Annual Meeting Guide 2014
Your Annual Meeting Guide 2014
Courtesy of Continental Stock Transfer & Trust Company

Table of Contents

Introduction
Directory of Exhibits ..............................................................1
2014 Proxy Season Update .......................................................1
Continental’s Proxy and Annual Meeting Services ....................3
Continental Edgar .................................................................3
Coordination ........................................................................4
Broadridge Financial Solutions, Inc. ...........................................5
Our View – Broadridge’s Proxy Services ................................5
Overview .............................................................................6

Stage 1: Preparation
Notice and Access Requirements .............................................7
Your Company’s Choice ...........................................................8
Fulfillment – Requests for Hardcopy Material .........................8
Online Document Conversion and Web Hosting Services ..........8
Consent – Electronic/Hardcopy Delivery ....................................9
Householding .......................................................................10
Electronic Distribution ............................................................10
Notification to Continental of Record Date, Mail Date, and Meeting Date .........................................................10
Broker Search .....................................................................10
DTC ..................................................................................10
Electronic Voting Via Telephone and/or Internet ......................11
Plan Files ...........................................................................11
Proxy Solicitor ....................................................................11

Stage 2: Mailing
Preparing and Printing Proxy Cards ........................................12
Ordering Proxy Material ........................................................12
Approval of Proxy Card ........................................................12
Delivery of Material and Mailing .............................................13
Material Delivery Instructions .................................................13

Stage 3: Vote Tabulation and Annual Meeting
Tabulation ...........................................................................14
Annual Meeting ....................................................................15

Continental Key Employee Contacts and Partners
Names, Phone Numbers, and E-Mail Addresses .......................16

Exhibit: Glossary of Terms .....................................................17-25
Exhibit: Proxy Department – Annual/Special Meeting Sequence (Flow Chart) ..............................................26
Exhibit: Typical Annual Meeting Timeline ...............................27
Exhibit: Letter of Instruction to Continental ..........................28
Exhibit: DTC Security Position Reports (SPR’s) .......................29
Exhibit: Internet Setup Form ...................................................30
Exhibit: Online Proxy Information Access ..............................31
Exhibit: Sample Proxy Vote Totals ..........................................32
Exhibit: Proxy Cards ..............................................................35-36
Exhibit: Sign Up Form ...........................................................37-38
Exhibit: Annual/Special Meeting Checklist ..............................39-43
Annual Meeting Guide 2014
Your guide to a successful Annual Meeting, presented by Continental Stock Transfer

2014 Proxy Season Update

Your Annual Meeting is one of the most important events of the year. Continental Stock Transfer & Trust will treat it with the heightened attention and expertise it deserves.

As your Transfer Agent, we stand ready to fulfill your annual or special shareholder meeting’s requirements – and comply with SEC regulations and industry guidelines. Continental’s 2014 Annual Meeting Guide will assist you with the preparation of this important corporate event. As you begin to plan for your meeting process, please know that Continental offers an entire suite of services to meet all of your needs, running the gamut from the most basic to the most complex.

We would like to highlight a few changes going into 2014.

SEC Order Approving NYSE Street Proxy Fees

On October 18, 2013, the SEC approved the NYSE’s recommended changes concerning proxy distribution fees. NYSE member organizations may charge issuers for delivering proxy material, as well as other communications to beneficial owners, and establish a fee for the development of an enhanced brokers’ internet platform (“EBIP”). The result should lower reimbursement costs for issuers, depending on their circumstances. However, fees for smaller shareholder base companies (fewer than 330,000 beneficial shareholders) may see their fees actually increase.

We encourage you to review further information on this topic at The Securities Transfer Association, Inc. website <http://www.stai.org/>.

ISS Policy Update

On November 21, 2013, ISS released its policy updates which will become effective for shareholder meetings held on or after February 1, 2014. Please review the ISS Executive Summary and Final ISS Policy Changes at <http://www.issgovernance.com/>

Regular communication with your shareholders is key. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and Boards actively engage shareholders throughout the year.

We now offer meetings through video conferencing. With our state of the art Polycom video conference system, Continental can assist you with facilitating audio/video conferencing, conduct an audio only session, or coordinate multiple phone lines through our bridge connectivity.

Nearly 50 years ago, Continental was founded on a specific vision: to fully support emerging, midsize and growth companies with superior client responsiveness and uniquely tailored business solutions. Along with our staff of seasoned professionals, this foundation is what allows us to respond quickly and nimbly to our customers, and to design and execute flawlessly on suites of services we know are best suited to each client. It is what makes us a significant presence in the industry. It is the basis of our commitment never to settle for the status quo.

As you may know, Continental has once again earned the position of #1 Stock Transfer Agent in North America in 2010, 2011, 2012 and 2013. In addition, we have ranked #1 in Value for eleven years straight among all major agents in Stockholder Consulting Services, Inc. (SCS) annual industry-wide client surveys. As proud as we are of our history, we are even more proud of the fact that we satisfy our customers time and again.

General Recommendations:

In addition to anticipating the effect of policy changes impacting your 2014 vote, there are sound practices that can be employed year-round to help companies understand and react to shareholders’ concerns. Regular communication is key. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and boards actively engage shareholders to make sure they understand any potential problem or issue.

Directory of Exhibits

For a clear view of the Annual Meeting process:

Proxy Department – Annual/Special Meeting Sequence (Flow Chart) p. 26

Typical Annual Meeting Timeline p. 27

Other helpful exhibits include:

Contact Information for Continental and Our Partners p. 16

Glossary of Terms p. 17

Letter of Instruction to Continental p. 28

DTC Security Position Reports (SPRs) p. 29

Internet Setup Form p. 30

Online Proxy Information Access p. 31

Sample Proxy Vote Totals p. 32

Proxy Cards p. 35-36

Annual/Special Meeting Checklist p. 39-43
This is a first step. Other “musts” include developing an understanding of your corporate shareholder profile, working to solidify relationships with your larger and more influential shareholders, and developing an acute sense of these shareholders’ views on the company’s overall performance and existing governance practices.

You should be acutely aware that an increase in the number of retail shares held in street name will likely result in a significant reduction in the vote for directors. The implications of this reduction will vary among companies. However, if a particular director had a significant percentage of votes withheld last year, special measures should be considered to ensure a better result this year.

To increase voting results, companies should consider altering their processes to ensure that even the most “plain vanilla” meeting is successful. Sending follow-up proxy materials to shareholders who haven’t voted might be considered. Also, employing stratified mailings to shareholders with significant holdings generally will increase results. Likewise, the use of alternative voting methods such as our Internet or Telephone Voting products will likely encourage a significantly better response.

Finally, there are a number of guidelines that should be considered to ensure that you will achieve the best possible vote. These are listed below.

**Plan Early:** Have a timeline of dates for each event leading to the meeting. Make certain that the timing of pertinent dates (record date, mailing date and meeting date) can be met by your staff, attorneys and vendors. Involve everyone in all planning discussions.

**Contact Continental’s Proxy Department:** As soon as your dates are determined, notify Continental’s Proxy Department so we can begin the broker search and provide notification to The Depository Trust Company.

**Consider Notice & Access:** Consider an analysis of fees and review the timeline to determine if Notice & Access (N&A) is feasible and economical for your company. Our staff can assist you with this analysis.

**Remember Your Employee Plans:** Be certain that your Plan trustees are notified. If Continental will be the mailing agent and tabulator for your Plans, be certain that you allow ample time for the conversion of the files and for the suppression of mailing of duplicate sets of material.

**Consider a Solicitor:** Your decision to hire a proxy solicitor will depend on two factors: Whether a non-routine proposal is on the ballot and/or if a large percentage of your shares are held in street name. Your experience in recent proxy campaigns may be helpful here. Continental can assist you in working with a solicitor and in determining whether you should retain one.

**Know Your Printing Needs:** Order enough material and make sure that your financial printer has enough time to complete the printing/shipment of materials to avoid errors and rush fees.

More information regarding the preparation for your Annual Shareholder Meeting can be found in this Guide. You can contact Gail Schweda, directly at 212.845.3241 gschweda@continentalstock.com or Bruce Jacoby at 212.845.3240 bjacoby@continentalstock.com to assist in planning.
Continental's Proxy and Annual Meeting Services

Continental's Proxy and Annual Meeting service offerings are the best in the industry. Not only do we “do it all,” we do it by employing full-time specialists year round to ensure that you and your staff deal only with knowledgeable personnel dedicated to specific tasks and available when you require them most. Assigning all Annual Meeting-related service functions to our specialized Proxy Department allows your regular Account Administrator to be available to you for crucial day-to-day needs without diversion. Having full-time Meeting specialists available to our clients distinguishes Continental from most, if not all, other agents.

