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Not Proxy Soliciting Material

Chief Consolidated Mining Co.

EUREKA, UTAH 84628

Dear Shareholder:

The status of your Company's lawsuits against Sunshine Mining Company and Sunshine's affiliated companies was set forth in my Letter to Shareholders dated July 16, 1990, contained in Chief's 1989 Annual Report. The information presented below highlights the progress in the lawsuits since the Report was issued and other up-to-date information.

Lawsuit in Utah State Court

Pretrial discovery proceedings continued in the lawsuit brought by Chief in the Utah state district court in Utah County. The lawsuit involves Chief's claims that Sunshine failed to fulfill its obligations under both the Burgin Lease and the Tintic Unit Lease to put Chief's mining properties into production. Depositions of potential Sunshine witnesses were taken by Chief and additional document production took place. At this time it is hard to predict when the discovery process, including all depositions, will be completed. However, pretrial proceedings in the Utah state district court case are moving forward and various phases of the proceedings, such as the designation of witnesses by the parties, will be completed early next year.

Federal RICO lawsuit

Chief filed its appeal in the RICO lawsuit against Sunshine in the U.S. Court of Appeals for the Tenth Circuit on July 27, 1990. Chief's appeal seeks to have the U.S. Court of Appeals overturn the U.S. District Court's earlier ruling that Chief had no standing to sue Sunshine in a RICO action based upon fraud in the sale of securities on the grounds that Chief was not a buyer or seller of the Sunshine securities. Shortly after Chief filed its appeal, the U.S. Court of Appeals in the Ninth Circuit overturned a lower Federal court's ruling that also had held that the plaintiff in that lawsuit was required to be a buyer or seller of the securities involved in order to have standing to sue under a RICO securities fraud claim. There is no way of predicting the effect, if any, of this recent Ninth Circuit decision upon the result of Chief's RICO appeal. If your Company is successful in its appeal, it is anticipated that the RICO action against Sunshine will be reinstated in the U.S. District Court, District of Utah, Central Division.

Connecting the Burgin's Apex # 2 Shaft with the Eureka Standard Mine

As reported in my letter to Shareholders of July 16, 1990, an agreement was entered into between Chief and Sunshine in June 1990 under which Chief agreed to allow Sunshine to use Chief's Apex # 2 Burgin mine shaft for exploration purposes in the Eureka Standard Mine workings. In the latter part of September 1990, the connection between the Apex # 2 Shaft and the Eureka Standard Mine was completed. During the underground drifting work to complete the connection, Sunshine intercepted a series of narrow mineralized veins containing gold and silver values. In its analysis of these intercepts, Sunshine has reported ". . . All mineralization encountered, to-date, occurs in narrow veinlets in fractures that were developed along the Eureka Standard fault. The mineralization while extremely geologically interesting, has not reached mining widths to justify segregation of broken materials for future shipments of ore. Small precious metal bearing veins too narrow to be economically viable are well documented along and associated with the Eureka Standard Fault; however, they show the presence of open fracturing that could provide the conduits for mineralizing ore bearing solutions to invade other areas." These intercepts reported by Sunshine are located many hundreds of feet short of the Eureka Standard target area which, as a result of the new connection, is now ventilated and readily accessible.

Trixie Mine

Production by Sunshine of gold and silver flux ore from the Trixie Mine continues. The connection of the Burgin Apex # 2 Shaft and the Eureka Standard Mine benefits Trixie Mine operating conditions and the Trixie's potential since the Trixie Mine itself was connected with the Eureka Standard Mine workings via a separate drift some time ago.

Chief's Mining Properties Not Included In Sunshine Leases

Your management is continuing its efforts to joint venture or otherwise exploit other areas of Chief's mining property holdings in Utah. Discussions are currently underway relating to the possible heap leaching of the one million plus tons of old mining dumps located on your Company's Main Tintic District properties. Your Company is also continuing to seek a joint venture partner for both its Homansville gold exploration project in the East Tintic District and its silver, lead and zinc exploration and development project in the Main Tintic District that was formerly leased to ASARCO, Inc. and Western Mining Corp.

On a personal note, it is with great regret that I report the death of Bradbury K. Thurlow, who had been a Chief director for over thirteen years. Brad's many contributions to Chief will be especially missed during these important and crucial times for your Company. His belief in the ultimate prize for Chief and its shareholders never wavered. We shall miss him.

