem Or Vote On	UNITE	48.2%	22.9%	0.8%	13.7%	67.1%	31.9%	1.1%
Cardiothoracic Systems	Prohibit Option Repricing	SWIB	17.4%	45.9%	0.4%	0.0%	27.4%	72.1%	0.6%
StorMedia	Prohibit Option Repricing	SWIB	26.0%	32.1%	0.8%	0.0%	44.1%	54.4%	1.4%
Calgon Carbon	Repeal Classified Board	IRAA	24.2%	51.0%	0.5%	12.4%	32.0%	67.4%	0.6%
Caterpillar Inc.	Repeal Classified Board	UAW	31.1%	47.6%	1.0%	8.8%	39.0%	59.8%	1.3%
Cooper Tire & Rubber Co.	Repeal Classified Board	NYCPolice	37.3%	44.1%	1.3%	7.8%	45.1%	53.3%	1.6%
Dow Jones & Co, Inc.	Repeal Classified Board	IAPE	12.7%	76.5%	0.3%	2.6%	14.1%	85.5%	0.3%
Eastman Kodak	Repeal Classified Board	SEIU	39.3%	15.7%	11.6%	15.5%	59.0%	23.6%	17.4%
Fleming Cos., Inc.	Repeal Classified Board	NYCFire	57.4%	19.9%	1.4%	13.0%	73.0%	25.3%	1.7%
Gannett Co., Inc.	Repeal Classified Board	UBCJA	36.0%	40.5%	0.8%	7.2%	46.6%	52.4%	1.0%
Great Lakes Chemicals Corp.	Repeal Classified Board	NYCERS	44.1%	36.1%	1.1%	0.0%	54.2%	44.4%	1.4%
King World Productions	Repeal Classified Board	LongView Fund	44.1%	39.7%	0.3%	7.8%	52.4%	47.2%	0.3%
Sybase, Inc.	Repeal Classified Board	CalPERS	37.4%	17.3%	0.7%	35.7%	67.5%	31.2%	1.3%
Texaco, Inc.	Repeal Classified Board	ICCR, Teamsters	33.0%	42.9%	1.3%	0.0%	42.8%	55.6%	1.7%
Host Marriott Corp.	Report transactions requiring disclosure under SEC	HERE	4.5%	78.9%	2.3%	5.4%	5.2%	92.1%	2.7%
Metromedia International Group	Shareholder can call special mtg	NYCTeachers	16.5%	37.8%	5.4%	25.1%	27.6%	63.3%	9.1%
Lockheed Martin Corp.	Shareholder Votes on Director's Compensation	SEIU	25.7%	53.5%	1.0%	6.8%	32.0%	66.7%	1.3%
Calgon Carbon	Study sale of company	IRAA	10.8%	63.9%	1.0%	12.4%	14.2%	84.4%	1.4%
Cone Mills Corp.	Study sale of company	IRAA	8.1%	65.6%	1.1%	13.2%	10.9%	87.7%	1.5%
EG&G, Inc.	Study sale of company	IRAA	6.9%	71.1%	2.4%	9.5%	8.6%	88.4%	2.9%
Enesco Group, Inc.	Study sale of company	IRAA	8.6%	69.6%	2.7%	6.3%	10.7%	86.0%	3.4%

