**Section 203.EXHIBIT A Information Required in Proxy Statement or Information Statement**

Item 1. Revocability of Proxy

State whether or not the person giving the proxy has the power to revoke it. If the right of revocation before the proxy is exercised is limited or is subject to compliance with any formal procedure, briefly describe that limitation or procedure.

Item 2. Dissenters' Rights of Appraisal.

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

Item 3. Persons Making Solicitation Not Subject to Section 203.100

a) If the solicitation is made by the management of the company, so state. Give the name of any director of the company who has informed the management in writing that he intends to oppose any action intended to be taken by the management and indicate the action which he intends to oppose.

b) If the solicitation is made other than by the management of the company, state the names and addresses of the persons by whom and on whose behalf it is made and the names and addresses of the persons by whom the cost of solicitation has been or will be borne, directly or indirectly.

c) If the solicitation is to be made by specially engaged employees or paid solicitors, state (i) the material features of any contract or arrangement for the solicitation and identify the parties, and (ii) the cost or anticipated cost thereof.

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

Describe briefly any substantial interests, directly or indirectly, by security holdings or otherwise, of any director, nominee for election as director, officer and, if the solicitation is made other than on behalf of management, each person on whose behalf the solicitation is made, in any matter to be acted upon, other than elections to office.

Item 5. Voting Securities

a) State, as to each class of voting securities of the company 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 as of which 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 concerning the election of directors and if the persons solicited have cumulative voting rights, make a statement that they have such rights and state briefly the conditions precedent to the exercise of those rights.

Item 6. Nominees and Directors

If action is to be taken concerning the election of directors, furnish the following information, in tabular form to the extent practical, with respect to each person nominated for election as a director and each other person whose term of office as a director will continue after the meeting:

a) Name each person, state when his term of office or the term of office for which he is a nominee will expire, and all other positions and offices with the company presently held by him, and indicate which persons are nominees for election as directors at the meeting;

b) State his present principal occupation or employment and the name and principal business of any corporation or other organization by which he is employed. Furnish similar information as to all of his principal occupations or employments during the last 5 years, unless he is now a director and was elected to his present term of office by a vote of security holders at a meeting for which proxies were solicited under this regulation;

c) If he is or has previously been a director of the company, state the period or periods during which he served as a director of the company; and

d) State, as of the most recent practical date, the approximate number of shares of each class of equity securities of the company or any of its parents, subsidiaries or affiliates other than director's qualifying shares, beneficially owned directly or indirectly by him. If he is not the beneficial owner of any of those securities, make a statement to that effect.

Item 7. Remuneration and other Transactions With Management and Others.

Furnish the information reported or required in Item One of Schedule SIS of the annual statement form as prescribed by the N.A.I.C. under the heading "Information Regarding management and Directors" if action is to be taken concerning (a) the election of directors, (b) any remuneration plan, contract or arrangement in which any director, nominee for election as a director, or officer of the company will participate, (c) any pension or retirement plan in which any such person will participate, or (d) the granting or extension to any such person of any options, warrants or rights to purchase any securities, other than warrants or rights issued to all security holders on a pro rata basis. If the solicitation is made on behalf of persons other than the management, information need be furnished only as to Item 1A of the described heading of Schedule SIS.

Item 8. Bonus, Profit Sharing and Other Remuneration Plans.

If action is to be taken concerning any bonus, profit sharing, or other remuneration plan of the company, furnish the following information:

a) A brief description of the material features of the plan, each class of persons who will participate in the plan, the approximate number of persons in each class, and the basis of participation;

b) The amounts which would have been distributable under the plan during the last calendar year to (1) each person named in Item 7 of this Exhibit, (2) directors and officers as a group, and (3) all other employees as a group, if the plan had been in effect as to other employees; and

c) If the plan to be acted upon may be amended (other than by a vote of security holders) in a manner which would materially increase the cost to the company or would materially alter the allocation of the benefits as between the groups specified in paragraph (b) of this Item, the nature of the amendments must be specified.

Item 9. Pension and Retirement Plans.