We continue to thank you, Chief's Shareholders, for your loyalty, patience and expressions of support for your management's continuing efforts to seek the proper development and mining of your Company's mineral resources.

Very truly yours,

Leonard Weitz

Leonard Weitz
President and Chairman

October 9, 1990

CHIEF CONSOLIDATED MINING COMPANY

866 Second Avenue
New York, N.Y. 10017

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS IN LIEU OF ANNUAL MEETING TO BE HELD NOVEMBER 14, 1990

To the Shareholders of Chief Consolidated Mining Company:

Notice is hereby given that a Special Meeting of Shareholders in lieu of Annual Meeting of Chief Consolidated Mining Company will be held at the Salt Lake Marriott Hotel, 75 South West Temple, Salt Lake City, Utah 84101 on November 14, 1990 at 9:00 A.M. Salt Lake City time for the following purposes:

(1) To elect five directors to serve during the ensuing year.

(2) To approve of and ratify nonqualified stock options granted to Paul Hines and Michael F.K. Carter, two outside directors of the Company.

(3) To approve the selection of the firm of Deloitte & Touche as auditors for the Company for the current fiscal year.

(4) To transact such other business as may properly come before the meeting and any adjournments thereof.

The holders of common and preferred stock of the Company of record at the close of business on October 5, 1990, will be entitled to notice of and to vote at this meeting and any adjournment thereof.

By Order of the Board of Directors,

EDWARD R. SCHWARTZ
Secretary

October 10, 1990

We urge all shareholders to attend the meeting in person, if possible. If not, they are urged to date, sign and return the Proxy as promptly as possible in the enclosed envelope. No postage is required if mailed in the United States. The Proxy may be revoked at any time before it is voted, and shareholders executing proxies may attend the meeting and vote there in person should they so desire.

Management of the Company desires all shareholders to take an interest in the affairs of the Company and your interest can best be evidenced by attendance at the forthcoming meeting. Without a quorum in attendance the above matters to be taken up cannot be acted upon. Expense of obtaining a quorum for the meeting can be kept at a minimum if you attend the meeting either in person or by proxy.

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the management of Chief Consolidated Mining Company ("the Company") of proxies to be used at the Special Meeting of Shareholders in lieu of Annual Meeting of the Company, to be held at the Salt Lake Marriott Hotel, 75 South West Temple, Salt Lake City, Utah 84101 at 9:00 A.M. on November 14, 1990, and any adjournment or adjournments thereof. Proxy material will first be mailed about October 10, 1990. The accompanying form of Proxy is solicited on behalf of Management of the Company. Shareholders will vote upon: (1) the election of five directors to the Board of Directors of the Company; (2) the approval and ratification of nonqualified stock options granted to two outside directors of the Company; (3) the approval of the selection of auditors of the Company; and (4) such other business as may properly come before the meeting or any adjournments thereof.

The enclosed Proxy may be revoked at any time before it is exercised by written notice to the Company bearing a later date than the Proxy, and any shareholder attending the meeting may vote in person whether or not the shareholder has previously submitted a Proxy. Each proposal is identified in the Proxy and the accompanying Notice of Special Meeting of Shareholders in lieu of Annual Meeting and is set forth and commented upon in this Proxy Statement. The election of directors is designated Proposal 1, the approval and ratification of the options is designated Proposal 2, and the selection of auditors is designated Proposal 3. Where instructions are indicated, the Proxies will be voted in accordance therewith. Where no instructions are indicated, the Proxies will be voted FOR the nominees for directors, the approval and ratification of the options, the selection of auditors, all as described below, and in their discretion with respect to any other business as may properly come before the meeting and any adjournment or adjournments thereof.

The By-Laws of the Company provide that the Annual Meeting of the Shareholders be held on the third Tuesday in May of each year. Since the forthcoming Shareholders' Meeting is being held on November 14, 1990 in lieu of May 15, 1990 (the third Tuesday in May, 1990), the November 14, 1990 meeting is deemed to be a Special Meeting of Shareholders. No meeting of the shareholders was held during the year 1989.

