

APPENDIX X-3

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.
20549

FORM 10-K

ANNUAL REPORT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

GENERAL INSTRUCTIONS

A. Rule as to Use of Form 10-K.

(a) Form 10-K shall be used for annual reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for which no other form is prescribed.

(b) Reports on this form shall be filed within 90 days after the end of the fiscal year covered by such report or within 5 days of the mailing of the annual report to stockholders, whichever occurs first. However, Schedule XVI required by Rule 12-16 of Regulation S-X may, at the option of the registrant, be filed not later than 120 days after the end of the fiscal year. Such schedule, if not filed as part of Form 10-K, should be filed as an amendment under cover of Form 8.

B. Application of General Rules and Regulations.

(a) The General Rules and Regulations under the Act contain certain general requirements which are applicable to reports on any form. These general requirements should be carefully read and observed in the preparation and filing of reports on this form.

(b) Particular attention is directed to Regulation 12B which contains general requirements regarding matters such as the kind and size of paper to be used, the legibility of the report, the information to be given whenever the title of securities is required to be stated, and the filing of the report. The definitions contained in Rule 12b-2 should be especially noted. See also Regulations 13A and 15D.

C. Preparation of Report.

(a) This form is not to be used as a blank form to be filled in, but only as a guide in the preparation of the report on paper meeting the requirements of Rule 12b-12. The report shall contain the item numbers and captions of all items but the text of such items may be omitted provided the answers thereto are prepared in the manner specified in Rule 12b-13. If the answer to any item is "none", so state.

(b) Except as otherwise stated, the information required shall be given as of the latest practicable date.

(c) Attention is directed to Rule 12b-20, which states: "In addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading."

D. Signature and Filing of Report.

There shall be filed with the Commission three complete copies of the report, including financial statements, exhibits and all other documents and papers filed as a part thereof and five additional copies which need not include exhibits. At least one complete copy of the report, including financial statements, shall be filed with each exchange on which any class of securities of the registrant is listed and registered. At least one complete copy of the report filed with the Commission and one such copy filed with each exchange shall be manually signed. Copies not manually signed shall bear typed or printed signature.

E. Disclosure with Respect to Foreign Subsidiaries.

Information with respect to any foreign subsidiary which is required by any item or other requirement of this form may be omitted from the report to the extent that the required disclosure would be detrimental to the registrant, provided a statement is made that such information has been omitted. Where the names of foreign subsidiaries are omitted pursuant to this instruction, the number of subsidiaries whose names are omitted shall be stated in the report and the names of such subsidiaries shall be separately furnished. The commission will accord confidential treatment to such names, but may, in its discretion, call for justification that the required disclosure would be detrimental.

F. Incorporation of Certain Information by Reference.

(a) Information contained in an annual report to security holders furnished to the Commission with this report or pursuant to Rule 14a-3, or in definitive material filed with the Commission pursuant to Section 14 of the Act, may be incorporated by reference in answer or partial answer to any item of this form. In addition, any financial statements in any such annual report or definitive material may be incorporated by reference provided such financial statements substantially meet the requirements of this form.

(b) Any matter incorporated by reference, or the relevant pages thereof, shall be physically attached to this form prior to the signature page. The foregoing shall not apply to incorporation of exhibits by reference pursuant to Rule 12b-32.

G. Information as to Employee Stock Purchase, Savings and Similar Plans.

Attention is directed to Rule 15d-21 which provides that separate annual and other reports need not be filed pursuant to Section 15(d) of the Act with respect to any employee stock purchase, savings or similar plan if the issuer of the stock or other securities offered to employees pursuant to the plan furnishes to the Commission the information and documents specified in the rule. If the registrant elects to follow the procedure permitted by Rule 15d-21, the information, financial statements and exhibits specified in paragraph (a)(2) of the rule shall be furnished on Form 11-K as an exhibit to the registrant's manual report. Such exhibit need not be signed, but the accountant's certificate accompanying the financial statements included therein shall be manually signed.

H. Restatement or Omission of Information Previously Filed.

(a) Items 5, 6(b), 7, 8 and 9 need not be restated or answered by any registrant which, since the close of the fiscal year, has filed with the Commission a definitive proxy statement pursuant to Regulation 14A, or a definitive information statement pursuant to Regulation 14C, which involved the election of directors, or which proposes to file such a proxy or information statement not later than 90 days after the close of the fiscal year.

(b) If the required answer to Items 4, 5, 10 or 11(b) would be unchanged from that given on a previous report on form 10-K, a reference to the previous report which includes the required description will be sufficient.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.
20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended _____ Commission file number _____

(Exact name of registrant as specified in its charter)

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on
which registered

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

(Title of class)

Item 1. Business

(a) Identify the principal products and services of the business done by the registrant and its subsidiaries, the principal markets for and methods of distribution of such products and services. Briefly describe any significant changes in such products, services, markets or methods of distribution since the beginning of the last fiscal year.

