

AMENDMENT TO H.R. 1257
OFFERED BY MR. FRANK

Page 2, line 8, strike “Any proxy or consent or authorization under this section” and insert “Any proxy or consent or authorization for an annual or other meeting of the shareholders occurring on or after January 1, 2009,”.

Page 2, line 17, insert “, nor shall such vote be construed to restrict or limit the ability of shareholders to make proposals for inclusion in such proxy materials related to executive compensation” before the period.

Page 2, line 21, insert “for an annual or other meeting of the shareholders occurring on or after January 1, 2009,” after “material”.

Page 3, line 18, insert “, nor shall such vote be construed to restrict or limit the ability of shareholders to make proposals for inclusion in such proxy materials related to executive compensation” after “such board”.