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0 1 IRRC

The Investor Responsibility Research Center has been the premier information service, since its founding in 1972, for institutional shareholders who wish to make independent assessments of the policies of their portfolio companies. Increasingly, IRRGS expertise in such diverse fields as corporate governance, South Africa, energy and defense also is being recognized by corporations, law firms, government officials, public relations professionals, journalists and others who follow public policy and regulatory issues.

IRRC, an independent, not-for-profit corporation, is dedicated to providing timely and impartial reporting and analysis on public policy issues that affect corporations and institutional investors. Much of the Center's research relates to issues raised in management and shareholder proposals_issues that may concern the corporationis impact on society, the regulatory climate in which it does business, its relations with its shareholders, or its financial performance.

IRRC makes no recommendations about the subjects it covers. The impartiality of the Centers reports enhances their value to institutional investors wishing to evaluate issues according to their own investment criteria or proxy voting guidelines, or to other clients wishing to make their own assessments of corporate or institutional behavior.

IRRC's work is financed primarily by annual subscription fees. The Center is governed by a 21-member board of directors who represent subscribing institutions.

IRRC is registered as an investment adviser with the Securities and Exchange Commission.

For the Investor Responsibility Research Center, 1985 was a year of growth and recognition. Staff mem-

bers, expertise in corporate governance, South Africa and energy were sought in consulting contracts by such clients as the US. Labor Department, Battelle Memorial Laboratories and a conw sortium of 55 colleges and universities, and IRRC publications were discussed in major newspapers and magazines. A 25 percent increase in the number of IRRC subscribers and strong publications sales attested to the growing public interest in IRRC and contributed to our best financial year ever. South Africa: South Africa dominated the headlines in 1985 as Americans, prompted by the award of the Nobel Peace Prize to Bishop Desmond Tutu and the daily protests in front of the South African embassy, focused attention on that country and its racial policies. As public interest in South Africa grew, so did recognition of IRROS work in this area. Foreign Investment in South Africa, our directory of the US. companies and banks that have investments in South Africa, received mention in The New York Times, The Washington Post and other newspapers, as it became the accepted reference on the subject for institutional investors with South Africa investment guidelines. In addition, a consortium of universities, formed by 15 members a year earlier to finance additional research by IRRC on issues of common concern related to South Africa, renewed its contract and expanded to 55 members. In 1985, IRRC conducted research and prepared reports for the consortium on several issues, including how American universities might assist the education of black South Africans, how black South Africans view disin-Vestment, and whether signing the Sullivan principles has an impact on the labor practices of US. companies in South Africa. In 1985, IRRC launched two new quarterly publications for subscribers to our South Africa Review Service. Divestment Action

Roundup provides an overview of measures proposed or adopted by American states, Cities and counties to restrict investment of public funds in companies or banks that invest in South Africa. Directory Update provides current information on the South African operations of U.S. companies and on the South African lending policies of major US banks to subscribers who rely on For: eign Investment in South Africa. We also published indepth profiles of the South African operations of 12, maj or US. companies, based on on-site visits by IRRC staff in 1984, and several major studies, including The Impact of South Africa-Related Divestment on Equity Portfolio Performance. We plan to publish a new edition of the directory of US. companies and banks investing in South Africa in 1986. In 1985, two staff members made a research trip to South Africa to review political and social developments in that country. Upon their return, they held the third annual report-back for South Africa Review Service subscribers, offering their analysis of the current situation in South Africa and making predictions on the political and investment climate there over the short term.

In 1985, IRRCis Corporate Governance Service expanded the universe of companies that it follows from r7'50 to approximately 1,000 and issued several major publications. These included four in-depth studies: an analysis of the impact of antitakeover charter amendments on contests for corporate control; a directory listing antitakeover Charter amendments that have been adopted by S&PP 500 corporations; a survey of the recent federal-state conflicts involving tender offer regulation; and an analysis of the effects of institutional investors on takeover activity. Early in 1986, we issued three more studies, one analyzing the financial characteristics of

Corporate governance:

takeover targets, another examining the consequences of the proposal by the New York Stock Exchange to change its one share, one vote rule, and the third reviewing recent de-

velopments in corporate proxy contests. The expertise of the Corporate Governance Service was tapped by several institutions in addition to our subscribers in 1985. During the year, we completed a consulting contract with the US. Department of Labor that included a review of its role in regulating pension funds and the policy options available to the department. In connection with this research, we testified before hearings held by the Department of Labor and the Senate Subcommittee on Oversight of Government Management. Finally, we provided guidance to NBC News in preparing a documentary that aired in July concerning the role of pension funds in the US. economy.

