

MDU RESOURCES GROUP INC  
Form PRE 14A  
February 01, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

MDU Resources Group, Inc.

\_\_\_\_\_  
(Name of Registrant as Specified in its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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1200 West Century Avenue

Terry D. Hildestad  
President and  
Chief Executive Officer

Mailing Address:

P.O. Box 5650

Bismarck, ND 58506-5650

(701) 530-1000

March 12, 2010

To Our Stockholders:

Please join us for the 2010 Annual Meeting of Stockholders. The meeting will be held on Tuesday, April 27, 2010, at 11:00 a.m., Central Daylight Saving Time, at 909 Airport Road, Bismarck, North Dakota.

The formal matters are described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. We also will have a brief report on current matters of interest. Lunch will be served following the meeting.

We were pleased with the stockholder response for the 2009 Annual Meeting at which 88.77 percent of the common stock was represented in person or by proxy. We hope for an even greater representation at the 2010 meeting.

You may vote your shares by telephone, by the Internet, or by returning the enclosed proxy card. Representation of your shares at the meeting is very important. We urge you to submit your proxy promptly.

Please note that the New York Stock Exchange rules have changed. Brokers may not vote your shares on the election of directors if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

All stockholders who find it convenient to do so are cordially invited and urged to attend the meeting in person. Registered stockholders will receive a request for admission ticket(s) with their proxy card that can be completed and returned to us postage-free. Stockholders whose shares are held in the name of a bank or broker will not receive a request for admission ticket(s). They should, instead, (1) call (701) 530-1000 to request an admission ticket(s), (2) bring a statement from their bank or broker showing proof of stock ownership as of [ • ] to the annual meeting, and (3) present their admission ticket(s) and photo identification, such as a driver's license. Directions to the meeting will be included with your admission ticket.

I hope you will find it possible to attend the meeting.

Sincerely yours,

Terry D. Hildestad



MDU RESOURCES GROUP, INC.  
1200 West Century Avenue  
Mailing Address:  
P.O. Box 5650  
Bismarck, ND 58506-5650  
(701) 530-1000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD APRIL 27, 2010

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on April 27, 2010

The 2010 Notice of Annual Meeting and Proxy Statement and 2009 Annual Report  
to Stockholders are available at [www.mdu.com/proxymaterials](http://www.mdu.com/proxymaterials).

March 12, 2010

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of MDU Resources Group, Inc. will be held at 909 Airport Road, Bismarck, North Dakota, on Tuesday, April 27, 2010, at 11:00 a.m., Central Daylight Saving Time, for the following purposes:

- (1) To elect ten directors nominated by the board of directors to one-year terms;
- (2) To repeal Article TWELFTH of our Restated Certificate of Incorporation, which contains provisions relating to business combinations with interested stockholders, and make related amendments to Articles THIRTEENTH and FOURTEENTH;
- (3) To repeal Article FIFTEENTH of our Restated Certificate of Incorporation, which contains supermajority vote requirements for amendments to certain articles of our Restated Certificate of Incorporation;
- (4) To repeal section (c) of Article THIRTEENTH of our Restated Certificate of Incorporation, which provides that directors may be removed by stockholders only for cause, and make technical amendments to section (a) of Article THIRTEENTH;
- (5) To ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2010;
- (6) To act upon a stockholder proposal requesting a report on coal combustion waste; and
- (7) To transact any other business that may properly come before the meeting or any adjournment or adjournments thereof.

The board of directors has set the close of business on [ • ] as the record date for the determination of common stockholders who will be entitled to notice of, and to vote at, the meeting.

All stockholders who find it convenient to do so are cordially invited and urged to attend the meeting in person. Registered stockholders will receive a request for admission ticket(s) with their proxy card that can be completed and

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returned to us postage-free. Stockholders whose shares are held in the name of a bank or broker will not receive a request for admission ticket(s). They should, instead, (1) call (701) 530-1000 to request an admission ticket(s), (2) bring a statement from their bank or broker showing proof of stock ownership as of [ • ] to the annual meeting, and (3) present their admission ticket(s) and photo identification, such as a driver's license. Directions to the meeting will be included with your admission ticket. We look forward to seeing you.

By order of the Board of Directors,

Paul K. Sandness  
Secretary

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## PROXY STATEMENT

The board of directors of MDU Resources Group, Inc. is furnishing this proxy statement beginning March 12, 2010 to solicit your proxy for use at our annual meeting of stockholders on April 27, 2010.

We will pay the cost of soliciting your proxy and reimburse brokers and others for forwarding proxy material to you. Georgeson Inc. additionally will solicit proxies for approximately \$8,000 plus out-of-pocket expenses.

The Securities and Exchange Commission's e-proxy rules allow companies to post their proxy materials on the Internet and provide only a Notice of Internet Availability of Proxy Materials to stockholders as an alternative to mailing full sets of proxy materials except upon request. For 2010, we have elected to use the Securities and Exchange Commission's full set delivery option, which means that while we are posting our proxy materials online, we are also mailing a full set of our proxy materials to our stockholders. We believe that mailing a full set of proxy materials will help ensure that a majority of outstanding shares of our common stock are present in person or represented by proxy at our meeting. We also hope to help maximize stockholder participation. Therefore, even if you previously consented to receiving your proxy materials electronically, you will receive a full set of proxy materials in the mail for this year's annual meeting. However, we will continue to evaluate the option of providing only a Notice of Internet Availability of Proxy Materials to some or all of our stockholders in the future.

## VOTING INFORMATION

Who may vote? You may vote if you owned shares of our common stock at the close of business on [ • ]. You may vote each share that you owned on that date on each matter presented at the meeting. As of [ • ], we had [ • ] shares of common stock outstanding entitled to one vote per share.

What am I voting on? You are voting on:

- the election of ten directors nominated by the board of directors for one-year terms
- the repeal of article TWELFTH of our restated certificate of incorporation, which contains provisions relating to business combinations with interested stockholders, and related amendments to articles THIRTEENTH and FOURTEENTH
- the repeal of article FIFTEENTH of our restated certificate of incorporation, which contains supermajority vote requirements for amendments to certain articles of our restated certificate of incorporation
- the repeal of section (c) of article THIRTEENTH of our restated certificate of incorporation, which provides that directors may be removed by stockholders only for cause, and technical amendments to section (a) of article THIRTEENTH
  - the ratification of the appointment of Deloitte & Touche as our independent auditors for 2010
    - a stockholder proposal requesting a report on coal combustion waste and
      - any other business that is properly brought before the meeting.

