

VISTA GOLD CORP  
Form 4  
February 18, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICHINGS MICHAEL B

(Last) (First) (Middle)

C/O VISTA GOLD CORP., 7961  
SHAFFER PARKWAY, SUITE 5

(Street)

LITTLETON, CO 80127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VISTA GOLD CORP [VGZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 0.36	02/14/2014	A	12,500					02/14/2014	12/30/2018	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHINGS MICHAEL B C/O VISTA GOLD CORP. 7961 SHAFFER PARKWAY, SUITE 5 LITTLETON, CO 80127	X			

## Signatures

/s/ Connie Martinez, as attorney-in-fact for Michael B.  
Richings

02/18/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 5,000; Messrs. Jones, Freeman and Wherry - 41,666. On January 15, 1985, the Company entered into an employment agreement with John H. Sottile. This agreement, as amended on February 25, 1986, September 23, 1988, February 27, 1990, January 29, 1992, September 15, 1995 and September 20, 1999, expires on December 31, 2009 and provides for continuous employment until December 31, 2009. This contract currently entitles Mr. Sottile to a salary of \$330,333, which salary may be increased as a result of future annual increases in the Consumer Price Index. If his employment by the Company is terminated (which will be deemed to have occurred if he is relocated), Mr. Sottile is entitled to receive, within ten days of notice of termination, an amount equal to the full cash salary that he would have received in the absence of such termination from the date of termination through December 31, 2009. In the event of his permanent disability or death, he or his estate will be entitled to his salary through the end of the month of his permanent disability or death and for one year thereafter. In addition, on January 11, 1986, a subsidiary of the Company entered into an employment agreement with Mr. Sottile. Such agreement, as amended on September 13, 1988, January 29, 1992, September 11, 1995 and September 20, 1999, provides for continuous employment until December 31, 2009 and thereafter from year to year until terminated and entitles him to be paid \$50,000 per year. If his employment by the subsidiary is terminated without cause (which will be deemed to have occurred if he is relocated), he is entitled to receive an amount equal to his full cash salary from the date of such

termination through December 31, 2009. In the event of permanent disability or death, he or his estate will be entitled to his salary for one year. COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS During 2000, the Board of Directors met four times. The Board of Directors has, among others, the following committees: an Audit Committee, a Compensation Committee, a Nominating Committee and a Stock Option Committee. The Audit Committee, which monitors the activities of the Company's independent certified public accountants and its accounting department and reports on such activities to the full Board of Directors, consists of Harvey C. 16 Eads, Dwight W. Severs, Danforth E. Leitner and John P. Fazzini. During 2000, the Audit Committee held three meetings. The Compensation Committee reviews the compensation of the executive officers of the Company and makes recommendations to the Board of Directors regarding such compensation. The members of the Compensation Committee are Dwight W. Severs and John P. Fazzini. The Compensation Committee held one meeting during 2000. The Nominating Committee recommends qualified candidates for election to the Board of Directors of the Company, including the slate of directors which the Board of Directors proposes for election by stockholders at the Annual Meeting. The Nominating Committee consists of John H. Sottile, John P. Fazzini and Danforth E. Leitner. During 2000, the Nominating Committee held one meeting. The Nominating Committee is not precluded from considering written recommendations for nominees from stockholders. Such recommendations for the 2002 election of directors, together with a description of the proposed nominee's qualifications and other relevant biographical information, should be sent to the Secretary of the Company prior to January 11, 2002. The Stock Option Committee administers The Goldfield Corporation 1998 Executive Long-term Incentive Plan (the "Plan"). The Stock Option Committee has complete discretion in determining the number of shares subject to options granted to an employee eligible under the Plan and in determining the terms and conditions pertaining to such options, consistent with the provisions of the Plan. The Stock Option Committee consists of John P. Fazzini, Dwight W. Severs and Danforth E. Leitner. During 2000, the Stock Option Committee held one meeting. During 2000, no incumbent director attended fewer than 100% of the total number of meetings of the Board of Directors and all committees of the Board that he was eligible to attend.

ITEM 3. PROPOSAL 3 -- RATIFICATION OF APPOINTMENT OF ACCOUNTANTS The Board of Directors of the Company has appointed the firm of KPMG LLP as its independent certified public accountants for the year ending December 31, 2001, subject to the appointment being ratified by the Company's stockholders. KPMG LLP (including a predecessor firm, W. O. Daley & Company) has been serving the Company and its subsidiaries for the past 38 years. A representative of KPMG LLP is expected to be present at this year's Annual Meeting of Stockholders, at which time he will be given an opportunity to make a statement and is expected to be available to respond to appropriate questions. The appointment of KPMG LLP was made upon the recommendation of the Audit Committee. If the stockholders do not ratify the selection of KPMG LLP, the selection of independent certified public accountants will be reconsidered by the Board of Directors of the Company. The Board of Directors unanimously recommends a vote FOR the ratification of the appointment of KPMG LLP as independent certified public accountants of the Company.