The record date set by the Board of Directors for the determination of stockholders entitled to vote is October 5, 1990. On that date there were 7,481 shares of preferred stock and 3,458,170 shares of common stock outstanding and entitled to vote. Holders of each class are entitled to one vote per share without distinction as to class. Upon the election of directors shareholders have cumulative voting rights. Under cumulative voting, shareholders may multiply the number of shares of stock held by them by the number of positions to be filled and distribute the resulting number of votes among any or all nominees in any manner they see fit. The five nominees receiving the greatest number of votes will be elected as directors. The cumulative votes represented by management proxies will be distributed among management's five nominees in management's discretion so as to elect as many management nominees as possible. Shareholders representing a majority of the outstanding shares entitled to vote at the meeting must be present or represented by proxy to constitute a quorum.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows as of October 1, 1990 stock ownership of all persons known to management to be beneficial owners of more than 5% of the common stock of the Company:

Name and Address of Beneficial Owners	Amount and Nature of Beneficial Ownership	Percentage of Common Stock
William E. Simon ..... c/o William E. Simon & Sons, Inc. 310 South Street CN 1913 Morristown, N.J. 07960	338,600 shares(1)	9.2%
Walhalla Mining Company N.L. ..... 356 Collins Street Melbourne VIC. 8000 Australia	600,000 shares(2)	16.4%

(1) Includes 219,300 shares that Mr. Simon has right to acquire under options issued by the Company. 119,300 shares of the 338,600 shares shown were outstanding on October 1, 1990.

(2) Includes 200,000 shares that Walhalla Mining Company N.L. has right to acquire under an option issued by the Company. 400,000 shares of the 600,000 shares shown were outstanding on October 1, 1990.

The following information shows the beneficial ownership of the outstanding shares of the Company by all officers and directors as a group on October 1, 1990.

Title of Class	Number of Shares Beneficially Owned	Percent of Class
Common	273,978	7.5%

PROPOSAL 1: ELECTION OF DIRECTORS

Five directors are proposed to be elected at the meeting to serve until the Annual Meeting of Shareholders to be held in 1991 and until their successors shall be elected and qualify. The persons named in the enclosed form of proxy intend to vote such proxy for the election of the five nominees named below as directors of the Company. Each of the nominees was elected to the Board of Directors at the meeting of shareholders held on December 7, 1988, except Michael F.K. Carter who was elected as a director by the Board of Directors on December 15, 1988. Bradbury K. Thurlow, who had served as a director of the Company for thirteen years, died on September 8, 1990. The number of directors to serve on the Board, which had been expanded to six upon Mr. Carter's election by the Board, was reduced to five as a result of Mr. Thurlow's death.

Name	Offices Held with Company, If any, and Principal Occupation During Past Five Years	Director Since	Shares of Common Stock Beneficially Owned on October 1, 1990*	Percent of Class
James Callery (Age 53)	Engaged in management of oil and gas, forestry, agriculture and other investments since prior to October, 1985; member of Board of Directors of Lomas & Nettleton Investors (a real estate investment trust) since prior to October, 1985.	1980	98,868(1)(6)	2.8%
Michael F.K. Carter (Age 49)	Independent consultant since February, 1990; Managing Director—North America of First Toronto Mining Corporation (a merchant banking corporation) from January, 1988 to January, 1990; Executive Vice President of Canada Development Investment Corporation (a Canadian government corporation) from prior to 1985 to December, 1987.	1988	—(2)	—
Paul Hines (Age 53)	Executive Vice President and Chief Financial Officer of Devon Ventures, Inc. (a real property acquisition and investment services corporation) since March, 1989; Chief Financial Officer of William E. Simon & Sons, Inc. (a merchant banking corporation) from January, 1987 to February, 1989; Executive Vice President of E.F. Hutton and Co., Inc. (an investment banking corporation) from prior to October, 1985 to September, 1986.	1988	25,000(3)(6)	0.7%
Edward R. Schwartz (Age 80)	Secretary and Treasurer of the Company (since 1979); independent sales consultant since prior to October, 1985.	1974	55,100(4)(6)(7)	1.6%
Leonard Weitz (Age 61)	Chairman and President of the Company (since 1971).	1967	95,010(5)(6)(7)	2.7%

* Each nominee has sole voting and investment power with respect to shares owned by him.

(1) Does not include an aggregate of 10,500 shares owned by Mr. Callery's wife and children, in which shares Mr. Callery disclaims any beneficial interest.

