GenOn Energy, Inc. Form PRE 14A February 25, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 14A

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

Filed by the Registrant b Filed by a Party other than the Registrant o Check the appropriate box: b Preliminary Proxy Statement

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

GENON ENERGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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Proxy Statement and Notice of 2011 Annual Meeting of Stockholders

March 21, 2011

NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are invited to attend the 2011 Annual Meeting of Stockholders of GenOn Energy, Inc. on Tuesday, May 3, 2011, beginning at 8:00 a.m., Central Time, at our corporate headquarters at 1000 Main Street, Houston, Texas.

At the meeting, stockholders will be asked to:

- 1. Elect the ten directors nominated by our Nominating and Governance Committee to our Board of Directors to serve until the next annual meeting of stockholders;
- 2. Ratify the Audit Committee s selection of KPMG LLP as our independent auditors for fiscal year 2011;
- 3. Adopt an amendment to our Third Restated Certificate of Incorporation to help protect the tax benefits of our net operating losses;
- 4. Approve the stockholder rights plan, adopted by the Board on January 15, 2001, as amended November 23, 2010:
- 5. Consider an advisory vote on the compensation of our named executive officers;
- 6. Consider an advisory vote on the frequency of conducting future advisory votes on the compensation of our named executive officers;
- 7. Consider a stockholder proposal, if properly presented at the meeting, described in the proxy materials; and
- 8. Transact such other business that may properly come before the meeting.

This year we are furnishing proxy materials to our stockholders over the Internet. You may read, print and download our proxy statement and annual report at https://www.proxyvote.now/gen. On or about March 21, 2011, we mailed our stockholders a notice containing instructions on how to access our proxy materials and vote online. The notice also provides instructions on how you can request proxy materials to be sent to you by mail or email and how you can enroll to receive proxy materials by mail or email for future meetings.

Stockholders of record at the close of business on March 7, 2011 are entitled to vote. Each share entitles the holder to one vote. You may vote over the Internet by following the instructions provided on the notice or proxy card mailed to you or by telephone by following the instructions found on the Internet site provided on the notice or proxy card. You may also vote in person at the meeting or, if you request to receive proxy materials by mail or email, by completing and returning a proxy card. For specific voting information, see General Information beginning on page 1 of the enclosed proxy statement. **Please vote in advance of the meeting even if you plan to attend.**

Attendance is limited to stockholders of GenOn Energy, Inc., their proxy holders and our guests. Check-in will begin at 7:15 a.m. Stockholders holding stock in brokerage accounts must bring a brokerage statement or other evidence of share ownership as of March 7, 2011 in order to be admitted to the meeting.

Sincerely,

Michael L. Jines Executive Vice President, General Counsel and Corporate Secretary and Chief Compliance Officer

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GENON ENERGY, INC. 1000 Main Street Houston, Texas 77002 (832) 357-3000

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 3, 2011.

The proxy statement and annual report are available at https://www.proxyvotenow.com/gen

GENERAL INFORMATION

We are providing these proxy materials to you in connection with the solicitation of proxies by the Board of Directors of GenOn Energy, Inc. for the 2011 Annual Meeting of Stockholders (the Meeting) and for any adjournment or postponement of the Meeting. In this proxy statement, we, us, our and the Company refer to GenOn Energy, Inc. (formerly known as RRI Energy, Inc.). On December 3, 2010, RRI Energy Holdings, Inc., a wholly owned subsidiary of the Company, completed its merger (the Merger) with and into Mirant Corporation (Mirant), as a result of which Mirant (renamed GenOn Energy Holdings, Inc. on the closing date of the Merger) is now our wholly owned subsidiary. The Merger was effected pursuant to the Agreement and Plan of Merger by and among the Company, Mirant and RRI Energy Holdings, Inc. dated as of April 11, 2010.

We are making these proxy materials available to you on the Internet. On or about March 21, 2011, we mailed a notice to our stockholders containing instructions on how to access the proxy materials at https://www.proxyvote.now/gen and vote online. In addition, stockholders may request proxy materials to be sent to them by mail or email.

What is the purpose of the Meeting?

