

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

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FORM U-R-1

DECLARATIONS AS TO SOLICITATIONS PURSUANT TO RULE 62

Set forth the following information:

- (1) The names and addresses of the declarants, and, if the solicitation relates to a reorganization plan, of the persons primarily responsible for the negotiation and formulation of the plan; their important legal, accounting, engineering and financial advisers, and of all persons at whose request or on whose behalf such declarants are acting or of any business associate of such person who has a substantial interest in the reorganization; if any declarant is a company, the names and addresses of its directors, partners and principal officers.
- (2) The name and address of the person to whom communications from the Commission with respect to the declaration shall be addressed.
- (3) The class or classes of securities and claims to be solicited, with a brief identification of the company and of the proceeding or plan to which such solicitation relates.
- (4) If the solicitation relates to a reorganization, a statement as to each of the persons named in item (1) above, with respect to: their principal business connections; their interest in the reorganization (including the nature and amount of securities and claims beneficially owned or otherwise controlled by each such person, of or against the company to be affected by the reorganization and each associate company thereof); a list of purchases and sales of such securities by or for the beneficial interest of each such person and the prices at which each purchase and sale was made, for a period commencing not later than three years prior to the filing of the declaration or six months prior to commencement of the reorganization, whichever is earlier, and terminating not earlier than 20 days prior to the filing of the declaration; all important relations now existing or which have existed within five years prior to the filing of the declaration between each such person and the company affected by the plan, every subsidiary thereof and every company of which it is a subsidiary, whether as officers, directors, underwriters, or otherwise; and all plans or arrangements, however tentative, that have been made for the employment of any such person by the company in reorganization, any associate company thereof, or any successor thereto, or for the compensation of such person.
- (5) If the solicitation relates to a reorganization plan, an estimate of the fee which any person named in item (1) above will request for services performed prior to the filing of the declaration (including fees already received); the amount of time expended by or on behalf of such person in the performance of such services; and expenses incurred by any person named in item (1) above for which reimbursement has been or will be requested.
- (6) An itemized estimate of the cost of the solicitation, including bonuses or special compensation to be paid to regular employees of declarant, and compensation and costs to be paid to other persons and a detailed statement of any arrangement or expectation as to financing such costs.
- (7) If, after diligent effort and investigation, declarant has been unable to ascertain any of the information required by items (1), (4) and (5) above, a statement describing such effort and investigations.
- (8) A copy of the first letter of solicitation to be used, which shall contain the applicable information required by items (1), (4), (5) and (7) above, except that any portion thereof may be omitted from or contained in a proxy statement accompanying such letter upon written instructions from the Commission; all other documents (except reports of the Commission) that are to be transmitted with such letter, copies of all forms of proxies and deposit agreements, the text of any radio broadcasts, and copies of any supplemental or "follow-up" letters declarants may desire to incorporate in their original declaration.

- (9) A full statement as to the manner in which declarant will make the solicitation, including a description of the order, arrangement and style in which the documents described in item (8) above are to be sent to owners of securities or claims, and particularly the size, style of printing and position to be given to reports of the Commission to be used in connection with the solicitation; and including a statement as to whether such documents are to be sent or delivered to owners of securities or claims prior to the time of any oral or personal solicitation, and, if so, the minimum amount of time which will thus be afforded such owner to study such documents prior to such oral or personal solicitations.
- (10) If the declaration is in regard to a solicitation of a deposit of securities, set forth the rights and privileges to be given to the declarants, their depositary or any other agents or representatives thereof to sell, pledge or hypothecate the deposited securities or to have or create a lien thereon and to receive compensation or expenses for their services; as well as all limitations on liabilities to which any such person would otherwise be subject, and all conditions or restrictions on the right to deposit or the right of depositors to withdraw their securities from deposit.

This declaration comprises:

- (a) Pages numbered _____ to _____, consecutively.
- (b) The following exhibits:

(Form of a signature and verification where the declarant is a corporation. Suitable changes should be made for other kinds of companies or an individual.)

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Company or Companies set forth below caused this declaration to be duly executed on its or their behalf by its or their authorized officer(s) on this the

_____ day of _____, _____

(Name of Company)

By _____
(Name) (Title)

(Seal)
Attest:

(Name) (Title)

Where the declaration is filed by more than one declarant the signature of any declarant may be restricted to the information contained therein which is pertinent to its declaration by indicating such restriction immediately above the signature of such declarant.

State of _____

County of _____

The undersigned being duly sworn deposes and says that he has duly executed the attached declaration for and on behalf of the Company named therein; that he is the _____ of such Company;
(Title of Officer)

and that all action by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such declaration has been taken. Deponent further says that he is familiar with such declaration and the transactions referred to therein and that to the best of his knowledge, information and belief the statements made in such declaration are true.

(Signature)

(Type or print name beneath)

Subscribed and sworn to before me at _____

this _____ day of _____, _____

(Title of Officer)

My commission expires _____

Collection of Information

The information requested by this form is being collected because Rule 62 of the Public Utility Holding Company Act of 1935 ("Act") requires it. The Commission uses this information to determine the existence of detriment to interests the Act is designed to protect. The Commission estimates that it will take each respondent five (5) hours to respond to this collection of information. A response to this form is mandatory. Without approval by the Commission, holding companies would be in violation of the Act. The information on this form will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.