Continental Edgar

Continental Edgar serves as an excellent complement to our Annual Meeting services. We encourage clients to consider the cost saving benefits of using this service, which is delivered with the same expertise and value you have come to expect from Continental's Stock Transfer Services. Among the services Continental Edgar can provide are:

**EDGAR Filings**: We are a full service SEC EDGAR filing agent and can file your company's Form 10-Qs, 10-Ks and other key SEC documents. Our services are available to you 24/7.

**XBRL Reporting**: Our specialists will apply Specific Data Tags of Taxonomies to your financial information that are provided as exhibits to your periodic reports.

**Newswires**: We can disseminate your corporate press releases and financial disclosures to a variety of media outlets quickly and cost effectively.

Our services are supported by technology embedded in our Sungard processing system. In addition to the mailing and tabulation services you would expect, we are able to offer a number of other critical capabilities, including:

- DTC linkage.
- Electronic Broadridge linkage.
- Electronic distribution of Annual Meeting materials through ContinentaLink, our full-service Internet connection for issuers and shareholders.
- XBRL
- EDGAR Filing
- Householding of shareholder positions.
• Intuitive Internet voting.
• Telephonic voting.
• Incorporation of Employee Plan share position.
• Interface with all outside solicitors.
• Reconcilement of “over-voted” positions.
• Inspector of Election.
• The variety of services now required under Notice and Access, including Fulfillment, online document conversion and Web Hosting.

**Coordination**

Continental works closely with our clients and their outside vendors to coordinate the development of a proxy card and to manage required supplies. We also monitor the timing of key events to be certain all mailings are timely, and that street materials are properly managed. Partnership is a key to our approach to the entire Meeting cycle.

It is critically important in 2014 to establish timelines and vendor relationships, including determining if a solicitor is needed. This decision should be made as soon as possible.

Your experience tells you that a successful vote outcome depends on the cooperation and resources of a number of industry participants. DTC, Broadridge, a solicitor, a printer, and now, in 2014, several other partners may also be employed. This Meeting Guide outlines the roles each of these play in the Meeting process and it provides sample letters, required forms, and detailed instructions to perform these important tasks.

Regulatory changes, have raised the bar to achieving a desired voting percentage. Your firm may need the special capabilities of a proxy solicitor in order to get the votes you need – even for a quorum. This may be true especially if any one of your proposals is controversial or is opposed by a known block or activist group. We work closely with all the major proxy solicitors, but we recommend Morrow & Co. because we find that they offer the best combination of expertise, responsive service, and technology.

Please direct any inquiry or question you may have to us as soon as possible.
Broadridge Financial Solutions, Inc.

Broadridge plays a major role in facilitating communication between a corporate issuer and its shareholders. Since this communication is extremely important, the basic information we are providing on Broadridge’s role should help this communication process.

Five days after Broadridge has been informed of your record date and Meeting date, it will have an estimate of the material requirement to mail to beneficial shareholders. Three business days after the record date, Broadridge will provide a record date Position Report and Confirmation, indicating the exact material requirement to mail to your beneficial shareholders. Continental can provide you with these numbers, or, if you would like, you can visit Broadridge directly at www.broadridge.com, or use their automated system at 631.254.7067. Have your CUSIP number available to use the system.

For fulfillment under Notice and Access, intermediaries (Broadridge) must prepare their own Notice and customize it to indicate how clients can provide voting instructions to the intermediary. Please note that Broadridge must receive the link to your proxy materials no later than five business days prior to your mailing date. Hence, issuers will have to provide the Notice information to these intermediaries or their agents in advance of the 40-day mailing deadline.

The intermediary has three business days from receipt of the request from the investor for hard copy material to forward it to the company or its agent, which, in turn, has three business days from its receipt to forward it back to the intermediary, which again has three business days from its receipt of the materials to forward the request to the investor.

Obviously, when the various three day periods are totaled – with mailing times added – the cumulative time from investor request to the receipt of the requested package may be three weeks or longer. In this scenario, there may be very little time for the investor to vote or to vote in an informed manner.

Our View – Broadridge’s Proxy Services

You may be aware that Broadridge is offering its proxy distribution services for both registered and beneficial (street) holders. While the concept of “one-stop shopping” may seem appealing at first glance, experience over the past several years indicates that this approach results in a number of significant problems. Most notably, Broadridge does not provide the scope of services that we at Continental do. Additionally, using the Broadridge services for your registered shareholders will increase your costs.
Broadridge Services Fall Short in Several Areas, as Follows:

• Broadridge does not return address change information to the transfer agent. In this regard, their practice does not comport with SEC requirements, which mandate that issuers and their transfer agents record the “last date of contact.” This information must be maintained by your agent to comply with lost-shareholder search and escheatment requirements.

• Broadridge does not furnish the issuer with any shareholder comments. As an issuer, you are not able to address shareholders’ questions or concerns in a timely fashion.

• Broadridge does not forward any shareholder-appended information regarding transfers, lost certificates, or other matters critical to maintaining pristine records and reducing escheatment costs.

• Broadridge requires transfer agents to supply registered shareholder information to them via secure Excel files and lists, services which will result in additional costs.

• Finally, many clients have contracts which already include the services Broadridge will offer. Contracting with Broadridge will merely double the cost without the issuer deriving additional benefit.

Continental is in the best position to distribute materials to your registered shareholders and to tally their votes in an accurate manner. We encourage you to use Broadridge for your beneficial holders only.

Overview

Continental’s experienced staff is available to assist you in achieving a smooth and cost-effective Meeting. However, there are several key tasks and recommended timelines for you to consider:

• Continental must be notified of the model you will employ under Notice and Access when the record date and meeting date are set.

• Have the proxy card approved by Continental’s proxy services for printing by the record date.

• Establish and have the web site available on the mail date.

• Allow four to five weeks between the proxy mail date and the Meeting date (41 calendar days under the Notice Only option).

The Annual Meeting project can best be viewed in a number of stages: Preparation, Mailing, and the Meeting/Tabulation. These stages are outlined on the following pages.
Your Annual Meeting Guide 2014
Courtesy of Continental Stock Transfer & Trust Company
Stage 1: Preparation

The following list of activities describes options and activities you have available to reach your shareholders in a cost-effective and targeted manner. Your use of any of the tools available will vary depending on your company’s customs, proposals on the proxy, and your knowledge of your shareholders’ preferences and expectations.

Notice and Access Requirements

All corporate filers must choose one of the options as set forth below. All Continental clients must understand that the Notice and/or Proxy cards must be printed by Scotti Graphics (a Continental partner) to ensure a timely and seamless delivery. We cannot make an exception! The timely preparation of the proxy card and notice can save costs associated with “rush” fees.

(See sample of Notice on page 33-34.)

Option 1
Issuers electing the Notice and Access Only approach must send a Notice to shareholders 40 calendar days in advance of each shareholder Meeting date for which the Notice and Access model is used. The Notice must meet the following requirements:

• The Notice must be in plain English and include the following legend in boldface type: Important Notice regarding the availability of proxy materials for the shareholder Meeting to be held on (date, time and location).
• The Notice must provide a clear statement of each proposal to be presented at the Meeting, along with the issuer’s recommendation, without supporting statements, regarding those matters.
• The Notice must indicate that it presents only an overview of the proposals and state that the complete proxy materials are available on the Internet. The Notice must encourage the shareholder to access and review all the information contained in the proxy materials prior to voting.
• The Notice must indicate how to request a hardcopy and that hardcopy will be provided to the shareholder without cost. The Notice must also indicate the date by which a request for hardcopy must be made in order to receive the material in time to review before voting.
• The Notice must provide the exact web address where proxy materials can be viewed. This web address cannot be the issuer’s home page or the SEC EDGAR address.
• The Notice must provide a secure control number (proxy number/account number) for Internet access and voting, along with a statement that no other personal information is needed.
• The Notice must provide a toll-free telephone number, a web site and e-mail address that can be used to request hardcopy material. These contact points must be dedicated and cannot be used for telephone or Internet voting.
• The Notice must contain instructions for voting online.
• The Notice must contain instructions for attending the Meeting and voting in person.

Directory of Exhibits
For a clear view of the Annual Meeting process:
Proxy Department – Annual/Special Meeting Sequence (Flow Chart) p. 26
Typical Annual Meeting Timeline p. 27
Other helpful exhibits include:
Contact Information for Continental and Our Partners p. 16
Glossary of Terms p. 17
Letter of Instruction to Continental p. 28
DTC Security Position Reports (SPRs) p. 29
Internet Setup Form p. 30
Online Proxy Information Access p. 31
Sample Proxy Vote Totals p. 32
Proxy Cards p. 35-36
Annual/Special Meeting Checklist p. 39-43
Option 2
Companies may send the Notice containing all of the above described information with the complete set of Annual Meeting materials. Alternatively, the information, as described above, may be incorporated into the Proxy Statement and proxy card.