Energy: The year 1985 was busy for the energy staff as they completed a directory of non-utility renewable electricity development and began work under two consulting contracts. The directory, Power Plays, profiles more than 100 companies involved in six renewable technologies and provides the most comprehensive look available at the future of this industry. Under one of the new contracts, IRRC delivered preliminary data to Battelle Memorial Laboratories for a study of electric utility demand-side management programs that Battelle is conducting for the Electric Power Research Institute. Under a second contract, IRRC will investigate, in cooperation with the Renewable Energy Institute, the critical factors affecting institutional investment in renewable energy technologies. The Solar Energy Research Institute, a research arm of the US. Department of Energy, is sponsoring this work. Military: Early in 1985,

Military: Early in 1985, we published Stocking the Arsenal, a unique survey providing detailed information on the major defense programs of the 84 largest publicly held U.S. suppliers of equipment and

support services for national defense. The survey also definitively ranks the 50 leading nuclear weapons producers and analyzes trends in the defense industry. Our companion 1984 survey, The Nuclear Weapons Industry, continued to enjoy strong sales in 1985. During the year we also began work on a study of foreign military sales, with profiles of 20 U.S. companies.

profiles of 20 U.S. companies. Shareholder activity: A key component of IRRCls work in 1985 was our continued analysis of the many domestic and international public policy issues raised in shareholder resolutions proposed to the countryts leading corporations. Our Social Issues Service published proxy issues reports on 50 resolutions concerning corporate activity in South Africa, Latin America and other foreign countries; nuclear and space weapons production and military contracts; nuclear power and related energy matters; corporate political contributions; religious discrimination in N orthern Ireland; the international debt crisis; equal employment opportunity; and other issues. Early in 1985, a proxy season roundtable organized by IRRC brought subscribers up-to-date on the shareholder resolutions and management proposals to expect in the 1985 proxy season, and another was scheduled for early in 1986. Financial: Capping our 13th successive year of increased revenues, IRRC completed 1985 on its strongest financial footing ever, generating \$1,421,955 in revenues, compared with \$980,270 in 1984. This in. crease was a result of a successful marketing effort, which brought in some 40 new subscribers and boosted our publication sales, and growing contract revenues. Reflecting this growth, IRRCls staff also expanded, from 18 to 25, requiring us to move to more spacious quarters early in 1986. Outlook: Looking to the future, we plan to maintain the scope and quality of our

three services as we continue to monitor the concerns that may produce the corporate responsibility issues of tomorrow. Further details on the research provided under each of our services and publications planned for 1986 can be found in the next four pages of this annual report. We believe that they demonstrate IRRCls commitment to maintaining the high standards that our clients have come to expect from our research services as we analyze the changing social and public policy issues confronting corporations and their investors. %% #48 Albert J . Wilson Chairman Margaret Carroll Executive Director

Social Issues Service IRRCls Social Issues Service provides research and analysis on shareholder resolutions that raise social responsibility issues. Social Issues Service reports are essential for institutional investors that vote on shareholder resolutions as a way of influencing corporate policies that have an impact on society, and for clients that view shareholder resolutions as early indicators of the public concerns that may result in regulatory action with financial consequences for the companies involved. Accordingly, the Social Issues Service not only provides early notification of the social responsibility shareholder resolutions that will be raised throughout the year, but supplies clear, thoughtful analyses of the issues raised by these resolutions and of the regulatory and political Climate in Which they arise. 0 News for Investors, a monthly newsletter, provides complete descriptions of all social responsibility shareholder resolutions submitted for inclusion in corporations proxy statements. Beginning in January, a handy Checklist_organized alphabetically by company and updated monthly throughout the proxy seasonvshows the subject and sponsor of each resolution and the date of the annual meeting, enabling the subscriber to establish a schedule for considering the proposals. Through the rest of the year, News for Investors reports on the status of these resolutions as they come to votes at corporationsl annual meetings. News for Investors also keeps subscribers up-to-date on developments affecting corporate social responsi-TRBffmvf:;f,: f. bility in such areas as in: vestment in South Africa, energy, military issues and the environment. News for Investors also provides extensive coverage and analysis of the effect of the rules of the Securities and Exchange Commission governing shareholder access to corporations proxy statements. LIRRC': f O Proxy Issues Reports, mailed to subscribers three weeks before each corporationls annual meeting, provide objective coverage of the issues raised in each social responsibility shareholder resolution. For each Proxy Issues Report, IRRC analysts interview the proponent of the shareholder resolution and a representative of the company at Which it is pending. They also conduct independent research into topics having a direct bearing on each resolution. Using the Proxy Issues Reports, subscribers can make informed judgments about resolutions, both in reviewing the issues and in voting proxies. wt msmuym) vorm (n4 mun immn wuwwu umwmxs m 1M. nu mm mm a. m. ma mm Stocking the 1 a guide to the nations top military contractors Llnrhx S. Shuw, Jeffrey W. Knopf and Kenneth A. licnsch Investor Responsibilily Rcscxlrch Caller 0 How Institutions Voted, published every fall, smnmarizes the results of IRRCls annual poll of voting by institutional investors on social responsibility shareholder resolutions during the year. This report shows the votes of individual institutions, looks at trends, discusses in depth five or more shareholder issues that dominated the proxy season, and provides a final checklist of the resolutions brought to votes and the levels of support they received. O Periodic special reports analyze economic, social and political issues. Recent studies have included a survey of the top 84 US. defense contractors and an overview of the nuclear weapons industry. Special reports in 1986 will include a directory of the maj or nonutility alternative energy producers, an assessment of corporate philanthropy