(b) To the extent significant to an understanding of such business and with particular emphasis on material changes and developments since the beginning of the last fiscal year, briefly describe the following:

(1) Competitive conditions in the industry or industries involved and the competitive position of the enterprise.

(2) The dollar amount of backlog of firm orders as of the end of registrant's last fiscal year, and as of the end of the preceding fiscal year, together with an indication of the proportion thereof not reasonably expected to be filled within the current fiscal year, and any seasonal or other significant aspects of the backlog.

(3) The sources and availability of raw materials essential to the business.

(4) The importance and effect of all material patents, licenses, franchises and concessions held.

(5) Any material research activities relating to the development of new products or services or the improvement of existing products or services. (If research activities are described, estimate the dollar amount spent during the last fiscal year on such research which was company-sponsored and on that which was customer-sponsored and indicated the approximate number of professional employees employed full time to each such category of activity during the fiscal year.)

(6) The number of persons employed by the enterprise.

(c) [Insert here appropriate requirements as to separate lines of business.]

Item 2. Summary of Earnings

Furnish in comparative columnar form a summary of earnings for the registrant, or for the registrant and its subsidiaries consolidated, or both, as appropriate, for each of the last five fiscal years of the

registrant (or for the life of the registrant and its immediate predecessors, if less). In connection with such summary, wherever necessary, reflect information or explanation of material significance to investors in appraising the results shown or refer to such information or explanation set forth elsewhere in the annual report.

Instructions. 1. Include comparable data for any additional fiscal years necessary to keep the summary from being misleading. Subject to appropriate variation to conform to the nature of the business, the following items shall be included: net sales or operating revenues, cost of goods sold or operating expenses (or gross profit); interest charges, income taxes, net income before extraordinary items, extraordinary items; and net income. The summary shall reflect the retroactive adjustment of any material items affecting the comparability of the results.

2. If a period or periods reported on include operations of a business prior to date of acquisition or for other causes differ from reports previously issued for any period, the summary shall be reconciled as to sales or revenues and net income in the summary or by footnote with the amounts previously reported.

3. If common stock is registered under Section 12 of the Act, the summary shall be prepared to present earnings applicable to common stock. Per share earnings applicable to common stock, per share earnings assuming conversion of all outstanding convertible securities which would result in dilution and exercise of options and warrants, and dividends declared for each period of the summary shall also be included, unless inappropriate, and the basis of computation, including the number of shares used shall be stated.

4. (a) If debt securities are registered under Section 12 of the Act, the registrant may, at its option, show in tabular form for each fiscal year the ratio of earnings to fixed charges.

(b) Earnings shall be computed after all operating and income deductions except fixed charges and taxes based on income or profits and after eliminating undistributed income of unconsolidated persons. In the case of utilities, interest credits charged to construction shall be added to gross income and not deducted from interest.

(c) The term "fixed charges" shall mean (i) interest and amortization of debt discount and expenses and premium on all indebtedness, (ii) one-third of all rentals reported in the schedule prepared in accordance with Rule 12-16 of Regulation S-X, or such portion as can be demonstrated to be representative of the interest factor in the particular case; and (iii) in case consolidated figures are used, preferred stock dividend requirements of consolidated subsidiaries, excluding in all cases items eliminated in consolidation.

(d) Any registrant electing to show the ratio of earnings to fixed charges, in accordance with this instruction, shall file as an exhibit a statement setting forth in reasonable detail the computations of the required ratios.

Item 3. Properties

State briefly the location and general character of the principal plants, mines and other materially important physical properties of the registrant and its subsidiaries, whether held in fee or leased, and if leased, the expiration dates of material leases.

Such information should be furnished as will reasonably inform investors as to the suitability, adequacy and extent of utilization of the facilities used in the enterprise. Detailed descriptions of the physical characteristics of individual properties or legal descriptions by metes and bounds are not required and should not be given.

Instructions. 1. Where mining is of material importance, show for each important mine or, if appropriate, for each group of mines in a mining district, the total tonnage of ore produced during the last fiscal year. Where material to evaluation of mining properties, furnish for each such mine or group of mines for the last fiscal year (1) the average grade of ore produced, (2) the average direct operating cost per ton of ore produced, (3) the aggregate of all additional costs per ton of ore produced (to the extent practicable) and (4) the average dollar amount realized per ton of ore produced. State whether, between the beginning of the last fiscal year and the present, there have been material changes in the principal ore bodies or in the physical mining conditions at each such mine or group of mines, and whether any such changes are anticipated. If so, describe such changes and state their significance. In the case of coal mining, the term "ore" as used in this instruction refers to "coal"; the term "ore body" refers to "coal bed" or "coal seam"; and information as to "average grade of ore" need not be furnished.