At the Meeting, stockholders will be asked to:

- 1. Elect the ten directors nominated by our Nominating and Governance Committee to our Board of Directors to serve until the next annual meeting of stockholders;
- 2. Ratify the Audit Committee s selection of KPMG LLP as our independent auditors for fiscal year 2011;
- 3. Adopt an amendment to our Third Restated Certificate of Incorporation to help protect the tax benefits of our net operating losses (the Protective Charter Amendment);
- 4. Approve the stockholder rights plan, adopted by the Board on January 15, 2001, as amended November 23, 2010 (the Stockholder Rights Plan);
- 5. Consider an advisory vote on the compensation of our named executive officers (the Say on Pay Proposal);
- 6. Consider an advisory vote on the frequency of conducting future advisory votes on the compensation of our named executive officers (the Say on Frequency Proposal);

- 7. Consider a stockholder proposal, if properly presented at the meeting, described in this proxy statement (the Stockholder Proposal); and
- 8. Transact such other business that may properly come before the meeting.

1

Who is entitled to vote at the Meeting?

Only stockholders of record at the close of business on March 7, 2011, the record date for the Meeting, are entitled to receive notice of and participate in the Meeting. If you were a stockholder of record on that date, you are entitled to vote all of the shares you held on that date at the Meeting, or any postponements or adjournments of the Meeting.

If your shares are registered directly in your name, you are the holder of record of these shares and the notice was sent directly to you. If you hold your shares in a brokerage account or through a bank or other holder of record, you hold the shares in street name, and your broker, bank or other holder of record sent the voting instructions to you.

If you hold your shares indirectly in the GenOn Energy Savings Plan (formerly the RRI Energy, Inc. Savings Plan) or the GenOn Energy Union Savings Plan (formerly the RRI Energy, Inc. Union Savings Plan, and, together with the GenOn Energy Savings Plan, collectively, the GenOn Benefit Plans), you have the right to direct the trustees of the GenOn Benefit Plans (the Trustee) how to vote your shares as described in the voting materials sent to you by the Trustee.

How many votes do I have?

You have one vote for each share of our common stock you owned as of the record date for the Meeting.

How do I vote?

You may vote over the Internet by following the instructions provided on the notice or proxy card mailed to you or by telephone by following the instructions found on the Internet site provided on the notice or proxy card. You may also vote in person at the Meeting or, if you request (or have previously requested) proxy materials by mail or email, by completing and returning a proxy card.

If you hold your shares in street name, you have the right to direct your broker, bank or other holder of record how to vote by following the instructions sent to you by the holder of record. If you desire to vote in person at the Meeting, as a holder in street name, you must provide a legal proxy from your bank, broker or other holder of record.

If you hold your shares indirectly through the GenOn Benefit Plans, you have the right to direct the Trustee of the GenOn Benefit Plans how to vote your shares as described in the voting materials sent to you by the Trustee.

May I change my vote?

Yes, you may change your vote at any time prior to the vote tabulation at the Meeting by (a) voting in person at the Meeting, (b) casting a vote over the Internet or by telephone at a later date or (c) if your shares are registered in your name, sending a written notice of revocation to our Corporate Secretary by mail to GenOn Energy, Inc., P.O. Box 3795, Houston, Texas 77253 or by facsimile at (832) 357-0140. If you request proxy materials by mail or email, you may also change your vote by mailing a proxy card with a later date. If you recast your vote, only your later dated proxy (whether cast by Internet, telephone, mail or in person) will be counted.

What are the Board s recommendations?

The Board recommends a vote FOR proposals 1 5, for having an advisory vote on say on pay ONCE EVERY YEAR (proposal 6), and AGAINST the Stockholder Proposal (proposal 7). If any other matter properly comes before the

Meeting, Edward R. Muller and Mark M. Jacobs (the $\,$ Proxy Holders $\,$) will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

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How many votes must be present to hold the Meeting?

We will have a quorum, and will be able to conduct the business of the Meeting, if the holders of a majority of shares of common stock outstanding and entitled to vote are represented in person or by proxy at the Meeting. As of the record date, [#] shares of common stock, representing the same number of votes, were outstanding. The presence of the holders of at least [#] shares of common stock will be required to establish a quorum. Proxies received but marked as abstentions or broker non-votes will be included in the calculation of the quorum. For more information regarding broker non-votes, see How are abstentions and broker non-votes treated?

