I. Person. The term "person" means an individual, a corporation, a partnership, an association, a joint stock company, a trust, an unincorporated organization, or a government or political subdivision thereof. As used in this subsection, the term "trust" shall include only a trust where the interest or interests of the beneficiary or beneficiaries are evidenced by a security.

J. Proxy statement. The term "proxy statement" means the statement required by Section 4, whether or not contained in a single document.

K. Solicitation.

(1) The terms "solicit" and "solicitation" include:

(a) A request for a proxy whether or not accompanied by or included in a form of proxy;

(b) A request to execute or not to execute, or to revoke, a proxy; or

(c) The furnishing of a form of proxy or other communication to security holders under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy.

(2) The terms do not apply, however, to the furnishing of a form of proxy to a security

(5) The report shall identify each of the issuer's directors and officers and shall indicate the principal occupation or employment of each person and the name and principal business of any organization by which the person is so employed.

(6) The report shall identify the principal market in which securities of any class entitled to vote at the meeting are traded, stating the range of bid and asked quotations for each quarterly period during the issuer's two most recent fiscal years, and shall set forth each dividend paid during the two (2) year period.

(7) Subject to the foregoing requirements, the report may be in any form deemed suitable by management and the information required by Subsections B(3) through B(6) may be presented in an appendix or other separate section of the report, provided that the attention of security holders is called to the presentation.

(8) This Subsection B shall not apply, however, to solicitations made on behalf of the management before the financial statements are available if solicitation is being made at the time in opposition to the management and if the management's proxy statement includes an undertaking in bold face type to furnish the annual report to all persons being solicited, at least twenty (20) days before the date of the meeting.

C. Two (2) copies of the report sent to security holders pursuant to this section shall be mailed to the commissioner, solely for the commissioner's information, not later than the date on which the report was first sent or given to security holders or the date on which preliminary copies of solicitation material are filed pursuant to Section 7, whichever date is later.

D. If the issuer knows that securities of any class entitled to vote at a meeting with respect to whicn95 (e)0.7 (c)-3.28itssenit, e itoheeuthpd)APÕ% ⊠Ñon, nty pd vorid28ib28ontheb.6.7 (n)-]TJ0 T.6 (o)

(3) Identify clearly and impartially each matter or group of related matters intended to be acted upon, whether proposed by the issuer or by security holders.

No reference need be made to proposals as to which discretionary authority is conferred pursuant to Subsection C.

B. (1)

C. The issuer may omit a proposal and any statement in support thereof from its proxy statement and form of proxy under any of the following circumstances:

(1) The proponent has submitted more than one proposal in connection with a particular meeting.

(2) The proposal is more than 300 words in length.

(3) The proposal or the supporting statement is contrary to any section of this regulation or the schedules attached, including Section 10 which prohibits false or misleading statements in proxy soliciting materials.

(4) The proposal relates to the enforcement of a personal claim or the redress of a personal grievance against the issuer, its management or any other person.

(5) The proposal deals with a matter not significantly related to the issuer's business, a matter beyond the issuer's power to effectuate, a matter relating to the conduct of the ordinary business operations of the issuer or an election to office.

(6) The proposal is counter to a proposal to be submitted by the issuer at the meeting, the proposal has been rendered moot or the proposal relates to specific amounts of cash or stock dividends.

(7) The proposal is substantially duplicative of a proposal previously submitted to the issuer by another proponent, which proposal will be included in the management's proxy material for the meeting.

(8) Substantially the same proposal has previously been submitted to security holders in the issuer's proxy statement and form of proxy relating to any annual or special meeting of security holders held within the preceding five (5) calendar years and received less than five percent (5%) of the total number of votes cast at the time of its most recent submission.

D. If the issuer intends to omit any proposal from its proxy statement or forms of proxy or both, it shall notify the proponent in writing of its intention at least ten (10) days before the issuer's preliminary proxy material is filed pursuant to Section 7A.

Section 10. False or Misleading Statements

No proxy statement, form of proxy, notice of meeting, information statement or other communication, written or oral, subject to this regulation shall contain any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the same meeting or subject matter which has become false or misleading.