2. Where oil and gas operations are of material importance, show: (1) net oil and gas production, preferably in tabular form, for oil in barrels and gas in MCF for the last fiscal year; (2) gross and net productive wells and gross and net producing acres as of a recent date; (3) undeveloped acreage, including both gross acres and net acres, either located as to states or geological areas, and whether the acreage is in blocks or in checkerboard, together with the minimum and maximum remaining terms of leases on such acreage; and (4) present activities, such as the number of wells in the process of drilling, waterfloods in the process of installation, or other related operations of material importance.

3. Where the report of an engineer or other expert is referred to in this annual report, a copy of the full report shall be furnished as supplemental information but not as a part of this annual report.

Item 4. Parents and Subsidiaries

(a) Furnish a list or diagram of all parents and subsidiaries of the registrant and as to each person named indicate percentage of the registrant owned, or other basis of control, by its immediate parent, if any.

Instructions. 1. The list or diagram shall include the registrant and shall be so prepared as to show clearly the relationship of each person named to the registrant and to the other persons named. If any person is controlled by means of the direct ownership of its securities by two or more persons, so indicate by appropriate cross reference.

2. Designate by appropriate symbols (a) subsidiaries for which separate financial statements are filed; (b) subsidiaries included in consolidated financial statements; (c) subsidiaries included in group financial statements filed for unconsolidated subsidiaries; and (d) other subsidiaries, indicating briefly why financial statements of such subsidiaries are not filed.

3. Include the name of the state or other jurisdiction in which each subsidiary was incorporated or organized.

4. The names of particular subsidiaries may be omitted if the unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

5. The names of consolidated totally-held subsidiaries may be omitted, provided that the number of such subsidiaries shall be given together with an explanation of the basis for omission of names. This instruction shall not apply to banks, savings and loan associations or other subsidiaries subject to Federal regulation.

ITEMS 5, 6(b), 7, 8, AND 9 NEED NOT BE RESTATED OR ANSWERED BY ANY REGISTRANT WHICH, SINCE THE CLOSE OF THE FISCAL YEAR, HAS FILED WITH THE COMMISSION A DEFINITIVE PROXY STATEMENT PURSUANT TO REGULATION 14A, OR A DEFINITIVE INFORMATION STATEMENT PURSUANT TO REGULATION 14C, WHICH INVOLVED THE ELECTION OF DIRECTORS, OR WHICH PROPOSES TO FILE SUCH A PROXY OR INFORMATION STATEMENT NOT LATER THAN 90 DAYS AFTER THE CLOSE OF THE FISCAL YEAR.

Item 5. Principal Holders of Securities.

(a) Furnish the following information in substantially the tabular form indicated as to the voting securities of the registrant owned of record or beneficially by each person who owns of record, or is known

by the registrant to own beneficially, more than 10 percent of any class of such securities. Show in Column (3) whether the securities are owned both of record and beneficially, of record only, or beneficially only, and show in Columns (4) and (5) the respective amounts and percentages owned in each such manner:

(1)	(2)	(3)	(4)	(5)
<u>Name and Address</u>	<u>Title of class</u>	<u>Type of Ownership</u>	<u>Amount owned</u>	<u>Percent of class</u>

(b) Furnish the following information in substantially the tabular form indicated as to each class of equity securities of the registrant or any of its parents or subsidiaries, other than directors' qualifying shares, beneficially owned directly or indirectly by all directors and officers of the registrant, as a group, without naming them.

(1)	(2)	(3)
<u>Title of class</u>	<u>Amount beneficially owned</u>	<u>Percent of class</u>

Instructions. 1. The percentages are to be calculated on the basis of the amount of outstanding securities, excluding securities held by or for the account of the issuer. In any case where the amount owned by directors and officers as a group is less than 1 percent of the class, the percent of the class owned by them may be omitted.

2. If, to the knowledge of the registrant, more than 10 percent of any class of voting securities of the registrant is held or to be held subject to any voting trust or other similar agreement, state the title of such securities, the amount held or to be held and the duration of the agreement. Give the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

Item 6. Directors and Officers.

(a) List the names of all executive officers of the registrant and indicate all positions and offices held. The term "executive officer" means the president, secretary, treasurer, any vice president in charge of a principal business function (such as sales, administration or finance and any other officer who performs similar policy-making functions for the registrant.

(b) Furnish the following information, in tabular form to the extent practicable, with respect to each director of the registrant:

(1) Name each such director, state the date on which his present term of office will expire and list all other positions and offices with the registrant presently held by him.

(2) State his present principal occupation or employment and give the name and principal business of any corporation or other organization in which such employment is carried on. If not previously reported, give a brief account of his business experience during the past 10 years, including his principal occupations or employments during that period.