What vote is required to approve each proposal?

Directors are elected if the votes cast for that nominee s election exceed the votes cast against that nominee s election. The affirmative vote of a majority of the shares of common stock represented at the Meeting and entitled to vote is required for: a) ratification of KPMG LLP s appointment, b) approval of the Stockholder Rights Plan, c) approval of the Say on Pay Proposal, and d) approval of the Stockholder Proposal. The adoption of the Protective Charter Amendment requires the affirmative vote of a majority of our outstanding shares of common stock. With respect to the Say on Frequency Proposal, the frequency (every one, two or three years) that receives the highest number of votes cast by stockholders on a plurality basis will be approved (i.e., the frequency with the most votes cast will be approved even if that frequency does not receive a majority of votes cast).

How are abstentions and broker non-votes treated?

If you *ABSTAIN* on voting for any nominee for director, your vote will not be counted as a vote cast and will have no effect on whether such nominee is elected. If you *ABSTAIN* on voting for a) ratification of KPMG LLP s appointment; b) adoption of the Protective Charter Amendment; c) approval of the Stockholder Rights Plan; d) advisory approval of the Say on Pay Proposal; or e) approval of the Stockholder Proposal, that will have the effect of a vote against each of those matters. If you *ABSTAIN* on voting for the Say on Frequency Proposal, your vote will not be counted as a vote cast and will have no effect on the proposal.

A broker non-vote occurs when the broker holding shares in street name is unable to vote on a proposal because the New York Stock Exchange (NYSE) rules prohibit a broker from voting on the matter without owner instructions. Relevant NYSE rules provide that a broker holding shares for an owner in street name may not vote for a non-routine proposal or a stockholder proposal that is opposed by management, without voting instructions, whereas a broker may vote on routine matters without owner instructions. The election of directors, the Protective Charter Amendment proposal, the Stockholder Rights Plan proposal, the Say on Pay Proposal, the Say on Frequency Proposal and the Stockholder Proposal are non-routine items. Except in the case of the Protective Charter Amendment, broker non-votes, if any, will not be counted as having been entitled to vote or as a vote cast and will have no effect on the outcome of the vote on these proposals. Broker non-votes will have the effect as a vote against the Protective Charter Amendment proposal. The ratification of the appointment of KPMG is a routine item.

What if I do not mark a voting choice for some of the matters listed on my proxy card?

If you return a signed proxy card without indicating your vote, your shares will be voted FOR proposals 1 5, for having an advisory vote on say on pay ONCE EVERY YEAR and AGAINST proposal 7 (the Stockholder Proposal).

Can the shares that I hold in the GenOn Benefit Plans be voted if I do not return my instructions to the Trustee timely?

You must provide voting instructions to the Trustee for the shares you hold indirectly in the GenOn Benefit Plans by 11:59 p.m., Eastern Time, on April 28, 2011. If you do not timely provide voting instructions, then the Trustee will vote your shares in the same proportion as the shares for which timely instructions were received, unless to do so would be prohibited by law.

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Could other matters be decided at the Meeting?

We do not know of any matters that will be considered at the Meeting other than the proposals set forth in this proxy statement. If other matters are properly raised at the Meeting, your proxy authorizes the Proxy Holders to vote as they think best, unless authority to do so is withheld by you in your proxy.

What happens if the Meeting is postponed or adjourned?

If the Meeting is postponed or adjourned, your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted at the Meeting.

CORPORATE GOVERNANCE

The following section summarizes information about our corporate governance practices, our Board and its committees and the director nomination process.

Corporate Governance Guidelines

We are committed to sound corporate governance principles. To evidence this commitment, the Board has adopted Corporate Governance Guidelines, which, along with the charters of the Board committees, our Code of Ethics and Business Conduct (the Code of Ethics) and our ethics and compliance program, provide the framework for our corporate governance. Complete copies of our Corporate Governance Guidelines, charters of the Board committees and our Code of Ethics are available on our website at www.genon.com/company/company-governance-ethics.aspx or in print to any stockholder who requests them from our Investor Relations department at 832-357-7000. The Board and management regularly review corporate governance developments and the Board modifies the charters and guidelines and management modifies the Code of Ethics and program as appropriate.