What vote is required to pass an item of business? A majority of our outstanding shares of common stock entitled to vote must be present in person or represented by proxy to hold the meeting.

If you hold shares through an account with a bank or broker, the bank or broker may vote your shares on some matters even if you do not provide voting instructions. Brokerage firms have the authority under the New York Stock Exchange rules to vote shares on certain matters when their customers do not provide voting instructions. However, on other matters, when the brokerage firm has not received voting instructions from its customers, the brokerage firm cannot vote the shares on that matter and a “broker non-vote” occurs. Please note that the New York Stock Exchange rules have changed and an uncontested election of directors is no longer considered a routine matter. This means that brokers

may not vote your shares on the election of directors if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

#### Item 1—Election of Directors

A majority of votes cast is required to elect a director in an uncontested election. A majority of votes cast means the number of votes cast “for” a director’s election must exceed the number of votes cast “against” the director’s election. “Abstentions” and “broker non-votes” do not count as votes cast “for” or “against” the director’s election. In a contested election, which is an election in which the number of nominees for director exceeds the number of directors to be elected, directors will be elected by a plurality of the votes cast. If a nominee becomes unavailable for any reason or if a vacancy should occur before the election, which we do not anticipate, the proxies will vote your shares in their discretion for another person nominated by the board.

Our policy on majority voting for directors and our corporate governance guidelines require any nominee for re-election as a director to tender to the board, prior to nomination, his or her irrevocable resignation from the board that will be effective, in an uncontested election of directors only, upon

- receipt of a greater number of votes “against” than votes “for” election at our annual meeting of stockholders and
  - acceptance of such resignation by the board of directors.

Following certification of the stockholder vote, the nominating and governance committee will promptly recommend to the board whether or not to accept the tendered resignation. The board will act on the nominating and governance committee’s recommendation no later than 90 days following the date of the annual meeting.

#### Item 2—Repeal of Article TWELFTH of our Restated Certificate of Incorporation, which Contains Provisions Relating to Business Combinations with Interested Stockholders, and Related Amendments to Articles THIRTEENTH and FOURTEENTH

Approval of Item 2 requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes “against” the proposal.

#### Item 3—Repeal of Article FIFTEENTH of our Restated Certificate of Incorporation, which Contains Supermajority Vote Requirements for Amendments to Certain Articles of our Restated Certificate of Incorporation

Approval of Item 3 requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes “against” the proposal.

#### Item 4—Repeal of Section (c) of Article THIRTEENTH of our Restated Certificate of Incorporation, which Provides That Directors May Be Removed by Stockholders Only for Cause, and Technical Amendments to Section (a) of Article THIRTEENTH

Approval of Item 4 requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes “against” the proposal.

#### Item 5—Ratification of the Appointment of Deloitte & Touche LLP as our Independent Auditors for 2010

Approval of Item 5 requires the affirmative vote of a majority of our common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal. Abstentions will count as votes “against” the proposal.



#### Item 6—Stockholder Proposal Requesting a Report on Coal Combustion Waste

Approval of Item 6 requires the affirmative vote of a majority of our common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal. Abstentions will count as votes “against” the proposal. Broker non-votes are not counted as voting power present and, therefore, are not counted in the vote.

Unless you specify otherwise when you submit your proxy, the proxies will vote your shares of common stock “for” all directors nominated by the board of directors, “for” proposals 2, 3, 4 and 5 and “against” proposal 6.

How do I vote? There are three ways to vote by proxy:

- by calling the toll free telephone number on the enclosed proxy card
- by using the Internet as described on the enclosed proxy card or
- by returning the enclosed proxy card in the envelope provided.

You may be able to vote by telephone or the Internet if your shares are held in the name of a bank or broker. Follow their instructions.

Can I revoke my proxy? Yes. You can revoke your proxy by:

- filing written revocation with the corporate secretary before the meeting
- filing a proxy bearing a later date with the corporate secretary before the meeting or
- revoking your proxy at the meeting and voting in person.

## ITEM 1. ELECTION OF DIRECTORS

At our 2007 annual meeting of stockholders, our board of directors proposed and our stockholders approved the declassification of our board of directors. The declassification was phased in over a three-year period from 2008 - 2010. Directors elected at our 2007 annual meeting comprise the last class elected to serve a three-year term, and their terms will expire at this year’s annual meeting. As a result, commencing with this year’s annual meeting, our board will be completely declassified. All nominees for director are nominated to serve one-year terms, until the annual meeting of stockholders in 2011 and until their respective successors are elected and qualified, or until their earlier resignation, removal from office, or death. Effective as of the date of this year’s annual meeting, the board of directors has set the number of directors at ten.

The board of directors expresses its thanks to John L. Olson and Sister Thomas Welder, O.S.B. Mr. Olson retired from the board effective August 13, 2009 after reaching the mandatory retirement age of 70 for outside directors. Mr. Olson served on the board for 24 years and on the audit committee for 23 years. He also served on the compensation and nominating and governance committees during his tenure. Sister Welder chose not to seek re-election at this annual meeting because, pursuant to our bylaws’ mandatory retirement policy, she would be required to retire on May 13, 2010, which is the first regular meeting of the board after she attains the mandatory retirement age. Sister Welder served on the board for 22 years and on the nominating and governance committee for 21 years. She also served on the finance and audit committees during her tenure. Their dedicated service and expertise will be missed.

We have provided information below about our nominees, all of whom are incumbent directors, including their ages, years of service as directors, business experience, and service on other boards of directors, including any other directorships held during the past five years. We have also included information about each nominee's specific experience, qualifications, attributes, or skills that led the board to conclude that he or she should serve as a director of MDU Resources Group, Inc. at the time we file our proxy statement, in light of our business and structure. Unless we specifically note below, no corporation or organization referred to below is a subsidiary or other affiliate of ours.

DIRECTOR NOMINEES

Thomas Everist  
Age 60

Director Since 1995  
Compensation Committee

Mr. Everist has served as president and chairman of The Everist Company, Sioux Falls, South Dakota, an aggregate, concrete, and asphalt production company, since April 15, 2002. He was previously president and chairman of L.G. Everist, Inc., Sioux Falls, South Dakota, an aggregate production company, from 1987 to April 15, 2002. He held a number of positions in the aggregate and construction industries prior to assuming his current position with The Everist Company. He is a director of Showplace Wood Products, Sioux Falls, South Dakota, a custom cabinets manufacturer, and has been a director of Raven Industries, Inc., Sioux Falls, South Dakota, a general manufacturer of electronics, flow controls, and engineered films since 1996, and its chairman of the board since April 1, 2009.