Instructions. Where a director's business experience during the past 10 years is described, the occurrence of an event referred to in (A), (B) or (C) below during the previous 10 years may be material to an evaluation of his ability and integrity. If so, appropriate disclosure should be made. If such an event has occurred but disclosure thereof is omitted on the ground that it is not material, registrant shall furnish, as supplemental information and not as a part of this report, (1) a description of the omitted information and (2) a statement of the reasons for its omission:

(A) A petition under the Bankruptcy Act or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for business or property of, such person, or any partnership in which he was a general partner at or within 2 years before the time of such filing, or any corporation or business association of which he was an executive officer at or within 2 years before the time of such filing;

(B) Such person was convicted in a criminal proceeding (excluding traffic violations and other minor offenses) or is the subject of a criminal proceeding which is presently pending; or

(C) Such person was the subject of any order, judgment, or degree of any court of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, underwriter, broker, or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or from engaging in or continuing any conduct or practice in connection with any such activity or in connection with the purchase or sale of any security, or was the subject of any order of a Federal or state authority barring or suspending for more than sixty days the right of such person to be engaged in any such activity which order remains in effect.

(3) State, as of the most recent practicable date, the approximate amount of each class of equity securities of the registrant or any of its parents or subsidiaries, other than directors' qualifying shares, beneficially owned directly or indirectly by him. If he is not the beneficial owner of any such securities, make a statement to that effect.

(4) If more than 10 percent of any class of securities of the registrant or any of its parents or subsidiaries are beneficially owned by him and his associates, state the approximate amount of each class of such securities beneficially owned by such associates, naming each associate whose holdings are substantial.

Item 7. Remuneration of Directors and Officers.

(a) Furnish the following information in substantially the tabular form indicated below as to all direct remuneration paid by the registrant and its subsidiaries during the registrant's last fiscal year to the following persons for services in all capacities:

(1) Each director of the registrant whose aggregate direct remuneration exceeded \$40,000, and each of the three highest paid officers of the registrant whose aggregate indirect remuneration exceeded that amount, naming each such director and officer.

(2) All directors and officers of the registrant as a group, stating the number of persons in the group without naming them.

(A)	(B)	(C)
Name of individual or number of persons in group _____	Capacities in which remuneration was received _____	Aggregate direct remuneration

Instructions. 1. Except as provided in Instruction 2, paragraph (a) of this item applies to any person who was a director or officer of the registrant at any time during the period specified. However, information need not be given for any portion of the period during which such person was not a director or officer of the registrant.

2. Paragraph (a)(1) of this item does not apply to any person who was not named as a director or officer of the registrant in the first registration statement filed on Form 10 for the registration of a class of securities pursuant to Section 12 of the Act, provided (i) such person has not been a director or officer of the registrant since the filing of such statement and (ii) the same information is not otherwise required to be disclosed in any other material filed with the Commission.

3. The information is to be given on an accrual basis if practicable. The tables required by this paragraph and paragraph (b) may be combined if the registrant so desires.

4. Do not include remuneration paid to a partnership in which any director or officer was a partner, but see Item 9.

5. If any part of the remuneration shown in response to this item was paid pursuant to a material bonus or profit-sharing plan, briefly describe the plan and the basis upon which directors or officers participate therein. See Instruction 1 to paragraph (b) for the meaning of the term "plan."

(b) Furnish the following information in substantially the tabular form indicated as to all annuity, pension or retirement benefits proposed to be paid to the following person in the event of retirement at normal retirement date pursuant to any existing plan provided or contributed to by the issuer or any of its subsidiaries:

(1) Each director or officer named in answer to paragraph (a)(1), naming each such person.

(2) All directors and officers of the issuer who are eligible for such benefits, as a group, stating the number of persons in the group without naming them.

(A)	(B)	(C)
Name of individual or number of <u>persons in group</u>	Amount set aside or accrued during issuer's last <u>fiscal year</u>	Estimated annual benefits upon <u>retirement</u>

Instructions. 1. The term "plan" in this paragraph and in paragraph (c) includes all plans, contracts, authorizations or arrangements, whether or not set forth in any formal document.

2. Column (B) need not be answered with respect to payments computed on an actuarial basis under any plan which provides for fixed benefits in the event of retirement at a specified age or after a specified number of years of service. In such case, Columns (A) and (C) need not be answered with respect to directors or officers as a group.

3. The information called for by Column (C) may be given in the form of a table showing the annual benefits payable upon retirement to persons in specified salary classifications.

4. In the case of any plan (other than those specified in Instruction 2) where the amount set aside each year depends upon the amount of earnings of the issuer or its subsidiaries for such year or a prior year, or where it is otherwise impracticable to state the estimated benefits upon retirement, there shall be set forth, in lieu of the information called for by Column (C), the aggregate amount set aside or accrued to date, unless it is impracticable to do so, in which case there shall be stated the method of computing such benefits.

(c) Describe briefly all remuneration payments (other than payments reported under paragraph (a) or (b) of this item) proposed to be made in the future, directly or indirectly, by the registrant or any of its subsidiaries pursuant to any existing plan or arrangement to (i) each director or officer named in answer to paragraph (a)(1), naming each such person, and (ii) all directors and officers of the registrant as a group, without naming them.