Figure 13

CORPORATE GOVERNANCE PROPOSAL VOTING RESULTS (SORTED BY SPONSOR), 1998

Company	Proposal	Sponsor	As Percent of Shares Outstanding				As Percent of Votes Cast		
			For	Against	Abstain	Non-Vote	For	Against	Abstain
Du Pont (E.I.) de Nemours	Board - Independent Compensation Committee	AFL-CIO	15.6%	57.2%	11.3%	0.0%	18.5%	68.0%	13.5%
Bell Atlantic Corp.	Board - Majority Independent Directors	BellTel Retirees	12.3%	56.1%	2.1%	9.8%	17.4%	79.6%	3.0%
Bassett Furniture Industries, Inc.	Board - Separate Chairman and CEO	CalPERS	25.2%	74.0%	0.9%	0.0%	25.2%	74.0%	0.9%
Sybase, Inc.	Repeal Classified Board	CalPERS	37.4%	17.3%	0.7%	35.7%	67.5%	31.2%	1.3%
Disney (Walt) Co.	Board - Majority Independent Directors	CREF	21.4%	38.8%	1.5%	22.1%	34.7%	62.9%	2.5%
Mobil Corp.	Approve Targeted Share Placement	CREF	30.0%	41.3%	1.7%	10.3%	41.1%	56.6%	2.4%
Advanced Micro Devices, Inc.	Board - Independent Compensation Committee	CWA	16.5%	39.6%	0.9%	27.9%	28.9%	69.5%	1.6%
General Electric Co.	Board - Restrict Nonemployee Director Pensions	CWA	19.7%	49.2%	1.6%	12.7%	28.0%	69.8%	2.2%
Du Pont (E.I.) de Nemours	Executive Compensation, Restrict	DuPont Workers	3.1%	69.9%	11.2%	0.0%	3.6%	83.1%	13.3%
General Electric Co.	Executive Compensation, Restrict	Franklin R&D Corp.	4.1%	64.7%	1.7%	12.7%	5.8%	91.8%	2.4%
ICN Pharmaceuticals, Inc.	Board - Adopt Mandatory Ret Age for Directors	Heartland Advisors	12.9%	50.1%	2.0%	0.0%	19.8%	77.1%	3.1%
Host Marriott Corp.	Report transactions requiring disclosure under SEC	HERE	4.5%	78.9%	2.3%	5.4%	5.2%	92.1%	2.7%
Dow Jones & Co, Inc.	Repeal Classified Board	IAPE	12.7%	76.5%	0.3%	2.6%	14.1%	85.6%	0.3%
Sprint Corp.	Board - Restrict Nonemployee Director Pensions	IBEW	21.5%	55.6%	0.8%	6.7%	27.6%	71.3%	1.0%
American International Group	Board - Independent Nominating Committee	ICCR	13.7%	70.1%	2.8%	5.8%	15.8%	80.9%	3.3%
American International Group	Board Inclusiveness	ICCR	12.1%	72.1%	2.4%	5.8%	14.0%	83.2%	2.8%
Circuit City Stores, Inc.	Board Inclusiveness	ICCR	7.3%	64.8%	2.3%	8.5%	9.8%	87.2%	3.0%
Cypress Semiconductor Corp.	Board Inclusiveness	ICCR	15.4%	28.4%	4.4%	42.8%	31.9%	59.0%	9.0%
Donnelley (R.R.) & Sons Co.	Executive Compensation, Report On	ICCR	3.3%	82.6%	0.9%	3.7%	3.8%	95.2%	1.0%
Ford Motor Co.	Executive Compensation, Report On	ICCR	3.7%	79.0%	2.3%	6.2%	4.3%	92.9%	2.8%
Hubbell, Inc.	Board Inclusiveness	ICCR	7.5%	70.5%	0.8%	8.1%	9.5%	89.5%	1.0%
Loews Corp.	Board - Majority Independent Directors	ICCR	22.3%	60.1%	0.5%	7.2%	26.9%	72.5%	0.6%
Loews Corp.	Executive Compensation, Restrict	ICCR	2.3%	73.7%	6.9%	7.2%	2.8%	88.9%	8.3%
RJR Nabisco Holdings Corp.	Executive Compensation, Restrict	ICCR	3.6%	68.6%	0.7%	0.0%	5.0%	94.1%	0.9%
Texaco, Inc.	Repeal Classified Board	ICCR, Teamsters	33.0%	42.9%	1.3%	0.0%	42.8%	55.6%	1.7%
Calgon Carbon	Repeal Classified Board	IRAA	24.2%	51.0%	0.5%	12.4%	32.0%	67.4%	0.6%
Calgon Carbon	Study sale of company	IRAA	10.8%	63.9%	1.0%	12.4%	14.2%	84.4%	1.4%
Cone Mills Corp.	Study sale of company	IRAA	8.1%	65.6%	1.1%	13.2%	10.9%	87.7%	1.5%
EG&G, Inc.	Study sale of company	IRAA	6.9%	71.1%	2.4%	9.5%	8.6%	88.4%	2.9%
Enesco Group, Inc.	Study sale of company	IRAA	8.6%	69.6%	2.7%	6.3%	10.7%	86.0%	3.4%