Section 11. Prohibition of Certain Solicitations

(1) No solicitation subject to this section shall be made by any person other than the issuer unless at least five (5) business days prior, or a shorter period as the commissioner may authorize upon a showing of good cause, there has been filed with the commissioner, by or on behalf of each participant in the solicitation, a statement in duplicate containing the information specified by Schedule B and a copy of any material proposed to be

(3)

(6) If a solicitation is terminated pursuant to a settlement between the issuer and an other participant in the solicitation, describe the terms of the settlement, including the cost or anticipated cost to the issuer.

Item 4. Interest of Certain Persons in Matters to be Acted Upon

A. Solicitations not subject to Section 12. Describe briefly any substantial interest, direct or indirect, of each of the following persons in a matter to be acted upon, other than elections to office:

(1) If the solicitation is made on behalf of the issuer, each current director or officer of the issuer;

(2) If the solicitation is made for other than on the issuer's behalf, any person who would be a participant in a solicitation (except the iss

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(1) A person or group of persons who is known to be the beneficial owner of more than five percent (5%) of any class of securities; and

(2) All directors and nominees, naming them, and directors and officers of the issuer as a group, without naming them.

(1) Title of Class	(2) Name of Beneficial Owner	(3) Amount and Nature of Beneficial Ownership	(4) Percent of Class

E. If, to the knowledge of the person on whose behalf the solicitation is made, a change in control of the issuer has occurred since the beginning of its last fiscal year, state: (1) The name of the person or persons who acquired control; (2) The amount and the source of the consideration used by the person or persons, (3) The basis of the control; (4) The date and a description of the transactions that resulted in the change of control; (5) The percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person or persons who acquired control; and (6) The identity of the person or persons from whom control was assumed. Describe any arrangements which may at a later date result in a change of control of the issuer.

Item 6. Directors and Executive Officers

If action is to be taken with respect to election of directors, furnish the following information, in tabular form to the extent practicable, about each person nominated for election as a director and each person whose term of office will continue after the meeting. However, if the solicitation is made on behalf of persons other than the issuer, the information required should only be furnished as to nominees of the persons making the solicitation.

A. Identification of directors and officers. List the names and ages of all directors and officers of the issuer and all persons nominated or chosen to become directors or officers. Indicate all positions and offices with the issuer held by each person; state the term of office as director or officer or both and any period during which the person served. Briefly describe any arrangement or understanding between the person and any other person or persons (naming the persons) pursuant to which the person was or is to be selected as a director, officer or nominee. The information regarding officers does not need to be furnished in proxy or information statements provided that the information is furnished in a separate item in the issuer's annual report to stockholders.

B. Family relationships. State the nature of a family relationship not more remote than first cousin between a director, officer or person nominated or chosen by the issuer to become a director or officer. State the nature of any family relationship between any such person and an officer or director of any of the issuer's parent companies, subsidiaries or other affiliates.

C. Business experience. State the principal occupations and employment during the past five (5) years of each director and each person nominated or chosen to become a director or officer and the name and principal business of any corporation or other organization in which the

E. Involvement in certain legal proceedings. Describe any legal proceedings that have occurred during the past five (5) years or which are pending that are material to an evaluation of th i orinr mo ac

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A. Current remuneration. Furnish the information required in the table below, in substantially the tabular form specified, concerning all remuneration of the following persons and groups for services in all capacities to the issuer and its subsidiaries during the issuer's last fiscal year or, in specified instances, certain prior fiscal years:

(1) Five (5) officers or directors. Name each of the five (5) most highly compensated officers or directors of the issuer who have a total remuneration required to be disclosed in

COLUMN C

Include all cash and cash equivalent forms of remuneration received during the fiscal year and all amounts accrued during the fiscal year which, with reasonable certainty, will be distributed or vested in the future.

COLUMN C-1

Salaries, Bonuses, Fees and Commissions

COLUMN C-2

Securities, Property Insurance Benefits or Reimbursements, Personal Benefits

COLUMN D

Include all contingent forms of remuneration, vesting and measurement of which is subject to future events. Report only amounts relating to the latest fiscal year, not amounts accrued in previous periods.

1. All cash remuneration distributed or accrued in the form of salaries, commissions, bonuses and fees for services rendered.

