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### ITEM 2: RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009 **BACproxyVote.com says FOR**

The Audit Committee has selected PwC as the independent registered public accounting firm to audit the books of the Corporation and its subsidiaries for the year ending December 31, 2009, to report on the consolidated balance sheet and related consolidated statement of income, and to perform such other appropriate accounting services as may be required. The Board recommends that the stockholders vote in favor of ratifying the selection of PwC for the purposes set forth above. If the stockholders do not ratify the selection of PwC, the Audit Committee will consider a change in auditors for the next year.

PwC has advised the Audit Committee that they are independent accountants with respect to the Corporation, within the meaning of standards established by the American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board, the Independence Standards Board and federal securities laws administered by the SEC. Representatives of PwC will be present at the Annual Meeting. They will have the opportunity to make a statement if they so desire, and they will be available to respond to appropriate questions.

#### Fees to Independent Registered Public Accounting Firm for 2008 and 2007

The following is a summary of the fees billed to us by PwC for professional services rendered for 2008 and 2007:

	2008	2007
	(in millions)	
Audit Fees	\$ 55.8	\$ 39.3
Audit-Related Fees	\$ 6.5	\$ 6.1
Tax Fees	\$ 20.9	\$ 16.1
All Other Fees	\$ 0.2	\$ 0.1
Total Fees	\$ 83.4	\$ 61.6

*Audit Fees.* Audit fees consist of fees billed by PwC related to the audit of our consolidated financial statements, the audit of statutory and subsidiary financial statements, certain agreed upon procedures and other attestation reports, the issuance of comfort letters and SEC consents.

*Audit-Related Fees.* Audit-related fees consist of fees billed by PwC for other audit and attest services, financial accounting, reporting and compliance matters, risk and control reviews and transaction and due diligence services.

*Tax Fees.* Tax fees consist of fees billed by PwC for tax compliance, advisory and planning services.

*All Other Fees.* All other fees principally consists of financial advisory fees billed by PwC for international human resource advisory work.

#### Pre-approval Policies and Procedures

Under the Audit Committee's pre-approval policies and procedures, the Audit Committee is required to pre-approve the audit and non-audit services performed by our independent registered public accounting firm. On an annual basis, the Audit Committee pre-approves a list of services that may be provided by the independent registered public accounting firm without obtaining specific pre-approval from the Audit Committee. The list of pre-approved services is divided into four categories: audit services; audit-related services; tax services; and all other services. In addition, the Audit Committee sets pre-approved fee levels for each of these listed services. Any type of service that is not included on the list of pre-approved services must be specifically approved by the Audit Committee or its designee. Any proposed service that is included on the list of pre-approved services but will cause the pre-approved fee level to be exceeded will also require specific pre-approval by the Audit Committee or its designee.

The Audit Committee has delegated pre-approval authority to the Audit Committee chairman and any pre-approved actions by the Audit Committee chairman as designee are reported to the Audit Committee for approval at its next scheduled meeting.

All of the fees paid to PwC in 2008 were pre-approved by the Audit Committee.

**The Board recommends a vote "FOR" ratification of the independent registered public accounting firm for 2009 (Item 2 on the proxy card).**