17 AUDIT COMMITTEE REPORT AND FEE INFORMATION Audit Committee Report The Board of Directors appoints an Audit Committee each year to review the Company's financial matters. Each member of the Company's Audit Committee meets the independence requirements set by the American Stock Exchange. The Audit Committee members reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2000 with management. The committee also discussed all the matters required to be discussed by Statement of Auditing Standard No. 61 with the company's independent accountants, KPMG LLP. The Audit Committee received a written disclosure and letter from KPMG LLP as required by Independence Standards Board Standard No. 1 and has discussed with KPMG LLP its independence. Based on its review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report to stockholders and that the Form 10-K be filed with the Securities and Exchange Commission. The Board of Directors has adopted a written charter to govern the Audit Committee. A copy of the Company's Audit Committee Charter has been included as Exhibit A to this proxy statement. HARVEY C. EADS, JR. DWIGHT W. SEVERS DANFORTH E. LEITNER JOHN P. FAZZINI Audit Fees The aggregate fees billed for professional services by KPMG LLP rendered for the audit of the company's annual financial statements for the year ended December 31, 2000 and the reviews of the financial statements included in the Forms 10-Q for the year 2000 are \$41,189. Financial Information System Design and Implementation Fees No fees were billed by KPMG LLP for information technology services rendered during the fiscal year ended December 31, 2000. All Other Fees In addition to the fees described above, the aggregate fees billed by KPMG LLP for professional services for the fiscal year ended December 31, 2000

were \$5,975. **ITEM 4. PROPOSAL 4 - PROPOSAL TO ADJOURN THE MEETING IF IT APPEARS A MAJORITY OF SHARES REPRESENTED AT THE MEETING FAVOR PROPOSAL 1** The Board of Directors proposes that, if it appears that a majority of the shares represented at the Annual Meeting in person or by proxy and entitled to vote at the meeting favor the proposed amendment to the Restated Certificate of Incorporation of the Company to eliminate cumulative voting in the election of directors (Proposal 1, above), but the votes represented by such shares are not sufficient to satisfy the requirement that such amendment be approved by (1) a majority of the outstanding shares of the Company's Common Stock and Series A Preferred Stock voting together as a class and (2) two-thirds of the outstanding shares of the Company's Series A Preferred Stock voting separately as a class, then the proxyholders will have the discretion to vote to adjourn the meeting prior to a vote on Proposal 1 for up to 30 days in order to afford additional time for other stockholders to cast their votes. The proxy will not be voted to adjourn the meeting pursuant to this authority if it does not appear that a majority of the shares represented at the meeting favor the proposed amendment. During any such adjournment, stockholders who have not yet voted may be apprised of the adjournment and be solicited by the persons and through the means listed under "Additional Information" below. If the meeting is adjourned pursuant to this proposal, voting on the election of directors will take place at the adjourned meeting. The Board of Directors unanimously recommends a vote FOR the proposal to give the proxyholders discretion to vote to adjourn the meeting for up to 30 days to afford additional time for other stockholders to cast their votes if it appears that a majority of the shares represented at the meeting favor Proposal 1, but the votes represented by such shares are not sufficient to approve Proposal 1. **ADDITIONAL INFORMATION** The Company will pay the cost of soliciting proxies and will reimburse all bankers, brokers and other custodians, nominees and fiduciaries for forwarding proxies and proxy materials to the beneficial owners of the shares. In addition to solicitation by mail, solicitation of proxies may be made personally or by telephone, facsimile, telegram or other means by regular employees of the Company with no specific additional compensation to be paid for such services. Innisfree M&A Incorporated has been retained to assist in the solicitation of proxies for a fee of \$50,000 plus out-of-pocket expenses. It is expected that Innisfree will use up to approximately 50 persons in such solicitation. Although no precise estimate can be made at this time, the Company anticipates that the aggregate amount to be spent by the Company in connection with the solicitation of proxies will be approximately \$290,000, of which approximately \$111,500 has been incurred to date. This amount includes legal fees, printing costs, the fees payable to Innisfree, distribution costs and transportation costs, but excludes (i) the salaries and fees of officers, directors and employees of the Company and (ii) the normal expenses of an uncontested election. The aggregate amount to be spent will vary depending on, among other things, any future developments that may occur. **OTHER MATTERS** A group of stockholders filed a Schedule 13D under the Securities Exchange Act of 1934, as amended (the "Exchange Act") with respect to the Company on each of January 3, 2001 and February 28, 2001. A member of this group, eRaider, Inc., filed proxy materials on February 26, 2001, March 21, 2001, April 16, 2001, April 19, 2001, April 23, 2001 and May 1, 2001. According to these filings and letters sent to the Company, eRaider has nominated six individuals to the Board of Directors. Three of these nominees are in opposition to three of the nominees of your Board of Directors. The other three nominees are Messrs. Sottile, Marino and Severs, who are nominees of the Company's Board of Directors. None of Messrs. Sottile, Marino or Severs has consented to or will consent to being named as a nominee in eRaider's proxy materials, which is a violation by eRaider of Rule 14a-4(d) under the Exchange Act, and each of these nominees has requested that his name be removed. According to the information contained in these filings, for which the Company disclaims any responsibility, the three other nominees by eRaider are: Aaron Brown, 44, who runs Allied Owners Action Fund and eRaider, 215 West 91st Street, #112, New York, NY 10024; Deborah Pastor, 44, who is the portfolio manager for the Allied Owners Action Fund and is the wife of Aaron Brown, 215 West 91st Street, #112, New York, NY 10024; and Sam Rebotsky, 61, a registered representative and Vice President of Sales for Adolph Komorsky Investments, 10 Holder Place, Suite 3B, Forest Hills, NY 11375. If eRaider or any member or members of this group solicits proxies from stockholders for the election of its proposed nominees, the Company intends to oppose any such solicitation using the methods described above under "Additional Information." Neither the Board of Directors nor management intends to bring before the meeting any business other than the matters referred to in the Notice of Meeting and this Proxy Statement. If any other business should come properly before the meeting, or any adjournment thereof, the proxyholders will vote on such matters according to their best judgment. **2002 STOCKHOLDER PROPOSALS** To be considered for inclusion in the proxy statement relating to the 2002 Annual Meeting, stockholder proposals must be received by the Company no later than January 11, 2002. In addition, the Company's Restated Bylaws, as amended,