Consolidated Natural Gas Co.	Poison Pill, Redeem Or Vote On	LongView Fund	40.7%	32.6%	2.1%	10.6%	54.0%	43.2%	2.8%
King World Productions	Repeal Classified Board	LongView Fund	44.1%	39.7%	0.3%	7.8%	52.4%	47.2%	0.3%
Limited, Inc.	Executive Compensation, Restrict	LongView Fund	2.3%	66.0%	3.9%	0.0%	3.2%	91.4%	5.4%
Quaker Oats Co	Poison Pill, Redeem Or Vote On	LongView Fund	43.0%	40.3%	1.3%	6.7%	50.9%	47.6%	1.5%
Coca-Cola Enterprises, Inc.	Board - Independent Nominating Committee	NYCERS	14.9%	72.4%	0.4%	4.6%	17.0%	82.6%	0.5%
Cyprus Amax Minerals Co.	Board - Independent Nominating Committee	NYCERS	21.9%	52.7%	3.1%	12.4%	28.1%	67.9%	4.0%
Fluor Corp.	Change Method of Tabulating Votes	NYCERS	14.1%	53.1%	2.1%	14.3%	20.3%	76.7%	3.0%
Great Lakes Chemicals Corp.	Repeal Classified Board	NYCERS	44.1%	36.1%	1.1%	0.0%	54.2%	44.4%	1.4%
Fleming Cos., Inc.	Repeal Classified Board	NYCFire	57.4%	19.9%	1.4%	13.0%	73.0%	25.3%	1.7%
Cooper Tire & Rubber Co.	Repeal Classified Board	NYCPolice	37.3%	44.1%	1.3%	7.8%	45.1%	53.3%	1.6%
U.S. Airways Grp, Inc.	Confidential Voting	NYCPolice	25.1%	46.9%	0.6%	0.0%	34.6%	64.6%	0.8%
Metromedia International Group	Shareholder can call special mtg	NYCTeachers	16.5%	37.8%	5.4%	25.1%	27.6%	63.3%	9.1%
Unisys Corp.	Amend Bylaws/Charter—Reinstate Written Consent	NYCTeachers	42.5%	21.4%	2.1%	21.5%	64.4%	32.4%	3.2%
Johnson & Johnson	Cumulative Voting	Operating Engineers	18.2%	52.2%	1.4%	12.5%	25.3%	72.7%	2.0%
Mattel, Inc.	Executive Compensation, Restrict	Paperworkers	3.7%	66.9%	2.6%	12.6%	5.1%	91.3%	3.6%
Eastman Kodak	Repeal Classified Board	SEIU	39.3%	15.7%	11.6%	15.5%	59.0%	23.6%	17.4%
Hewlett-Packard Co.	Confidential Voting	SEIU	26.8%	45.1%	1.2%	11.7%	36.7%	61.7%	1.6%
Lockheed Martin Corp.	Shareholder Votes on Director's Compensation	SEIU	25.7%	53.5%	1.0%	6.8%	32.0%	66.7%	1.3%
Cardiothoracic Systems	Prohibit Option Repricing	SWIB	17.4%	45.9%	0.4%	0.0%	27.4%	72.1%	0.6%
StorMedia	Prohibit Option Repricing	SWIB	26.0%	32.1%	0.8%	0.0%	44.1%	54.4%	1.4%
AlliedSignal	Golden Parachute, Approve Future	Teamsters	16.2%	61.3%	1.6%	8.4%	20.5%	77.5%	2.0%
Black & Decker Corp.	Board - Separate Chairman and CEO	Teamsters	14.4%	66.3%	1.0%	0.0%	17.6%	81.1%	1.2%
Loews Corp.	Confidential Voting	Teamsters	35.6%	47.0%	0.4%	7.2%	42.9%	56.7%	0.5%
Nationsbank Corp.	Board - Independent Compensation Committee	Teamsters	12.0%	56.4%	2.0%	12.3%	17.0%	80.1%	2.8%
Pepsico, Inc.	Executive Compensation, Restrict	Teamsters	4.6%	64.4%	13.4%	3.6%	5.5%	78.2%	16.3%
Sprint Corp.	Executive Compensation, Restrict	Teamsters	6.9%	70.2%	0.8%	6.7%	8.8%	90.1%	1.1%
Caterpillar Inc.	Repeal Classified Board	UAW	31.1%	47.6%	1.0%	8.8%	39.0%	59.8%	1.3%
Gannett Co., Inc.	Repeal Classified Board	UBCJA	36.0%	40.5%	0.8%	7.2%	46.6%	52.4%	1.0%
Loews Corp.	Board - Independent Nominating Committee	UBCJA	19.4%	63.0%	0.5%	7.2%	23.4%	76.0%	0.6%
Marriott International	Board - Majority Independent Directors	UBCJA	5.6%	76.1%	1.6%	6.5%	6.7%	91.3%	1.9%
Penney (J.C.) Co, Inc.	Poison Pill, Redeem Or Vote On	UNITE	46.3%	36.3%	1.3%	4.6%	55.2%	43.3%	1.5%
Wellman, Inc.	Poison Pill, Redeem Or Vote On	UNITE	48.2%	22.9%	0.8%	13.7%	67.1%	31.9%	1.1%