during the Reagan administration, and a study of foreign military sales profiling 20 US. companies. _Q____1___

Corporate Governance Service The last several years have witnessed a dramatic change in the role that institutional investors play as shareholders of major companies. Increasingly, institutions have discarded the passive investment approach dictated by the Wall Street Rule for a more active role in corporate govere nance, displaying a new willingness to vote independently on both management and shareholder proposals that may affect the value of corporate assets or the rights of shareholders, IRRCls Corporate Governance Service was established in 1982 to provide in formation and analysis on a variety of corporate governance issues, including antitakeover proposals, executive compensation, and proxy contests for control, and to survey and assess the involvement of institu tional investors in the disposition of these issues. 0 Background reports examine the key corporate governance issues that shareholders are likely to face. These reports, on greenmail, leveraged buyouts, antitakeover charter amendments, tpoison pills," executive compensation policies, the role and composition of corporate boards, and other recurrent issues, provide an excellent basis for developing or reevaluating voting policies. 0 An annual meeting Calendar lists meeting dates for the companies whose proxy materials the Corporate Governance Service will review during 1986. The purpose of the Calendar is to provide as much advance notice as possible of annual meeting dates and to assist subscribers in planand organizing their proxy review activities. Updated frequently, the Calendar serves as a Checklist and organizing tool during the spring proxy season and throughout the year. 0 Corporate Governance Digest summarizes and analyzes both management proposals and share holder resolutions that will come to votes at the annual meetings of approximately 1,000 major companies. By providing a succinct summary of the key features in each proposal, the Digest greatly simplifies voting for institutions that have developed policies on antitakeover proposals, stock option plans and other recurrent issues. The Digest also analyzes individual proxy contests for control, tender offer bids and other proposals at specific companies that may have important consequences for business policy, corporate structure, or shareholder rights, assisting clients in making voting decisions that may significantly affect the value of their investments. IRRC

Meet

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0 Voting by Institutional Investors on Carporate Governance Questions, an annual survey, reviews the voting policies of major institutions and how those institutions voted on key corporate governance issues during the year. The survey also reports the results of votes on antitakeover proposals and other significant issues at indie vidual companies.

0 Corporate Govern

O Corporate Governance Bulletin, a quarterly newsletter, provides
continuous coverage of corporate activities, government developments, activities of institutional investors
and other items of interest
to those concerned with
corporate governance developments.

0 Periodic indepth studies examine the impact of current developments on investors and provide information about corporate practices in the area of corporate governance. Recent studies have investigated how antitakeover charter amendments affect contests for control, reported on antitakeover charter amendments that have been adopted by S&fP 500 companies, reviewed federalstate conflicts involving

tender offer regulation, and $% \left(1\right) =\left(1\right) \left(1\right) \left($ analyzed the effects of institutional investors on takeover activity. In 1986, the indepth studies will include an analysis of the financial characteristics of takeover targets, an assessment of the controversy over unequal voting rights for shareholders in public corporations and a review of recent developments in volving corporate proxy contests. Anlitakenver Charter Amendments 7? 1% E5 x nmw-n nr Huinl