Mr. Everist attended Stanford University where he received a bachelor's degree in mechanical engineering and a master's degree in construction management. He is active in the Sioux Falls community and currently serves as a director on the Sanford Health Foundation, a non-profit charitable health services organization. From July 2001 to June 2006, he served on the South Dakota Investment Council, the state agency responsible for prudently investing state funds.

For the following reasons, the board concluded that Mr. Everist should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. A significant portion of MDU Resources Group, Inc.'s earnings is derived from its construction services and aggregate mining businesses. Mr. Everist has considerable business experience in this area, with more than 36 years in the aggregate and construction materials industry. He has also demonstrated success in his business and leadership skills, serving as president and chairman of his companies for over 22 years. We value other public company board service. Mr. Everist has experience serving as a director and now chairman of another public company, which enhances his contributions to our board. His leadership skills and experience with his own companies and on other boards enable him to be an effective board member and compensation committee chairman. With the retirement of John L. Olson and Sister Thomas Welder, Mr. Everist becomes our longest serving board member, providing 15 years of board experience as well as extensive knowledge of our business.

Karen B. Fagg  
Age 56

Director Since 2005  
Nominating and Governance Committee  
Compensation Committee

Ms. Fagg has served as vice president of DOWL LLC, d/b/a DOWL HKM, an engineering and design firm, since April 2008. Ms. Fagg was president from April 1, 1995 through March 2008, and chairman and majority owner from June 2000 through March 2008 of HKM Engineering, Inc., Billings, Montana, an engineering and physical science services firm. HKM Engineering, Inc. merged with DOWL LLC on April 1, 2008. Ms. Fagg was employed with MSE, Inc., Butte, Montana, an energy research and development company, from 1976 through 1988 and served as vice

president of operations and corporate development director. Ms. Fagg served a four-year term as director of the Montana Department of Natural Resources and Conservation, Helena, Montana, the state agency charged with promoting stewardship of Montana's water, soil, energy, and rangeland resources; regulating oil and gas exploration and production; and administering several grant and loan programs from 1989 through 1992.

Ms. Fagg has a bachelor's degree in mathematics from Carroll College in Helena, Montana. She served on the board for St. Vincent's Healthcare from October 2003 until October 2009, including a term as board chair and on the board of Deaconess Billings Clinic Health System from 1994 to 2003. She is a member of the Board of Trustees of Carroll College, the Board of Advisors of the Charles M. Bair Family Trust, and a member of the Board of Directors of the Billings Chamber of Commerce. She is also a member of the Montana State University Engineering Advisory Council, whose responsibilities include evaluating the mission and goals of the College of Engineering and assisting in the development and implementation of the college's strategic plan. From 2002 through 2006, she served on the Montana Board of Investments, the state agency responsible for prudently investing state funds. From 2001 to 2005, she served on the board of Montana State University's Advanced Technology Park. From 2000 to 2007, she served on the ZooMontana Board and as vice chair from 2006 to 2007.



For the following reasons, the board concluded that Ms. Fagg should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. Construction and engineering, energy, and the responsible development of natural resources are all important aspects of our business. Ms. Fagg has business experience in all these areas, including 15 years of construction and engineering experience at DOWL, HKM and its predecessor, HKM Engineering, Inc., where she has served as vice president, president, and chairman. Ms. Fagg has also had 12 years of experience in energy research and development at MSE, Inc., where she served as vice president of operations and corporate development director, and four years focusing on stewardship of natural resources as director of the Montana Department of Natural Resources and Conservation. In addition to her industry experience, Ms. Fagg brings to our board 12 years of business leadership and management experience as president and chairman of her own company, as well as knowledge and experience acquired through her service on a number of Montana state and community boards.

Terry D. Hildestad  
Age 60

Director Since 2006  
President and Chief Executive Officer

Mr. Hildestad was elected president and chief executive officer and a director of the company effective August 17, 2006. He had served as president and chief operating officer from May 1, 2005 until August 17, 2006. Prior to that, he served as president and chief executive officer of our subsidiary, Knife River Corporation, from 1993 until May 1, 2005. He began his career with the company in 1974 at Knife River, where he served in several operating positions before becoming its president. He additionally serves as an executive officer and as chairman of the company's principal subsidiaries and of the managing committees of Montana-Dakota Utilities Co. and Great Plains Natural Gas Co.

Mr. Hildestad has a bachelor's degree from Dickinson State University and has completed the Advanced Management Program at Harvard School of Business. Mr. Hildestad is a member of the U.S. Bancorp Western North Dakota Advisory Board of Directors.

For the following reasons, the board concluded that Mr. Hildestad should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. As chief executive officer of MDU Resources Group, Inc., Mr. Hildestad is the only officer of the company to sit on our board, consistent with our past practice. With over 35 years of experience at our company, Mr. Hildestad has a deep knowledge and understanding of MDU Resources Group, Inc., its operating companies and its lines of business. Mr. Hildestad has demonstrated his leadership abilities and his commitment to our company since he was elected president and chief executive officer and a director in 2006 and prior to that time through his long service as chief operating officer of the company and as president and chief executive officer at Knife River, our construction materials and contracting subsidiary. The board also believes that Mr. Hildestad's integrity, values, and good judgment make him well-suited to serve on our board.



A. Bart Holaday  
Age 67

Director Since 2008  
Audit Committee

Mr. Holaday headed the Private Markets Group of UBS Asset Management and its predecessor entities for 15 years prior to his retirement in 2001, during which time he managed more than \$19 billion in investments. Prior to that he was vice president and principal of the InnoVen Venture Capital Group. He was founder and president of Tenax Oil and Gas Corporation, an onshore Gulf Coast exploration and production company, from 1980 through 1982. He has four years of senior management experience with Gulf Oil Corporation, a global energy and petrochemical company, and eight years of senior management with the federal government, including the Department of Defense, Department of the Interior, and the Federal Energy Administration. He is currently the president and owner of Dakota Renewable Energy Fund, LLC, which invests in small companies in North Dakota. He is a member of the investment advisory board of Commons Capital LLC, a venture capital firm; a member of the board of directors of Adams Street Partners, LLC, a private equity investment firm; Alerus Financial, a financial services company; Jamestown College; the United States Air Force Academy Endowment (chairman); the Falcon Foundation (vice president), which provides scholarships to Air Force Academy applicants; the Center for Innovation Foundation at the University of North Dakota (chairman and trustee) and the University of North Dakota Foundation; and is chairman and CEO of the Dakota Foundation. He is a past member of the board of directors of the National Venture Capital Association, Walden University, and the U.S. Securities and Exchange Commission advisory committee on the regulation of capital markets.