require timely advance written notice to the Company by any stockholder who intends to nominate a director to the Company's Board of Directors, to present any proposal or to bring any business before any meeting of the stockholders of the Company. Notice will be considered timely for the 2002 Annual Meeting if it is received not later than March 21, 2002 and not earlier than February 19, 2002. By Order of the Board of Directors Dwight W. Severs Secretary Dated: May 11, 2001 \* \* \* 20 The Annual Report to Stockholders for the year ended December 31, 2000, which includes financial statements, is being mailed concurrently to stockholders. The Annual Report does not form any part of the material for the solicitation of proxies. A copy of the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2000 filed with the Securities and Exchange Commission is available without charge to those stockholders who would like more detailed information concerning the Company. If you would like a copy of the Form 10-K, please write to: The Goldfield Corporation, Suite 500, 100 Rialto Place, Melbourne, Florida 32901. In addition, financial reports and recent filings with the Securities and Exchange Commission, including the Form 10-K, are available on the Internet at <http://www.sec.gov>. Company information is also available on the Internet at <http://www.goldfieldcorp.com>.

21 Exhibit A The Goldfield Corporation Audit Committee Charter I. Preamble: The board of directors of The Goldfield Corporation (the "corporation") has formed an audit committee to promote the financial transparency of the corporation and to ensure the integrity of the corporation's financial reporting processes and products. This charter is meant to identify the personnel and functions of the audit committee. II. Audit Committee Membership and Function: A. Definitions. 1. Independence: Independent directors are not officers of the corporation and are, in the view of the corporation's board of directors, free of any relationship that would interfere with the exercise of independent judgment. The following persons shall not be considered independent: (a) a director who is employed by the corporation or any of its affiliates for the current year or any of the past three years; (b) a director who accepts any compensation from the corporation or any of its affiliates in excess of \$60,000 during the previous fiscal year, other than compensation for board service or benefits under a tax-qualified retirement plan; (c) a director who is a member of the immediate family of an individual who is, or has been in any of the past three years, employed by the corporation or any of its affiliates as an executive officer. Immediate family includes a person's spouse, parents, children, siblings, mother-in-law, father-in-law, sister-in-law, son-in-law, daughter-in-law, and anyone who resides in such person's home; (d) a director who is a partner in, or a controlling stockholder or an executive officer of, any for-profit business organization to which the corporation made, or from which the corporation received, payments (other than those arising solely from investments in the corporation's securities) that exceed 5% of the corporation's or business organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; (e) a director who is employed as an executive of another entity where any of the corporation's executives serve on that entity's compensation committee. 2. Financial Literacy: A member of the audit committee shall have financial literacy when he has the ability to read and understand A-1 fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. Directors who have limited familiarity with finance can achieve such "literacy" through corporation-sponsored training programs. B. Audit Committee Membership. 1. For so long as the corporation remains a small business filer (such that it files reports under the Securities and Exchange Commission Regulation S-B), the audit committee will have at least two members, a majority of which will be independent directors. Otherwise, the corporation will have an audit committee composed of three or more directors, all of who will be independent directors. 2. Each director must be financially literate or become financially literate within a reasonable period of time after his or her appointment to the audit committee, and at least one member of the audit committee shall have accounting or related financial management experience. 3. Each audit committee member will be selected by the chairman of the board of directors and will serve at the pleasure of the board of directors. The audit committee members shall elect a chairman and a secretary from among its members. C. Audit Committee Function. The board of directors and the audit committee have the ultimate authority and responsibility to select, oversee, evaluate, and, where appropriate, to replace the independent auditor (or to nominate the independent auditor to be proposed for stockholder approval in any proxy statement). All employees of the corporation are directed to cooperate as requested by committee members. Oversight responsibilities over the independent auditor are described further in Section III, below. The independent auditor is ultimately accountable to the board of directors and the audit committee as the representatives of the stockholders. The audit committee shall meet at least four times annually, inclusive of telephonic meetings, or more frequently as circumstances may require. Special meetings may be called by the chairman of the committee or at the request of the independent auditor. 1. The audit committee will do whatever else the law, the corporation's charter or bylaws or the

