

(B) With respect to the institutions or persons specified in paragraphs (a)(1)(ii)(A) through (a)(1)(ii)(J) of this section, that are held for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business (or in the case of an employee benefit plan specified in paragraph (a)(1)(ii)(F) of this section, that are allocated to plan participants where participants have voting power).

(ii) (A) A broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(B) A bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c(a)(6));

(C) An insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c(a)(19));

(D) An investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(E) Any person registered as an investment adviser under section 203 of the Investment Advisers Act of 1940 (15 U.S.C. 80b-3) or under the laws of any state;

(F) An employee benefit plan as defined in section 3(3) of the Employee Retirement Income Security Act of 1974, as amended, 29 U.S.C. 1001 *et seq.* ("ERISA") that is subject to the provisions of ERISA, or any such plan that is not subject to ERISA that is maintained primarily for the benefit of the employees of a state or local government or instrumentality, or an endowment fund;

(G) A parent holding company or control person, provided the aggregate amount held directly by the parent or control person, and directly and indirectly by their subsidiaries or affiliates that are not persons specified in paragraphs (a)(1)(ii)(A) through (J) of this section, does not exceed one percent of the securities of the subject class;

(H) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(I) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3(c)(14));

(J) A group, provided that all the members are persons specified in § 240.16a-1(a)(1)(ii)(A) through (I); and

(K) Members of a nominating security holder group formed in accordance with § 240.14a-11.

Note to paragraph (a)(1)(ii)(K). Members of a security holder group formed in order to nominate a director under § 240.14a-11 are not deemed to have the purpose or effect of changing or influencing control of the issuer

solely by virtue of such group membership or by virtue of a director nomination pursuant to § 240.14a-11, a solicitation for the election of that director nominee or against that registrant nominee, or the election of that director nominee.

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PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934

15. The authority citation for Part 249 continues to read in part as follows:

Authority: 15 U.S.C. 78a *et seq.*, 7202, 7233, 7241, 7262, 7264, and 7265; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

16. By amending Form 8-K (referenced in § 249.308) to:

a. Add a sentence at the end of General Instruction B.1; and

b. Add Item 13 before the "Signature" section.

The additions read as follows:

Note: The text of Form 8-K does not, and this amendment will not, appear in the Code of Federal Regulations.

Form 8-K

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General Instructions

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B. Events To Be Reported and Time for Filing of Reports

1. * * * A report pursuant to Item 13 is to be filed promptly after the registrant determines the anticipated meeting date.

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Information To Be Included in the Report

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Item 13. Security Holder Nominations Pursuant to Exchange Act Rule 14a-11

If any of the events described in § 240.14a-11(a)(2) occur, and the registrant did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the registrant is required to disclose the date by which a security holder or security holder group must submit the notice required pursuant to § 240.14a-11(c), which date shall be a reasonable time before the registrant mails its proxy materials for the meeting.

17. By amending Item 4 to "Part II—Other Information" of Form 10-Q (referenced in § 249.308a) to:

a. Revise paragraph (d); and

b. Add paragraph (e).

The revision and addition read as follows:

Note: The text of Form 10-Q does not, and this amendment will not, appear in the Code of Federal Regulations.

Form 10-Q

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Part II—Other Information

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Item 4. Submission of Matters to a Vote of Security Holders

* * * * *

(d) A description of the terms of any settlement between the registrant and any other participant (as defined in Instruction 3 to Item 4 of Schedule 14A (§ 240.14a-101) of Regulation 14A under the Act) terminating any solicitation subject to § 240.14a-12(c), including the cost or anticipated cost to the registrant.

(e) If the meeting involved the election of directors or a vote on a security holder proposal under § 240.14a-8 and, as a result of that vote, the registrant will become subject to the security holder nomination procedure in § 240.14a-11, provide disclosure of that result and disclose that the registrant will be subject to § 240.14a-11 for the annual (or, in lieu of annual, special) meetings at which directors are elected during the remainder of the calendar year in which the subject vote was held, the following calendar year and the next calendar year up to and including the annual meeting (or special meeting in lieu of an annual meeting) during that calendar year, and state the date by which security holders must submit their nominations.

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18. By amending Item 4 to "Part II—Other Information" of Form 10-QSB (referenced in § 249.308b) to:

a. Revise paragraph (d); and

b. Add paragraph (e).

The revision and addition read as follows:

Note: The text of Form 10-QSB does not, and this amendment will not, appear in the Code of Federal Regulations.

Form 10-QSB

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Part II—Other Information

* * * * *

Item 4. Submission of Matters to a Vote of Security Holders

* * * * *

(d) A description of the terms of any settlement between the registrant and any other participant (as defined in