Option 3
Option 3 is a combination of both models. Clients may elect to contact us to obtain an analysis of the cost effectiveness of using this option.

Your Company’s Choice
We can provide an analysis of your entire shareholder base to determine which of the alternatives may best serve your needs and be most economical. Clearly, every issuer should carefully review the full range of its options before selecting an alternative appropriate to its needs and those of its shareholders.

Continental can manage the entire Notice and Access process on behalf of the issuer, including either the Notice Only option or the Full Set Delivery option. These services will include interfacing with printers, the Web Hosting provider, Broadridge and other Banks/Brokers that are not Broadridge clients with the objective of streamlining the process and reducing overall costs. Our expertise will ensure that all timetables are met and all work is completed in accordance with your instructions and all regulatory requirements.

Fulfillment – Requests for Hardcopy Material
Registered shareholders must be able to request hardcopy of the Annual Meeting materials at any time via a toll-free telephone number, an e-mail address or via the Internet. Requested material must be mailed by first class mail within (3) three business days of the receipt of the request.

The fulfillment center must track fulfillment requests and delivery information as well as inventory levels. Continental is equipped to manage this requirement by using our fulfillment center to warehouse material and fulfill requests utilizing our print on demand capability. Should you decide to serve as your own fulfillment center, you must coordinate this with Continental in advance of the mailing.

Online Document Conversion and Web Hosting Services
SEC regulations mandate that issuers provide electronic access to Annual Meeting materials; these requirements set specific standards for Web Hosting and apply even if the Notice and Access model is not adopted. The web version of the documents must match the printed copy as closely as possible.
SEC regulations require issuers to post the Annual Meeting materials on a web site no later than the date on which the Notice is sent to shareholders. The web site posting must include the proxy card, the Proxy Statement, the Annual Report (Form 10K, if not included in the Annual Report), along with any additional solicitation material.

The web site must be formatted to be convenient for both viewing and printing and must contain all pertinent information, including charts, tables, etc. in a format similar to the printed version. Additionally, the material must be presented in a readily searchable format, such as HTML. Hyperlinks to facilitate navigation among the documents are recommended and the electronic voting site may be linked to the site hosting the proxy materials. The availability of electronic voting is mandatory for all issuers, regardless of the Notice option elected.

Continental has partnered with EZ Online Documents ("EZOD") to provide SEC compliant services for both document conversion and cookie-free, dedicated Web Hosting for our clients. EZOD will provide three levels of service for document conversion and one year of Web Hosting services.

All filers must choose one level of service for document conversion (Proxy Statement, 10K) and use EZOD for hosting these documents. A unique company specific URL will be established that will be printed on your proxy card; therefore, we cannot make any exceptions! The URL established for your company can be linked to and from your company web site, the voting web site, electronic delivery and Broadridge. You can elect to fashion a basic web site or an enhanced version as an option. Costs will vary by option.

Go to www.cstproxy.com for more information.

Consent – Electronic/Hardcopy Delivery

Shareholders electing to receive electronic delivery of proxy materials can do so when voting their proxy over the Internet. This election will reduce the issuer's future costs. Shareholders wishing to continue to receive hardcopy material will do so until such time as they consent to electronic delivery by using the telephone, Internet or e-mail options available to them.

Continental will store all election information for each issuer. This information will be vital to determining the quantity of materials that will have to be available in hardcopy format.

Note that a shareholder's acceptance of electronic delivery for any one Meeting does not exempt the issuer from mailing the Notice for future Meetings, absent the shareholder's confirmed consent.
This procedure must be followed for every Meeting, except when a shareholder has notified the issuer that they have elected to receive hardcopy material. This shareholder election is deemed permanent, unless revoked by the shareholder.

**Householding**

The SEC permits issuers to mail one copy of the Annual Report and Proxy Statement to a “household” with the shareholder’s implied consent. A *Householding Notice* must be mailed at least 60 days in advance of the Annual Meeting date if householding will be employed. Consequently, this option should be discussed at least four months before your Annual Meeting mailing.

**Electronic Distribution**

The electronic distribution of materials over the Internet has many advantages, both for the company and its shareholders. Through our ContinentaLink, Continental can distribute your materials electronically with a link to your Annual Report and Proxy Statement. The option of electronic distribution applies only to consenting shareholders.

**Notification to Continental of Record Date, Mail Date, and Meeting Date**

*See page 28 for Exhibit: Letter of Instruction to Continental.*

**Broker Search**

The Securities and Exchange Commission (SEC) requires issuers to provide banks, brokers, etc. with the notice of a record date at least 20 business days prior to the record date of an Annual Meeting, or as soon as practicable prior to a Special Meeting. Once Continental receives notification of your dates, we will begin the search process, unless you hire a proxy solicitor.

**DTC**

The Depository Trust Company (DTC) maintains the security positions of the banks/brokers that are critical to your vote. You will have to take the steps to obtain required information from DTC. Note that your firm must be a registered user of DTC’s Security Position Reports (SPR) via its website. Additionally, you must also authorize access to the SPR site to any third party (your transfer agent, solicitor) user. **DTC requires that your company re-authorizes third party users annually.**

*See page 29 for Exhibit: DTC Security Position Reports (SPR’s).*
Electronic Voting Via Telephone and/or Internet

Continental’s Internet and Telephone Voting Services complement the traditional method of voting a proxy by mail. These electronic methods not only reduce postage costs, but they are also very convenient and result in the immediate recording of votes. The use of Internet voting also allows the shareholder an opportunity to give “consent” so that proxy material can be delivered electronically in the future. Please note the change to our voting site: www.cstproxyvote.com

See page 30 for Exhibit: Internet Setup Form.

Plan Files

To avoid delays in the proxy mailing, a test file of any external Plan file(s) should be submitted to Continental at least 30 days prior to the record date. (We request that an example of your file layout be sent well in advance.)

Proxy Solicitor

Recent NYSE regulatory changes regarding equity plans, majority voting on director elections, as well as non-discretionary voting and e-delivery will make achieving successful voting percentages more difficult. Employing a proxy solicitor will increase your chance of achieving a successful vote for your Meeting. The solicitor will assist you in working through the maze of procedures and challenges involved in soliciting proxies.

While Morrow & Co. is our preferred vendor, Continental has a long history of cooperation and effective work with any solicitor you select.
Once you have made decisions on the methods and vendors you will employ for your Meeting, critical actions must be taken in a timely manner. Key actions are described below.

Preparing and Printing Proxy Cards

Continental has print specifications which are required for proxy forms. For example, the name and address must be positioned in a certain location to allow placement in a window envelope. Likewise, the location of the company I.D., proxy number, the account number, and the voting boxes must also be positioned according to our format.

Scotti Graphics must be used for the printing of the Notice and/or the 8-1/2 x 11 proxy card if our client elects the Notice and Access model or if our client elects telephone and/or Internet voting. The Proxy Statement and Annual Report (10-K’s) can be printed at the vendor of your choice.

See pages 33-34 for Notice Sample.
See pages 35-36 for Proxy card sample.
Full set option proxy cards tailored to your needs are available.

Ordering Proxy Material

The banks, brokers, etc. are required to respond to the entity facilitating the broker-search request by transmitting an estimate of the quantity of proxy material anticipated for the mailing to beneficial holders within five business days upon receipt of the request. The definitive number of sets of material is not available until three business days after the record date. Continental will assist you in providing a “best estimate” to your printer for ordering annual reports, proxy statements and proxy cards. Please contact us for this estimate as early as possible. Understand that this is only an estimate and we are not responsible for any shortfall in ordering materials based on such estimates.

Please note that the estimate for materials required could be substantially less if Notice and Access is employed, but the decision to reduce the amount of material printed is the responsibility of the issuer, not Continental.

Approval of Proxy Card

It is imperative that we see a proof of the proxy card and/or Notice prior to printing. If you are using telephone and/or Internet voting, Scotti Graphics will automatically transmit the approved proxy card to our telephone and/or Internet service provider for review and setup.
Delivery of Material and Mailing

When Continental coordinates your Meeting, all issues, such as the time it will take to complete your mailing, will be discussed with you to ensure your Meeting preparations proceed as planned. It is important that we are informed of any over-sized mailing, extra enclosure, or other special requirement in sufficient time to have appropriate envelopes available.

If materials are scheduled to arrive from several printers, you will need to confirm delivery dates with each printer, and request that they clearly label the contents of each box. When we receive the materials, we will verify that all pieces have arrived, and we can begin the mailing. (EDGAR must be filed).

Continental will begin the mailing within 24 hours of our receipt of all material. Generally, we will mail all your Annual Meeting materials by First Class Mail from our NYC Operations Center, which is convenient to the postal distribution system. If Standard (Bulk) Mail will be used, we must be notified well in advance of the mailing date, since we require additional time to process mailings at Standard rates. Also, note that Standard Mail will have to comply with the USPS’ new NCOA regulations. This process is explained in our “Standard Mail” section on page 24.