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smm Africa Review Service Whether American corporate involvement in South Africa helps to maintain institutionalized racial discrimination there or serves as a force for progressive change has been the theme of a continuing debate involving activists, corporations, scholars, and public policymakers. To enlighten this debate, IRRCls South Africa Review Service reviews the operations of U.S. companies in South Africa and the political and economic developments there that affect the conduct of business. This service also covers developments in the United States, ranging from divestment campaigns to changes in government policy, that affect the activities of U.S. corporations and banks in South Africa. Much of the information is gathered by IRRC analysts in annual visits to South Africa. 0 A directory of U.S. investment in South Africa, which is updated periodically, provides the most thorough listing available of the approximately 260 U.S. companies with operations in South Africa, and describes the South African lending policies of the 100 largest U.S. banks. Entries of U.S. companies give the names, locations and principal lines of business of their South African operations, the sales and assets of each, and a breakdown of the work force by race. Where the parent company has signed the Sullivan principles, the entry shows its Sullivan ratings for the last three years. The December 1984 edition of the directory, Foreign Investment in South Africa, also lists the British and Canadian companies that have investments there. The next FOREIGN INVESTMENT in SOUTH AFRICA stsvoa ummun nlsukcn (mm mc edition of the directory is scheduled for publication in mid-1986.

Up. X I E

O Directory Update, a quarterly publication soon to be published on a monthly basis, lists the U.S. companies that have recently entered or withdrawn from South Africa, signed the Sullivan principles, or withdrawn from the Sullivan effort. The Directory Update also describes any Changes in the South Africa lending policies of major US. banks. The Directory Update thus keeps subscribers up-to-date on the status of U.S. companies and banks doing business in South Africa in between editions of IRRC,s directory of U.S. investment in South Africa. 0 South Africa Reporter, a quarterly newsletter, reports on the events and trends that will shape the future of South Africa and how these developments affect U.S. corporations with operations there. A regular feature in each issue is iiLabor Relations Update, " which notes major labor relations developments; such as recognition agreements with black unionsiat individual U.S. companies. 0 Divestment Action Roundup, published quarterly, provides updates on proposals by American states, Cities and counties to restrict investment of public funds in companies or banks that invest in South Africa. For pending legislation, the Divestment Action Roundup lists the bill number, the sponsor and the content of the proposed measure. The Roundup then follows the status of each E l"? P: if South Aim nu EIERTER proposal throughout the legislative session, reporting Whether it is passed, defeated or carried over into the next session. 0 Periodic indepth reports provide more thorough coverage of issues concerning U.S. companies in South Africa, Recent reports have assessed the impact that a South Africa-free investment policy would have on equity portfolio performance and analyzed whether signing the Sullivan principles makes a difference in the labor practices and other activities of U.S. companies in South Africa. Reports in 1986 will include an examination of how maj or universities have responded to the divestment campaign and other forms of student activism over South Africa, an analysis of the role of the South African business community in lobbying for political reforms, and an overview of black South Africans views on foreign disinvestment from their country.

1 _1_ Subscribers Banks and Trust Companies Bank of America The Bank of New York BayBank Middlesex BoatmanTs First National Bank of Kansas City Boston Safe Deposit 699 Trust. Co. Brown Brothers Harriman 699 Co. 0638 Investment Counseling Chase Investors Management Corp. Chemical Bank Citibank, NA. Comerica Bank-Detroit Fidelity Management Trust; Co. Fifth Third Bank First Fidelity Bank First Interstate Bank of California First. Wisconsin N ational Bank of Madison Harris Trust 661 Savings Bank Horizon Trust Co. Irving Trust Co. Liberty N ational Bank 899 Trust Co. Mellon Bank, NA. Morgan Guaranty Trust, Co. Norwest Bank Minneapolis, NA. Philadelphia N ational Bank RepubliCBank Dallas United States Trust Co. Wells Fargo Investment Advisers Insurance Companies Aetna Life 699 Casualty Cigna Corp. Connecticut Mutual Life Insurance Co. The Continental Corp. Mutual of America, Phoenix Mutual Life Insurance Co. Prudential Insurance Co. of America The St. Paul Cos. Inc. State Mutual Life Assurance Co. of America TIAA/CREF The Travelers Corp. Union Mutual Insurance Investment Management Firms Alliance Capital Management Corp. Atalanta/Sosnoff Capital Corp. Batterymarch Financial

Management

Beacon Asset Inc.

Beacon Capital

Management

The Common Fund

Dewey Square Investors

Eagle Investment

Associates

Endowment Management

Cc? Research Corp.

Equitable Investment

Management Corp.

Favia Hill 6? Associates

First City Capital Corp.

Flippin, Bruce 699 Porter

Inc.

Fort H111 Investors

Management Corp.

