

## *The Nathan Cummings Foundation: Shareholder Resolutions*

<b>2016</b>		
<i>Company</i>	<i>Resolution</i>	<i>Outcome</i>
Chesapeake Energy	Climate change	4.66%
Duke Energy	Climate change	Withdrawn. Company will report on challenges stemming from slower load growth and increased distributed generation.
Occidental Petroleum	Climate change	48.99%
News Corporation	Dual-class unification	Filed
CONSOL Energy	Political spending	18.55%
FirstEnergy	Political spending	27.66%
Range Resources	Political spending	43.33%
Spectra Energy	Political spending	31.76%
Oracle Corp.	Proxy access	Withdrawn. Company implemented proxy access.
<b>2015</b>		
<i>Company</i>	<i>Resolution</i>	<i>Outcome</i>
Marathon Oil	Climate change	Withdrawn. MRO increased disclosure on methane leakage. The Foundation continues to engage the company on the issue.
News Corporation	Dual-class unification	49.49%
SunTrust Banks	Executive compensation	39.64%
Wal-Mart	Executive compensation	15.52%
Verizon	Network neutrality	23.17%
Duke Energy	Political	27.16%
Spectra Energy	Political	31.90%
Oracle Corporation	Proxy access	54.69%
<b>2014</b>		
Marathon Oil	Climate change	38.56% MRO expanded disclosure relating to methane emissions following dialogues ensuing from the receipt of the Foundation's proposal.
News Corporation	Dual-class unification	47.43%
Verizon	Network neutrality	26.38%

Duke Energy	Political contributions	49.37%
Spectra Energy	Political contributions	29.60%
Darden Restaurants	Proxy access	Withdrawn. DRI included a proxy access bylaw in its 2014 proxy statement.
Oracle	Proxy access	44.68%
SLM Corporation	Proxy access	66.31% SLM will propose a proxy access bylaw in 2015.
Agilent Technologies, Inc.	Board declassification	Withdrawn.
Air Products and Chemicals, Inc.	Board declassification	Withdrawn.
BorgWarner	Board	Withdrawn.
Costco Wholesale Corporation	Board declassification	Withdrawn.
Jacobs Engineering	Board declassification	Withdrawn.
Phillips 66	Board declassification	Withdrawn.
Rockwell Collins, Inc.	Board declassification	Withdrawn.
SCANA Corp.	Board declassification	Withdrawn.
Varian Medical Systems, Inc.	Board declassification	Withdrawn.

### 2013

Chesapeake	Accelerated	27.1%
Pitney Bowes	Accelerated	Omitted
Ventas	Accelerated	36.3%
McKesson	Equity retention	26.9%
Caterpillar	Executive compensation & ESG	7%
AT&T	Network neutrality	Withdrawn. Company issued report on network neutrality.
Sprint Nextel	Network neutrality	Vote delayed pending possible acquisition.
Verizon	Network neutrality	24.1%
Mylan	Political contributions	Withdrawn. Company agreed to undertake disclosure in line with current best practice.

Spectra Energy	Political	33.3%
Valero Energy	Political contributions	42.9%
SLM Corporation	Political contributions/lobby	35.5%
Darden Restaurants	Proxy access	61.6%
Twenty-First Century Fox	Dual-class unification	The vote did not count due to a technicality.
Baxter International	Board declassification	Withdrawn.
Best Buy Co.	Board	Withdrawn.
BorgWarner	Board	98.9%
CareFusion	Board	Withdrawn.
CarMax	Board	Withdrawn.
FLIR Systems	Board	Withdrawn.
FMC Corp.	Board	Withdrawn.
Marathon Petroleum	Board declassification	Withdrawn.
Moody's Corp.	Board	Withdrawn.
salesforce.com	Board	Withdrawn.
V.F.	Board	Withdrawn.
Xylem	Board	Withdrawn.