2. Compensation earned for services performed in the latest fiscal year even if it is deferred for future payment.

3. Payments received in the latest fiscal year but earned in prior years that were deferred until the latest year, if the amounts were not shown in an earlier
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b. If the amount of personal benefits exceed ten percent (10%) of the total remuneration or $25,000, whichever is less, the amount and a brief description of the benefits must be disclosed in a footnote.	compensation expense for financial reporting purposes as a result of a decline in the value of contingent compensation, Column D may be reduced by a corresponding amount. A footnote explaining the action should be included
4. Vested company contributions to thrift, profit, sharing, pension stock purchase and similar plans.	3. The amount expensed for financial reporting purposes for any non-vested contribution payment or accrual to stock purchase plans, profit sharing, and thrift plans whether or not they are qualified under the Internal Revenue Code.

(5) Transactions with third parties. Item 7A, among other things, includes transactions between the issuer and a third party when the primary purpose of the transaction is to furnish remuneration to the persons specified in Item 7A. Other transactions between the issuer and third parties in which persons specified in Item 7A have an interest, or may realize a benefit, generally are addressed by other disclosure requirements concerning the interest of management and others in certain transactions. Item 7A does not require disclosure of remuneration paid to a partnership in which any officer or director was a partner; these transactions should be disclosed pursuant to these other disclosure requirements, and not as a note to the remuneration table presented pursuant to Item 7A.

(6) Other permitted disclosure. The issuer may provide additional disclosure through a footnote to the table, through additional columns or otherwise, describing the components of aggregate remuneration in greater detail as is appropriate.

B. Proposed remuneration.

(1) Briefly describe all remuneration payments proposed to be made in the future, pursuant to any existing plan or ar0 Td( )TjEMC ement to ot4.7 (o)-4.1 (u)-(s)-3.(ma)-2.99 0 Tw 1.angh ion (

C. Remuneration of directors. Describe any standard or special arrangements, stating amounts, by which directors of the issuer are compensated for services as a director.

D. Options, warrants or rights.

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2. Information shall be furnished in answer to this Item with respect to transactions not excluded above which involve remuneration from the issuer or its subsidiaries, directly or indirectly, to any of the specified persons for services in any capacity unless the interest of these persons arises solely from the ownership individually and in the aggregate of less than ten percent (10%) of any class of equity securities of another corporation furnishing the services to the issuer or its subsidiaries.

G. Transactions with pension or similar plans.

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(1) Describe briefly any transactions since th-0.7 (o)-3.1 ag2perinchr (es)-3.4 (es)-3.4s0.8 ( )-5.5 (pe)0.

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(a) Each director or officer named in answer to Item 7A;

(b) Each nominee for election as a director of the issuer;

(c) Each associate of the directors, officers, or nominees; and

(d) Each other person who received or is to receive ten percent (10%) or more of the options.

(2) State the total amount of the options received or to be received by all directors and officers of the issuer as a group, without naming them.

C. Furnish the information, in addition to that required by this item and Item 7, necessary to describe adequately the provisions already made pursuant to all bonus, profit sharing, pension, retirement, stock option, stock purchase, deferred compensation, or other remuneration or incentive plans, now in effect or in5 (pla)-p no.858 0 Td[(i)-1.5 (s)-3.5 (h)-0.6 (t).cir2M.6 (e)-3.1 (p)-c -0.0 (t)-

(1) The nature and approximate amount of consideration received or to be received by the issuer, and

(2) The approximate amount devoted to each purpose, as far as is determinable, for which the net proceeds have been or are to be used.

If it is impracticable to describe the transaction in which the securities are to be issued, state the reason, indicate the purpose of the authorization of the securities, and state whether further authorization for the issuance of the securities by a vote of security holders will be solicited prior to issuance.

D. If the securities are to be issued otherwise than in a general public offering for cash, state the reasons for the proposed authorization or issuance and the general effect upon the rights of existing security holders.

Item 12. Modification or Exchange of Securities

If action is to be taken with respect to the modification of any class of securities of the issuer, or the issuance or authorization for issuance of securities of the issuer in exchange for outstanding securities of the issuer, furnish the following information:

A. If outstanding securities are to be modified, state the title and amount thereof. If securities are to be issued in exchange for outstanding securities, state the title and amount of securities to be so issued, the title and amount of outstanding securities to be exchanged therefor and the basis of the exchange.