(2) Does not include a nonqualified option to purchase 25,000 shares granted by the Board of Directors to Mr. Carter on September 11, 1990, which option is subject to the approval of the shareholders at this meeting.
(3) Does not include a nonqualified option to purchase 25,000 shares granted by the Board of Directors to Mr. Hines on November 21, 1989, which option is subject to the approval of the shareholders at this meeting.
(4) Does not include 1,700 shares owned by a Trust in which Mr. Schwartz is an income beneficiary with possible right of invasion of Trust principal. Also does not include 200 shares owned by Mr. Schwartz's wife, in which shares Mr. Schwartz disclaims any beneficial interest.
(5) Does not include an aggregate of 21,500 shares owned by Mr. Weitz's wife, in which shares Mr. Weitz disclaims any beneficial interest.
(6) Includes nonqualified options to purchase: 50,000 shares held by Mr. Callery; 30,000 shares held by each of Messrs. Schwartz and Weitz; and 25,000 shares held by Mr. Hines. All of said nonqualified options were previously approved by the Shareholders.
(7) Includes incentive stock options to purchase the following number of shares under the Company's Incentive Stock Option Plan: options for 40,000 shares held by Mr. Weitz; options for 20,000 shares held by Mr. Schwartz. See "Executive Compensation—Incentive Stock Option Plan"

MANAGEMENT INTENDS TO CAST ITS PROXY VOTES IN FAVOR OF THE FIVE DIRECTORS NAMED HEREIN.

EXECUTIVE COMPENSATION

The following information is presented concerning the cash compensation of each executive officer of the Company whose cash compensation during the Company's fiscal year ended December 31, 1989 exceeded $60,000 and the cash compensation of all executive officers of the Company as a group.

Name of Individual or Number in Group	Capacities in Which Served	Cash Compensation
Leonard Weitz	President and Chairman of the Board	$116,250
Total—two officers ...		119,250

Compensation Pursuant to Plans

Employment Agreement

By agreement dated January 4, 1988, the Company extended for a term of five years the employment agreement dated May 8, 1986 with its President, Leonard Weitz. Mr. Weitz's employment as President of the Company would have terminated on September 30, 1991, however, the extension agreement provides for his employment as President through September, 1996. Mr. Weitz's annual salary under the agreement for the twelve month period ended September 30, 1989 was $115,000. Mr. Weitz's salary under the employment agreement as extended provides for an increment of $5,000 for each twelve month period ending September 30, from $115,000 in 1989 to $150,000 in 1996. In addition, Mr. Weitz will be entitled to incentive compensation equal to 2% of the Company's pre-tax earnings in excess of $1,000,000 (exclusive of extraordinary items and sales of property) during each

of the years 1990 to 1996 (pro-rated for 1996); however, incentive compensation may not exceed the amount of his base salary for the subject year. Mr. Weitz may also receive during the term of his employment such bonuses as may be determined by the Company's Board of Directors.

Incentive Stock Option Plan

On June 16, 1982, the shareholders of the Company approved an incentive stock option plan whereunder options to purchase up to 100,000 shares of the Company's common stock may be granted by the Company's Board of Directors to officers and key employees of the Company. Options under the Plan will be granted at not less than 100% of the market price of the Company's common stock on the date of grant. The Plan will expire on July 16, 1991, subject to earlier termination by the Board of Directors, and is administered by the Board of Directors. The Plan also includes the following significant provisions: no one person may be granted options to purchase more than 40,000 shares under the Plan; options granted under the Plan must be exercised in the order granted; the unexercised portion of an option will expire without value five years from the date of grant; payment by the Optionee upon exercise of an option may be made using the Company's stock, as well as cash; there shall not be granted to any Optionee options to purchase stock which has an underlying market value on the date of grant in excess of $100,000 in any one calendar year; options may be exercised during the Optionee's lifetime not more than 90 days after the Optionee's employment termination; if the Optionee dies while employed by the Company, options are fully exercisable by the Optionee's estate for the duration of the option. During the fiscal year ended December 31, 1989, the Board of Directors granted an incentive stock option to purchase 20,000 shares to Leonard Weitz, President of the Company; an incentive stock option to purchase 10,000 shares previously granted to Mr. Weitz expired during 1989. No other Incentive Stock Options were granted during 1989. See "Information Concerning Stock Options". No Incentive Stock Options held by employees of the Company were exercised during said year.