Franklin Research 699

Development; Corp.

General American

Investors Co. Inc.

Gradison 699 Co. Inc.

Invesco Capital

Management Inc.

Leavy Investment

Management Inc.

Loomis, Sayles 699 Co. Inc.

Massachusetts Fiduciary

Advisers

Mitchell Investment

Management Co. Inc.

New England Asset

Management Inc.

Newbolde Asset

Management

N icholas-Applegate Capital

Management

Norstar Investment

Advisory Services

Oppenheimer Capital Corp.

T. Rowe Price Associates Inc.

The Putnam Funds

Qualivest Capital

Management

Reiser-Builder Inc.

Rittenhouse Financial

Services Inc.

Scudder, Stevens 699 Clark

Sirach Inc.

Smith Barney Capital

Management

Stein Roe 899 Farnham

Steinhardt Partners

Trinity Investment

Management Corp.

Wellington Management Co.

Wheat Investment

Advisors Inc.

Other Firms and

Associations

American Psychological

Association

American Red Cross

Buck Consultants Inc.

Callan Associates

Council of Institutional

Investors

Educational Testing

Service

J. Paul Getty Trust

Goldman, Sachs Car" Co. Merrill Lynch Consulting Group Morgan Stanley 699 Co. Inc. Ram 699 Co. Rockefeller (99 Co. Inc. Shearson Lehman/American Express Inc. Smithsonion Institution Department of State Wilshire Associates YWCA of Hartford Region Inc. Foundations Mary Reynolds Babcock Foundation William Bingham Foundation Carnegie Corp. of New York The Carnegie Foundation for the Advancement of Teaching The Edna McConnell Clark Foundation Patrick 699 Anna M. Cudahy Fund The Ford Foundation Foundation for Child Development The Hearst Foundation Charles F. Kettering Foundation The Rockefeller Foundation Rosenberg Foundation Russell Sage Foundation South Africa Foundation The Twentieth Century Fund Universities, Colleges, Schools The University of Alberta Amherst College Bates College Berea College Boston College Boston University

Bowdoin College Brandeis University

Brown University Bryn Mawr College Bucknell University California Institute of Technology University of California Carleton College The University of Chicago University of Cincinnati Claremont University Center Clark University Colby College Colgate University Colorado College Columbia University Cornell University Dartmouth College University of Delaware Denison University Drew University Duke University Earlham College Emory University Franklin 8? Marshall College Georgetown University Gettysburg College Grinnell College Harvard University Haverford College University of Hawaii College of the Holy Cross Howard University University of Illinois Illinois Wesleyan University Indiana University Foundation International House, University of California at Berkeley Iowa State University J ohns Hopkins University Knox College Lake Forest College Lawrence University University of Louisville Macalester College Marquette University Massachusetts Institute of Technology University of Massachusetts McGill University University of Michigan Michigan State University Mills College University of Minnesota University of Missouri Mount Holyoke College New School for Social Research New York University University of N orth Carolina at Chapel Hill University of N orth Carolina at Greensboro N orthwestern University University of Notre Dame

Oberlin College Occidental College Ohio State University Ohio Wesleyan University University of Pennsylvania The Pennsylvania State University Phillips Academy University of Pittsburgh Pomona College Princeton University Queerfs University Radcliffe College University of Rochester Rutgers University St. Olaf College Santa Clara University Sarah Lawrence College Skidmore College Smith College University of Southern California Stanford University State University of New York at Buffalo Swarthmore College Trinity College Vanderbilt University Vassar College University of Vermont Washington University University of Washington Wellesley College Wesleyan University Williams College University of Wisconsin The College of Wooster Yale University Hospitals The Mount Sinai Medical Center The Presbyterian Hospital in the City of New York Yale-New Haven Hospital Pension Funds Bell Atlantic Corp. California Public EmployeesT Retirement System California State TeachersT Retirement System State of Connecticut Exxon Corp. Florida State Board of Administration Kansas Public EmployeesT Retirement System Los Angeles Fire 599 Police Pension System Minnesota State Board of Investment Missouri State Employees Retirement System City of New Haven State of New J ersey New York City Pension Funds New York State EmployeesT Retirement System and Police and FiremenTs Retirement

System

New York State TeachersT

Retirement System

City of Omaha

Pennsylvania State

Treasury Department

Police and FiremenTs

Disability and Pension

Fund of Ohio

PRIM Board

(Massachusetts)

Public Employees

Retirement Assoc. of

Colorado

Public EmployeesT

Retirement System of

Mississippi

State of Rhode Island

San Francisco City 8?

