

**EXHIBIT 2**  
**Arguments for and Against the SEC Proxy-Access Initiative**

<b>For</b>	<b>Against</b>
More-diversified boardrooms	Not enough time given for Sarbanes-Oxley Act initiatives to take effect
Stronger shareholder voice in decision making	Potential adversarial relationships among board members
More-open selection process	Special-interest groups may take control of the election process