Material Delivery Instructions

Continental Stock Transfer & Trust Company
17 Battery Place – 8th floor
Attn: Mailroom – Inside Delivery
New York, NY 10004
212-845-3210

Delivery Hours:
Monday – Friday
8:00 a.m. – 11:45 a.m.
1:00 p.m. – 4:45 p.m.
(Freight closes between 12:00 Noon and 1:00 p.m.)

Please note that no skids are permitted. Continental will not be responsible for the loading or unloading of your proxy material by your designated carrier.

Do be aware: Legally, Broadridge has up to 5 business days upon the receipt of your material at their facility to begin the mailing. This interval can have a serious effect on the tabulation and the routine vote that might be necessary for a quorum.
After all your decisions, planning, and work, you want results! The following describes the steps that will get you the results you need.

Tabulation

Your shareholders are of two general types, registered holders (those appearing on the records of the transfer agent) and beneficial or “street” holders (those with positions with a bank or broker). Since the typical company will have the majority of its shares in beneficial positions, the mailing of proxy materials and the collection of votes by Broadridge is extremely important to the outcome of your voting results.

Continental will mail directly to the registered holders, and collect their votes by Internet, telephone, and/or return mail. Votes from registered holders are tabulated as they are returned. Continental receives the Broadridge vote totals electronically, beginning 15 calendar days prior to the Meeting date, if materials were received and mailed by Broadridge to the beneficial holders more than 25 calendar days prior to the meeting date. If materials were mailed by Broadridge less than 25 calendar days prior to the Meeting date, the first vote will be transmitted 10 calendar days prior to the Meeting date. We will get updates daily until the morning of the Meeting. There are entities besides Broadridge that mail to beneficial owners and forward votes received directly to us for inclusion in the total vote.

Please be aware that your voting totals may appear low until the first votes held in street name are received from Broadridge. You may view updated, real-time results on the ContinentaLink website, 24/7.

See page 31 for Exhibit: To access Online Proxy Information Access.
See page 32 for Sample Proxy Totals.

If you believe your vote totals appear abnormally low, contact our Proxy Department to discuss options available to you. These options include:

- Request a voted/not-voted list of your largest holders so you will be able to identify holders that should be contacted directly.
- Contact Broadridge to determine the status of shares voted/not-voted by institutions and brokers. You may also request that Broadridge furnish you a voted/not-voted NOBO list so that you may contact the beneficial shareholders directly.
- Continental can perform a second mailing to unvoted shareholders to prompt their response.
- Duplicate proxy cards can be sent via express mail, fax, or e-mail to key positions to expedite returns.
- Discuss strategies with your proxy solicitor or consider retaining one.
**Annual Meeting**

To conduct your Annual Meeting, the following documents are required.

- Annual Meeting script
- Oath of Inspector of Election (signed and notarized)
- Shareholder Ballot
- Certified Shareholder List
- Affidavit of Mailing
- Proxy Committee Ballot
- Certification of Final Votes

A few days prior to the Meeting date, you should plan to discuss the logistics of the Annual Meeting with us. This discussion will ensure that we understand our role in the Meeting. Also, we need to know where the final tabulation reports, including the affidavit of mailing, should be sent (if we are not attending the Meeting).

After the Meeting, the Inspector will present a final certification of the votes and all voted proxies.
Continental’s Proxy Department can be reached via e-mail at proxy@continentalstock.com, or by phone at 917-262-2373.

**Key Employees**

Gail Schweda – Vice President • Director of Proxy Services
gschweda@continentalstock.com • 212.845.3241

Bruce Jacoby – Vice President • Administrator of Proxy Services
bjacoby@continentalstock.com • 212.845.3240

Luther Groce • Assistant Administrator of Proxy Services
lgroce@continentalstock.com • 212.845.3254

**Partners**

Scotti Graphics, Inc.
32-00 Skillman Avenue • Long Island City, New York 11101
production@scottigraphics.com • www.scottigraphics.com • 212.691.6644

Morrow and Company
Kevin Kelly • 39 South LaSalle Street • Chicago, Illinois 60603
kkelly@morrowco.com • 312.236.8600

EZ Online Documents (EZOD)
10 Hillside Avenue • Madison, New Jersey 17940
www.cstproxy.com • 973.236.1576

Fitch Group
Joseph Barrett
229 West 28th Street, New York, NY 10001
www.fitchgroup.com • 212-619-3800 or 800-332-1237
Access – Hosting

SEC rules require all companies to provide shareholders with Internet access to all proxy material. The required format of online documents must be: easily readable, printable, searchable, and essentially the same as the printed documents. Hosting of these online documents must be on a dedicated website that does not track usage, i.e., cookie-free.

Affidavit of Mailing

The Affidavit of Mailing certifying the mailing of proxy material and/or Annual Reports to all shareholders of record as of the record date will be prepared by Continental, if the mailing has been performed by us. We will include it with the tabulation package that is sent to you prior to the Meeting date. If an outside mailing house performs the mailing, they are responsible for supplying the Affidavit.

Ballots

Ballots should be made available at the Meeting for shareholders wishing to vote their shares directly instead of by proxy. A ballot lists each proposal; however, it does not include text assigning power of proxy to the named proxy committee.

Broadridge

Broadridge’s involvement during the proxy process begins when it transmits data (brokers and banks) it receives from search cards/material requests to its clients. Broadridge will provide the estimated material needs to the group originating the broker search by indicating the number of underlying holders and positions that hold the security searched.

Approximately 45 days prior to the Meeting date, Broadridge collects the name, address, and share amount of beneficial (street name) shareholders as of the record date, and provides the company (transfer agent) with an estimate of the proxy material needed to distribute to each beneficial holder. Definitive numbers will be available three days after the record date.

Between 30 and 35 days prior to the Meeting date, Broadridge should receive the proxy, either directly from the printer or the issuing company. At this point, Broadridge will scan the proxy card into its system and reformat it to fit its generic Voter Instruction Form (VIF).

Then, Broadridge mails the proxy material to the underlying beneficial owners within five business days (SEC rules) upon receipt of the material.
If Broadridge has done the mailing 25 calendar days or more prior to the Meeting date, it will transmit the first vote to Continental 15 days prior to the Meeting. If the mailing commenced less than 25 calendar days prior to the Meeting, the first vote will be transmitted 10 days prior to the Meeting. In either case, after receiving the first vote, daily votes are transmitted thereafter. On the day of the Meeting, Continental will receive a final vote tally from Broadridge and other non-Broadridge entities via fax.

**Broker Search**

SEC Rule 14a-13(a) requires that the corporation mail a search card to all banks, brokers, and nominees no later than 20 business days prior to the record date for an Annual Shareholder Meeting or as soon as practicable. This rule does not apply to a Special Meeting; however, the search card still must be sent as early as possible in order to have enough time to gather pertinent data.

The search is made to determine the number of sets of material required to be mailed to all beneficial holders. The recipients of the search are required by SEC regulations to respond no later than five business days after the receipt of the search card.

The search card contains several bits of information: the dates of the upcoming Annual/Special Meeting (record, mail, and Meeting dates), an address to forward broker invoices for payment, the identity of the entity sending material, and a location where voting tabulation should be sent.

**Depository Trust Company (DTC)**

The Depository Trust Company is the entity which holds the majority of shares held by beneficial owners. The nominee name for DTC that appears on the shareholder list is “CEDE & Co.”

A file reflecting the number of shares each participant owns as of the proxy record date is transmitted to the tabulator for voting purposes. A hard copy (Omnibus Proxy) is sent to the client as well. This file is used for the tabulation of shares.

**Discretionary Voting**

In order for the “discretionary” vote from brokers and broker nominees for routine matters to be cast, the proxy materials must have been mailed to the underlying beneficial holders no less than 15 business days prior to the Meeting. If the broker or nominee has not received vote instructions from the beneficial holder by the 10th day prior to the Meeting date, they have the authority, at their discretion, to vote uninstructed shares with management.
This rule is for “routine” proposals, such as election of auditors. “Non-routine” proposals must receive direction from the underlying beneficial shareholder, or the shares cannot be voted.

**EDGAR**

The Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system, performs automated collection, validation, indexing, acceptance, and forwarding of submissions by companies and others who are required by law to file forms with the U.S. Securities and Exchange Commission (SEC). Its primary purpose is to increase the efficiency and fairness of the securities market for the benefit of investors, corporations, and the economy by accelerating the receipt, acceptance, dissemination, and analysis of time-sensitive corporate information filed with the agency.

**Electronic Delivery**

Companies now provide shareholders access to their Annual Meeting materials via the Internet rather than printing and mailing the Annual Report and Proxy Statement.