**2012**

Wal-Mart Stores	Board qualifications	2.0%
D.R. Horton	Climate change	Withdrawn. Company agreed to begin providing investors with information on its approach to climate change through the Carbon Disclosure Project.
Masco	Equity retention	13.4%
McKesson	Equity retention	24.2%
Oracle	Equity retention	19%
Goldman Sachs	Executive compensation	Omitted.
JPMorgan Chase	Executive compensation	Omitted.
AT&T	Network neutrality	5.9%
Sprint Nextel	Network neutrality	3.4%
Verizon	Network neutrality	7.9%
Mylan	Political	34.8%
National Oilwell Varco	Political contributions	33.9%

Tenet Healthcare	Political contributions	Withdrawn. Company will disclose all political expenditures, both direct and indirect, and provide Board oversight.
Valero Energy	Political contributions	35.9%
News Corporation	Dual class unification	28.8%
Amphenol	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
Baxter International	Board declassification	98.1%
Best Buy Co.	Board declassification	97.4%
CarMax	Board declassification	87.3%
C.H. Robinson Worldwide	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
Eli Lilly and Co.	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
FLIR Systems	Board declassification	81.9%
FMC Corporation	Board declassification	82.7%
GameStop Corp.	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2013 proxy.
Hudson City Bancorp	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
Moody's Corp.	Board declassification	77.1%
O'Reilly Automotive	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2013 proxy.
salesforce.com	Board declassification	80.5%
TECO Energy	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
V.F. Corporation	Board declassification	62.7%
The Western Union Company	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.
Wyndham Worldwide	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in the company's 2012 proxy.

Archer Daniels Midland	Climate change - sustainable palm oil sourcing	5.8%
Avon Products	Climate change - sustainable palm oil sourcing	Withdrawn. Company agreed to purchase book and claim certificates equivalent to 100% of its palm oil use and to report on progress.
D.R. Horton	Climate change	34.1%
Lennar	Climate change	8%. Company has a dual class capital structure.
Ryland	Climate change	22.5%
Standard Pacific	Climate change	5.1%
Goldman Sachs	Executive compensation	4.3%
McKesson	Equity retention	22.0%
Oracle	Equity retention	20.3%
ConocoPhillips	Political contributions	27.0%
National Oilwell Varco	Political contributions	35.2%
Tesoro	Political contributions	Withdrawn. Tesoro agreed to disclosure and board oversight of corporate political spending.
Valero Energy	Political contributions	35.7%
Avery Dennison	Board declassification	Withdrawn. Management planned to include a management-sponsored proposal to declassify the board in a future proxy.
Baxter International	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
C.H. Robinson Worldwide, Inc.	Board declassification	72%
CME Group Inc.	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
Dr Pepper Snapple Group, Inc.	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
Eaton Corporation	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
eBay Inc.	Board declassification	Withdrawn. The Board of Directors will complete a review of declassifying the board and moving to annual elections.
Hospira, Inc.	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
Hudson City Bancorp	Board declassification	77%

Juniper Networks, Inc.	Board declassification	Withdrawn due to duplication of previously received declassification proposal.
L-3 Communications Holdings, Inc.	Board declassification	Withdrawn due to technicality.
Life Technologies	Board declassification	Withdrawn. Management will include a management-sponsored proposal to declassify the board in a future proxy.
Watson Pharmaceuticals, Inc.	Board declassification	Withdrawn. Watson is including management sponsored proposal to declassify the board in the 2011 proxy statement.
Western Union Company	Board declassification	87%

### 2010

Exxon Mobil	Climate change	27.2%
Kimco Realty	Climate change	Withdrawn. Kimco agreed to take a number of steps to address climate change and energy efficiency, including the creation of an internal position focused on sustainability.
Lennar	Climate change	8.9% (Company has dual classes of stock with CEO controlling 46.3% of combined class A and B votes as of February 2010.)
The Ryland Group	Climate change	37.4%
Standard Pacific	Climate change	17.4%
McKesson	Equity compensation	28.8%
Oracle	Equity compensation	20.8%
Goldman Sachs Group	Pay disparity	5.5%
ConocoPhillips	Political contributions	26.9%
Valero Energy	Political contributions	26.5%
WellPoint	Political contributions/	18.8%
Chesapeake	Say-on-pay	57.0%
Mylan	Say-on-pay	49.5%
Nabors Industries	Say-on-pay	43.7%
UnitedHealth	Say-on-pay	49.2%
Wal-Mart Stores	Say-on-pay	19.6%

