

**Schedule A**

The following information shall be included in a proxy statement or information statement required by OAR 836-024-0003 to 836-024-0055:

*Item 1: Revocability of Proxy*

State whether the person giving the proxy has the power to revoke it. If the right of revocation before exercise of the proxy is limited or is subject to compliance with any formal procedure, briefly describe the limitation or procedure.

*Item 2: Dissenters' Rights of Appraisal.*

Outline briefly the rights of appraisal or similar rights of dissenting security holders with respect to any matter to be acted upon and indicate any statutory procedure required to be followed by the security holders in order to perfect their rights. When the rights may be exercised only within a limited time after the date of the adoption of a proposal, the filing of a charter amendment or other similar act, state whether the person solicited will be notified of the date.

*Item 3: Persons Making the Solicitation*

A. Solicitations not subject to OAR 836-024-0053:

(1) If the solicitation is made by the issuer, so state. Give the name of any director of the issuer who has informed the issuer in writing that the director intends to oppose any action intended to be taken by the issuer and indicate the action that the director intends to oppose.

(2) If the solicitation is made by someone other than the issuer, state the names of the persons by whom and on whose behalf it is made.

(3) If the solicitation is to be made by means other than the use of the mails, describe the means to be employed. If the solicitation is to be made by specially engaged employees or paid solicitors, state the following:

(a) The material features of any contract or arrangement for the solicitation and identify the parties; and

(b) The cost or anticipated cost.

(4) State the names of the persons who will bear the cost of solicitation, directly or indirectly.

B. Solicitations subject to OAR 836-024-0053

(1) State who will make the solicitation and describe the methods employed to solicit security holders.

(2) If regular employees of the issuer or any other participant in a solicitation have been or are to be employed to solicit security holders, describe the class or classes of employees to be so employed, and the manner and nature of their employment for this purpose.

(3) If specially engaged employees, representatives or other persons have been or are to be employed to solicit security holders, state:

(a) The material features of any contract or arrangement for the solicitation and identify the parties;

- (b) The cost or anticipated cost; and
- (c) The approximate number of employees or employees of another person who will solicit security holders, and name the other person.
- (4) State the total amount estimated to be spent and the total expenditures to date for or in connection with the solicitation of security holders.
- (5) State who will bear the cost of the solicitation. If reimbursement will be sought from the issuer, state whether the question of reimbursement will be submitted to a vote of security holders.
- (6) If a solicitation is terminated pursuant to a settlement between the issuer and another 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 OAR 836-024-0053. 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 issuer or an officer, director or nominee of the issuer);
- (3) Each nominee for election as a director of the issuer; and
- (4) Each associate of any person named in this Item 4.

B. Solicitations subject to OAR 836-024-0053. Describe briefly any substantial interest, direct or indirect, of each participant (except the issuer) in any matter to be acted upon at the meeting. Include, with respect to each participant, the information required by Items 2A, 2D, 3, 4B, and 4C of Schedule B.

*Item 5: Voting Securities and their principal holders*

A. State for each class of voting securities of the issuer entitled to be voted at the meeting, the number of shares outstanding and the number of votes to which each class is entitled.

B. Give the date that the record list of security holders entitled to vote at the meeting will be determined. If the right to vote is not limited to security holders of record on that date, indicate the conditions under which other security holders may be entitled to vote.

C. If action is to be taken with respect to the election of directors and if the persons solicited have cumulative voting rights:

- (1) Make a statement that they have such rights;
- (2) Describe the rights;
- (3) State briefly the conditions precedent to the exercise of such rights; and
- (4) Indicate if discretionary authority to cumulate votes is solicited.

D. Furnish the following information as of the most practicable date, in substantially the tabular form indicated, with respect to:

(1) A person or group of persons who is known to be the beneficial owner of more than five percent 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
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E. If a change in control of the issuer has occurred since the beginning of its last fiscal year to the knowledge of the person on whose behalf the solicitation is made, 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.

F. In addition to the statement required in subsection E of this item, describe any arrangements that may result in a change of control of the issuer at a later date.

*Item 6: Directors and Executive Officers*

If action is to be taken with respect to the 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:

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 if 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 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 occupations and employment were carried on.

D. Directorships. Indicate other directorships held by each director or person nominated or chosen to become a director.

E. Involvement in certain legal proceedings. Describe any legal proceedings that have occurred during the past five years or are pending that are material to an evaluation of the ability or integrity of any director or nominee for director or officer of the issuer.