Ethics and Compliance

Our Code of Ethics, which applies to our directors, executives and employees, satisfies the U.S. Securities and Exchange Commission s (SEC) requirements for a code of ethics. The Code of Ethics prohibits our directors, executives and employees from having relationships or engaging in activities which might conflict with, or give the appearance of conflicting with, our interests or which might affect their independence or judgment.

Among other things, the Code of Ethics addresses conflicts of interest, gifts and entertainment, compliance with laws, rules and regulations (including insider trading, financial reporting and antitrust laws), safeguarding corporate resources, and maintaining appropriate government relations. The Code of Ethics also includes procedures to report possible violations of laws, regulations or the Code of Ethics. Reports may be made to an employee supervisor, our Chief Compliance Officer, any member of the Ethics and Compliance, Legal Services or Human Resources groups, a Risk Area Officer or any other senior company official. Reports may also be made anonymously to the Chief Compliance Officer through a toll-free compliance hotline, a web address, or a mailing address administered by an independent third party. All reported violations are investigated promptly and, to the extent possible, treated confidentially. It is our policy that no individual will face discharge, demotion, suspension, threat, discrimination or any other form of retaliation for reporting a potential violation of the Code of Ethics in good faith, furnishing information or assisting or participating in any manner in an investigation, compliance review or other activity related to the administration of the Code of Ethics.

Our executives and employees are required to annually certify their compliance with the Code of Ethics. The Code of Ethics requires any exception to or waiver of the Code of Ethics for a director or executive be made only by the Board or an independent Board committee and disclosed on our website. To date, we have not received any requests for or granted any waivers of the Code of Ethics for any of our executives or directors. Our Chief Compliance Officer monitors compliance with the Code of Ethics and confirms that our

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business practices are consistent with the Code of Ethics. Under our ethics and compliance program, our employees regularly participate in a series of ethics and compliance training courses that define problematic relationships and activities and promote understanding of conflicts of interests and our values. The Audit Committee provides oversight of the ethics and compliance program.

Stock Ownership Guidelines and Mandatory Holding Periods

To align our directors and executives with the interests of our stockholders, we have stock ownership guidelines for our directors and executives. In December 2010, the stock ownership levels in the guidelines were revised to be based on a multiple of annual base salary (in the case of executives) or annual cash retainer (in the case of non-management directors). All non-management directors have an ownership target level of ownership of Company common stock of three times such director s annual cash retainer. The target level of ownership of Company common stock for the following executives is the aggregate of such person s annual salary multiplied by the number in parenthesis following his or her position: Chief Executive Officer (5); President (4); Executive Vice Presidents (3); Senior Vice Presidents (2); and Vice Presidents (1). The target stock ownership levels are to be achieved by December 3, 2015 or within five years of first appointment to the Board or election as an executive, whichever is later.

Policy on Hedging Economic Risk of Securities Ownership

Because speculation in our securities based on fluctuations in the market may cause conflicts of interests with our stockholders, our Insider Trading Policy prohibits trading in options, warrants, puts and calls or similar instruments or derivatives related to our securities and it also prohibits selling our securities short, pledging our securities or holding our securities in margin accounts.

Board Size, Leadership Structure and Role in Risk Oversight

On December 3, 2010, in connection with the Merger, the authorized size of our Board was increased from five members to ten members and Messrs. Dallas, Johnson, Muller, Murray and Thacker, each a former member of the Mirant board of directors, were elected to our Board. The members of our Board prior to the Merger, Ms. Perez and Messrs. Barnett, Jacobs, Miller and Silverstein, have continued as directors. On December 3, 2010, in connection with the Merger, Steven L. Miller resigned as Chairman of the Board and was appointed Lead Director and Edward R. Muller was appointed Chairman of the Board. All members of our Board are non-management directors, except Edward R. Muller, who serves as our Chairman and Chief Executive Officer, and Mark Jacobs, who serves as our President and Chief Operating Officer.

