

MEMORANDUM

March 24, 2005

To : Commission File No. S7-19-03

From : Jeffrey J. Minton

**Re : Security Holder Director Nominations
Release No. 34-48626**

On March 24, 2005, the Chairman and staff met with Ann Yerger of the Council for Institutional Investors. During the meeting, these officers discussed the current status of the proxy access proposal.