F. Describe any of the following relationships that exist:

(1) If the nominee or director is, or within the last two full fiscal years has been, an officer, director, employee or owner of a firm, corporation or other business, or within the last two fiscal years has owned, directly or indirectly, an equity interest in any firm, corporation or other business in excess of one percent:

(a) That has made payments to the issuer or its subsidiaries during the issuer's last full fiscal year or that proposes to make payments to the issuer or its subsidiaries during the current fiscal year in excess of one percent of the issuer's consolidated gross revenues for its last full fiscal year;

(b) To which the issuer or its subsidiaries were indebted at any time during the issuer's last fiscal year in an aggregate amount in excess of one percent of the issuer's total consolidated assets at the end of the fiscal year; or

(c) To which the issuer or its subsidiaries have made payments during the entity's last fiscal year or to which the issuer or its subsidiaries propose to make payments during the entity's current fiscal year in excess of one percent of the entity's consolidated gross revenues for its last full fiscal year.

(2) For the purpose of subsection F.(1) of this item:

(a) In order to determine whether payments made or proposed to be made exceed one percent of the consolidated gross revenues of any entity other than the issuer for the entity's last full fiscal year, it is appropriate to rely on information provided by the nominee or director;

(b) In calculating payments for property and services, the following may be excluded:

(i) Payments where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a public utility at rates or charges fixed in conformity with law or governmental authority;

(ii) Payments that arise solely from the ownership of securities of the issuer and no extra or special benefit not shared on a pro rata basis by all holders of the class of securities is received;

(c) In calculating indebtedness for purposes of subsection F.(1)(b) of this item, debt securities that have been publicly offered, admitted to trading on a national securities exchange or quoted on the automated quotation system of a registered securities association may be excluded.

(3) The nominee or director is a member or employee of, or is associated with, a law firm that the issuer has retained in the last two full fiscal years or proposes to retain in the current fiscal year, when fees paid or anticipated to be paid by the issuer are material to either the law firm, the issuer or both.

(4) The nominee or director is a director, partner, officer or employee of any investment banking firm that has performed services for the issuer other than as a participating underwriter in a syndicate in the last two full fiscal years or which the issuer proposes to have perform services in the current year; or

(5) The nominee or director is a controlling person of the issuer, other than solely as a director of the issuer.

G. (1) State whether the issuer has standing audit, nominating and compensation committees of the board of directors, or committees performing similar functions. If the issuer has these committees, however designated, identify each committee member, state the number of committee meetings held by each committee during the last fiscal year and describe briefly the functions performed by the committees.

(2) If the issuer has a nominating or similar committee, state whether the committee will consider nominees recommended by shareholders. If so, describe the procedures to be followed by shareholders in submitting the recommendations.

H. State the total number of meetings of the board of directors, including regularly scheduled and special meetings, that were held during the last full fiscal year. Name each incumbent director who, during the last full fiscal year, attended fewer than 75 percent of the aggregate of:

(1) The total number of meetings of the board of directors held during the period for which the incumbent director has been a director); and

(2) The total number of meetings held by all committees of the board on which the incumbent director served, during the periods that the incumbent director served.

I. If a director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer on any matter relating to the issuer's operations, policies or practices, and if the director has furnished the issuer with a letter describing that disagreement and requesting that the matter be disclosed, the issuer shall state the date of resignation or declination to stand for re-election and summarize the director's description of the disagreement. If the issuer believes that the description provided by the director is incorrect or incomplete, it may include a brief statement presenting its views of the disagreement.

J. (1) With respect to those classes of voting stock that participated in the election of directors at the most recent meeting at which directors were elected:

(a) State the percentage of shares present at the meeting and voting or withholding authority to vote in the election of directors; and

(b) Disclose in tabular format, the percentage of total shares cast for and withheld from the vote for or, where applicable, cast against, each nominee, which, respectively, were voted for and withheld from the vote for, or voted against, the nominee.

(2) When groups of classes or series of classes vote together in the election of a director or directors, they shall be treated as a single class for the purpose of this subsection (J).

Instructions:

1. Calculate the percentage of shares present at the meeting and voting or withholding authority to vote in the election of directors, referred to in Subsection J(1)(a), by dividing the total shares

cast for and withheld from the vote for or, when applicable, voted against, the director for whom the highest aggregate number of shares was cast by the total number of shares outstanding that were eligible to vote as of the record date for the meeting.

2. No information need be given in response to Item 6J unless, with respect to a class of voting stock or to a group of classes that voted together, five percent or more of the total shares cast for and withheld from the votes for or, when applicable, cast against any nominee were withheld from the vote for or were cast against the nominee.

3. If an issuer elects less than the entire board of directors annually, then disclosure is required for all directors if five percent or more of the total shares cast for and withheld from, the vote for or, when applicable, cast against an incumbent director were withheld from, or cast against, the vote for the director at the meeting where the person was most recently elected.

4. Information need not be given in response to Item 6J if the issuer has previously furnished to its security holders a report of the results of the most recent meeting of security holders at which directors were elected, and if the report includes:

- (a) A description of each matter voted upon at the meeting and a statement of the percentage of the shares voting that were voted for and against each matter; and
- (b) The information that would be called for by this Item 6J.