In order to deliver the material via the Internet, the registered shareholder must specifically choose to receive the materials in this manner. In order to accomplish this, Continental will receive online permission from the shareholder at the time the shareholder elects to vote electronically, and we will retain the account information for future proxy mailings.

**Electronic Voting – Via Phone and/or Internet**

Electronic voting allows shareholders to vote proxies via the telephone or the Internet, using a secure control number and account number.

**Fulfillment**

The fulfillment 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.

**Householding**

Householding is a process which allows the mailer to send multiple proxy cards in one package to the same household as a way of reducing costs. Requirements regarding Householding vary by state.
**Inspector(s) of Election**

The Inspector of Election handles the voting at the Meeting, and certifies the final results of the tabulation. A representative of Continental can serve in this capacity at your Meeting. Having Continental provide this service is extremely useful if you anticipate heavy voting at the Meeting, or if there is any controversial issue on the proxy.

**Large Accelerated Filer**

The SEC defines a large accelerated filer as, among other things, a corporate issuer with a market value of $700 million or more in public float as of the last business day of the issuer's most recently completed second quarter, not including registered investment.

**Majority Voting**

Majority voting was introduced as an alternative to plurality voting. It requires a higher threshold, such as the majority of shares entitled to vote for Directors or a majority of shares entitled to vote and present at the Meeting in person or by proxy.

**NOBO's – OBO's**

(Non-Objecting Beneficial Owners – Objecting Beneficial Owners)

Shareholders, when opening their brokerage accounts (street name), are given the option of having their name provided to the corporation upon inquiry. Those who choose to allow their names to be released are referred to as Non-Objecting Beneficial Owners. Those who choose not to are referred to as Objecting Beneficial Owners.

Continental can assist clients needing a NOBO list.

**Non-Votes (Broker Non-Vote)**

A broker non-vote occurs when a broker holding shares for a beneficial owner cannot vote on a proposal because the broker does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial holder.

**Notice and Access**

As of January 1, 2009, all companies soliciting proxies under SEC rules were required to post Annual Meeting materials to the Internet and notify shareholders of their availability. Again, for the 2014 Annual Meeting season, we strongly recommend that our clients review all the options available to them. The “Notice” part of the rule has options for compliance, but the “Access” part has requirements that apply to all.
The “Notice” provisions allow two options: Notice Only and Full Set Delivery.

The “Access” requirements include Web Hosting of proxy materials and fulfillment of requests for hardcopy.

**Notice Only**

Under the Notice Only option, a one-page document must be mailed to shareholders at least 40 days prior to the Meeting date. This document must inform the shareholders that the company’s proxy materials are electronically available at a specified web site; the letter 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.

**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.

**Combination of Both Models**

The commission permits issuers to choose to use both models of delivery. A company can use Notice Only for certain categories of shareholders and Full Set Delivery for other categories. For example, a company can adopt Notice Only for its larger holders and Full Set for its smaller shareholders (e.g., 100 shares or less). If a company opts to use this option it must then follow the 40-day deadline.

**Oath of Inspector(s) of Election**

The Inspector of Election is required to sign an oath stating that he will execute the duties of the Inspector faithfully with strict impartiality and to the best of his ability at the Meeting. The oath must be notarized. Continental can provide a copy of a sample oath, if needed.
Omnibus Proxy

The Omnibus Proxy is a signed statement from a depository (DTC) or bank, releasing voting authority for shares held in its nominee name. Each Depository Proxy provides a list of all the banks/brokers which hold shares under its nominee name (Security Position Report). The Proxy authorizes the tabulator to accept the votes for the shares directly from the underlying participants. The company will authorize the Depository to transmit this list electronically to the authorized tabulator.

Online Documents

Option 1: Enhanced Document

The Enhanced Document has powerful tab-based drop-down navigation, a customized header and colors, full-text searching capability, accessibility features, zoom, a print by page feature, along with e-mail, linear navigation, and download PDF features. This is the most powerful online document available.

Option 2: Interactive Document

The Interactive Document has single drop-down navigation, a customized header and colors, full-text searching capability, accessibility features, zoom, a print by page feature, along with e-mail, linear navigation, and download PDF features.

Option 3: Basic Document

The Basic Document is a page with instructions for users including a description and links to get Adobe software. The PDF file is checked for accessibility and (if applicable) instructions for persons with visual disabilities are included in the page. The page has a custom company logo at the top, and a downloadable PDF feature.

Plurality

Directors may be elected by a plurality of votes cast by the shares entitled to vote. This is understood to mean that the nominee or nominees receiving the most votes “FOR,” without regard to the number of votes cast against or withheld is elected.

Proposals (Non-Routine, Routine)

The New York Stock Exchange rules establish the guidelines for routine and non-routine proposals. All other exchanges and member firms follow NYSE rules, regardless of where the company is listed.

Routine proposals usually involve proposals such as a company name change, the appointment of auditors, stock splits, or the increase of authorized common shares, etc.
Non-Routine proposals now include the Election of Directors, and generally continue to involve proposals such as the issuance of a series of preferred stock, the approval of a merger, approval of a stock plan, the change to a company's bylaws, etc.

Brokers and broker nominees cannot exercise their “discretionary voting” authority on non-routine proposals. Since the rules involving discretionary voting have changed, Continental will stay current and provide direction when new guidelines become available.

**Proxy Card**

The proxy card is the legal instrument by which the shareholder directs the vote of his shares. The shareholder executes the proxy card, which then grants the proxy committee named on the card, the authority and the direction to vote the shares on each proposal.

The proxy card that is used for the registered holder will have all the legal requirements printed on it for voting purposes. It can also be used for an invitation, admission ticket, directions to the Meeting, and/or any other communication you might like to provide.

The beneficial shareholders will receive a Voter Instruction Form (VIF) that will be provided and printed by Broadridge directly.

**The Record Date**

The record date for the Meeting is generally set by the Board in advance of the Annual Meeting. A shareholder must own shares on this date in order to be entitled to notice and vote. The timing between the record and Meeting date varies from state to state, and is governed by the laws of the state of incorporation.

Once the record date is set and the banks/brokers/nominees have been notified of this date, any change to this date must be made known by written instruction to the banks and brokers/nominees.

**Shareholder Lists**

Corporations are generally required (state law) to have a certified shareholder list, as of the proxy record date, available for inspection 10 days prior to the Meeting date in the city in which the Meeting is being held. This list should be available at the Meeting as well.
A final list reflecting how each registered shareholder has voted or not voted on each proposal will be sent to the company or brought to the Meeting by the Inspector. Continental will also provide any requested voted/not voted list in any share range necessary to determine the votes to date at any point prior to the Meeting. Due to the new “Red Flag” rules, shareholder lists will be sent either encrypted or password protected.

**Solicitation of Proxies**

Generally, the proxy solicitor will be responsible for conducting the broker search, the ordering of proxy material, and the distribution of proxy material to banks, brokers, and nominees.

Proxies are solicited from registered holders, banks, brokers, and nominees in an attempt to secure the vote and ensure a successful Meeting. When the timing of the Meeting is short, the mailing is delayed and/or non-routine proposals are on the ballot, Continental will advise you about the advisability of hiring a solicitor.

**Standard Mail (Formerly Third-Class Bulk)**

Mailing proxy materials via Standard Mail could save your company significantly, depending on the size of the mailing. However, this type of mailing requires additional time and coordination. Size and weight of the material are factors in determining the availability and timing. Delivery of this class of mail may take up to three weeks, *and undeliverable items are not returned*. Hence, if you elect to mail via Standard Mail, we suggest mailing at least six weeks prior to your Meeting date to avoid any impact on your vote.

Note also that the USPS has acted to reduce “undeliverable-as-addressed” Standard mail items. It has mandated that mailers using Standard mail must have updated addresses within 95 days of the mailing. Such updated addresses must be in compliance with the NCOA (National Change of Address) regulation.

Continental can provide an economical address verification solution that will meet the USPS’ 95 day requirement for clients wishing to use Standard Mail. Postage savings may be substantial, but, as noted above, undeliverable items will not be returned. Please contact our Proxy Department for more information if you wish to use Standard Mail.

**Street Name Ownership**

Shareholders holding shares in a brokerage or bank account are referred to as holders in “street name.” The shares on the books of the corporation are registered in the name of the bank, broker or nominee through which the shareholder holds stock. On average, 70 percent to 80 percent of all outstanding shares are held in street name.
**Voter Instruction Form (VIF)**

Broadridge requires the proxy printer or proxy distribution firm to send them the final version of the proxy card. Broadridge will scan the card into its system and reformat it to fit its generic *Voter Instruction Form (VIF).*

The VIF details the proposals to be voted on, and it provides beneficial holders with the instructions to vote by mail, telephone or Internet. The VIF also contains a box to be checked in the event the shareholder wishes to attend the shareholder Meeting and vote in person. Upon receipt of a checked card, Broadridge will issue a “Legal Proxy” to the underlying holder for their record date share amount, specific to the bank/broker/nominee that houses the account.