Instruction. Information need not be included as to payments to be made for, or benefits to be received from, group life or accident insurance, group hospitalization or similar group payments or benefits. If it is impracticable to state the amount of remuneration payments proposed to be made, the aggregate amount set aside or accrued to date in respect of such payments should be stated, together with an explanation of the basis for future payments.

Item 8. Management Options to Purchase Securities.

Furnish the following information as to all options to purchase securities, from the registrant or any of its subsidiaries, which were granted to or exercised by the following persons since the beginning of the registrant's last fiscal year: (i) each director or officer named in answer to paragraph (a)(1) of Item 7 naming each such person and (ii) all directors and officers of the registrant as a group, without naming them.

(a) As to options granted, state (i) the title and amount of securities called for; (ii) the prices, expiration dates and other material provisions; (iii) the consideration received for the granting thereof; and (iv) the market value of the securities called for on the granting date.

(b) As to options exercised, state (i) the title and amount of securities purchased; (ii) the purchase price; and (iii) the market value of the securities purchased on the date of purchase.

(c) As to all unexercised options held as of the latest practicable date, regardless of when such options were granted, state: (i) the title and aggregate amount of securities called for, and (ii) the average options price per share.

Instructions. 1. The term “options” as used in this Item 8 includes all options, warrants or rights, other than those issued to security holders as such on a pro rate basis. Where the average option price per share is called for, the weighted average price per share shall be given.

2. The extension, regrating or material amendment of options shall be deemed the granting of options within the meaning of this item.

3. (i) where the total market value on the granting dates of the securities called for by all options granted during the period specified does not exceed \$10,000 for any officer or director named in answer to paragraph (a)(1) or \$30,000 for all officers and directors as a group, this item need not be answered with respect to options granted to such person or group. (ii) Where the total market value on the dates of purchase of all securities purchased through the exercise of options during the period specified does not exceed \$10,000 for any such person or \$30,000 for such group, this item need not be answered with respect to options exercised by such person or group. (iii) Where the total market value as of the latest practicable date of the securities called for by all options held at such time does not exceed \$10,000 for any such person or \$30,000 for such group, this item need not be answered with respect to options held as of the specified date by such person or group.

4. The information for all directors and officers as a group regarding market value of the securities on the granting date of the options and on the purchase date, may be given in the form of price ranges for each calendar quarter during which options were granted or exercised.

Item 9. Interest of Management and Others in Certain Transactions.

(a) Describe briefly any transactions since the beginning of the last fiscal year or any presently proposed transactions, to which the registrant or any of its subsidiaries was or is to be a party, in which any of the following persons has or is to have a direct or indirect material interest, naming such person and stating his relationship to the registrant, the nature of his interest in the transaction and, where practicable, the amount of such interest:

(1) Any director or officer of the registrant;

(2) Any security holder named in the answer to Item 5(a);

(3) Any relative or spouse of any of the foregoing persons, or any relative of such spouse, who has the same home as such person or who is a director or officer of any parent or subsidiary of the registrant.

Instructions. 1. This Item 9(a) applies to any person who held any of the positions or relationships specified at any time during the period specified. However information need not be given for any portion of the period during which such person did not hold any such position or relationship.

2. No information need be given in response to this Item 9(a) as to any remuneration or other transaction reported in response to Items 7 or 8, or as to any transaction with respect to which information may be omitted pursuant to Instruction 2 to Item 7(b), the instruction to Item 7(c), or Instruction 2 or 3 to Item 9(b).

3. No information need be given in answer to this Item 9(a) as to any transaction where --

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

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

(c) the amount involved in the transaction or a series of similar transactions, including all periodic installments in the case of any lease or other agreement providing for periodic payments or installments, does not exceed \$30,000; or

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

4. It should be noted that this item calls for disclosure of indirect, as well as direct, material interests in transactions. A person who has a position or relationship with a firm, corporation, or other entity, which engages in a transaction with the registrant or its subsidiaries may have an indirect interest in such transaction by reason of such position or relationship. However, a person shall be deemed not to have a material indirect interest in a transaction within the meaning of this Item 9(a) where--

(a) the interest arises only (i) from such person's position as a director of another corporation or organization (other than a partnership) which is a party to the transaction, or (ii) from the direct or indirect ownership by such person and all other persons specified in subparagraphs (1) through (3) above, in the aggregate, or less than a 10 percent equity interest in another person which is a party to the transaction, or (iii) from both such position and ownership;

(b) the interest of such person arises solely from an interest in another person which is a party to the transaction with the registrant or any of its subsidiaries and the transaction is not material to such other person; or

(c) the amount involved in the transaction or a series of similar transactions, including all periodic installments in the case of any lease or other agreement providing for periodic payments or installments, does not exceed \$30,000.

5. The amount of the interest of any specified person shall be computed without regard to the amount of the profit or loss involved in the transaction. Where it is not practicable to state the approximate amount of the interest, the approximate amount involved in the transaction shall be indicated.