B. Describe any material differences between the outstanding securities and the modified or new securities.

C. State the reasons for the proposed modification or exchange and the general effect upon the rights of existing security holders.

D. Furnish a brief statement as to arrears in dividends or as to defaults in principal or interest in respect to the outstanding securities which are to be modified or exchanged and other

A. Outline briefly the material features of the plan. State the reasons therefor and the general effect thereof upon the rights of existing security holders. If the plan is set forth in a written document, file three (3) copies thereof with the commissioner at the time preliminary copies of the proxy statement and form of proxy are filed.

B. Furnish the following information as to the issuer and each person which is to be merged into the issuer or into or with which the issuer is to be merged or consolidated or the business or assets that are to be acquired or which is the issuer of securities to be acquired by the issuer in exchange for all or a substantial part of its assets or to be acquired by security holders of the issuer. What is required is information essential to an investor's appraisal of the action proposed to be taken.

(1) Describe briefly the business of the person.

(2) State the location and describe the general character of the plants and other important physical properties of the person. The description is to be given from an economic and business standpoint, as distinguished f

C. As to each class of securities of the issuer, or of any person specified in Paragraph B, which is admitted to dealing on a national securities exchange or with respect to which a market otherwise exists, and that will be materially affected by the plan, state the high and low sale prices (or, in the absence of trading in a particular period, the range of the bid and asked prices) for each quarterly period within two (2) years. This information may be omitted if the plan involves merely the liquidation or dissolution of the issuer.

Item 14. Financial Statements

A. If action is to be taken with respect to any matter specified in Items 11, 12, or 13, furnish financial statements of the issuer and its subsidiaries complying with the requirements of Section 4B(1), (2) and (3) of the regulation including schedules of supplementary profit and loss information. The statements may be omitted with respect to a plan described in answer to Item 13 if the plan involves only the issuer and one or more of its totally-held subsidiaries.

B. If action is to be taken with respect to any matter specified in Item 13B, furnish for each person specified, other than the issuer, financial statements complying with the requirements of Section 4B(1), (2) and (3) of the regulation.

C.

Item 20. Other Proposed Action

SCHEDULE B

INFORMATION TO BE INCLUDED IN STATEMENTS FILED BY OR ON BEHALF OF A PARTICIPANT (OTHER THAN THE ISSUER) IN A PROXY SOLICITATION IN AN ELECTION CONTEST

Item 1. Issuer

State the name and address of the Issuer.

Item 2. Identity and Background

D. State if any part of the purchase price or market value of any of the securities specified in Subsection C is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding securities. Indicate the amount of the indebtedness as of the latest practicable date. If funds were borrowed or obtained otherwise than pursuant to a margin account or bank loan in the regular course of business of a bank, broker or dealer, briefly describe the transaction and state the names of the parties.

E. State whether or not you are a party to any contracts, arrangements or understandings with any person with respect to any securities of the issuer including but not limited to joint ventures, loan or option arrangements, puts or calls guarantees against losses or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. If so, name the persons with whom some contracts, arrangements or understandings exist and give the details thereof.

F. State the amount of securities of the issuer owned beneficially, directly or indirectly, by each of your associates and the name and address of each associate.

G. State the amount of each class of securities of any parent, subsidiary or affiliate of the issuer that you own beneficially, directly or indirectly.

Item 4. Further Matters

A. Describe the time and circumstances under which you became a participant in the solicitation and state the nature and extent of your activities or proposed activities as a participant.

B. Describe briefly, and where practicable state the approximate amount of any material interest, direct or indirect, of yourself and of each of your associates in any material transactions since the beginning of the company’s last fiscal year, or in any material proposed transactions, to which the company or any of its subsidiaries or affiliates was or is to be a party.

C. State whether or not you or any of your associates have any arrangement or understanding with any person:

(1) With respect to any future employment by the issuer or its subsidiaries or affiliates; or

(2) With respect to any future transactions to which the issuer or any of its subsidiaries or affiliates will or may be a party.

If so, describe the arrangement or understanding and state the names of the parties.

Item 5. Signature

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