**Web Hosting**

The Web Hosting regulation requires issuers to post their proxy material on a dedicated web site that provides a navigational toolbar and components to facilitate the viewing, downloading and printing of the Annual Meeting material. The proxy material must be readable, printable and searchable, and be essentially the same as the hard copy. The dedicated web site must be cookie-free, i.e., no tracking of any kind (not the Issuer’s home page or the SEC EDGAR address). This site must be accessible to shareholders by the date the mailing commences.

**XBRL**

Companies will provide their financial statements to the Commission and on their corporate Web sites in interactive data format using the eXtensible Business Reporting Language (XBRL). The interactive data will be provided as an exhibit to periodic and current reports and registration statements, as well as to transition reports for a change in fiscal year. The new rules are intended not only to make financial information easier for investors to analyze, but also to assist in automating regulatory filings and business information processing. Interactive data has the potential to increase the speed, accuracy and usability of financial disclosure, and eventually reduce costs.
Proxy Department – Annual/Special Meeting Sequence

Receive Written Notification of Record/Meeting Date

Arrange for Web Hosting of Annual Meeting Materials

Mark “Record Date” and Meeting Date in Calendar

Receive Employee Plan Files If Applicable

Send Broker Search Cards to Obtain Amount of Materials Needed

Receive Broker Search Cards and Broadridge Report for Materials Needed

Determine Total Number of Materials Needed and Inform Company

Inform CST if “Notice & Access only” or “Full Set” will be utilized

Company Register Online/Authorizes CST for DTC-Security Position List

Run Shareholder Report Set Up Proxy Cards and Tabulation in System and Print Labels

Resolve Differences If Any

Confirm Number of Shares Outstanding With Compliance

Receive Materials From Printer

Obtain Approval From Issuer to Mail (Verbal Approval) Note on File

Mail Proxy Package

Keep Results and Documentation on File

On Date of Meeting Give Update on Results, If Any

If Inspector Needed, Attend Meeting and Certify Results

Two Days Before Meeting, Summarize Results and Send to Client With Certification. Returned Proxy Cards Also Sent to Client With Affidavit

Name Changes Forward to Transfer Department

Forward Returned Mail to Lost Securities Department

Web Site Must Be Activated for Notice & Access

Certification Signed by Client and Returned

Certified Shareholder List Mailed to Client

1. Should be received approximately 20 business days before record date.
3. Includes the annual report, proxy statement, proxy card, and return envelope. Shareholders of client companies that have elected to use telephonic and/or internet voting services will receive instructions on voting by these means. Client companies must establish an internet account with Continental by completing a “ContinentalLink Proxy Voting Setup” form.
4. The system is updated automatically with internet and street votes. As Broadridge receives votes from the street, brokers, financial institutions, etc., this automatic daily update takes place through the date of the meeting.
Exhibit: Typical Annual Meeting Timeline

No matter which option you choose, Continental must be notified ASAP of your record date, mail date, and meeting date—and decision on utilizing Notice & Access and the option choice. Planning and timing will play an important role in this process. Even a small miscalculation may cause you to move from one option to the next.

120-100 Days Prior to the Meeting

Determine the record date and the Annual Meeting date. Be certain you understand your specific state’s requirements. Generally, you should allow between 45-50 days between the two dates.

100-75 Days Prior

Convene a Directors’ Meeting to appoint nominees for Directors, approve additional proposals, and formally approve the record date and the Annual Meeting date.

Notify Continental in writing of the record date and Annual Meeting date. (Note that SEC Rule 14a-13(a) of the Securities Exchange Act of 1934 requires that the broker search notice be mailed a minimum of 20 business days prior to your record date.)

Determine whether Notice and Access model will be employed.

75-50 Days Prior

Solicit bids from printers.

Notify the Exchange of the record date and meeting date (10 days advance notice) if so applicable.

Choose type of web site – bare bones, enhanced, etc.

Send language to printer, and proofread/correct proof of documents to be mailed.

Send Continental the printer’s proof of the proxy card for approval.

Finalize material to be mailed, and have printer send PDF of documents to web host (if applicable).

Approve web-host site.

50-40 Days Prior

Obtain a preliminary print quantity estimate from Continental. (Note: Broadridge will not have a definite print number until 3 business days after record date.)

If utilizing Notice only model, mailing must commence at least 41 days prior to meeting date. The web site must also be available. Please have clean PDFs of the material available at least 3 days prior to the mailing.

40-35 Days Prior

Deliver materials to Continental 2-3 days prior to the scheduled mailing date and verify that all materials have been received in proper quantities.

Instruct Continental to mail. Mailing will not begin until Edgar filing is complete and Continental receives notice to mail from the company or Counsel.

Mail full set along with Notice (if applicable). Web site must be available.

35-15 Days Prior

Begin to prepare documents needed at the Meeting (script, agenda, ballots, oath for Inspector, etc.).

Begin checking voting totals.

15-1 Day Prior

Verify that major stockholders have voted.

Review/confirm final arrangements for the Meeting.

Finalize all Meeting-related documents.

Meeting Day

Enjoy a successful meeting!
Letter of Instruction to Continental

(Place on company letterhead and fax or e-mail to us. Please be certain to include the company name).

Date:

Proxy Department:

Please use this letter as your instruction to provide services for our (Annual or Special) Meeting

1. Dates: 
   Search Date ___________________ Mail Date ___________________
   Record Date ___________________ Meeting Date ___________________

2. Continental will notify Banks/Broker (Search? Yes/No) ___________________
   If no, provide name of solicitor: _______________________________________

3. Notice and Access
   Will you be employing the Notice and Access Model?  □ Yes  □ No
   Option 1:  □ Notice only.  □ Send Proxy card 10 days after Notice
   Option 2:  □ Full set delivery
   If yes, please state whether reference is to be included in proxy statement and proxy card or separate Notice is to be mailed.
   Option 3:  □ Combination  (Must be mailed 40 days in advance of meeting date.)

4. We would like to provide our shareholders:
   □ Telephone Voting   □ Internet Voting (required if using notice model)   □ None

5. Mailing/Distribution of material:
   □ Continental will mail to registered holders and distribute material to Broadridge.
   □ Company will distribute material directly to Broadridge.
   □ Solicitor will distribute material to Broadridge.
   □ See above for Notice and Access instruction.

6. Employee Plan files will be sent to Continental to be used for printing and mailing proxy cards.
   □ Merge with common stockholder file   □ Do not merge with Stockholder file   □ Not applicable

7. Inspector of Election required:  □ Yes   □ No

Sincerely,

Authorized Officer
Company Counsel
DTC Security Position Reports (SPR’s)

This report is crucial for us to receive as your Tabulator. It ensures that we can properly tabulate the votes we receive from Banks/Brokers for the Meeting about which we have just been informed. **Please note that DTC has migrated all of their web based functions onto one server, one user access point. This change went into effect in November, 2007. Please read this section carefully, as these changes may affect how you access the SPR function going forward.**

1. **If your company has already registered after 10/25/05 for DTC’s, SPR’s via its web site**, the officer of the company who is the DTC coordinator must make sure that Continental is authorized as a third party to make SPR requests. Also make sure all information is up to date, including your e-payment profile. You may also register other users so they may have access if you may not be available. Please attempt to complete this request by the record date, if possible, or before sending us your proxy card proof. You may do this by logging into the web site through the following link: https://portal.dtcc.com. On a yearly basis, enforced by the SEC, you must reauthorize the third party.

You can find a PDF of the SPR web user guide at http://www.dtcc.com/products/asset/services/spr.php. Click on the link for SPR web user guide.

Once we have been authorized, please advise us by e-mail or telephone. The e-mail address and telephone number are at the bottom of this page.

OR

2. **If your company has not already registered for DTC’s SPR’s via their web site**, an officer of the company must complete the registration and authorization process. (You may also register other users for access.) Please attempt to complete this request by the record date, if possible, or before sending us your proxy card proof.

To register via DTC’s SPR web site use the following URL: http://dtcc.com/products/asset/services/spr.php. Click on sign up and choose new company registration and sign up as company coordinator, read terms and conditions, scroll to bottom of page and click yes and continue with the registration. The registration, after submission to DTC, will take up to 2 business days to receive approval, via e-mail.

After approval has been received from DTC, please continue to authorize us. You may contact us at the e-mail or telephone number located at the bottom of this page so we may guide you through the rest of the steps to complete the authorization process. When the registration and authorization is complete please contact us to let us know.

If anyone has any questions directly related to DTC’s sign-up application, adding a “new user,” approval/rejection, billing, any system related issues, or if you have forgotten your password, please contact DTC’s Proxy Department at 212.855.5191, and select option 1.