If action is to be taken concerning any pension or retirement plan of the company, furnish the following information:

a) A brief description of the material features of the plan, each class of persons who will participate in the plan, the approximate number of persons in each class, and the basis of participation;

b) State (1) 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; (2) the estimated annual payment to be made for current services; and (3) the amount of the annual payments to be made for the benefit of (i) each person named in Item 7 of this Exhibit, (ii) directors and officers as a group and (iii) employees as a group; and

c) If the plan to be acted upon may be amended (other than by a vote of security holders) in a manner which would materially increase the cost thereof to the company or would materially alter the allocation of the benefits between the groups specified in sub-paragraph (3) of sub-paragraph (b) of this Item, the nature of the amendments must be specified.

Item 10. Options, Warrants, or Rights.

If action is to be taken concerning the granting or extension of any options, warrants or rights (all referred to in this Item as "warrants") to purchase equity securities of the company or any subsidiary or affiliate, other than warrants issued to all security holders on a pro rate basis, furnish the following information:

a) The title and number of shares of securities called for or to be called for, the prices, expiration dates and other material conditions upon which the warrants may be exercised, the consideration received or to be received by the company, subsidiary or affiliate for the granting or extension of the warrants and the market value of the securities called for or to be called for by the warrants, as of the latest practical date;

b) If known, state separately the total number of shares of securities called for or to be called for by warrants received or to be received by the following persons, naming each person: (1) each person named in Item 7 of this Exhibit, and (2) each other person who will be entitled to acquire 5 per cent or more of the securities called for or to be called for by the warrants; and

c) If known, state also the total number of shares of securities called for or to be called for by the warrants received or to be received by all directors and officers of the company as a group and all employees, without naming them.

Item 11. Authorization or Issuance of Securities.

a) If action is to be taken concerning the authorization or issuance of any securities of the company, furnish the title, number of shares or total face amount, as applicable, and description of the 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, as applicable: dividend, voting, liquidation, preemptive, and conversion rights, redemption and sinking fund provisions, interest rate and date of maturity.

c) If the securities to be authorized or issued are other than additional shares of common stock of a class outstanding, the Director may require financial statements comparable to those contained in the annual report.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters.

a) If action is to be taken concerning a merger, consolidation, acquisition, or similar matter, furnish in brief outline the following information:

1) The rights of appraisal or similar rights of dissenters with respect to any matters to be acted upon. Indicate any procedure required to be followed by dissenting security holders in order to perfect their rights;

2) The material features of the plan or agreement;

3) The business done by the company to be acquired or whose assets are being acquired;

4) If available, the high and low sale prices of all outstanding securities issued by each company involved for each quarterly period within 2 years; and

5) The percentage of outstanding shares which must approve the transaction before it is consummated.

b) For each company involved in a merger, consolidation or acquisition, the following financial statements must be furnished;

1) A comparative balance sheet as of the close of the last 2 fiscal years;

2) A comparative statement of operating income and expenses for each of the last 2 fiscal years and, as a continuation of each statement, a statement of earnings per share after related taxes and cash dividends paid per share; and

3) A pro forma combined balance sheet and income and expense statement for the last fiscal year giving effect to the necessary adjustments with respect to the resulting company.

Item 13. Restatement of Accounts.

If action is to be taken concerning the restatement of an asset, capital, or surplus account of the company, furnish the following information:

a) State the nature of the restatement and the date as of which it is to be effective;

b) Outline briefly the reasons for the restatement and for the selection of the particular effective date; and

c) State the name and amount of each account affected by the restatement and the effect of the restatement on each account.

Item 14. Matters Not Required to Be Submitted.

If action is to be taken concerning any matter which is not required to be submitted to a vote of security holders, state the nature of the matter, the reason for submitting it 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 15. Amendment of Articles of Incorporation, By-Laws, or Other Documents.

If action is to be taken concerning any amendment to the company's Articles of Incorporation, By-Laws or other documents about which information is not otherwise required in this Exhibit, state briefly the reasons for and general effect of the amendment and the vote required for its approval.