Mr. Holaday has a bachelor's degree in engineering sciences from the U.S. Air Force Academy. He was a Rhodes Scholar, earning a bachelor's degree and a master's degree in politics, philosophy, and economics from Oxford University. He also earned a law degree from George Washington Law School and is a Chartered Financial Analyst. In 2005, he was awarded an honorary Doctor of Letters from the University of North Dakota.

For the following reasons, the board concluded that Mr. Holaday should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. MDU Resources Group, Inc. has significant operations in the natural gas and oil industry. Mr. Holaday has knowledge and experience in this industry. He founded and served as president of Tenax Oil and Gas Corporation. He has four years experience in senior management with Gulf Oil Corporation and 15 years of experience managing private equity investments, including investments in oil and gas, as the head of the Private Markets Group of UBS Asset Management and its predecessor organizations. This business experience demonstrates his leadership skills and success in the oil and gas industry. Mr. Holaday brings to the board his extensive finance and investment experience as well as his business development skills acquired through his work at UBS Asset Management, Tenax Oil and Gas Corporation, Gulf Oil Corporation, and several private equity investment firms. This will enhance the knowledge of the board and provide useful insights to management in connection not only with our natural gas and oil business, but with all of our businesses.

Dennis W. Johnson  
Age 60

Director Since 2001  
Audit Committee

Mr. Johnson is chairman, chief executive officer and president of TMI Corporation, and chairman and chief executive officer of TMI Systems Design Corporation, TMI Transport Corporation and TMI Storage Systems Corporation, all of Dickinson, North Dakota, manufacturers of casework and architectural woodwork. He has been employed at TMI since 1974 serving as president or chief executive officer since 1982 and has been the majority stockholder since 1985. Mr. Johnson is serving his ninth year as president of the Dickinson City Commission. He previously was a director of the Federal Reserve Bank of Minneapolis. He is a past member and chairman of the Theodore Roosevelt Medora Foundation.

Mr. Johnson has a bachelor of science degree in electrical and electronics engineering as well as a master of science degree in industrial engineering from North Dakota State University. He has served on numerous industry, state, and community boards, including the North Dakota Workforce Development Council (chairperson), the Decorative Laminate Products Association, the North Dakota Technology Corporation, St. Joseph Hospital Life Care Foundation, St. John Evangelical Lutheran Church, Dickinson State University, the executive operations committee of the University of Mary Harold Shafer Leadership Center, and the Dickinson United Way. He also served on North Dakota Governor Sinner's Education Action Commission, the North Dakota Job Service Advisory Council, the North Dakota State University President's Advisory Council, North Dakota Governor Schafer's Transition Team, and chaired North Dakota Governor Hoeven's Transition Team. He has received numerous awards including the 1991 Regional Small Business Person of the Year Award and the Greater North Dakotan Award.

For the following reasons, the board concluded that Mr. Johnson should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. Mr. Johnson has over 27 years of experience in business management, manufacturing, and finance, and has demonstrated his success in these areas, through his positions as chairman, president, and CEO of TMI, as well as through his prior service as a director of the Federal Reserve Bank of Minneapolis. His finance experience and leadership skills enable him to make valuable contributions to our audit committee, which he has chaired for six years. As a result of his service on a number of state and local organizations in North Dakota, Mr. Johnson has significant knowledge of local, state, and regional issues involving North Dakota, a state where we have significant operations and assets.

Thomas C. Knudson  
Age 63

Director Since 2008  
Compensation Committee

Mr. Knudson has been president of Tom Knudson Interests, LLC, since its formation on January 14, 2004. Tom Knudson Interests, LLC, provides consulting services in energy, sustainable development, and leadership. Mr. Knudson began employment with Conoco Oil Company (Conoco) in May 1975 and retired in 2004 from Conoco's successor, ConocoPhillips, as senior vice president of human resources, government affairs and communications, and information technology. Mr. Knudson served as a member of ConocoPhillips' management committee. His diverse career at Conoco and

ConocoPhillips included engineering, operations, business development, and commercial assignments. He was the founding chairman of the Business Council for Sustainable Development in both the United States and the United Kingdom. He has been a director of Bristow Group Inc. since June 2004 and its chairman of the board of directors since August 2006, and was a director of Natco Group Inc. from April 2005 to November 2009 and Williams Partners LP from November 2005 to September 2007. Bristow Group Inc. is a leading provider of helicopter services to the offshore oil industry. Natco Group Inc. is a leading manufacturer of oil and gas processing equipment. Williams Partners LP owns natural gas gathering, transportation, processing, and treating assets, and also has natural gas liquids fractionating and storage assets.

Mr. Knudson has a bachelor's degree in aerospace engineering from the U.S. Naval Academy and a master's degree in aerospace engineering from the U.S. Naval Postgraduate School. He served as a naval aviator, flying combat missions in Vietnam, and was a lieutenant commander in 1974 when he was honorably discharged. Mr. Knudson has served on the boards of a number of petroleum industry associations, Covenant House Texas, The Houston Museum of Natural Science, and Alpha USA/Houston. He has served as an adjunct professor at the Jones Graduate School of Management at Rice University.

For the following reasons, the board concluded that Mr. Knudson should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. A significant portion of our earnings is derived from natural gas and oil production and the transportation, storage, and gathering of natural gas. Mr. Knudson has extensive knowledge and experience in this industry as a result of his prior employment with Conoco, as well as through his service on the boards of Natco Group, Inc. and Williams Partners LP. Mr. Knudson has a broad background in engineering, operations, and business development, as well as service on the management committee at Conoco and ConocoPhillips, which bring additional experience and perspective to our board. His service as senior vice president of human resources at ConocoPhillips makes him an excellent fit for our compensation committee. Sustainable business development is also an important aspect of our business, and Mr. Knudson, as the founding chairman of the Business Council for Sustainable Development, brings to our board significant experience and knowledge in this area. Mr. Knudson also has significant knowledge of local, state, and regional issues involving Texas, a state where we have important operations and assets.