If an issuer has previously furnished the results to its security holders, this fact should be stated in a letter accompanying the filing of preliminary proxy materials with the Director.

*Item 7: Remuneration of Directors and Officers*

Furnish the following information if action is to be taken concerning (i) the election of directors; (ii) any bonus, profit sharing or other remuneration plan, contract or arrangement that a director, nominee for election as a director or officer of the issuer will participate; (iii) a pension or retirement plan in which a person will participate; or (iv) the granting or extension to a person of any options, warrants or rights to purchase securities, other than warrants or rights issued to security holders on a pro rata basis. If the solicitation is made on behalf of persons other than the issuer, the information required need be furnished only as to nominees of the person making the solicitation and to associates of the nominees.

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 officers or directors. Name each of the five most highly compensated officers or directors of the issuer who have a total remuneration required to be disclosed in Columns C1 and C2 below that would exceed \$50,000; and
- (2) All officers or directors. All officers and directors of the issuer as a group, stating the number of persons in the group without naming them.
- (3) Specified Tabular Format

(A) Name of individual or number of persons in groups	(B) Capacities in which served	(C) Cash and cash equivalent forms of remuneration	(D) Aggregate of contingent forms of remuneration
		(C1) Salaries, fees, directors' fees, commissions, and bonuses	(C2) Securities of property, insurance benefits or reimbursements, personal benefits

(4) Information to be Included. Columns C-1, C-2, and D of the table should contain with respect to each person or group of persons specified in Subparagraphs A(1) and A(2) of this Item 7 a dollar amount that reflects the total of all items of remuneration described in the heading to that column including, but not necessarily limited to, those items set forth in the subparagraphs of that column.

**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 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.

**COLUMN C-1**

Salaries, Bonuses, Fees and Commissions

**COLUMN C-2**

Securities, Property Insurance Benefits or Reimbursements, Personal Benefits

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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 proxy statement or annual report to stockholders.

1. Spread between the acquisition price, if any, and fair market price of securities or property acquired under any contract, plan or arrangement.

2. Cost of any life insurance premiums, health insurance premiums and medical reimbursement plans. Premiums for non-discriminatory plans generally available to all salaried employees are excluded.

3. Personal benefits (perquisites) not directly related to job performance, excluding benefits provided on a non-discriminatory basis, valued on the basis of cost to the issuer of providing the benefits.

a. If unreasonable effort or expense is required to determine the amounts of personal benefits, they may be omitted if their aggregate value does not exceed \$10,000 for each officer.

1. Amount expensed for financial reporting purposes representing non-vested contributions, payments or accruals under any pension or retirement plans, annuities, employment contracts deferred compensation plans including IRS qualified plans, unless the amount for the individual cannot be separated, in which case a footnote is required indicating the percentage that contributions to the plan bear to participants' total remuneration.

2. The amount expensed for financial reporting purposes under any incentive plans (long-term income plans), such as stock appreciation rights, stock options, performance share plans, where payout is based on objective standards or stock values. In subsequent years, if the corporation credits



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| <p>b. If the amount of personal benefits exceeds 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.</p> <p>4. Vested company contributions to thrift, profit, sharing, pension stock purchase and similar plans.</p> | <p>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</p> <p>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.</p> |
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(5) Transactions with third parties. Item 7A includes, among other things, 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, so 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 arrangement to the persons and groups specified in Item 7A. As to defined benefit or actuarial plans with respect to amounts not included in the table, include a

separate table showing the estimated annual benefits payable upon retirement to persons in specified remuneration and years-of-service classifications.

(2) Information does not need to be furnished with respect to any group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of officers or directors of the issuer and that are available generally to all salaried employees.

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.

(1) Furnish the information required by the following table for all options to purchase securities from the issuer or its subsidiaries that were granted to or exercised by the persons and groups specified in Item 7A since the beginning of the issuer's last fiscal year and as to all options held by these persons as of the latest practicable date:

The following tabulation shows as to certain directors and officers and as to all directors and officers as a group:

- (a) The amount of options granted since the beginning of the issuer's last full fiscal year;
- (b) The amount of shares acquired since that date through the exercise of options;
- (c) The amount of shares of the same class sold during the period; and
- (d) The amount of shares subject to all unexercised options held as of the most recent practicable date.

Title of Securities	Name	Name	Name	All directors and officers as a group
Granted-20[ ] to date:				
Number of shares				
Average per share option price	\$	\$	\$	\$
Exercised-20[ ] to date:				
Number of shares				
Aggregate option price of options exercised	\$	\$	\$	\$

Aggregate market value of shares on date options exercised	\$	\$	\$	\$
Sales-20[ ] to date:				
Number of shares				
Unexercised at 20[ ]:				
Number of shares				**
Average per share option price	\$	\$	\$	\$

In addition, during the period employees were granted options for \_\_\_\_ shares at an average price per share of \$\_\_\_\_.