The Board periodically reviews its leadership structure and recognizes that the Company s leadership requirements and Board composition may change over time. The Board thinks that the Company and its stockholders are well-served by the Board s current leadership structure. Having one person serve as both Chairman of the Board and Chief Executive Officer of the Company provides clear leadership for the Company, helps ensure accountability for the successes and failures of the Company, facilitates information flow between management and the Board, and fosters effective decision-making and alignment on corporate strategy. At the same time, having an independent Lead Director vested with key duties and responsibilities and four independent Board committees chaired by independent directors provides a formal structure for strong independent oversight of the Chairman and the rest of the Company s management team.

The Board oversees all areas of major risk exposure for the Company and is assisted in this role by the Risk and Finance Oversight Committee and the Audit Committee. The Risk and Finance Oversight Committee is provided with regular reports from management on our key business risks, and meets periodically with our Chief Risk Officer and management to discuss specific risks and assess the effectiveness of our risk management systems. The Audit Committee is regularly provided with accounting, auditing and other financial information and internal control and

ethics and compliance reports and meets periodically with our internal auditor, independent auditor, Chief Compliance Officer and management to discuss such information. See Summary of Committee Responsibilities.

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Director Independence

At least once a year, the Nominating and Governance Committee reviews all relationships each director has with us, including any charitable contributions we make to organizations where our directors serve as board members. The Nominating and Governance Committee reports the results of its review to the Board, which then determines which directors satisfy our independence standards. Rather than adopting categorical standards of independence, the Board assesses independence on a case-by-case basis, in each case consistent with the legal requirements described in our committee charters and the listing standards of the NYSE. These standards provide that a director cannot be independent unless the Board affirmatively determines that the director has no material relationship with us. In addition, a director is not independent if the director does not meet the objective tests described in the NYSE listing standards. Under the NYSE listing standards, Audit Committee members must also satisfy the SEC rule regarding independence.

The Board determined that Ms. Perez and Messrs. Barnett, Dallas, Johnson, Miller, Murray, Thacker and Silverstein are independent directors. Mr. Muller and Mr. Jacobs are not independent because of their employment with the Company. Each member of our Audit, Nominating and Governance and Compensation Committees is independent under the applicable rules and regulations of the SEC and the listing standards of the NYSE.

In making its determination with respect to Mr. Silverstein, the Board considered his membership on the advisory council of the Electric Power Research Institute (EPRI), a non-profit organization to which the Company provides funding for research projects. In determining that the relationship did not constitute a material relationship, the Board noted that Mr. Silverstein has no interest in the transactions between us and EPRI, he does not serve as an executive, director or employee of EPRI and he has no ownership interest in EPRI.

Under the terms of our Corporate Governance Guidelines, each of our independent directors is required to ensure that he or she does not have any relationships or engage in any activities that would result in the director not being independent. Prior to engaging in any material relationship or activity that could reasonably be expected to affect his or her independence, the director must consult with our General Counsel, who determines whether the relationship or activity is addressed and permitted by our independence standards. Our General Counsel refers the matter to the Board if the specific relationship or activity is not addressed by our independence standards. If our General Counsel or Board determines that the relationship or activity would jeopardize the director s independence, the director is not permitted to engage in the activity or relationship.

Related Person Transactions

We have adopted a written policy and procedures to assess relationships and transactions to which the Company and our directors and executives or their immediate family members are parties to determine if they have a direct or indirect material interest in the transaction. At the first scheduled Nominating and Governance Committee meeting each year, management identifies for the committee any related person transactions to be entered into for that calendar year, including the proposed aggregate value of such transactions. All related person transactions must be approved by the Nominating and Governance Committee and must be on terms comparable to those that could be obtained in arms-length dealings with an unrelated third party. There were no reportable transactions between the Company and related persons in 2010.

Meetings of Non-management Directors

To facilitate candid discussion among our non-management directors, our non-management directors meet at least quarterly in executive session. The agenda for each regularly scheduled Board meeting includes an executive session of non-management directors. The Lead Director presides over meetings of non-management directors and assists in the preparation of the agenda for each meeting.

