

**SAMPLE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

*[This sample is only an example for reference and should be reviewed with counsel prior to preparing and distributing to shareholders in light of current rules and state laws regarding meeting notice requirements.]*

NOTE: Underlined text below is required by the SEC.

---

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on [insert meeting date].**

Dear Shareholder:

1. Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for our 2008 Annual Meeting of Shareholders are available on the Internet. 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.

2. The proxy statement and annual report to shareholders are available at: [insert website address].

3. If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before [insert date] to facilitate timely delivery.

The 2008 Annual Meeting of Shareholders of [insert company name] (the "Company") will be held at [insert location and address], at [insert time], on [insert date]. Only shareholders who owned stock at the close of business on the record date, [insert date] (the "Record Date"), may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting that may take place.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote FOR the following proposals:

1. Election of [insert number] members to the Board of Directors:

*[List names]*

*[Insert a clear and impartial identification of each separate matter intended to be acted on, including the company's recommendations, but without supporting statements.]*

[The Board of Directors recommends that you vote AGAINST the following proposals:

*Insert a clear and impartial identification of each separate matter intended to be acted on, including the company's recommendations, but without supporting statements.]*

This Notice also constitutes notice of the 2008 Annual Meeting of Shareholders of the Company.

You may access the following proxy materials at [insert website address]:

- Notice of the 2008 Annual Meeting of Shareholders;
- Company's 2008 Proxy Statement;
- Company's Annual Report to Shareholders for the year ended *[insert date]*; and
- Proxy Card.

You may access your proxy materials and proxy card online by *[insert instructions on how to access such materials and any control/identification numbers that the shareholder needs to access his or her form of proxy]*.

If you prefer a paper copy of the proxy materials, you may request one by sending an e-mail to *[insert e-mail address]*, calling *[insert toll-free number]*, or by making a request online at *[insert website address]*. You will have the opportunity to make a request to receive paper copies for all future meetings or only for the 2008 Annual Meeting of Shareholders.

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the 2008 Annual Meeting of Shareholders. Directions to attend the Annual Meeting where you may vote in person can be found on our website: *[insert website address]*.