

2715.7780 MATTERS RELATED TO ACCOUNTING.

If the solicitation is made on behalf of the issuer and relates to an annual meeting of security holders at which directors are to be elected or financial statements are included, furnish the information contained in items A to C.

A. If the issuer's financial statements are not certified by independent public or certified accountants, so state.

B. If the board of directors has no audit or similar committee, so state.

C. If the issuer's financial statements are certified by independent public or certified accountants, so state and provide the following information:

(1) The name of the principal accountant selected or being recommended to shareholders for election, approval or ratification for the current year. If no accountant has been elected or recommended, so state and briefly describe the reasons therefor.

(2) The name of the principal accountant for the fiscal year most recently completed if different from the accountant selected or recommended for the current year or if no accountant has been elected or recommended for the current year.

(3) If a change in accountants has taken place since the date of the proxy statement for the most recent annual meeting of shareholders, so state, and, if in connection with the change a material disagreement in connection with financial disclosure between the accountant and issuer has occurred, the disagreement shall be described. Prior to filing the preliminary proxy materials with the commissioner which contains or amends the description, the issuer shall furnish the description of the disagreement to any accountant with whom the disagreement has occurred. If that accountant believes that the description of the disagreement is incorrect or incomplete, the accountant may include a brief statement, not to exceed 200 words, in the proxy statement presenting the accountant's view of the disagreement. This statement shall be submitted to the issuer within ten business days of the date the accountant receives the issuer's description.

(4) The proxy statement shall indicate whether or not representatives of the principal accountants for the current year and for the most recently completed fiscal year are expected to be present at the stockholders' meeting with the opportunity to make a statement if they desire to do so and whether or not the representatives are expected to be available to respond to appropriate questions.

(5) If any change in accountants has taken place since the date of the proxy statement for the most recent annual meeting of shareholders, state whether the change was recommended or approved by any audit or similar committee of the board of directors if the issuer has such a committee, or the board of directors if the issuer has no such committee.

Statutory Authority: *MS s 60A.22*

History: *17 SR 1279*

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