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Director Attendance at Board Meetings and Annual Meetings

During 2010, the Board met 12 times and all directors attended 100% of the meetings which took place during their tenure on the Board. Although the Company has no formal policy regarding attendance by directors at the Company s annual meetings, all directors on that date attended the 2010 annual meeting and we expect that all directors will attend the 2011 Meeting.

Director Orientation and Continuing Education

We regularly provide updates to the Board on topics relevant to their responsibilities as directors and significant issues, trends and changes in corporate governance. Each director is also encouraged to attend external seminars addressing corporate governance each year. Any new directors will participate in an orientation program on the Company s capital structure and organization, business units, strategic plan, significant financial, accounting and risk management issues, governance policies, Code of Ethics and vision.

Limitation on Number of Public Company Board Memberships

To ensure that each director is able to devote sufficient time to performing his or her duties, our Corporate Governance Guidelines prohibit our directors from serving on the boards of more than three other public companies. In addition, the Board and the Nominating and Governance Committee take into account service on other boards as a factor in evaluating director performance and committee assignments. The Audit Committee s Charter prohibits committee members from serving on the audit committee of more than two other public companies.

Change in Directors Professional or Personal Circumstances

The Nominating and Governance Committee evaluates material changes in the personal or professional status of a director that could be expected to diminish the director—s ability to effectively function as a member of the Board. In addition, as part of the annual director evaluation process, the Board considers changes in professional status and health, family, business or personal issues that may bear on effectiveness of Board service. Our Corporate Governance Guidelines require directors to submit a resignation letter if they have a substantial job change. The Board has discretion to accept or reject these resignation letters.

Board and Individual Director Evaluation Process

The Nominating and Governance Committee conducts an annual evaluation to determine whether the Board, its committees and its members are functioning effectively. The evaluation focuses on the Board s (and each Board committee s and member s) contribution as a whole to us and on areas that the Board, any Board committee, any individual director and/or management think can be improved. The Board, at its next regularly scheduled meeting, reviews the conclusions of the evaluation and any recommendations for action.

Succession Planning

Succession planning with respect to the position of Chief Executive Officer is reviewed and evaluated at the Board level. As part of this process, the non-management members of the Board generally evaluate at least annually potential successors to the Chief Executive Officer and executive management and review development plans for candidates, based upon reports and recommendations from the Chief Executive Officer. The Chief Executive Officer is responsible for development and succession of executive management, and the Chief Executive Officer and the

non-management directors are responsible for assuring such succession and development plans are in the best interests of the Company. We have also adopted a policy regarding succession in the event of an emergency involving or the unexpected resignation, retirement or incapacity of our Chief Executive Officer and Chairman of the Board.

In connection with the Merger, Mr. Muller entered into an employment agreement with us, effective as of the completion of the Merger, to serve as the Chief Executive Officer of the Company for a period of up to three years. The Board envisions that Mr. Jacobs will be appointed Chief Executive Officer of the Company

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on the third anniversary of the Merger and in any event not later than the tenth day following any earlier date as of which Mr. Muller ceases to serve as Chief Executive Officer.

Director Elections

Our bylaws provide that, to be elected, each nominee must receive more votes cast for his or her election than votes cast against his or her election. In contested elections where the number of nominees exceeds the number of directors to be elected, the vote standard will be a plurality of votes cast. These bylaw provisions cannot be changed without stockholder approval.

In addition, our Corporate Governance Guidelines include a director resignation policy, which is summarized as follows:

nominees must have submitted irrevocable, conditional resignations that become effective if that nominee is not elected by a majority of the votes cast in his or her election at the next annual meeting;

the Nominating and Governance Committee makes a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken;

the Board takes action with respect to the resignation within 90 days following the stockholders meeting and publicly discloses its decision and the rationale behind it; and

if a majority of the members of the Board are not elected by the required vote, then an ad hoc Board committee consisting of the independent directors who were elected will perform the duties described above.

Committee Composition and Meetings

Each of our directors attended all of the meetings held by all Board committees on which they served in 2010, during the period in which they served on such Board committee. The members of the Committees of the Board were as follows:

	Number			Number
	Committee Members	of	Committee Members	of
	(January 1, 2010-	Meetings	(December 3, 2010-	Meetings
Committee	December 2, 2010)	in 2010		