\*\*Sales by directors and officers who exercised options during the period 20[ ] to date.

Instructions:

1. All figures should be adjusted, where applicable, in accordance with the terms of the options to reflect stock splits and to give effect to share dividends.
2. Other tabular presentations are acceptable if they include the necessary data. Tabular presentation may not be needed if only a very few options have been granted
3. (a) When the total market value on the granting dates of the securities called for by all options granted during the period specified does not exceed \$10,000 for any officer or director named in answer to Item 7A, or \$40,000 for all officers and directors as a group, this Item need not be answered with respect to options granted to a person or group.
  - (b) When the total market value on the dates of purchase of all securities purchased through the exercise of options during the period specified does not exceed \$10,000 for a person or \$40,000 for a group, this item does not need to be answered with respect to options exercised by a person or group.
  - (c) When the total market value as of the latest practicable date of the securities called for by all options held at the time does not exceed \$10,000 for a person or \$40,000 for a group, this item does not need to be answered with respect to options held as of the specified date by a person or group.
    - (i) The term “options” as used in Subsection D of this item includes all options, warrants or rights, other than those issued to security holders as such on a pro rata basis. When the average option price per share is called for, the weighted average price per share shall be given.
    - (ii) The extension, regranting or material amendment of options shall be deemed the granting of options within the meaning of this paragraph.

(iii) If the options relate to more than one class of securities, the information shall be given separately for each class.

#### E. Indebtedness of management.

(1) State for each director or officer of the issuer, each nominee for election as a director, and each associate of a director, officer or nominee who was indebted to the issuer or its subsidiaries at any time since the beginning of the last fiscal year of the registrant:

(a) The largest aggregate amount of indebtedness outstanding at any time during the period,

(b) The nature of the indebtedness outstanding and the transaction in which it was incurred,

(c) The amount outstanding as of the latest practicable date; and

(d) The rate of interest paid or charged.

(2) Subsection E of this item does not apply to:

(a) Any person whose aggregate indebtedness did not exceed \$10,000 or one percent of the issuer's total assets, whichever is less, at any time during the period specified; or

(b) Indebtedness under an insurance policy.

#### F. Transactions with management.

(1) Describe briefly any transaction since the beginning of the issuer's last fiscal year or any presently proposed transactions, to which the issuer or any of its subsidiaries was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest, naming the person and stating the relationship to the issuer, the nature of the interest in the transaction and, when practicable, the amount of the interest.

(a) A director or officer of the issuer;

(b) A nominee for election as a director;

(c) A security holder who is known to the issuer to own of record or beneficially more than ten percent of any class of the issuer's voting securities; and

(d) A relative or spouse of any of the persons named in paragraph (1)(a), (b) or (c) of this item 7F, or any relative of the spouse, who has the same home as the person or who is a director or officer of a parent or subsidiary of the issuer.

(2) Also, describe briefly any material legal proceedings in which a person is an adverse party to the issuer or any of its subsidiaries or has an adverse material interest to the issuer or any of its subsidiaries.

(3) Information does not need to be given in response to this Item 7F as to any remuneration or other transaction reported in response to Item 7A, B, C, D or E, or as to any transaction with respect to which information may be omitted pursuant to these items.

(4) Information does not need to be given in answer to this Item 7F for any transaction when:

(a) The rates or charges involved in the transaction are determined by competitive bids, or at rates or charges fixed in conformity with law or governmental authority;

(b) The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;

(c) The amount involved in the transaction or series of similar transactions, including all periodic installments in the case of any lease or other agreement providing for periodic payments or installments, does not exceed \$40,000; or

(d) The interest of the specified person arises solely from the ownership of securities of the issuer and the specified person receives no extra or special benefit not shared on a pro rata basis by all holders of securities of the class.

(5) It should be noted that this item calls for disclosure of indirect, as well as direct, material interests in transactions. A person who has a position or relationship with a firm, corporation or other entity, that engages in a transaction with the issuer or its subsidiaries may have an indirect interest in the transaction by reason of the position or relationship. However, a person shall be considered not to have a material indirect interest in a transaction within the meaning of this Item 7F when:

(a) The interest arises only (i) from the person's position as a director of another corporation or organization (other than a partnership) that is a party to the transaction, or (ii) from the direct or indirect ownership by the person and all other persons specified in Item 7F of less than a ten percent equity interest in another person (other than a partnership) that is a party to the transaction, or (iii) from both the position and ownership;

(b) The interest arises only from the person's position as a limited partner in a partnership in which the person and all other persons specified in Item 7F had an interest of less than ten percent; or

(c) The interest of the person arises solely from the holding of an equity interest (including a limited partnership interest but excluding a general partnership interest) or a creditor interest in another person that is a party to the transaction with the issuer or any of its subsidiaries and the transaction is not material to the other person.