6. In describing any transaction involving the purchase or sale of assets by or to the registrant or any of its subsidiaries, otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and, if acquired by the seller within two years prior to the transaction, the cost thereof to the seller.

7. The foregoing instructions specify certain transactions and interests as to which information may be omitted in answering this item. There may be situations where, although the foregoing instructions do not expressly authorize non-disclosure, the interest of a specified person in the particular transaction or series of transactions is not a material interest. In that case, information regarding such interest and transaction is not required to be disclosed in response to this item.

(b) State as to each of the following persons who was indebted to the registrant or its subsidiaries at any time since the beginning of the last fiscal year of the registrant, (i) the largest aggregate amount of indebtedness outstanding at any time during such period, (ii) the nature of the indebtedness and of the transaction in which it was incurred, (iii) the amount thereof outstanding as of the latest practicable date, and (iv) the rate of interest paid or charged thereon:

- (1) Each director or officer of the registrant; and
- (2) Each associate of any such director or officer

Instructions. 1. Include the name of each person whose indebtedness is described and the nature of the relationship by reason of which the information is required to be given.

2. This paragraph does not apply to any person whose aggregate indebtedness did not exceed \$10,000 or one percent of the registrant's total assets, whichever is less, at any time during the period specified. Exclude in the determination of the amount of indebtedness all amounts due from the particular person for purchases subject to usual trade terms, for ordinary travel and expense advances and for other transactions in the ordinary course of business.

3. Notwithstanding Instruction 2, if the registrant or any of its subsidiaries is engaged primarily in the business of making loans and loans to any of the specified persons in excess of \$10,000 or one percent of its total assets, whichever is less,

were outstanding at any time during the period specified, such loans shall be disclosed. However, if the lender is a bank, such disclosure may consist of a statement, if such is the case, that the loans to such persons (i) were made in the ordinary course of business, (ii) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and (iii) did not involve more than normal risk of collectibility or present other unfavorable features.

4. If to the knowledge of the registrant any indebtedness required to be described arose under Section 16(b) of the Act and has not been discharged by payment, state the amount of any profit realized, that such profit will inure to the benefit of the registrant or its subsidiaries and whether suit will be brought or other steps taken to recover such profit. If in the opinion of counsel a question reasonably exists as to the recoverability of such profit, it will suffice to state all facts necessary to describe the transaction, including the prices and number of shares involved.

(c) Describe briefly any transactions since the beginning of the registrant's last fiscal year or any presently proposed transactions, to which any pension, retirement, savings or similar plan provided by the registrant or any of its parents or subsidiaries, was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest naming such person and stating his relationship to the registrant, the nature of his interest in the transaction and, where practicable, the amount of such interest:

- (1) Any director or officer of the registrant;
- (2) Any security holder named in answer to Item 5(a);
- (3) Any relative or spouse of any of the foregoing persons, or any relative of such spouse, who has the same home as such person or who is a director or officer of any parent or subsidiary of the registrant; or
- (4) The registrant or any of its subsidiaries.

Instructions. 1. Instructions 2, 3, 4 and 5 to Item 9(a) shall apply to this Item 9(c).

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

3. No information need be given in answer to paragraph (c) with respect to

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

(b) payment of remuneration for services not in excess of 5 percent of the aggregate remuneration received by the specified person during the registrant's last fiscal year from the registrant and its subsidiaries; or

(c) any interest of the registrant or any of its subsidiaries which arises solely from its general interest in the success of the plan.

Item 10. Pending Legal Proceedings

Briefly describe any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the registrant or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings were instituted, the date instituted and the principal parties thereto.

Instructions. 1. If the business ordinarily results in actions for negligence or other claims, no such action or claim need be described unless it departs from the normal kind of such actions.

2. No information need be given with respect to any proceeding which involves primarily a claim for damages if the amount involved, exclusive of interest and costs, does not exceed 15% of the current assets of the registrant and its subsidiaries on a consolidated basis. However, if any proceeding presents in large degree the same issues as other proceedings pending or known to be contemplated, the amount involved in such other proceedings shall be included in computing such percentage.

3. Notwithstanding Instructions 1 and 2, any material bankruptcy, receivership, or similar proceeding with respect to the registrant or any of its significant subsidiaries shall be described. Any material proceedings to which any director, officer of affiliate of the registrant, any security holder named in answer to Item 5(a), or any associate of any such director, officer or security holder, is a party, or has a material interest, adverse to the registrant or any of its subsidiaries shall also be described.

Item 11. Miscellaneous Data Required

(a) State in the tabular form indicated below, the approximate number of holders of record of each class of equity securities of the registrant, as of the end of the last fiscal year:

(1)	(2)
<u>Title of Class</u>	<u>Number of record holdings</u>

Instructions. 1. Attention is directed to the definitions of the term “equity security” in Section 3(a)(11) of the Act and Rule 3a11-1 thereunder, and the definition of the term “held of record” in Rule 12g5-1.