Continental Stock Transfer Proxy Department
Telephone: 917.262.2373
E-mail address: proxy@continentalstock.com
Exhibit: Internet Setup Form

Please complete the following:

1. Company Name ____________________________

2. Record Date ____________________________ Approx. Mail Date ____________________________
   Meeting Date, Time, and Time Zone ____________________________

3. Contact Information:
   Name ____________________________ Phone ____________________________
   Fax ____________________________ E-Mail ____________________________

4. If available, please provide a GIF or JPEG file of the company logo to place on the web page to
   interlink@sungard.com. Please also provide a contact name/telephone number:
   ____________________________

5. Management's Voting Recommendations. (Check one below.)
   _____ FOR on all directors and proposals.
   _____ Other than FOR all directors and proposals. Please specify:
   ____________________________

6. Will you ask on the proxy card if the shareholder will attend the Meeting? ____________________________

7. For Internet Only: Do you wish the following message to appear on the last page of the web site? ______
   "Would you like to receive the Annual Report and Proxy Statement electronically next year? If you select ‘Yes,’
   you will not receive an Annual Report or Proxy Statement in the mail, but instead may view and print them from
   the Internet. If you select ‘No,’ you will continue to receive all proxy materials in the mail."

Any technical questions related to the Internet/Telephone Voting setup may be directed to our service vendors.
For Internet voting: Craig Yearous, Sungard Systems, 770.641.2734, craig.yearous@sungard.com.
For Telephone voting: Steve Pottash, Paladin Business Systems, Inc., 267.289.5400 x203
Exhibit: Online Proxy Information Access

To view and/or print your daily proxy vote information, call the Proxy Department at 917.262.2373, or e-mail proxy@continentalstock.com for authorization. Then follow the instructions below:

Go to www.continentalstock.com.

In the right-hand area of our home page you will see a reference to ContinentaLink.

Click on the text below this heading that says, “Issuer Access Log In.”

This will bring you to our secure web site, “Agent Issuer Administration.” At this point you will enter your User Name and Pin. You should have received this number previously, as this is used to view daily transfer journals. Skip to number 2 if you have been using this feature. Otherwise see number 1 for instructions. Contact your account manager to set this up.

1. Your User Name and PIN are your Company Number as used on our master files. This is a unique 4-digit code used by us only for your company. This company code is both your User Name and your PIN. Therefore you will enter this same code 2 times. (Please note that User Name and PIN are case-sensitive, and must use all caps.) After entering the same 4-digit code in both places, click the “Sign-In” button.

On the next screen (Client Services), you will see a drop-down box above our logo, which will reflect “My Preferences.” We strongly recommend that you click the “Go” button at this time. This will allow you to change the PIN for your account. After changing your PIN, click the “Save” button, which will return you to the Client Services screen.

2. Click on the arrow next to “My Preferences” to drop down a list of selections. Select “View Proxy Information,” and then click the “Go” button.

Scroll down to your company and press “Go.” You will then need to enter the Proxy Set, which can only be obtained by contacting the Proxy Department (for security purposes), and then press “Find.”

When finished viewing and/or printing for your session, click on the drop-down box arrow and select “Logout of System.”
# View Proxy Information for A J BONZ & CO TEST FILE

Set: 2014  Issue:  Option: 01

**Votes on 3/7/2014**

<table>
<thead>
<tr>
<th></th>
<th>Individuals</th>
<th></th>
<th>Brokers &amp; Nominees</th>
<th></th>
<th>Total</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Votes</td>
<td>Percent</td>
<td>Votes</td>
<td>Percent</td>
<td>Votes</td>
<td>Percent</td>
</tr>
<tr>
<td>FOR</td>
<td>678,853,626.7457</td>
<td>89.938</td>
<td>185,900.0000</td>
<td>0.025</td>
<td>679,039,526.7457</td>
<td>89.963</td>
</tr>
<tr>
<td>AGAINST</td>
<td>5,206,763,6999</td>
<td>0.690</td>
<td>18,317,000.0000</td>
<td>2.427</td>
<td>23,523,763,6999</td>
<td>3.117</td>
</tr>
<tr>
<td>ABSTAIN</td>
<td>INVALID</td>
<td>WITHHELD</td>
<td>TOTALS</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>684,00,390.4456</td>
<td>90.628</td>
<td>18,502,900.0000</td>
<td>2.452</td>
<td>702,563,290.4456</td>
<td>93.080</td>
</tr>
</tbody>
</table>

**Votes from 1/1/2014 through 12/31/2014**

<table>
<thead>
<tr>
<th></th>
<th>Individuals</th>
<th></th>
<th>Brokers &amp; Nominees</th>
<th></th>
<th>Total</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Votes</td>
<td>Percent</td>
<td>Votes</td>
<td>Percent</td>
<td>Votes</td>
<td>Percent</td>
</tr>
<tr>
<td>FOR</td>
<td>678,853,626.7457</td>
<td>89.938</td>
<td>185,900.0000</td>
<td>0.025</td>
<td>679,039,526.7457</td>
<td>89.963</td>
</tr>
<tr>
<td>AGAINST</td>
<td>5,206,763,6999</td>
<td>0.690</td>
<td>18,317,000.0000</td>
<td>2.427</td>
<td>23,523,763,6999</td>
<td>3.117</td>
</tr>
<tr>
<td>ABSTAIN</td>
<td>INVALID</td>
<td>WITHHELD</td>
<td>TOTALS</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>684,00,390.4456</td>
<td>90.628</td>
<td>18,502,900.0000</td>
<td>2.452</td>
<td>702,563,290.4456</td>
<td>93.080</td>
</tr>
</tbody>
</table>

---

Copyright 1998-2013 SunGard Investor Accounting Systems, Inc. All Rights Reserved.
Dear Shareholder,

The 201X Annual Meeting of Shareholders of ABC Company to be held at the _______________, 123 Broadway, New York, NY 10004, on [___Day___], [___Month___] [___Date___], 201X, at 9:00 AM (local time).

Proposals to be considered at the Annual Meeting:

1. To consider and act upon a proposal to elect to the Company’s Board of Directors XX persons nominated by the Board of Directors;

2. To consider and act upon a proposal to ratify the appointment of XXXXXXXXX as the Company’s independent registered public accounting firm for the 201X fiscal year;

3. To consider and act upon a proposal to approve the Company’s 201X Stock Option Plan;

4. To consider and act upon a proposal to approve stand-alone options granted by the board of directors to directors and executive officers;

5. To consider and act upon an Advisory Resolution on Executive Compensation;

6. To consider and act upon an Advisory Resolution on the Frequency of the Shareholders’ Advisory Resolution on Executive Compensation.

Management recommends a vote FOR Proposals 1, 2, 3, 4, 5 and 1 YEAR on Proposal 6.

*Shareholders are cordially invited to attend the Annual Meeting and vote in person.

You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

The Proxy Materials are available for review at: http://www.cstproxy.com/xxxx/201x

ABC Company
123 Broadway New York, NY 10004

NOTICE OF XXXXXXX MEETING OF STOCKHOLDERS to be held on _______________, 201X
ABC Company
123 Broadway New York, NY 10004

Important Notice Regarding the Availability Of Proxy Materials
For the Shareholder Meeting to Be Held On ________, ________, 201X

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before ________, 201X to facilitate a timely delivery.

The following Proxy Materials are available to you to review at: http://www.cstproxy.com/xxxx/201x
- the Company’s Annual Report for the year ending ________, 201X.
- the Company’s 200X Proxy Statement (including all attachments thereto)
- the Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to stockholders.

ACCESSING YOUR PROXY MATERIALS ONLINE
Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your company ID., 9-digit proxy number and 10-digit account number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0690, or
By logging on to http://www.cstproxy.com/xxxx/201x or
By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.
VOTE BY INTERNET OR TELEPHONE
QUICK ★★ ★★ EASY ★ ★ IMMEDIATE

As a stockholder of ABC Company, you have the option of voting your shares electronically through the Internet or on the telephone, eliminating the need to return the proxy card. Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m., Eastern Time, on October XX, 201X.

Vote Your Proxy on the Internet:
Go to www.estrproxyvote.com
Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

Vote Your Proxy by Phone:
Call 1 (366) 894-0537
Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

Vote Your Proxy by mail:
Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.

Please do not return the proxy card if you are voting electronically or by phone.
This proxy is solicited on behalf of the Board of Directors

ABC Company

The undersigned appoints __________ as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of ABC Company held of record by the undersigned at the close of business on September XX, 201X at the __________ Meeting of Stockholders of ABC Company to be held on October XX, 201X or at any adjournment thereof.