board of directors requires. III. Independent Auditor Oversight: A. Auditor Qualifications. 1. The audit committee is responsible for ensuring its receipt from the independent auditor of a formal written statement delineating all A-2 relationships between the auditor and the corporation, consistent with Independence Standards Board Standard No. 1. 2. The audit committee is also responsible for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and to take or recommend that the full board of directors take appropriate action to ensure the independence of the auditor. B. Auditor Engagement Letter. The auditor's engagement letter should define the nature and scope of the audit engagement and provide a written contract for the professional services of the auditing firm. C. Annual Audit Review. In connection with the annual audit, the audit committee shall: 1. Ascertain any disagreements between audit personnel and corporation management. 2. Review corporate accounting policies and practices. 3. Affirm that accounting policies are consistent with industry practices and are consistent with a fair presentation of the financial statement in conformity with generally accepted accounting principles. 4. In consultation with the independent auditors, review the integrity of the corporation's financial reporting processes, both internal and external. D. Quarterly Review. Prior to the time that the corporation files its Quarterly Report on Form 10-Q, the independent auditor will conduct an SAS 71 Interim Financial Review (or such other auditing standard that may in time modify, supplement or replace SAS 71). The committee shall review and approve the process for preparing the financial statements to be submitted on Form 10-Q. E. Annual Report. 1. Review corporate annual report to evaluate whether it contains a fair and meaningful presentation of financial statements, footnotes, and supplementary information. 2. Affirm that the annual report discusses changes in corporate reporting or accounting practices (for example, departures from generally accepted accounting principles, exceptions to the consistent application of accounting principles, etc.). 3. Review disclosure and ensure that practices are fully and fairly disclosed. 4. Affirm appropriate use of statutory "safe harbor" disclosure if report contains forward looking information. 5. Prepare for the inclusion in the annual meeting proxy statements a letter to stockholders stating whether with respect to the prior fiscal year: A-3 (a) management has reviewed the audited financial statements with the audit committee; (b) the independent auditors have discussed with the audit committee the matters required to be discussed by SAS 61; (c) the members have discussed among themselves, without management or the independent auditors present, the information disclosed to the audit committee described in a) and b) above; (d) the audit committee recommended to the board of directors that the annual financial statements be included in the corporation's Form 10-K; and (e) the audit committee has received written disclosures and letters from the auditors required by Independence Standards Board Standard No. 1. IV. Audit Committee Report: A. Annual Report. The audit committee shall report at least annually to the board of directors. The report should: 1. set forth the audit committee's function and responsibilities; 2. set forth a summary of the committee's recommendations, particularly with respect to the selection of the auditing firm and the review of the auditor's report; 3. attach critical audit reports and management letters. B. Committee Charter. The audit committee shall: 1. At least annually, affirm in the proxy statement the existence of an audit committee charter and compliance with the charter; 2. At least annually, review charter for any necessary revisions and refer all revisions to the board of directors; 3. At least triennially attach audit committee charter to the annual proxy statement. A-4 THE GOLDFIELD CORPORATION PROXY Annual Meeting of Stockholders to be Held on June 19, 2001 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints John H. Sottile and Dwight W. Severs, and each of them, jointly and severally, proxies, with full power of substitution, to vote with the same force and effect as the undersigned at the Annual Meeting of the Stockholders of The Goldfield Corporation to be held at Imperial's Hotel & Conference Center (Imperial Room II), 8298 North Wickham Road, Melbourne, Florida on June 19, 2001 at 9:00 a.m., and any adjournment or postponement thereof, upon the matters set forth herein and upon such other matters as may properly come before the meeting, all in accordance with the notice and accompanying proxy statement for said meeting, receipt of which is acknowledged. (THIS PROXY REVOKES ALL PRIOR PROXIES GIVEN BY THE UNDERSIGNED.) This proxy, when properly executed, will be voted in the manner directed herein. The individuals named above are authorized to vote in their discretion on any other matters that properly come before the meeting, including voting on any proposal to adjourn the meeting if necessary to tally the votes with respect to Proposal 1. Continued and to be signed on the reverse side. Please date, sign and mail your proxy card back today. Your Board of Directors recommends a vote FOR Proposal 1. If no direction is given, the proxy will be voted FOR Proposal 1. FOR AGAINST ABSTAIN 1. AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION // // // // // 2A. If Proposal 1 to amend the Restated Certificate of Incorporation