2. Information need not be given with respect to the number of holders of “restricted stock options”, “qualified stock options”, or options granted pursuant to a plan qualified as an “employee stock purchase plan”, as those terms are defined in Sections 422 through 424 of the Internal Revenue Code of 1954, as amended.

(b) State the general effect of any charter provision, bylaw, contract, arrangement or statute under which any director or officer of the registrant is insured or indemnified in any manner against any liability which he may incur in his capacity as such.

Item 12. Financial Statements and Exhibits

(a) List separately all financial statements filed as part of the report.

(b) List all exhibits filed as part of the report including those incorporated by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

(Registrant)

Date _____

(Signature)*

*Print name and title of the signing officer under his signature.

INSTRUCTIONS AS TO FINANCIAL STATEMENTS

The following instructions specify the balance sheets and profit and loss and source and application of funds statements required to be filed as a part of annual reports on this form. Regulation S-X governs the certification, form and content of such balance sheets and profit and loss statements, including the basis of consolidation, and prescribes the statements of surplus and the schedules to be filed in support thereof.

If either the profit and loss or earned surplus statements required are included in their entirety in the summary of earnings required by Item 2, the statements so included need not be otherwise included in the annual report.

1. Statements of the Registrant

(a) There shall be filed for the registrant a certified balance sheet as of the close of the fiscal year and certified profit and loss and source and application of funds statements for the fiscal year.

(b) Notwithstanding paragraph (a), the individual financial statements of the registrant may be omitted if (1) consolidated statements of the registrant and one or more of its subsidiaries are filed, and (2) the conditions specified in either of the following paragraphs are met:

(i) The registrant is primarily an operating company and all subsidiaries included in the consolidated financial statements filed are totally-held subsidiaries; or

(ii) The registrant's total assets, exclusive of investments in and advances to the consolidated subsidiaries, constitute 85 percent or more of the total assets shown by the consolidated balance sheet filed and the registrant's total gross revenues for the period for which its profit and loss statement would be filed, exclusive of interest and dividends received from the consolidated subsidiaries, constitute 85 percent or more of the total gross revenue shown by the consolidated profit and loss statement filed.

2. Consolidated Statements

There shall be filed for the registrant and its subsidiaries a certified consolidated balance sheet as of the close of the fiscal year of the registrant and certified consolidated profit and loss and source and application of funds statements for such fiscal year.

3. Statements of Subsidiaries not Consolidated

(a) Subject to Rule 4-03 of Regulation S-X regarding group statements, there shall be filed for each majority-owned subsidiary of the registrant not consolidated as of the close of the subsidiary's most recently ended fiscal year the financial statements which would be required if it were a registrant.

(b) If the fiscal year of any unconsolidated subsidiary ends within 90 days before the date of filing the annual report, or after the date of filing, the statements of the subsidiary required by paragraph (a) may be filed as an amendment to the report within 90 days after the end of the subsidiary's fiscal year.

4. Fifty-percent Owned Persons and Other Persons

If the registrant owns directly or indirectly approximately 50 percent of the voting securities of any person and approximately 50 percent of the voting securities of such person is owned directly or indirectly by another single interest or takes up the equity in undistributed earnings of any other person which is not a majority-owned subsidiary, there shall be filed for each such person the financial statements which would be required if it were a registrant. The statements filed for each such person shall identify the other single interest or other interests in any person operated jointly.

5. Omission of Statements Required by Instructions 3 and 4

Notwithstanding Instructions 3 and 4, there may be omitted from the annual report all financial statements of any one or more unconsolidated subsidiaries or 50 percent owned persons or other persons if all such subsidiaries and 50 percent owned persons or other persons for which statements are so omitted, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

6. Affiliates whose Securities are Pledged as Collateral

(a) For each affiliate of the registrant whose securities constitute a substantial portion of the collateral securing any class of registered securities, there shall be filed the financial statements that would be required if the affiliate were a registrant. However, statements need not be filed pursuant to this instruction for any person whose statements are otherwise filed with the report on an individual, consolidated or combined basis.

(b) For the purposes of this instruction, securities of a person shall be deemed to constitute a substantial portion of the collateral if the aggregate principal amount, par value, or book value as shown by the books of the registrant, or market value, whichever is the greatest of such securities equals 20 percent or more of the principal amount of the class secured thereby.

7. Statements of Banks and Insurance Companies

Notwithstanding the requirements of the foregoing instructions, financial statements filed for banks or insurance companies (other than title insurance companies) need not be certified.

8. Registrants Not in the Production Stage

(a) Notwithstanding the foregoing instructions, if the registrant falls within the terms of paragraph (b) or (c) of Rule 5A-01 of Regulation S-X, the following statements, all of which shall be certified except as provided in (b) below, shall be filed for the registrant and each of its significant subsidiaries, if any:

(i) The statements specified in Rules 5A-02, 5A-03, 5A-04, 5A-05 and 5A-07 shall be filed as of the end of the fiscal year.