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**2009**

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Exxon Mobil	Climate change	29.0%
Lennar	Climate change	9.8% (Company has dual classes of stock.)
PulteGroup	Climate change	Withdrawn. Pulte agreed to include information on the energy efficiency of the homes it builds, as well as a discussion of strategies to increase the number of homes it builds above code, in its annual report. Pulte also agreed to answer the Carbon Disclosure Project (CDP) Questionnaire in 2009.
The Ryland Group	Climate change	29.9%
Standard Pacific	Climate change	15.3%
Ultra Petroleum	Climate change	The vote did not count due to a technicality.
McKesson	Equity compensation	30.6%
Oracle	Equity compensation	20.6%
Yum! Brands	Healthcare principles	6.2%
Albemarle	Lobbying expenses /toxics	Withdrawn. Albemarle now discloses total product defense spending. It also provides qualitative guidance on spending related to different products and issues and commentary about its efforts to develop and commercialize new and improved flame retardants.
ConocoPhillips	Political contributions	27.5%
The McGraw-Hill Companies	Political contributions	37.1%. McGraw-Hill agreed to provide annual board oversight of its political contributions and to disclose information on its memberships in trade associations along with a list of politically-driven tax exempt organizations to which the company contributes.
Valero Energy	Political contributions	47.4% The company has adopted a political contributions disclosure policy and provides contribution data on its website.
Apple	Say-on-pay	51.6%. Apple has agreed to implement the proposal and provide
UnitedHealth Group	Say-on-pay	40.7%
Wal-Mart Stores	Say-on-pay	18.5%
Wells Fargo & Company	Say-on-pay	Withdrawn. As a recipient of TARP funds, the company was required to give investors a say-on-pay.

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**2008**

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Centex	Climate change	26.0% The company announced plans to implement its Energy Advantage Program in all new homes it builds beginning in 2009. The program is expected to reduce emissions by thousands of tons over the lifetimes of the homes. The company has also released a sustainability report and provided information to the Carbon Disclosure Project.
Exxon Mobil	Climate change	30.9%
KB Home	Climate change	Withdrawn. KB Home released its first sustainability report in 2008. The report included a description of how it plans to address emissions from the end-use of its products and used the WRI/WBCSD GHG Protocol to begin tracking emissions. The company also provides the proponents with ongoing progress reports.
The Kroger Co.	Climate change	39.6%
PulteGroup	Climate change	22.0%
The Ryland Group	Climate change	25.4%
Standard Pacific	Climate change	33.7%
Ultra Petroleum	Climate change	36.6%
ConocoPhillips	Political contributions	28.2%
Valero Energy	Political contributions	38.7%
Apple	Say-on-pay	50.7%
Wal-Mart Stores	Say-on-pay	17.1%
Costco Wholesale	Toxics	Withdrawn. Costco agreed to report to filers on progress relating to general sustainability efforts, with a particular focus on the reduction of PVC use.

### 2007

Bed Bath & Beyond	Climate change	25.0% ( <i>Unofficial Result</i> ). BBBY acknowledged shareholders' desire for reporting on energy efficiency, emissions reductions and climate change. BBBY assembled a team to gather information and consider ways to report on these topics. BBBY also responded to the CDP in 2007.
Centex	Climate change	Omitted.
The Kroger Co.	Climate change	37.4%
Ultra Petroleum	Climate change	30.9%
D.R. Horton	Energy efficiency	Withdrawn. The company agreed to complete the requested report.
Standard Pacific	Energy efficiency	Omitted.
3M Company	Healthcare	Omitted.