Richard H. Lewis  
Age 60

Director Since 2005  
Audit Committee  
Nominating and Governance Committee

Mr. Lewis has been the managing general partner of Brakemaka LLLP, a private investment partnership for managing family investments, and president of the Lewis Family Foundation since August 2004. Mr. Lewis serves as chairman of the board of Entre Pure Industries, Inc., a privately held company involved in the purified water and ice business. He serves as a director of Colorado State Bank and Trust and on the senior advisory board of TPH Partners, L.P., a private equity fund with an energy-only focus. Mr. Lewis founded Prima Energy Corporation, a natural gas and oil exploration and production company in 1980, and served as chairman and chief executive officer of the company until its sale in July 2004. During his tenure, Prima Energy was named to Forbes Magazine's 200 Best Small Companies in America list seven times and was ranked the No. 1 Colorado public company for the decade of the 1990's in terms of market return. Mr. Lewis represented natural gas producers on a panel that studied electric restructuring in Colorado and has testified before Congressional committees on industry matters. He worked in private practice as a certified public accountant for eight years prior to founding Prima Energy.

Mr. Lewis has a bachelor's degree in finance and accounting from the University of Colorado. He served as a board member on the Colorado Oil and Gas Association from November 1999 to November 2009, including a term as its president. In 2000, Mr. Lewis was inducted into the Ernst & Young Entrepreneur of the Year Hall of Fame and in 2004 was inducted into the Rocky Mountain Oil and Gas Hall of Fame. Mr. Lewis serves as the chairman of the Development Board of Colorado Uplift, a non-profit organization whose mission is to build long-term, life-changing relationships with urban youth. He also serves on the Board of Trustees of Alliance for Choice in Education, which provides scholarships to inner city youth. He has also served on the Board of Trustees of the Metro Denver YMCA, the Advisory Council to the Leeds School of Business at the University of Colorado, and as a director for the Partnership for the West.

For the following reasons, the board concluded that Mr. Lewis should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. MDU Resources Group, Inc. derives a significant portion of its earnings from natural gas and oil production, one of our business segments. Mr. Lewis has extensive business experience, recognized excellence, and demonstrated success in this industry through almost 25 years at his company, Prima Energy Corporation, and ten years on the board of the Colorado Oil and Gas Association. In addition to his industry experience, he brings investment experience to our board through his service on the senior advisory board of an energy-only private equity fund. As a certified public accountant and a director of Colorado State Bank and Trust, Mr. Lewis also contributes significant finance and accounting knowledge to our board and audit committee. Mr. Lewis also brings to the board his knowledge of local, state, and regional issues involving Colorado and the Rocky Mountain region, where we have important operations.



Patricia L. Moss  
Age 56

Director Since 2003  
Compensation Committee

Ms. Moss has served as the president and chief executive officer of Cascade Bancorp, a financial holding company in Bend, Oregon, since 1998, chief executive officer of Cascade Bancorp's principal subsidiary, Bank of the Cascades, since 1993, serving also as president from 1993 to 2003, and a director of Cascade Bancorp since 1993. She also serves as a director of the Oregon Investment Fund Advisory Council, a state-sponsored program to encourage the growth of small businesses within Oregon, and a director of Clear Choice Health Plans Inc., a multi-state insurance company.

Ms. Moss graduated magna cum laude with a bachelor of science degree in business administration from Linfield College in Oregon and did master's studies at Portland State University. She received commercial banking school certification at the ABA Commercial Banking School at the University of Oklahoma. She served as a director of the Oregon Business Council, whose mission is to mobilize business leaders to contribute to Oregon's quality of life and economic prosperity; the Cascades Campus Advisory Board of the Oregon State University; the North Pacific Group, Inc., a wholesale distributor of building materials, industrial and hardwood products, and other specialty products; the Aquila Tax Free Trust of Oregon, a mutual fund created especially for the benefit of Oregon residents; and as a director and chair of the St. Charles Medical Center.

In August 2009, the Federal Deposit Insurance Corporation and the Oregon Division of Finance and Corporate Securities entered into a consent agreement with Bank of the Cascades that requires the bank to develop and adopt a plan to maintain the capital necessary for it to be "well-capitalized," to improve its lending policies and its allowance for loan losses, to increase its liquidity, to retain qualified management, and to increase the participation of its board of directors in the affairs of the bank. In October 2009, the bank's parent, Cascade Bancorp, entered into a written agreement with the Federal Reserve Bank of San Francisco and the Oregon Division relating largely to improving the financial condition of Cascade Bancorp and the bank.

For the following reasons, the board concluded that Ms. Moss should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. A significant portion of MDU Resources Group, Inc.'s utility, construction services, and contracting operations are located in the Pacific Northwest. Ms. Moss has first-hand business experience and knowledge of the Pacific Northwest economy and local, state, and regional issues through her position as president, chief executive officer, and a director at Cascade Bancorp and Bank of the Cascades, where she has over 28 years of experience. Ms. Moss provides to our board her experience in finance and banking as well as her experience in business development through her work at Cascade Bancorp and on the Oregon Investment Advisory Council and the Oregon Business Council. Ms. Moss is also certified as a Senior Professional in Human Resources, which makes her well-suited for our compensation committee. In deciding that Ms. Moss should be renominated as a director, the board was mindful of the consent agreement with Bank of the



Cascades, but concluded that Ms. Moss brought the many skills and experiences discussed above to our board and had proved herself to be a dedicated and hard-working director.

Harry J. Pearce  
Age 67

Director Since 1997  
Chairman of the Board

Mr. Pearce was elected chairman of the board of the company on August 17, 2006. Prior to that, he served as lead director effective February 15, 2001 and was vice chairman of the board from November 16, 2000 until February 15, 2001. Mr. Pearce has been a director of Marriott International, Inc., a major hotel chain, since 1995. He was a director of Nortel Networks Corporation, a global telecommunications company, from January 11, 2005 to August 10, 2009, serving as chairman of the board from June 29, 2005. He retired on December 19, 2003, as chairman of Hughes Electronics Corporation, a General Motors Corporation subsidiary and provider of digital television entertainment, broadband satellite network, and global video and data broadcasting. He had served as chairman since June 1, 2001. Mr. Pearce was vice chairman and a director of General Motors Corporation, one of the world's largest automakers, from January 1, 1996 to May 31, 2001. He served on the President's Council on Sustainable Development and co-chaired the President's Commission on the United States Postal Service. Prior to joining General Motors, he was a senior partner in the Pearce & Durick law firm in Bismarck, ND. Mr. Pearce is a director of the United States Air Force Academy Endowment, and a member of the Advisory Board of the University of Michigan Cancer Center. He is a Fellow of the American College of Trial Lawyers and a member of the International Society of Barristers. He also serves on the Board of Trustees of Northwestern University. He has served as a chairman or director on the boards of numerous nonprofit organizations, including as chairman of the board of Visitors of the U.S. Air Force Academy, chairman of the National Defense University Foundation, and chairman of the Marrow Foundation. He currently serves as a director of the National Bone Marrow Transplant Link and New York Marrow Foundation. Mr. Pearce received a bachelor's degree in engineering sciences from the U.S. Air Force Academy and his law degree from Northwestern University's School of Law.