#### Instructions:

1. In describing any transaction involving the purchase or sale of assets by or to the issuer or any of its subsidiaries, other than in the ordinary course of business, state the cost of the assets to the purchaser and, if acquired by the seller within two years prior to the transaction, the cost to the seller. Indicate the principle followed in determining the issuer's purchase or sale price and the name of the person making the determination.

2. Information shall be furnished in answer to this Item with respect to transactions not excluded in this item 7F that 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 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.

(1) Describe briefly any transactions since the beginning of the issuer's last fiscal year, or any presently proposed transactions, to which any pension, retirement, savings or similar plan provided by the issuer, or any of its parents or subsidiaries was or is to be a part, in which any of the persons specified in Item 7F or the issuer or any of its subsidiaries had or is to have a direct or indirect material interest naming the person and stating the person's relationship to the issuer, the nature of the person's interest in the transaction and, when practicable, the amount of the interest.

(2) Information does not need to be given in answer to this Subsection G with respect to:

(a) Payments to the plan, or payments to beneficiaries, pursuant to the terms of the plan;

(b) Payment of remuneration for services not in excess of five percent of the aggregate remuneration received by the specified person during the issuer's last fiscal year from the issuer and its subsidiaries; or

(c) Any interest of the issuer or any of its subsidiaries that arises solely from its general interest in the success of the plan.

Instructions:

1. Subparagraph 3 to Item 7F applies to this Item 7G.

2. Without limiting the general meaning of the term "transaction," there shall be included in the answer to this item any remuneration received or any loans received or outstanding during the period, or proposed to be received.

*Item 8. Matters Related to Accounting*

If the solicitation is made on behalf of the issuer and relates to an annual meeting of security holders at which directors are to be elected, or financial statements are included, furnish the following information:

A. State if the issuer's financial statements are not certified by independent public or certified accountants.

B. State if the board of directors has no audit or similar committee.

C. If the issuer's financial statements are certified by independent public or certified accountants, state that fact and provide the following information:

(1) The name of the principal accountant selected or being recommended to shareholders for election, approval or ratification for the current year. If no accountant has been elected or recommended, so state and briefly describe the reasons.

(2) The name of the principal accountant for the fiscal year most recently completed if different from the accountant selected or recommended for the current year or if no accountant has been elected or recommended for the current year.

(3) State if a change or changes in accountants have taken place since the date of the proxy statement for the most recent annual meeting of shareholders. If, in connection with the change, a material disagreement in connection with financial disclosure between the accountant and issuer has occurred, the disagreement shall be described. Prior to filing the preliminary proxy materials with the Director that contain or amend the description, the issuer shall furnish the description of the disagreement to an accountant with whom the disagreement has occurred. If that accountant believes that the description of the disagreement is incorrect or incomplete, the accountant may include a brief statement, not to exceed 200 words, in the proxy statement presenting the accountant's view of the disagreement. This statement must be submitted to the issuer within ten business days of the date the accountant receives the issuer's descriptions.

(4) The proxy statement shall indicate whether representatives of the principal accountants for the current year and for the most recently completed fiscal year are expected to be present at the stockholders' meeting with the opportunity to make a statement if they desire to do so and whether the representatives are expected to be available to respond to appropriate questions.

(5) If a change in accountants has taken place since the date of the proxy statement for the most recent annual meeting of shareholders, state whether the change was recommended or approved by:

- (a) An audit or similar committee of the board of directors, if the issuer has this committee; or
- (b) The board of directors, if the issuer has no committee.

D. For the fiscal year most recently completed, describe each professional service provided by the principal accountant and state the percentage relationship that the aggregate of the fees for all nonaudit services bears to the audit fees and, except as provided below, state the percentage relationship that the fee for each nonaudit service bears to the audit fees. Indicate whether, before each professional service provided by the principal accountant was rendered, it was approved by, and the possible effect on the independence of the accountant was considered by:

- (1) An audit or similar committee of the board of directors; and
- (2) The board of directors for a service not approved by an audit or similar committee.

**Instructions:**

1. For purposes of this subsection D, all fees for services provided in connection with the audit function (e.g. reviews of quarterly reports) may be computed as part of the audit fees. Indicate which services are reflected in the audit fees computation.

2. If the fee for any non-audit service is less than three percent of the audit fees, the percentage relationship does not need to be disclosed.

3. Each service should be specifically described. Broad general categories such as “tax matters” or “management advisory services” are not sufficiently specific.

4. Describe the circumstances and give details of any services provided by the issuer’s independent accountant during the latest fiscal year that were furnished at rates or terms that were not customary.

5. Describe any existing direct or indirect understanding or agreement that places a limit on current or future years’ audit fees, including fee arrangements that provide fixed limits on fees that are not subject to reconsideration if unexpected issues involving accounting or auditing are encountered. Disclosure of fee estimates is not required.