Kohl's	Healthcare	Omitted.
ConocoPhillips	Political contributions	11.9% The company provided some information relating to political contributions on its website in response to our proposal.
Smithfield Foods	Sustainability reporting	Withdrawn. Smithfield agreed to commence reporting on NOVs occurring on contract farms and to undertake a facility-level report for a company-owned farm.

#### 2006

Ultra Petroleum	Climate change	22.3%
Vintage Petroleum	Climate change	This resolution did not go to a vote as Vintage was acquired by Occidental Petroleum.
Centex	Energy efficiency	9.0%
D.R. Horton	Energy efficiency	5.5%
The Home Depot	Energy efficiency	Withdrawn due to the following commitments: completion of the 2006 CDP4 Questionnaire, continuation of a dialogue with the proponents, and disclosure of various indicators and information relating to climate change and energy efficiency.
Lowe's Companies	Energy efficiency	Withdrawn due to the following commitments: expansion of Lowe's sustainability reporting, and disclosure of various indicators and information relating to climate change and energy efficiency.
The Ryland	Energy efficiency	Omitted.
Standard Pacific	Energy efficiency	39.3%
Smithfield Foods	Sustainability reporting	29.3%

#### 2005

Anadarko Petroleum	Climate change	Withdrawn. Company adopted a GHG management plan and agreed to collect baseline emissions data, formed a climate change committee and discussed its strategies for managing climate risk in its 10-K.
Apache	Climate change	Withdrawn. Company agreed to estimate its GHG emissions intensity for all operated properties in Kyoto Annex I countries as well as operated properties in the US and Australia, discuss the progress made on all major GHG mitigation projects undertaken, issue a statement regarding climate change endorsed by the company's CEO, and report on climate change-related projects, initiatives and issues to its Board of Directors.
Vintage Petroleum	Climate change	25.6%

XTO Energy	Climate change	Withdrawn. XTO agreed to: create a climate change committee to address issues relating to GHG emissions, publicly acknowledge that climate change is an important issue and disclose the actions it is currently taking to address this issue, disclose its emissions baseline, update emissions data annually, and formulate a plan for the reduction of methane emissions from current operations.
Centex	Energy efficiency and climate change	Withdrawn. The company agreed to: include a short section in its proxy statement indicating that it received a proposal regarding climate change, continue to discuss climate change related issues with the proponents, and place information on energy efficient homes on its website.
Lennar	Energy efficiency and climate change	2.3%
The Ryland Group	Energy efficiency and climate change	7.9%
Merck & Co.	Political contributions	8.8%. As a result of the resolution, Merck took steps to improve access to information about its PAC contributions. The Company posted a link on its website to Merck PAC data on the Federal Election Commission's website. In addition, Merck annually posts information about its corporate contributions in the United States, categorized by state, candidate office and amount. This information is updated annually.
Pfizer	Reimportation of prescription drugs	10.8%
Smithfield Foods	Sustainability reporting	24.8%.
<b>2004</b>		
Anadarko Petroleum	Climate change	31.4%
Valero Energy	Climate change	9.3% The company agreed to take the following actions: reduce projected 2008 emissions by 5% below business as usual, reduce emissions related to the combustion of its gasoline by an additional 2 million tons a year, complete and post an annual emissions inventory, and publicly list the ways in which the company is attempting to reduce its emissions.
Merck & Co.	Political contributions	10.1%
Pfizer	Political contributions	10.9%. The company agreed to take the requested actions.
Smithfield Foods	Sustainability reporting	20.9%

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**2003**

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Merck & Co.	Ethical criteria for the extension of	6.4%
Smithfield Foods	Sustainability reporting	Omitted. Ongoing dialogue between company and investors commenced.

\*Reported votes are calculated as follows: votes FOR as a percentage of the total votes FOR and AGAINST the proposal.