For the following reasons, the board concluded that Mr. Pearce should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. MDU Resources Group, Inc. values public company leadership and the experience directors gain through such leadership. Mr. Pearce is recognized nationally as well as in the State of North Dakota as a business leader and for his business acumen. He has multinational business management experience and proven leadership skills through his position as vice chairman at General Motors, as well as through his extensive service on the boards of large public companies, including Marriott International; Hughes Electronics, where he was chairman; and Nortel Networks, where he also was chairman. He also brings to our board his long experience as a practicing attorney. In addition, Mr. Pearce is focused on corporate governance issues and is the founding chair of the Chairmen's Forum, an organization comprised of non-executive chairmen of publicly-traded companies. Participants in the Chairmen's Forum discuss ways to enhance the accountability of corporations to owners and promote a deeper understanding of independent board leadership and effective practices of board chairmanship. The board also believes that Mr. Pearce's values and commitment to excellence make him well-suited to serve as chairman of our board.



John K. Wilson  
Age 55

Director Since 2003  
Audit Committee

Mr. Wilson was president of Durham Resources, LLC, a privately held financial management company, in Omaha, Nebraska, from 1994 to December 31, 2008. He previously was president of Great Plains Energy Corp., a public utility holding company and an affiliate of Durham Resources, LLC, from 1994 to July 1, 2000. He was vice president of Great Plains Natural Gas Co., an affiliate company of Durham Resources, LLC, until July 1, 2000. The company bought Great Plains Energy Corp. and Great Plains Natural Gas Co. on July 1, 2000. Mr. Wilson also served as president of the Durham Foundation and was a director of Bridges Investment Fund, a mutual fund, and the Greater Omaha Chamber of Commerce. He is presently a director of HDR, Inc., an international architecture and engineering firm based in Omaha, and serves on the advisory boards of US Bank NA Omaha and Duncan Aviation, an aircraft service provider, headquartered in Lincoln, Nebraska. He also serves as deputy director of the Robert B. Daugherty Charitable Foundation.

Mr. Wilson is a certified public accountant. He received his bachelor's degree in business administration, cum laude, from the University of Nebraska – Omaha. During his career, he was a member of the audit staff and an audit manager at Peat, Marwick, Mitchell (now known as KPMG), controller for Great Plains Natural Gas Co., and chief financial officer and treasurer for all Durham Resources entities.

For the following reasons, the board concluded that Mr. Wilson should serve as a director of MDU Resources Group, Inc., in light of our business and structure, at the time we file our proxy statement. Mr. Wilson has an extensive background in finance and accounting as well as extensive experience with mergers and acquisitions through his education and work experience at a major accounting firm and his later positions as controller and vice president of Great Plains Natural Gas Co.; president of Great Plains Energy Corp.; and president, chief financial officer, and treasurer for Durham Resources, LLC and all Durham Resources entities. The electric and natural gas utility business was our core business when our company was founded in 1924. That business now operates through four utilities: Montana-Dakota Utilities Co., Great Plains Natural Gas Co., Cascade Natural Gas Corporation, and Intermountain Gas Company. Mr. Wilson is our only non-employee director with direct experience in this area through his prior positions at Great Plains Natural Gas Co. and Great Plains Energy. In addition, Mr. Wilson's extensive finance and accounting experience make him well-suited for our audit committee.

The board of directors recommends a vote "for" each nominee.

A majority of votes cast is required to elect a director in an uncontested election. A majority of votes cast means the number of votes cast “for” a director’s election must exceed the number of votes cast “against” the director’s election. “Abstentions” and “broker non-votes” do not count as votes cast “for” or “against” the director’s election. In a contested election, which is an election in which the number of nominees for director exceeds the number of directors to be elected and which we do not anticipate, directors will be elected by a plurality of the votes cast.

Unless you specify otherwise when you submit your proxy, the proxies will vote your shares of common stock “for” all directors nominated by the board of directors. If a nominee becomes unavailable for any reason or if a vacancy should occur before the election, which we do not anticipate, the proxies will vote your shares in their discretion for another person nominated by the board.

Our policy on majority voting for directors and our corporate governance guidelines require any nominee for re-election as a director to tender to the board, prior to nomination, his or her irrevocable resignation from the board that will be effective, in an uncontested election of directors only, upon:

- receipt of a greater number of votes “against” than votes “for” election at our annual meeting of stockholders and
  - acceptance of such resignation by the board of directors.

Following certification of the stockholder vote, the nominating and governance committee will promptly recommend to the board whether or not to accept the tendered resignation. The board will act on the nominating and governance committee’s recommendation no later than 90 days following the date of the annual meeting.

Please note that the New York Stock Exchange rules have changed. Brokers may not vote your shares on the election of directors if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

## ITEM 2. REPEAL OF ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION, WHICH CONTAINS PROVISIONS RELATING TO BUSINESS COMBINATIONS WITH INTERESTED STOCKHOLDERS, AND RELATED AMENDMENTS TO ARTICLES THIRTEENTH AND FOURTEENTH

In November 2009, we received a stockholder proposal requesting that the board of directors take the steps necessary to change the stockholder vote requirements that call for a greater than simple majority vote in our restated certificate of incorporation, as amended, and bylaws to a majority of votes cast for or against any proposal.

Article TWELFTH of our restated certificate of incorporation, which has “fair price” provisions relating to business combinations with interested stockholders, contains a supermajority vote requirement. Article TWELFTH provides that, unless the transaction is approved by two-thirds of the continuing directors, the fair price and procedural requirements of article TWELFTH will apply to the business combination, and the business combination must be approved by at least 80% of the voting power of the outstanding voting stock. In this proxy statement, we sometimes refer to the provisions of article TWELFTH as the “fair price” provisions.

Article TWELFTH requires the affirmative vote of at least 80% of the voting power of our outstanding voting stock to approve certain transactions involving an “interested stockholder,” which is a person or group that beneficially owns more than 10% of our outstanding voting stock.