County Employees'

Retirement System

State of Wisconsin

Investment Board

Church Groups

American Baptist

Churches USA

The American Lutheran

Church

Archdiocese of New York

Christian Brothers

Investment Services Inc.

Corporate Responsibility

Program

Diocese of Stockton

Episcopal Church Center

Felician Sisters of St.

Francis

General Board of Pensions,

United Methodist

Church

J esuit Conference

Louisville Presbyterian

Theological Seminary

Lutheran Church in

America

Minnesota Episcopal

Foundation

Peninsula United

Methodist Homes Inc.

Philadelphia Yearly

Meeting of Friends

Presbyterian Church (USA)

Protestant Episcopal

Cathedral Foundation

Protestant Episcopal

Church in New

Hampshire

Province of St. Joseph of

the Capuchin Order

Province of St. Mary of the

Capuchin Order

School Sisters of Notre

Dame

Sisters of Providence

Unitarian Universalist

Association

United Church Boards for

World Ministries

Board of Directors The members of IRROs board of directors (with the dates their service on IRRC1S board began) are: Chairman of the Board, 1 985-Albert J . Wilson (1979)k Assistant General Counsel, TIAA/CREF; Director, The Riverside Church. Vice Chairman of the Board, 1985-J erome W. Anderson (1979)1Vice President, Citibank, NA. William M. Bethke (1979)Vice President, Prudential Insurance Co. of America; Financial Vice President, Prudential Property 699 Casualty Co., Prudential Reinsurance 00., The Prudential Foundation. Margaret Carroll (1976) Executive Director, Investor Responsibility Research Center; trustee, Lawrence University. Kenneth E. Codlin (1985)Executive Director, State of Wisconsin Investment Board. Marvin L. Damsma (1986)Third Deputy Comptroller, New York City. Richard W. Greene (1982)Treasurer, Carnegie Corp. of New York; Director, Connecticut Mutual Financial Services Series Fund I 1110., Connecticut Mutual Investment Account Inc. George F. Keane (1986) President, The Common Fund. Donald R. Kurtz (1988) Chairman, Equitable Investment Management Corp. Robert F. Langley (1979) Senior Vice President, Morgan Guaranty Trust Co. of New York. Roland Machold (1986) Director, Division of Investment, State of New Jersey. Jack E. Meyer (1983) Treasurer and Chief Investment Officer, The

Rockefeller Foundation. Frank P.L. Minard (1986)Managing Director, Oppenheimer Capital Corp. Roger F. Murray (1972; Chairman 1981-83)1 S. Sloan Colt Professor Emeritus of Banking and Finance, Columbia Business School; Trustee/ Director, various Alliance Capital Management Funds, Chemical Fund, Surveyor Fund; Director and Treasurer, Catalyst; Member, Investment Advisory Committee of New York State TeachersT Retirement System, Finance Committee of Phillips Academy. Allan R. Nelson (1974; Chairman 1977-79r Vice President and Treasurer, New England Asset Management Inc. Clinton L. Stevenson (1985)Manager of Investment Administration, The Ford Foundation. Patricia Carry Stewart (1972; Chairman 1975-77y Vice President, The Edna McConnell Clark Foundation; Trustee, Proxy Review Committee, Cornell University; Director, Bankers Trust 00., Borden Inc, Continental Corp, Trans World Corp, Women in Foundations/Corporate Philanthropy, WomenTs Forum. Robert B. Taylor (1981) Vice President and Treasurer, Wesleyan University. Carol A. Zipkin (1982.? Vice President, Alliance Capital Management Corp. ' Member, Executive Committee

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Execu tive Director: Margaret Carroll. Formerly associate editor of N ational Journal; associate editor of Congressional Quarterly. Trustee, Lawrence University. BA, Lawrence University. Social Issues Service Director: Carolyn Mathiasen. Editor of IRRC. Formerly news editor of Congressional Quarterly. BA, Oberlin College. Senior Analyst: Hillel Gray. Formerly executive director of Citizenst Commission on Pension Policy. BA, Yale College. Research Analyst: Julia E. Ellis. BA, Yale College. Research Analyst: Paul L. Ferrari. Formerly research analyst with the Arms Control Association; project director at Carnegie Endowment for International Peace. BA, University of Michigan. Corporate Governance Service Director: James E. Heard. Deputy Director of IRRC. Formerly policy adviser to the US. Department of Commerce; reporter for National Journal. BA, Harvard College; J D, George Washington University. Senior Analyst: Ronald E. Schrager. Formerly research assistant with ICF Inc., a public policy consulting firm. BA, University of Pennsylvania. Research Analyst: Sharon Pamepinto. Formerly research assistant With ICF Inc., a public policy consulting firm. BA, University of Virginia. South Africa Review Service Director: David P. Hauck. Formerly research analyst with the House Subcommittee on International Organizations; social