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to eliminate cumulative voting is adopted, cumulative voting will NOT be available and the proxy will be voted as directed in this Proposal 2A. Your Board of Directors recommends a vote FOR Proposal 2A. If no direction is given, the proxy will be voted FOR Proposal 2A. FOR WITHHELD ELECTION OF DIRECTORS //// Nominees: Harvey C. Eads, Jr. John P. Fazzini Danforth E. Leitner Al Marino Dwight W. Severs John H. Sottile // FOR, except vote withheld from the following nominee(s) ----- 2B. If Proposal 1 to amend the Restated Certificate of Incorporation to eliminate cumulative voting is NOT adopted, cumulative voting will be available and the proxy will be voted as directed in this Proposal 2B. If a vote "FOR; The Maximum Number of the Listed Nominees that Can Be Elected" is marked, the cumulative votes represented by the proxy will be cast at the discretion of the proxies named herein in order to elect the maximum number of the listed nominees as believed possible under the then prevailing circumstances. If you do not wish to grant the proxyholder discretion to cumulate your votes, then you can cumulate your votes yourself. To cumulate your votes for director yourself, multiply the total number of shares you held as of the record date by six. Then, you may allocate this number of votes among the nominees by writing the number of votes you wish to allocate to a nominee in the space next to that nominee's name. Please note that if you choose to cumulate votes yourself, this may reduce the likelihood of one or more of the nominees of your choice being elected. If you elect to cumulate your votes yourself, the proxyholder will not have discretionary authority to cumulate your votes. Your Board of Directors recommends a vote "FOR; The Maximum Number of the Listed Nominees that Can Be Elected " for Proposal 2B. If no direction is given, the proxy will be voted "FOR; The Maximum Number of the Listed Nominees that Can Be Elected" for Proposal 2B. FOR; The Maximum Number of the Listed Nominees that Can Be Elected WITHHELD ELECTION OF //// DIRECTORS ---- Harvey C. Eads, Jr. ---- John P. Fazzini ---- Danforth E. Leitner ---- Al Marino ---- Dwight W. Severs ---- John H. Sottile // FOR; the Maximum Number of the Listed Nominees that Can Be Elected, except vote withheld from the following nominee(s) ----- Your Board of Directors recommends a vote FOR Proposal 3. If no direction is given, the proxy will be voted FOR Proposal 3. FOR AGAINST ABSTAIN 3. RATIFICATION OF APPOINTMENT OF ACCOUNTANTS ///// Your Board of Directors recommends a vote FOR Proposal 4. If no direction is given, the proxy will be voted FOR Proposal 4. FOR AGAINST ABSTAIN 4. ADJOURNMENT PRIOR TO VOTE ON PROPOSAL 1 ///// \*Note\* In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or at any adjournments or postponements thereof. PLEASE SIGN, DATE AND RETURN TODAY IN ENCLOSED ENVELOPE. DATE -----, 2001 Signature -----  
Signature ----- Title(s) ----- NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.