The supermajority vote requirement applies to the following transactions:

- a merger or consolidation with an interested stockholder

- a sale, lease, exchange or other disposition of assets of the company with an aggregate fair market value of \$5 million or more to an interested stockholder

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- the issuance of securities by the company with an aggregate fair market value of \$5 million or more to an interested stockholder
  - a voluntary plan of liquidation or dissolution proposed by an interested stockholder and
- a reclassification, recapitalization, merger or any other transaction that increases the proportionate share of outstanding shares of the company owned by an interested stockholder.

The supermajority vote requirement does not apply to transactions that have been approved by two-thirds of the continuing directors. Continuing directors are members of the board who are unaffiliated with, and not nominees of, an interested stockholder and who were members of the board prior to the time the interested stockholder became an interested stockholder. Continuing directors also include directors designated to succeed continuing directors.

We added article TWELFTH to our restated certificate of incorporation in 1985. As we discussed in our proxy statement at that time, there had been a number of instances in which an unsolicited bidder had acquired control of a company over the objections of management and, after acquiring control, had compelled a merger, consolidation or sale of assets without an arm's length negotiation of the terms. While tender offers or other takeover attempts could be made at a price substantially above the market price of a company's common stock, they frequently were made for less than all of the outstanding shares of a target company. Such partial offers could present stockholders with the alternative of either partially liquidating their investment at a time when that may be disadvantageous or retaining an investment in an enterprise under new management whose objectives may differ from those of the remaining stockholders. Article TWELFTH was designed to deal with then recently-developed takeover strategies such as two-tiered transactions that often resulted in inequitable treatment of long-term stockholders. Article TWELFTH was designed to encourage a person making an unsolicited bid for the company to negotiate with our board of directors to reach terms that were fair and in the best interests of the stockholders.

In more recent years, however, some investors have viewed fair price provisions as inconsistent with principles of good corporate governance and believe that these provisions make it more difficult for stockholders to effect change and participate in important decisions affecting the company. These investors believe that the supermajority vote requirement that is part of the fair price provisions limits the ability of a majority of stockholders to effect change by providing a veto right to a large minority stockholder or group of stockholders. They also assert that supermajority vote provisions cause boards and management to be less responsive or accountable to stockholders. Others have argued that supermajority vote requirements not only offer little, if any, protection to minority stockholders, but also have the effect of discouraging legitimate offers for a company by making them more expensive.

After receiving the stockholder proposal, the board of directors reviewed the advantages and disadvantages of the provisions contained in article TWELFTH and after this review decided to propose the repeal of article TWELFTH to further our goal of ensuring that our corporate governance policies maximize our accountability to stockholders.

The company will continue to be subject to Section 203 of the Delaware General Corporation Law, whether or not the proposed amendments are approved. With some exceptions, Section 203 provides that a business combination, as defined in Section 203, with an interested stockholder, which is a person owning 15% or more of a company's outstanding voting stock, cannot be completed for a three-year period after the date the person became an interested stockholder, unless

- prior to the time the person became an interested stockholder, the board of directors approved either the business combination or the transaction that resulted in the person becoming an interested stockholder
-

upon consummation of the transaction that resulted in the person becoming an interested stockholder, that person owned at least 85% of the outstanding voting stock, excluding certain shares or

- the business combination was approved by the board of directors and by at least two-thirds of the outstanding voting stock not owned by the interested stockholder.

In addition to the deletion of article TWELFTH, the board of directors has proposed related amendments to articles THIRTEENTH and FOURTEENTH of our restated certificate of incorporation. These amendments add to article THIRTEENTH some definitions of terms currently included in article TWELFTH that are relevant to other articles of our restated certificate of incorporation. These definitions of terms have been modified to reflect the repeal of article



TWELFTH. In addition, in article FOURTEENTH, the amendments substitute the term “business combination” that was previously defined in article TWELFTH with a description of the term’s meaning, which is no longer limited to transactions with “interested stockholders.”

The board of directors has approved the proposed amendments to our restated certificate of incorporation described above. The board resolution setting forth the proposed amendments to our restated certificate of incorporation is included in exhibit A to this proxy statement and shows the changes that would result from the amendments. If approved by our stockholders, the amendments will become effective upon filing with the Secretary of State of the State of Delaware, which filing we would make promptly after the annual meeting.

The board of directors recommends a vote “for” the proposal to repeal article TWELFTH of our restated certificate of incorporation, which contains provisions relating to business combinations with interested stockholders, and related amendments to articles THIRTEENTH and FOURTEENTH.

Approval requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes against this proposal.

### ITEM 3. REPEAL OF ARTICLE FIFTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION, WHICH CONTAINS SUPERMAJORITY VOTE REQUIREMENTS FOR AMENDMENTS TO CERTAIN ARTICLES OF OUR RESTATED CERTIFICATE OF INCORPORATION

As discussed above under Item 2, in November 2009, we received a stockholder proposal requesting that the board of directors take the steps necessary to change the stockholder vote requirements that call for a greater than simple majority vote in our restated certificate of incorporation and bylaws to a majority of votes cast for or against any proposal.

Article FIFTEENTH of our restated certificate of incorporation, as amended, requires the affirmative vote of at least 80% of the voting power of the outstanding voting stock to amend, alter, change or repeal, or to adopt any provision inconsistent with, the following provisions of our restated certificate of incorporation:

- article TWELFTH, which contains provisions relating to business combinations with interested stockholders and includes a supermajority vote requirement. As described under Item 2 above, article TWELFTH is proposed to be deleted.
- article THIRTEENTH, which contains provisions relating to the board of directors and establishes the range for the number of directors on the board, the authority of the board to fix the exact number of directors within the range, the provisions for annual election of directors, and the authority of the board to fill vacancies or newly created directorships
- article FOURTEENTH, which sets forth a list of factors for the board of directors to consider in evaluating a proposal by another party to make a tender or exchange offer for securities of the company or to effect a merger, consolidation or other business combination with the company
  - article FIFTEENTH itself and
- article SIXTEENTH, which contains provisions setting forth how stockholder action must be effected and who is entitled to call special meetings of stockholders.

The supermajority vote requirement does not apply to amendments that are recommended to stockholders by two-thirds of the continuing directors.

We added article FIFTEENTH to our restated certificate of incorporation in 1985. The supermajority vote requirement was intended to prevent one or more stockholders controlling a simple majority of our voting stock from repealing the fair price and other provisions referred to in article FIFTEENTH and to give minority stockholders holding in the aggregate in excess of 20% of the voting power the ability to prevent amendments to the fair price and other provisions referred to in article FIFTEENTH.

