

Notice & Access Model Rules & Regulations - Effective January 1, 2009

Beginning January 1, 2009, all companies soliciting proxies under SEC rules are required to post Annual Meeting materials to the Internet and notify shareholders of their availability. The proxy material must be readable, printable, searchable, and have the ability to be downloaded. Moreover, the web site must be cookie-free and must be accessible to shareholders by the date the mailing commences. Below are the options the issuer has in regards to abiding by the Notice & Access Model.

Option 1: Notice Only

Under the Notice Only option a one-page letter must be mailed to shareholders at least 40 days prior to the Meeting date. This letter must inform the shareholders that the company's proxy materials are electronically available on a specified web site and must also explain how the proxy materials can be accessed.

The initial Notice cannot be accompanied by any other material, except for a notice of a Meeting, as required by State corporate law. Following the Notice mailing, issuers may elect to mail the proxy card beginning 10 or more days after. The proxy card mailing must also contain another copy of the original Notice.

Option 2: Full Set Delivery

Under the Full Set Delivery option the issuer will follow the traditional method of providing proxy material. Shareholders will receive the proxy statement, Annual Report, proxy card and return envelope. In addition, shareholders must also receive a notice indicating that the materials may be obtained electronically.

This notice may be provided separately or incorporated into the proxy statement and proxy card. Another provision requires that the material must be posted on a publicly accessible and dedicated web site no later than the date the notice is sent to shareholders. This requirement eliminates the need to respond to requests for hard copy sets.

Fulfillment

The regulations mandate that hardcopy materials must be provided to any shareholder making a verbal, written or electronic request for them. Requested materials must be sent via first class mail within three business days of the receipt of the request. Additionally, all materials must be retained on a web site and hard copy must be available for one year after the Annual Meeting. The three-day and first class delivery requirements do not apply to requests received after the meeting, however.