Figure 14
PROXY CONTESTS, 1981-1998

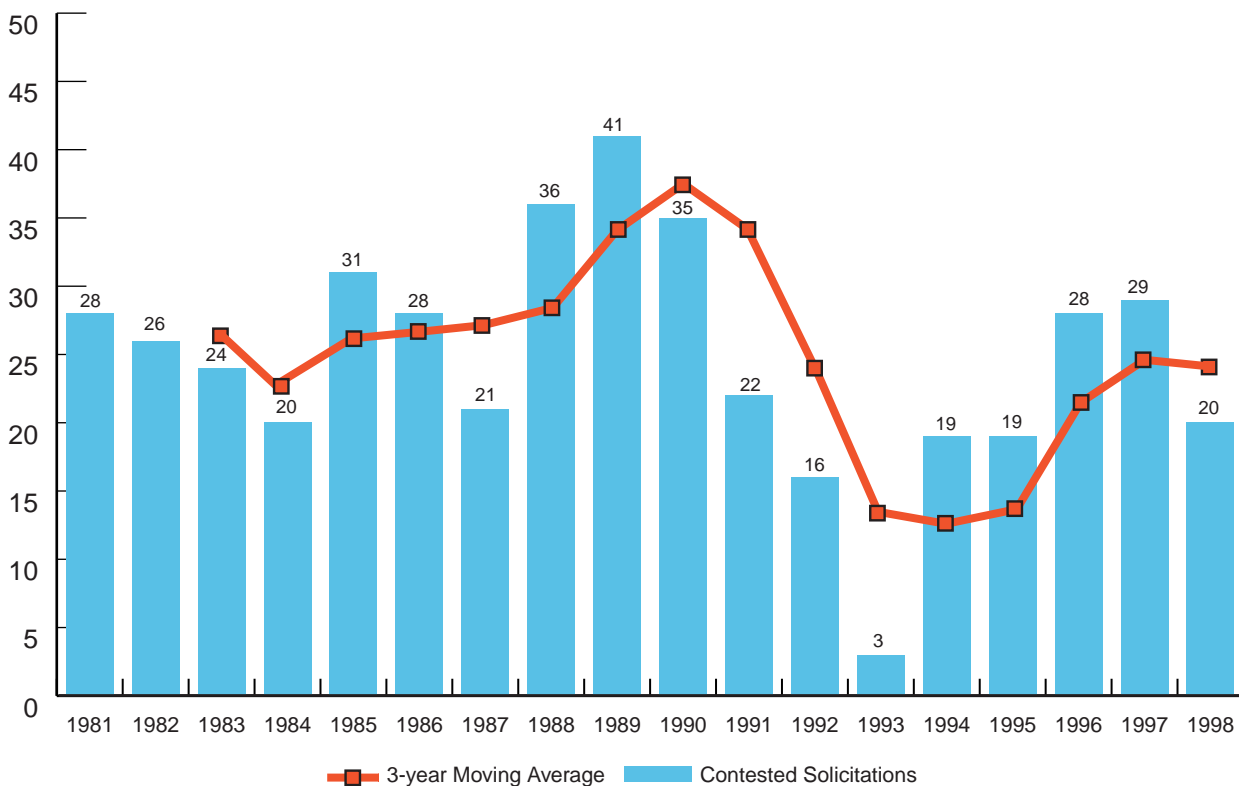


Figure 15
PROXY CONTESTS AND OTHER MAJOR ACTIVIST EVENTS, 1998

Target	Contested Issue	Dissident
Adams National Bancorp, Inc.	Elect Directors	Marshall Reynolds
Allstate Financial	Elect Directors	Value Partners Ltd.
AMP Inc.	Elect Directors & Amend Bylaws	Allied Signal
Badger Paper Mills, Inc.	Restore Voting Rights	James D. Azzar
Bio-Imaging Technologies, Inc.	Elect Directors & Expand Board	Independent Shareholders Committee
Cortech, Inc.	Elect Directors & Amend Bylaws	Asset Value Fund LP
Family Steak Houses of Fla.	Elect Directors	Bisco Industries
First Regional Bancorp	Elect Directors	Mark Rubin
First Union Real Estate Inv.	Elect Directors	Gotham Partners
Furrs/Bishops	Elect Directors	TIAA/CREF
Global Motorsport	Elect Directors & Amend Bylaws	Golden Cycle
Hariston Corp.	Elect Directors	Cross Creek Financial Group
Healthrite	Elect Directors	Brad MacDonald
Heartland Bancshares, Inc.	Elect Directors & Hire Investment Banker	Barrett Rochman
Information Resource Engineering	Elect Directors	Steven Bronson
Little Switzerland, Inc.	Elect Directors	Destination Retail Holdings
Ogden	Elect Directors	Providence Capital
Preferred Income Management Fund	Elect Directors	Stewart Horejsi
Telxon	Elect Directors & Amend Bylaws	Wyser-Pratte
TransAct Technologies Inc.	n/a	Seth Lukash

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