(Continued, and to be marked, dated and signed, on the other side)

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held XXX XX, 201X

This proxy statement and our 201X Annual Report to Stockholders are available at http://www.cstproxy.com/xxxxxxxx/201X
To view and or print choices go to www.cstproxy.com. Pricing can be obtained from the Continental Stock Transfer Proxy Department at (917) 262-2373. This form can also be filled out online at www.cstproxy.com and you will then receive a price quote in email.

### Primary Contact Information
The primary contact is responsible for review, approval and indicating when to initiate launch of the online documents and hosting.

<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company ID</td>
<td></td>
</tr>
<tr>
<td>First Name</td>
<td></td>
</tr>
<tr>
<td>Last Name</td>
<td></td>
</tr>
<tr>
<td>Company</td>
<td></td>
</tr>
<tr>
<td>CUSIP #</td>
<td></td>
</tr>
<tr>
<td>Email</td>
<td></td>
</tr>
<tr>
<td>Repeat Email</td>
<td></td>
</tr>
<tr>
<td>Phone</td>
<td></td>
</tr>
<tr>
<td>Address</td>
<td></td>
</tr>
<tr>
<td>Address (2)</td>
<td></td>
</tr>
<tr>
<td>City</td>
<td></td>
</tr>
<tr>
<td>State</td>
<td></td>
</tr>
<tr>
<td>ZIP</td>
<td></td>
</tr>
</tbody>
</table>

### Billing Information
Invoice is sent after your job is complete.

- [ ] Send electronic invoice
- [ ] Send paper invoice in the mail
- [ ] Billing is the same as primary contact

<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>First Name</td>
<td></td>
</tr>
<tr>
<td>Last Name</td>
<td></td>
</tr>
<tr>
<td>Company</td>
<td></td>
</tr>
<tr>
<td>Email</td>
<td></td>
</tr>
<tr>
<td>Repeat Email</td>
<td></td>
</tr>
<tr>
<td>Phone</td>
<td></td>
</tr>
<tr>
<td>Address</td>
<td></td>
</tr>
<tr>
<td>Address (2)</td>
<td></td>
</tr>
<tr>
<td>City</td>
<td></td>
</tr>
<tr>
<td>State</td>
<td></td>
</tr>
<tr>
<td>ZIP</td>
<td></td>
</tr>
</tbody>
</table>

### Additional Contact for Review and Approval

<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td></td>
</tr>
<tr>
<td>Email</td>
<td></td>
</tr>
<tr>
<td>Phone</td>
<td></td>
</tr>
</tbody>
</table>

### Mailing Date Information
Mailing Date

Please enter an approximate date if an official date is not available yet.

**Please continue on page 2 of this form...**
## SIGN UP FORM - PAGE 2 OF 2

### Document Conversion Choices - Review at http://www.cstproxy.com

- **Enhanced**
- **Interactive**
- **Basic**

### Document 1

**Name**

*Example: ACME’s Annual Report 2011*

**PDF Delivered On (Date)** *(date)*

*After PDF is delivered, 1 business day turnaround (Basic) 3 day (Enhanced or Interactive). Rush pricing available. Enter approximate date if an official date is not available yet.*

**Delivered By**

- Primary Contact
- Scotti Graphics
- Other

*If other selected for “delivered by”, please specify:

**Name:**

**Email:**

**Phone:**

### Document 2

**Name**

**PDF Delivered On (Date)** *(date)*

*If other selected for “delivered by”, please specify:

**Delivered By**

- Primary Contact
- Scotti Graphics
- Other

**Name:**

**Email:**

**Phone:**

### Document 3 (if necessary)

**Name**

**PDF Delivered On (Date)** *(date)*

*If other selected for “delivered by”, please specify:

**Delivered By**

- Primary Contact
- Scotti Graphics
- Other

**Name:**

**Email:**

**Phone:**

---

**FAX completed two-page form to (212) 509-5152**

*Quote will be provided and it will include online document hosting on CSTProxy.com*
Exhibit: Annual / Special Meeting Checklist

1. **Meeting Type**
   - □ Annual
   - □ Special

2. **Key Dates**

   **Broker Search Card Mail Date**
   SEC Rule 14a-13(A) requires that a Broker Search *must* take place at least 20 business days prior to the record date for an Annual Meeting. If a Proxy Solicitor has not been retained, Continental will perform the Broker Search on your behalf.

   **Record Date**
   A minimum of 3 - 5 business days is required between a record date and mail date to ensure internal settlements and broker settlements.

   **Proxy Material Mailing Date**
   A minimum of 20 to 30 business days between mail date and meeting date is required for full set option. Please note that all material should be received by Continental at least 48 hours prior to mail date to ensure timely mailing. (Please see page 7 for Notice and Access requirements.)

   **Meeting Date**

   Please contact the Proxy Department if any of the above dates change. New search cards must be sent for any record date changes.

   a. **Complete address and Time of Meeting**

   b. **Will an Inspector of Election from Continental be required?**
      - □ Yes
      - □ No

   c. **Broker Search: Continental**
      - □ Yes
      - □ No

      **Solicitor**
      - □ Yes
      - □ No

      (Unless otherwise directed, Continental is instructed to handle the Broker Search/Distribution on your behalf.)

      **Solicitor’s contact data (if necessary):**

   d. **Electronic/Telephone Voting Options (select one):**
      - □ Telephone & Internet
      - □ Telephone Only
      - □ Internet Only
      - □ None

3. **Forms to Receive and Confirm**

   **DTC Notification**
   - □ Signed up
   - □ Confirmed

   **Internet / Telephone Voting Election Form**
   - □ Received
   - □ Confirmed

   (If necessary)
4. Proxy Card / Enclosures / Mailing
   a. Sending text to financial printer for proxy card.  
      (Telephone/internet proxy cards must be printed by Scotti Graphics to ensure transmission to dedicated web site 
      and phone site.)
      Proxy Statement Printer
      
      Annual Report Printer

   b. Company approves proxy cards (and notice if applicable), and sends printer's proof to Continental for 
      review/approval.
      □ Sent for review.   □ Approved.

   c. Material delivery instructions and quantities are supplied by Continental.   □ Received  
      (Check with Continental to confirm shares outstanding as of proxy record date to imprint in proxy statement.)

5. Mailing (Check all that apply.)
   If over-sized, please inform Continental to determine the appropriate size of mailing envelopes.

   Description       | Dimensions       | Other
   □ Annual Report   | Standard 8-1/2 x 11 inches | 
   □ Proxy Statement | Standard          | 
   □ Proxy Card      | Must be 8-1/2 x 11 inches | 
   □ Notice Letter   | Standard 8-1/2 x 11 inches | 
   □ Other (please specify) | | 
   □ Business Reply Envelope | Supplied by Continental | 
   Class of Mail     | □ First Class □ Standard (bulk) □ Other | 
   Second Mailing    | □ Yes □ No □ Undecided | 
   □ 10 Day Proxy Card with Notice  
   (Registered holders only.)

6. Voting
   a. Classes of Stock / Voting Ratios (if applicable).

   Classes                      | Voting Ratios
   ___________________________  | __________ shares = ________ votes
   ___________________________  | __________ shares = ________ votes
   ___________________________  | __________ shares = ________ votes
b. Cumulative Voting □ Yes □ No
   Confidential Voting □ Yes □ No

c. To connect annual report and proxy statement to your website:
   Full Service (ContinentalLink)
   https://www.securitiesinterlink.com/ccontinental/InterLink/SvltApplicationMain
   Proxy Voting Only (Standard)
   https://www.securitiesinterlink.com/ccontinental/InterLink/SvltProxyVote

d. Proposals
   Number of Directors ________________
   Number of Proposals ________________

e. Will we be voting Employee Plans? □ No file. □ File will be sent.
   If file to be sent:
   □ Merge with common and print on proxy card.
   □ Do not merge with common file (separate proxy card printed.)
   Type of Plan(s) ____________________________________________________________

   Plan Trustees / Record Keeper (contact info)
   _____________________________________________________________________

   Nominee where shares held or voted: ______________________________________

f. Are you set up for Householding? □ Yes □ No

7. Reports Required
a. Certified Shareholder List to be sent to:
   (Generally sent 1 week after mailing. If different than contact person, notify Continental.)
   Name ________________________________________________________________
   Address _____________________________________________________________

b. Vote updates: □ Requested □ Received

c. Voted / Unvoted lists (if needed): □ Requested □ Received

d. Affidavit of Mailing, Tabulation Report, and Voted Proxies sent to:
   (If different than contact person, notify Continental.) Sent day before meeting unless inspector required.
   Name ________________________________________________________________
   Address _____________________________________________________________

8. Disposition of Excess Material
   □ Destroy □ Return (Provide address)
   Name ________________________________________________________________
   Address _____________________________________________________________
No single corporate event is as visible as your annual meeting of shareholders, and its success depends on the completion of a myriad of tasks. Our dedicated experts of Continental's Annual Meeting & Proxy Services Team will work to make your annual meeting a success.