*Item 9: Bonus, Profit Sharing, and Other Remuneration Plans: Pension and Retirement Plans*  
If action is to be taken with respect to any bonus, profit sharing or other remuneration plan or any pension or retirement plan, furnish the following information:

A. Describe briefly the material features of the plan, identify each class of persons who will participate, indicate the approximate number of persons in each class and state the basis of the participation.

B. Furnish the information, in addition to that required by this item and Item 7, as may be 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 in effect within the past five years, for:

(1) Each director or officer named in answer to Item 7A who may participate in the plan to be acted upon;

(2) All present directors and officers of the issuer as a group, if any director or officer may participate in the plan; and

(3) All employees, if employees may participate in the plan.

C. If the plan to be acted upon may be amended otherwise than by a vote of stockholders, to increase the cost thereof to the issuer or to alter the allocation of the benefits as between the directors and officers on the one hand and employees on the other, state the nature of the amendments that can be made.

D. With regard to any bonus, profit sharing or other remuneration plan, on which action is to be taken, furnish the following information:

(1) State separately the amounts that would have been distributable under the plan during the last fiscal year of the issuer, if the plan had been in effect:

(a) To directors and officer, and

(b) To employees.

(2) State the name and position with the issuer of each person specified in Item 7A who will participate in the plan and the amount each person would have received under the plan for the last fiscal year of the issuer if the plan had been in effect.

E. With regard to any pension or retirement plan on which action is to be taken, furnish the following information:

(1) State:

(a) The approximate total amount necessary to fund the plan with respect to past services, the period over which the amount is to be paid and the estimated annual payments necessary to pay the total amount over the period;

(b) The estimated annual payment to be made with respect to current services; and

(c) The amount of the annual payments to be made for the benefit of

(i) directors and officers, and

(ii) employees.

(2) State:

(a) The name and position with the issuer of each person specified in Item 7A who will be entitled to participate in the plan;

(b) The amount that would have been paid or set aside by the issuer and its subsidiaries for the benefit of the person for the last fiscal year of the issuer if the plan had been in effect; and

(c) The amount of the annual benefits estimated to be payable to the person in the event of retirement at normal retirement date.

Instructions:

1. If action is to be taken with respect to the amendment or modification of an existing plan, the item shall be answered with respect to the plan as proposed to be amended or modified and shall indicate any material differences with the existing plan.



2. The following instruction apply to Subsection B of this item:

(a) Information need only be given with respect to benefits received or set aside within the past five years.

(b) Information does not need to be included as to payments made for, or benefits to be received from, group life or accident insurance, group hospitalization or similar group payments or benefits.

(c) If action is to be taken with respect to any plan in which directors or officers may participate, the information called for by Item 7D shall be furnished for the last five fiscal years of the issuer and any period after the end of the latest fiscal year, in aggregate amounts for the entire period for each person and group. If any named person, or any other director or officer, purchased securities through the exercise of options during the period, state the aggregate amount of securities of that class sold during the period by the named person and by the named person and other directors and officers as a group. The information called for by this instruction is in lieu of the information since the beginning of the issuer's last fiscal year called for by Item 7D. If employees may participate in the plan to be acted upon, state the aggregate amount of securities called for by all options granted to employees during the five year period and, if the options were other than "restricted" or "qualified" stock options or options granted pursuant to an "employee stock purchase plan," as the quoted terms are defined in Sections 422 through 424 of the Internal Revenue Code, state that fact and the weighted average option price per share. The information called for by this instruction may be furnished in the form of the table set forth in Item 7D.

3. If the plan to be acted upon is set forth in a written document, three copies shall be filed with the Director when the preliminary copies of the proxy statement and form of proxy are filed.

4. The information called for by Subsection E(1)(c) or E(2)(b) of this Item 9 does not need to be given as to payments made on an actuarial basis pursuant to any group pension plan that provides for fixed benefits in the event of retirement at a specified age or after a specified number of years of service.

*Item 10: Options, Warrants, or Rights*

If action is to be taken with respect to the granting or extension of any options to purchase securities of the issuer or any subsidiary, furnish the following information:

A. State:

(1) The title and amount of securities called for or to be called for by the options;

(2) The prices, expiration dates and other material conditions upon which the options may be exercised;

(3) The consideration received or to be received by the issuer or subsidiary for the granting or extension of the options;

(4) The market value of the securities called for or to be called for by the options as of the latest practicable date; and

(5) In the case of options, the federal income tax consequences of the issuance and exercise of the option to the recipient and to the issuer.

B. (1) State separately the amount of options received or to be received by the following persons, naming each person:

- (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 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 in effect within the past five years, for:

(1) Each director or officer named in answer to Item 7A who may participate in the plan to be acted upon;

(2) All present directors and officers of the issuer as a group, if any director or officer may participate in the plan; and

(3) All employees, if employees may participate in the plan.