Nonqualified Options

All nonqualified stock options granted are subject to the approval of the Company's shareholders. The exercise price for the shares under option is, in each instance, the market price on the date of grant, subject to modification by the Board prior to submission of the option to the shareholders for approval. The nonqualified options may be exercised within ten years from the date of grant, but only so long as the optionee continues to be a director or officer of the Company. In the event of the death of optionee, the option may be exercised by the optionee's estate within one year after the optionee's death. See "Information Concerning Stock Options" for information as to nonqualified stock options granted to directors.

Compensation of Directors

Each director who is not an officer of the Company receives an annual retainer of $2,400 and an attendance fee of $200 for each meeting attended. The Secretary-Treasurer of the Company, who is a director, does not receive a salary; he receives compensation at the same rate as directors who are not officers of the Company.

INFORMATION CONCERNING STOCK OPTIONS

The following tabulation shows, as to a certain director and officer of the Company and as to all directors and officers of the Company as a group, the following information with respect to stock options: (A) stock options granted by the Company under its Incentive Stock Option Plan and (B) Nonqualified Stock Options granted by the Company and approved by the shareholders of the Company (i) the title and aggregate amount of securities subject to options granted during the specific period, (ii) the average per share option exercise price thereof, (iii) the net value of shares (market price less exercise price) realized during the specified period upon the exercise of such options granted during the specified period of prior thereto, (iv) the numbers of shares sold during the specific period of the same class as those so acquired, (v) the numbers of shares subject to options that expired during the specified period, (vi) the title and aggregate amount of securities subject to all such options outstanding as of the end of the specified period, and (vii) the potential (unrealized) value of such outstanding options as of the end of the specified period (market price less exercise price).

	Leonard Weitz	All Directors and Officers as a group
Common Shares:(1)		
Incentive stock options granted to officers of the Company January 1, 1989 to October 1, 1990 under the Company's Incentive Stock Option Plan:		
Number of options	20,000	20,000
Average per share exercise price	$5.438	$5.438
Nonqualified stock options granted to directors of the Company January 1, 1989 to October 1, 1990(2):		
January 1, 1989 to December 31, 1989	None	25,000
Average per share exercise price	—	$4.375
January 1, 1990 to October 1, 1990	—	25,000
Average per share exercise price	—	$4.375
Stock options exercised January 1, 1989 to October 1, 1990	None	None
Sales January 1, 1989 to October 1, 1990	None	None
Stock options expired January 1, 1989 to October 1, 1990:		
Incentive Stock Options	(10,000)	(10,000)
Nonqualified Stock Options	None	None
Outstanding at October 1, 1990:		
Incentive stock options	40,000	60,000
Nonqualified stock options	30,000	235,000(2)(3)
Potential (unrealized) value—(market price less exercise price) at October 1, 1990	None	None

(1) The number of options set forth above correspond to the numbers of shares to which they relate.
(2) Includes options granted to two outside directors to purchase a total of 50,000 shares that is subject to shareholder approval—See Proposal 2.
(3) Includes option to purchase 50,000 shares held by the estate of a director who died on September 8, 1990, which option expires on September 8, 1991. See "Proposal 1: Election of Directors."

PROPOSAL 2: APPROVAL AND RATIFICATION OF NONQUALIFIED STOCK OPTIONS TO TWO OUTSIDE DIRECTORS OF THE COMPANY

The Board of Directors recommends the approval and ratification of nonqualified stock options granted to Paul Hines and Michael F.K. Carter, two of the outside directors of the Company. Each of the options is for the purchase of 25,000 shares of the Company's Common Stock. The Board believes that these options will provide additional incentive for Mr. Hines and Mr. Carter in connection with their services on behalf of the Company. If approved and ratified by the shareholders at the Shareholders' Meeting, the option to purchase 25,000 shares of common stock granted by the Board of Directors to Mr. Hines on November 21, 1989 and the option to purchase 25,000 shares of common stock granted by the Board to Mr. Carter on September 11, 1990, will become effective. If shareholder approval is not given at the November 14, 1990 Shareholders' Meeting (or any adjournments thereof) the options to Mr. Hines and Mr. Carter will be cancelled and void. The affirmative vote of the holders of a majority of the outstanding shares of the Company entitled to vote at the Meeting is required in order for the shareholders to approve this proposal.