science consultant at the Rand Corp. BA, Oberlin College; MA, University of Michigan. Assistant Director: Meg Voorhes. Formerly executive administrator With the Almerican Committee on East-West Accord. BA, Wesleyan University. Senior Analyst: Michael Sinclair. Formerly director of U.S.-South Africa Leader Exchange Program; lecturer at University 01" the Witwatersrand. MA, University of Pretoria; PhD, University of Leicester. Research Analyst: Catherine Bowers. BA, Bryn Mawr College. Research Analyst: Christopher Coons. BA, Amherst College. Research Analyst: Alison Cooper. BA, Smith College. Energy Program Director: Scott Fenn. Treasurer of IRRC. BA, Williams College. Senior Analyst: Douglas Cogan. BA, Williams College. __._9 ___Q_ Staff Research Analyst: Susan Williams. Formerly administrative officer of Energy and Environmental Engineering Inc. BA, Williams College. Director of Marketing: David Popper. Formerly senior associate at Harlan Brown and Co. BS, Wharton School, University of Pennsylvania. Office Manager: Shirley Carpenter. Corporate Secretary of IRRC. Administrative Assistant: Phyllis J ohnson. Secre tary/Libram'an: Charine Adams. Research Assis tan ts: Marilyn L. J onnes. Virginia Rosenbaum. Micheline Tusenius.

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A_Lh
Financial
Statements
To the Board of Directors of
Investor Responsibility Re-
search Center Inc.:
We have examined the
statements of financial con-
dition of INVESTOR RE-
SPONSIBILITY RESEARCH
CENTER INC. (a District of
Columbia nonprofit corpo-
ration) as of December 51,
1985 and 1984, and the re-
lated statements of reve-
nues, expenses and changes
in fund balance and changes
in financial position for the
years then ended. Our ex-
aminations were made in
accordance with generally
accepted auditing stan-
dards and, accordingly, in-
cluded such tests of the ac-
counting records and such
other auditing procedures
as we considered necessary
in the circumstances.
In our opinion, the finan-
cial statements referred to
above present fairly the fi-
nancial position of Investor
Responsibility Research
Center Inc. as of December
51, 1985 and 1984, and the
results of its operations and
the changes in its financial
position for the years then
ended, in conformity with
generally accepted account-
ing principles applied on a
consistent basis.
MWfa-
Washington, D.C.,
February 10, 1986.
INVESTOR RESPONSIBILITY RESEARCH CENTER INC.
STATEMENTS OF FINANCIAL CONDITION
AS OF DECEMBER 31,
ASSETS
CASH
INVESTMENTS (Note 5)
ACCOUNTS RECEIVABLE (Note 1)
DEPOSITS, prepaid expenses and advances
FURNITURE, EQUIPMENT AN D LEASEHOLD IMPROVEMENTS, at cost, net
of accumulated depreciation of $85,841 in 1985 and $63,912 in 1984
(Note 1)
LIABILITIES AND FUND BALANCE
ACCOUNTS PAYABLE AN D ACCRUED EXPENSES
DEFERRED GRANT REVENUES
SUBSCRIPTION S COLLECTED IN ADVANCE
(Note 1)
FUND BALANCE
Thulll1(111114121113'1115:lel':$'HIlly'LIHLLlhthIHIV'hIJ ur LIL1111171111.r117111:1111'1'
1'ALUFIIJ'IZIA
1985
35 1,614
453,894
86,775
19,765
118,671
$680,719
```

\$111,100 7,403 360,131 478,634 202,085 \$680,719 1984 \$ 16,955 266,544 51,062 12,941 115,136 \$462,638 \$ 46,078 32,223 274,332 352,633 110,005

\$462,638

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INVESTOR
RESPONSIBILITY
RESEARCH CENTER INC.
NOTES TO FINANCIAL
STATEMENTS
DECEMBER 51, 1985 AND
1984
6 (1) SUMMARY OF AC-
COUNTING POLICIES
Investor Responsibility
Research Center Inc. (the
uCenteIW) recognizes sub-
scription income as earned;
accordingly, the excess of
actual cash received over
subscription income earned
has been reported as sub-
scriptions collected in ad-
vance in the accompanying
financial statements.
The Center has agree-
ments with various securi-
ties dealers whereby the
dealers purchase the Cen-
ter,s services for reissuance
to their clients. The excess
of income earned over ac-
tual cash received under
these agreements ($41,858
in 1985 and $50,970 in
1984) has been included in
accounts receivable in the
accompanying financial
statements.
For financial reporting
purposes, the Center pro-
vides depreciation over the
estimated useful lives of the
related assets (currently five
or ten years).
Leasehold improvements
are depreciated over the re-
maining life of the lease.
Certain reclassifications
to the 1984 balances have
been made in order to pre-
sent the 1984 balances
consistent With the 1985
balances.
(2) COMMITMENTS
In 1985, the Center en-
tered into a five-year oper-
ating lease for its new head-
quarters. At December 81,
1985, the future minimum
lease payments are as fol-
lows:
Year Amount
1986 $114,142
1987 124,116
1988 159,655
1989 139,635
1990 139,655
After 1990 11,656
$668,799
INVESTOR RESPONSIBILITY RESEARCH CENTER INC.
STATEMENTS OF CHANGES IN FINANCIAL POSITION FOR THE YEARS ENDED
DECEMBER 31,
SOURCES OF FUNDS:
Operations-
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Net income Depreciation and amortization (not requiring a current cash outlay) Funds from operations Increase in subscriptions collected in advance Increase in deferred grant revenues Increase in accounts payable and accrued expenses Decrease in deposits, prepaid expenses and advances APPLICATION OF FUNDS: Decrease in deferred grant revenues Increase in investments Increase in accounts receivable Increase in deposits, prepaid expenses and advances Additions to furniture and equipment Increase (decrease) in cash The accumpaning notes LO 611211101211 statements are an integral part of these statements 1985 1984 8 92,080 5 6,146 45,058 28,068 157,158 54,214 85,799 110,079 7 6,511 65,025 19,757 - 5,461 \$287,960 \$174,002 35 24,820 \$ 4 187,550 110,555 55,715 2,672 6,824 a 48,594 46,224 (15,541) 14,573\$287,960 \$174,002