Instructions:

1. For the purpose of this Item 10 the term “option” includes any option, warrant or right.

2. Paragraphs B and C of this item do not apply to warrants or rights to be issued to security holders on a pro rata basis.

3. Instruction 2 to Item 9 also apply to Paragraph C of this item.

4. If the options described in answer to this item are issued pursuant to a plan that is set forth in a written document, three copies shall be filed with the Director at the time preliminary copies of the proxy statement and form of proxy are filed.

Item 11. Authorization or Issuance of Securities Otherwise than for Exchange.

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

A. State the title and amount of securities to be authorized or issued.

B. If the securities are other than additional shares of common stock of a class outstanding, furnish a brief summary of the following, if applicable: dividend, voting, liquidation, preemptive and conversion rights, redemption and sinking fund provisions, interest rate and date of maturity.

C. Describe briefly the transaction in which the securities are to be issued, including a statement as to:

(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 that are to be modified or exchanged and other information appropriate in the particular case to disclose adequately the nature and effect of the proposed action.

E. Outline briefly any other material features of the proposed modification or exchange. If the plan of proposed action is set forth in a written document, file copies of the plan with the Director when the preliminary proxy material is filed.

#### Item 13. Mergers, Consolidations, Acquisitions and Similar Matters

Furnish the following information if action is to be taken with respect to any plan for (i) the merger or consolidation of the issuer into or with an other person or of an other person into or with the issuer; (ii) the acquisition by the issuer or any of its security holders of securities of another issuer; (iii) the acquisition by the issuer of an other going business or of the assets thereof; (iv) the sale or other transfer of all or any substantial part of the assets of the issuer; or (v) the liquidation or dissolution of the issuer:

A. Outline briefly the material features of the plan. State the reasons for each of the material features and the general effect of them upon the rights of existing security holders. If the plan is set forth in a written document, file three copies of the document with the Director when preliminary copies of the proxy statement and form of proxy are filed.

B. Furnish the following information as to the issuer and each person that 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. Information required under this subsection B is that which is essential to an investor's appraisal of the action proposed to be taken. The required information is as follows:

(1) A brief description of the business of the person.

(2) A statement of the location and a description of 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 from a legal standpoint. Portfolio or investment assets of an insurer do not need to be disclosed.

(3) A brief statement as to dividends in arrears or defaults in principal or interest regarding any securities of the issuer or of the person, and as to the effect of the plan thereon and other information that is appropriate in the particular case to disclose adequately the nature and effect of the proposed action.

(4) A tabulation in columnar form showing the existing and the pro forma capitalization.

(5) In columnar form for each of the last five fiscal years, a historical summary of earnings, showing per share amounts of net earnings, dividends declared for each year and book value per share at the end of the latest period.

(6) In columnar form for each of the last five fiscal years, a combined pro forma summary of earnings, as appropriate in the circumstances, indicating the aggregate and pre-share earnings for each year and the pro forma book value per share at the end of the latest period. If the transaction establishes a new basis of accounting for assets of any of the persons included, the pro forma summary of earnings must be furnished only for the most recent fiscal year and interim period and must reflect appropriate pro forma adjustments resulting from the new basis of accounting.

(7) To the extent material for the exercise of prudent judgment in regard to the matter to be acted upon, the historical and pro forma earnings data specified in (5) and (6) of this item 13B for interim periods of the current and prior fiscal years, if available.

**Instructions:**

This item 13B does not apply if the plan described in answer to this item 13A involves only the issuer and one or more of its totally-held subsidiaries.

C. As to each class of securities of the issuer, or of any person specified in this item 13B, that 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 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 OAR 836-024-0026(2)(a), (b) and (c), 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 OAR 836-024-0026(2)(a), (b) and (c).

C. Upon request of the issuer, the Director may permit the omission of any of the statements required in this item when the statements are not necessary for the exercise of prudent judgment in regard to any matter to be acted upon, or may permit in substitution the filing of appropriate statements of comparable character. The Director may also require the filing of other statements in addition to, or in substitution for, the statements required in any case in which the statements are necessary or appropriate for an adequate presentation of the financial condition of any person whose financial statements are required, or whose statements are otherwise material for the exercise of prudent judgment in regard to any matter to be acted upon. In the usual case:

(1) Financial statements are considered to be material to the exercise of prudent judgment when the matter to be acted upon is authorization or issuance of a material amount of senior securities.

(2) Financial statements are not considered to be material when the matter to be acted upon is the authorization or issuance of common stock, other than in an exchange, merger or consolidation, acquisition or similar transaction.

D. The proxy statement may incorporate by reference any financial statements contained in an annual report sent to security holders with respect to the same meeting as the meeting to which the proxy statement relates, if the financial statements substantially meet the requirements of this item.