However, as with fair price provisions, in more recent years, some investors have viewed supermajority vote requirements as inconsistent with principles of good corporate governance and argue that such provisions make it more difficult for stockholders to effect change and participate in important decisions affecting the company. These investors believe that supermajority vote requirements limit the ability of a majority of stockholders to effect change by providing a veto right to a large minority stockholder or group of stockholders. They also assert that supermajority vote provisions cause boards and management to be less responsive or accountable to stockholders. Others have argued that supermajority vote requirements not only offer little, if any, protection to minority stockholders, but also have the effect of discouraging legitimate offers for the company by making them more expensive. A number of major corporations have determined that, regardless of the merits of supermajority vote provisions, principles of good corporate governance dictate that such requirements be eliminated.

After receiving the stockholder proposal, the board of directors reviewed the advantages and disadvantages of supermajority vote requirements contained in article FIFTEENTH and, after this review, decided to propose the repeal of article FIFTEENTH to further our goal of ensuring that our corporate governance policies maximize our accountability to stockholders.

If article FIFTEENTH is repealed, the stockholder vote required to approve amendments to the provisions of our restated articles of incorporation identified in article FIFTEENTH not recommended to stockholders by two-thirds of our continuing directors would be reduced from an 80% supermajority vote to a majority of our outstanding voting stock. Section 242(b) of the Delaware General Corporation Law would apply to all amendments to our restated certificate of incorporation and require that charter amendments be approved by a majority of the outstanding stock entitled to vote thereon and by a majority of the outstanding stock of each class entitled to vote thereon as a class, unless the Delaware General Corporation Law or our restated certificate of incorporation specifically provides for a greater than majority vote.

The board of directors has approved the proposed amendment as described above. The board resolution setting forth the proposed amendment to our restated certificate of incorporation is included in exhibit A to this proxy statement and shows the changes that would result from the amendment. If approved by our stockholders, the amendment will become effective upon filing with the Secretary of State of the State of Delaware, which filing we would make promptly after the annual meeting.

The board of directors recommends a vote “for” the proposal to repeal article FIFTEENTH of our restated certificate of incorporation, which contains supermajority vote requirements for amendments to certain articles of our restated certificate of incorporation.

Approval requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes against this proposal.

**ITEM 4. REPEAL OF SECTION (c) OF ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION, WHICH PROVIDES THAT DIRECTORS MAY BE REMOVED BY STOCKHOLDERS ONLY FOR CAUSE, AND TECHNICAL AMENDMENTS TO SECTION (a) OF ARTICLE THIRTEENTH**

Section (c) of article THIRTEENTH of our restated certificate of incorporation, as amended, provides that any director or the entire board of directors may be removed by stockholders only for cause and sets forth the requirements for such removal.

In 2007, our board of directors proposed and our stockholders approved the declassification of our board. The declassification has been phased in over a three-year period from 2008 to 2010. Directors elected at our 2007 annual

meeting comprise the last class of directors elected to serve a three-year term, and their terms will expire with this year's annual meeting. As a result, commencing with this year's annual meeting, our board will be completely declassified, and all directors at this year's annual meeting will be elected to serve one-year terms.

With the completion of the declassification of our board, section (c) of article THIRTEENTH will not be consistent with Section 141(k) of the Delaware General Corporation Law, which provides that the right of stockholders to remove directors may not be limited to removal for cause unless the board is classified.

The board of directors has therefore proposed to repeal section (c) of article THIRTEENTH and to make technical amendments to section (a) of article THIRTEENTH.

The board of directors has approved the proposed amendments to our restated certificate of incorporation described above. The board resolution setting forth the proposed amendments to our restated certificate of incorporation is included in exhibit A to this proxy statement and shows the changes that would result from the amendments. If approved by our stockholders, the amendments will become effective upon filing with the Secretary of State of the State of Delaware, which filing we would make promptly after the annual meeting. However, even if our stockholders do not approve the repeal of section (c), it will no longer have any effect because its provisions will be inconsistent with the Delaware General Corporation Law.

The board of directors recommends a vote “for” the proposal to repeal section (c) of article THIRTEENTH of our restated certificate of incorporation, which provides that directors may be removed by stockholders only for cause, and technical amendments to section (a) of article THIRTEENTH.

Approval requires the affirmative vote of a majority of the outstanding shares of common stock. Abstentions will count as votes against this proposal.

#### ITEM 5. RATIFICATION OF INDEPENDENT AUDITORS

The audit committee at its February 2010 meeting appointed Deloitte & Touche LLP as our independent auditors for fiscal year 2010. The board of directors concurred with the audit committee’s decision. Deloitte & Touche LLP has served as our independent auditors since fiscal year 2002.

Although your ratification vote will not affect the appointment or retention of Deloitte & Touche LLP for 2010, the audit committee will consider your vote in determining its appointment of our independent auditors for the next fiscal year. The audit committee, in appointing our independent auditors, reserves the right, in its sole discretion, to change an appointment at any time during a fiscal year if it determines that such a change would be in our best interests.

A representative of Deloitte & Touche LLP will be present at the annual meeting and will be available to respond to appropriate questions. We do not anticipate that the representative will make a prepared statement at the meeting; however, he or she will be free to do so if he or she chooses.

The board of directors recommends a vote “for” the ratification of Deloitte & Touche LLP as our independent auditors for 2010.

Ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2010 requires the affirmative vote of a majority of our common stock present in person or represented by proxy at the meeting and entitled to vote on the proposal. Abstentions will count as votes against this proposal.

In connection with the audit of our financial statements for 2010, the parties have drafted an agreement for audit committee approval that contains provisions for alternative dispute resolution and for the exclusion of punitive damages. The agreement provides that disputes arising out of our engagement of Deloitte & Touche LLP are resolved

through mediation or arbitration, commonly referred to as alternative dispute resolution procedures, and that the company's and Deloitte & Touche LLP's rights to pursue punitive damages or other forms of relief not based upon actual damages are waived. The alternative dispute resolution provisions do not apply to claims by third parties, such as our stockholders or creditors.

## ACCOUNTING AND AUDITING MATTERS

## Fees

The following table summarizes the aggregate fees that our independent auditors, Deloitte & Touche LLP, billed or are expected to bill us for professional services rendered for 2009 and 2008:

	2009	2008*
Audit Fees(a)	\$ 2,393,800	\$ 2,535,253
Audit-Related Fees(b)	52,292	78,511
Tax Fees(c)	17,600	33,653
All Other Fees(d)	130,016	0
Total Fees(e)	\$ 2,593,708	\$