```
(5) EMPLOYEE BENEFITS
The Center maintains a
defined-contribution pen-
sion plan. The contribu-
tions to the pension plan for
1985 and 1984 were $27,628
and $29,999, respectively.
There is no unfunded past
service cost for the plan.
E3ective October 1, 1984,
the Center initiated a 401(k)
savings plan for all employ-
ees. The CenteIVs contribu-
tions to the plan for 1985
and 1984 were $14,998 and
$5,100, respectively. For
employees enrolled in the
Centers employee pension
plan, the Center reduces its
contributions on their be-
half to the pension plan by
the amount it contributes
instead to the 401(k) plan.
(4) TAXES ON EARNINGS
The Center was organized
and incorporated as a, non-
profit organization but has
not been granted tax-eX-
empt status. A provision for
federal and state income
taxes of $51,000 was re-
corded as of December 51,
1985, Which includes the
utilization of all investment
tax credit carryforwards.
(5) INVESTMENTS
The Center invests in the
Fund for Government
Investors Inc. (the 7Fund"-
a cash management fund
Which invests in US. gov-
ernment securities) and a
money market account with
a bank.
As of December 51, 1985,
the Center had invested
$157,061 in the Fund and
$516,855 in the money
market account. As of De-
cember 51, 1984, the Center
had invested $266,544 in the
Fund.
INVESTOR RESPONSIBILITY RESEACH CENTER INC.
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN FUND BALANCE FOR THE
YEARS ENDED DECEMBER 31,
REVENUES:
Subscriptions (Note 1)
Newsletters and publications
Contracts and grants
Interest
Other income
EXPENSES:
Salaries and employee benefits (Note 5)
Publication expenses
Rent and utilities (Note 2)
Office supplies and expenses
Professional services
Depreciation and amortization (Note 1)
Travel
Miscellaneous
Income before income taxes
```

```
PROVISION FOR INCOME TAXES
(Note 4)
NET INCOME
FUND BALANCE, beginning of year
FUND BALANCE, end of year
1985
$1,092,826
198,527
105,870
22,858
1,894
1,421,955
696,808
268,445
90.790
75,267
72,126
45,058
56,549
14,054
1,298,875
125,080
51,000
92,080
110,005
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119" 1' '5
1984
$795,256
85,965
79,855
17,189
2,009
980,270
552,528
169,845
74,257
70,590
45,549
28,068
20,965
12,524
974,124
6,146
6,146
105,859
```

\$110,005

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