**Item 15. Acquisition or Disposition of Property.**

If action is to be taken with respect to the acquisition or disposition of any property, furnish the following information:

A. Describe briefly the general character and location of the property.

B. State the nature and amount of consideration to be paid or received by the issuer or any subsidiary. To the extent practicable, outline briefly the facts bearing upon the question of the fairness of the consideration.

C. State the name and address of the transferor or transferee, as the case may be, and the nature of any material relationship of the person to the issuer or an affiliate of the issuer.

D. Outline briefly any other material features of the contract or transaction.

*Item 16: Restatement of Accounts.* If action is to be taken with respect to the restatement of an asset, capital or surplus account of the issuer, furnish the following information:

A. State the nature of the restatement and the date it is to be effective.

B. Outline briefly the reasons for the restatement and for the selection of the particular effective date.

C. State the name and amount of each account, including any reserve accounts, affected by the restatement and the effect of the restatement on each account. Tabular presentation of the amounts must be made when appropriate, particularly in the case of recapitalizations.

D. To the extent practicable, state whether and the extent, if any, to which the restatement will alter the amount available for distribution, as of the date of the restatement, to the holders of equity securities.

*Item 17. Action with Respect to Reports.*

If action is to be taken with respect to any report of the issuer or of its directors, officers or committees or any minutes of meetings of its stockholders, furnish the following information:

A. State whether the action is to constitute approval or disapproval of any of the matters referred to in the reports or minutes.

B. Identify each matter intended to be approved or disapproved and furnish the information required by the appropriate item or items of this schedule with respect to each matter.

*Item 18. Matters Not Required to Be Submitted.*

If action is to be taken with respect to any matter that is not required to be submitted to a vote of security holders, state the nature of the matter; the reasons for submitting the matter to a vote of security holders; and what action is intended to be taken by the management in the event of a negative vote on the matter by the security holders.

*Item 19. Amendment of Charter, Bylaws or Other Documents.*

If action is to be taken with respect to any amendment of the issuer's charter, bylaws or other documents as to which information is not required under any other item in this schedule, state briefly the reasons for and the general effect of the amendment.

*Item 20. Other Proposed Action.*

If action is to be taken with respect to any matter not specifically referred to in any other item in this schedule, describe briefly the substance of each matter in substantially the same degree of detail as is required by Items 5 to 19.

*Item 21. Vote Required for Approval.*

As to each matter that is to be submitted to a vote of security holders, other than elections to office or the selection or approval of auditors, state the vote required for its approval.

**Schedule B**

The following information shall be included in statements filed by or on behalf of each 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:*

A. State the following:

- (1) Your name and business address; and
- (2) Your present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which the employment is carried on.

B. State the following:

- (1) Your residence address; and
- (2) Information as to all material occupations, positions, offices or employments during the last 10 years, giving:
  - (a) Starting and ending dates of each; and
  - (b) The name, principal business and address of any business corporation or other business organization in which each occupation, position, office, or employment was carried on.

C. State whether you are or have been a participant in any other proxy contest involving this company or other companies within the past ten years. If so, identify the principals, the subject matter and your relationship to the parties and the outcome.

D. State whether, during the last ten years, you have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the date, nature of conviction, name and location of the court or administrative agency, and penalty imposed or other disposition of the case. A negative answer to this subsection D need not be included in the proxy statement or other proxy soliciting material.

*Item 3. Interest in Securities of the Issuer:*

A. State the amount of each class of securities of the issuer that you own beneficially, directly or indirectly.

B. State the amount of each class of securities of the issuer that you own of record but not beneficially.

C. State with respect to all securities of the issuer purchased or sold within the past two years, the dates on which they were purchased or sold and the amount purchased or sold on each date.

D. If any part of the purchase price or market value of any of the securities specified in subsection C of this item is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding securities, so state and indicate the amount of the indebtedness as of the latest practicable date. If the 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 you are a party to any contract, arrangement or understanding with any person with respect to any securities of the issuer, including, but not limited to, a joint venture, loan, or option arrangement, puts or calls, guarantee against losses or guarantee of profits, division of losses or profits, or the giving or withholding of proxies. If so, name the persons with whom such a contract, arrangement or understanding exists and give the details thereof.

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

G. State the amount of each class of securities of any parent, subsidiary or affiliate of the issuer that the participant owns 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 when 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 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.

D. Describe any arrangement or understanding stated under subsection C of this item and state the names of the parties thereto.

*Item 5: Signature.* The statement shall be dated and signed in the following manner:

**I certify that the statements made in this statement are true, complete, and correct to the best of my knowledge and belief.**

\_\_\_\_\_ (Date) \_\_\_\_\_

\_\_\_\_\_  
**Signature of participant or authorized representative**