Each of the nonqualified stock options granted to Mr. Hines and Mr. Carter are for the purchase of 25,000 shares at the exercise price of $4.375 per share, which latter amount was the closing price for the shares on September 11, 1990, the date of grant to Mr. Carter. The exercise price per share for the option granted by the Board to Mr. Hines on November 21, 1989 was changed by the Board to the September 11, 1990 closing price. The nonqualified stock options include the following additional significant provisions: the optionee may exercise all or a part of the option so long as he continuously remains a director but in no event after ten years from the date of grant, on which latter date the option expires without value; if the optionee dies, his personal representatives may exercise the option within twelve months from the date of death; and payment by the optionee upon exercise of the option must be in cash. See "Election of Directors—Information Concerning Stock Options" for further information relating to options granted to the directors and officers of the Company.

The market price for the Company's shares on October 1, 1990 was $4.25 per share.

The Company has been advised by counsel that under the Internal Revenue Code, the directors to whom the nonqualified stock options were granted will not be deemed to receive any income for Federal tax purposes at the time the options were granted, nor will the Company be entitled to a tax deduction at that time. Upon the exercise of a nonqualified stock option, the optionee will be deemed to have received income in an amount equal to the difference between the option price and market price of the shares on the exercise date. The Company will be allowed an income tax deduction in an amount equal to income deemed received by the optionee.

There is no charge against income of the Company in connection with the grant of a nonqualified stock option or the exercise of the option.

MANAGEMENT INTENDS TO CAST ITS PROXY VOTES IN FAVOR OF THE APPROVAL AND RATIFICATION OF THE NONQUALIFIED OPTIONS.

PROPOSAL 3: THE SELECTION OF AUDITORS

The accounting firm of Deloitte & Touche, One World Trade Center, New York, New York has been recommended by the Board of Directors to continue to serve as independent auditors for the Company for the current fiscal year. No member of said accounting firm has any direct financial or any material indirect financial interest in the Company or any of its subsidiaries or any connection during the past five years with the Company or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee. At the Meeting of Shareholders the selection of said auditing firm will be proposed by management. Deloitte & Touche has advised the Company that it does not desire the opportunity to make a statement at the meeting. It is not expected that a representative of said auditing firm will be present at the meeting. The selection of Deloitte & Touche as independent auditors for the fiscal year 1988 was made by the Board of Directors and approved by the shareholders at the meeting held December 7, 1988. Since no shareholders' meeting was held during the year 1989, Deloitte & Touche continued to serve as independent auditors of the Company for the fiscal year 1989 by order of the Board of Directors.

The affirmative vote of the majority of the shares represented and entitled to vote at the meeting is required to approved this proposal.

MANAGEMENT INTENDS TO CAST ITS PROXY VOTES IN FAVOR OF THE SELECTION OF DELOITTE & TOUCHE.

MEETINGS OF THE BOARD OF DIRECTORS AND INFORMATION REGARDING COMMITTEES

The Board of Directors does not have an audit, compensation or nominating committee.

The Board of Directors held four meetings in 1988 and three meetings in 1989. Each of the nominees for director attended all directors' meetings in 1988 and 1989 held while he served as a director of the Company, except Mr. Carter who was not present at two of the three meetings of the Board held in 1989.

ANNUAL REPORT

A copy of the Company's annual report, containing financial statements for the year ended December 31, 1989 was mailed to each shareholder of record on July 24, 1990. Additional annual reports will be available upon written request to the Company.

SHAREHOLDER PROPOSALS

Shareholders proposals intended to be presented at the Company's 1991 Annual Meeting of Shareholders must be received at the Company's offices at 866 Second Avenue, New York, New York 10017, by February 28, 1991 for inclusion in the Company's proxy statement and form of proxy relating to that meeting. Such proposals must also meet the other requirements of the rules of the Securities and Exchange Commission relating to Stockholders' proposals.

OTHER MATTERS

The cost of soliciting proxies will be borne by the Company. In addition to solicitation by mail, officers, directors and employees of the Company may solicit proxies by telephone, telegraph or personal interview.

Management knows of no other matters to be presented for consideration at the meeting by management or by shareholders who have requested inclusion of proposals in the Proxy Statement, other than the matters stated in the Notice of Special Meeting of Shareholders in lieu of Annual Meeting. If any other matter shall properly come before the meeting, the persons named in the accompanying proxy intend to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,

EDWARD R. SCHWARTZ
Secretary

October 10, 1990