(ii) The statement of cash receipts and disbursements specified in Rule 5A-06 shall be filed for the fiscal year.

(b) The financial statements prescribed in (a) above need not be certified if all of the following conditions are met by the registrant and each of its significant subsidiaries, if any:

(i) Gross receipts from all sources for the fiscal year are not in excess of \$5,000;

(ii) The registrant has not purchased or sold any of its own stock, granted options therefor, or levied assessments upon outstanding stock;

(iii) Expenditures for all purposes for the fiscal year are not in excess of \$5,000;

(iv) No material change in the business has occurred during the fiscal year, including any bankruptcy, reorganization, readjustment or succession or any material acquisition or disposition of plants, mines, mining equipment, mine rights or leases;

(v) No exchange upon which the shares are listed, or governmental authority having jurisdiction, requires the furnishing to it, or the publication of, certified financial statements.

9. Filing of Other Statements in Certain Cases

The Commission may, upon the informal written request of the registrant and where consistent with the protection of investors, permit the omission of one or more of the statements herein required or the filing in substitution therefor of appropriate statements of comparable character. The Commission may also be informal written notice require the filing of other statements in addition to, or in substitution for, the statements herein required in any case where such statements are necessary or appropriate for an adequate presentation of the financial condition of any person whose financial statements are required, or whose statements are otherwise necessary for the protection of investors.

INSTRUCTIONS AS TO EXHIBITS

Subject to Rule 12b-32 regarding the incorporation of exhibits by reference, the following exhibits shall be filed as a part of the report:

A. Copies of all amendments or modifications, not previously filed, to all exhibits previously filed (or copies of such exhibits as amended or modified).

B. (a) Copies of every material contract not made in the ordinary course of business and not previously filed which was performed or to be performed in whole or in part at or after the beginning of the fiscal year covered by the report on this form. Only contracts need be filed as to which the registrant or a subsidiary of the registrant was or is a party or succeeded to a party by assumption or assignment or in which the registrant or such subsidiary had or has a beneficial interest.

(b) If the contract is such as ordinarily accompanies the kind of business conducted by the registrant and its subsidiaries, it is made in the ordinary course of business and need not be filed, unless it falls within one or more of the following categories, in which case it should be filed except where immaterial in amount of significance:

(1) Directors, officers, promoters, voting trustees, or security holders named in answer to Item 5 are parties thereto except where the contract merely involves purchase or sale of current assets having a determinable market price, at such price;

(2) It is of such materiality as to call for specific reference to it in answer to Item 5(b) or 9;

(3) The registrant's business is substantially dependent upon it, as in the case of continuing contracts to sell the major part of registrant's production in the case of a manufacturing enterprise or to purchase the major part of registrant's requirements of goods in the case of a distribution enterprise, or licenses to use a patent or formula upon which registrant's business depends to a material extent;

(4) It calls for the acquisition or sale of fixed assets for a consideration exceeding 10 percent of all fixed assets of the registrant and its subsidiaries;

(5) It is a lease under which a material amount of property is held by the registrant; or

(6) The amount of the contract, or its importance to the business of the registrant and its subsidiaries, are material, and the terms and conditions are of a nature of which investors reasonably should be informed.

(c) Any management contract or bonus or profit-sharing plan, contract or arrangement (or if not set forth in any formal document, a written description thereof), except the following, shall be deemed material and shall be filed:

(1) Ordinary purchase and sales agency agreements;

(2) Agreements with managers of stores in a chain organization or similar organization;

(3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such.

C. Copies of each material foreign patent for an invention not covered by a United States patent, not previously filed.

D. Copies of all other documents of a character required to be filed as an exhibit to an original registration statement on Form 10 which were executed or in effect during the fiscal year and not previously filed.

SUPPLEMENTAL INFORMATION TO BE FURNISHED WITH REPORTS FILED
PURSUANT TO SECTION 15(d) OF THE ACT BY ISSUERS WHICH HAVE NOT
REGISTERED SECURITIES PURSUANT TO SECTION 12 OF THE ACT

(a) Every registrant which files an annual report on this form pursuant to Section 15(d) of the Act shall furnish to the Commission for its information, at the time of filing its report on this form, four copies of the following:

(1) Any annual report to stockholders covering the registrant's last fiscal year; and

(2) Every proxy statement, form of proxy or other group soliciting material sent to more than ten of the registrant's stockholders with respect to any annual or other meeting of stockholders.

(b) The foregoing material shall not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Act, except to the extent that the registrant specifically incorporates it in its annual report on this form by reference.

(c) If not such annual report or proxy material has been sent to stockholders, a statement to that effect shall be included in the answer to Item 13. If such report or proxy material is to be furnished to stockholders subsequent to the filing of the annual report on this form, the registrant shall so state in the answer to Item 13 and shall furnish copies of such material to the Commission when it is sent to stockholders.