

§ 240.13e-102 Schedule 13E-4F. Tender offer statement pursuant to section 13(e)(1) of the Securities Exchange Act of 1934 and § 240.13e-4 thereunder.

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Item 1. Home Jurisdiction Documents

(a) (1) Furnish the information required by paragraph (a)(1) of this item to the Commission. Either the information required by paragraph (a)(1) or that required by paragraph (a)(2) of this Item shall be furnished to shareholders. If information is delivered to shareholders pursuant to paragraph (a)(2) of this Item, such information shall be furnished to the Commission. * * *

(2) Furnish the information required by paragraph (a)(1) of this Item, *provided* that in lieu of financial statements included in such information, if the issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B (§ 228.305(a) of this chapter) or Item 305(a) of Regulation S-K (§ 229.305(a) of this chapter), abbreviated financial statements meeting the requirements of Item 305 of such regulation may be furnished.

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32. By amending § 240.14a-3 by revising the third sentence in the "Note to Small Business Issuers"; by revising paragraph (b)(1); following the paragraph (b)(1), redesignating Notes 1 and 2 as Notes 2 and 3, and adding Note 1 to read as follows:

§ 240.14a-3 Information to be furnished to security holders.

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(b) * * *

Note to Small Business Issuers. * * * A small business issuer shall provide the information in Item 310(a) of Regulation S-B, or, provided that the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B, the abbreviated financial statements required by Item 305 of Regulation S-B, in lieu of the financial information required by § 240.14a-3(b)(1)).

(1) The report shall include, for the registrant and its subsidiaries consolidated, either:

(i) Audited balance sheets as of the end of the two most recent fiscal years and audited statements of income and cash flows for each of the three most recent fiscal years prepared in accordance with Regulation S-X (Part 210 of this chapter), except that the provisions of Article 3 (other than § 210.3-03(e), 210.3-04 and 210.3-20) and Article 11 shall not apply; or

(ii) If the registrant satisfies the eligibility criteria in Item 305(a) of Regulation S-K, abbreviated financial statements for the registrant and its subsidiaries consolidated prepared in accordance with Item 305 of Regulation S-K for the same periods specified in § 240.14a-3(b)(1)(i). If abbreviated financial statements are included in the

annual report to security holders, the registrant shall append the full financial statements required by Regulation S-X and the independent accountant's report thereon to the copies of the report mailed to the Commission pursuant to paragraph (c) of this section. If, however, the registrant has filed with the Commission an annual report on Form 10-K for the same fiscal year on or before the date that the annual report required by this section is delivered to security holders, the registrant does not have to append full financial statements to the copies of the report mailed to the Commission, and the registrant may furnish the Form 10-K financial statements to requesting persons in satisfaction of the delivery requirement set forth in Item 305(e) of Regulation S-K.

Note 1. Any financial statement schedules or exhibits or separate financial statements that may otherwise be required in filings with the Commission may be omitted. If the financial statements of the registrant and its subsidiaries consolidated in the annual report filed or to be filed with the Commission are not required to be audited, the financial statements required by this paragraph (b) may be unaudited.

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33. By adding § 240.14a-16 to read as follows:

§ 240.14a-16 Abbreviated financial statements.

(a) For purposes of this section:

(1) The term *full financial statements* shall mean financial statements filed with the Commission meeting the requirements of Regulation S-X (Part 210 of this chapter), or, for small business issuers, Item 310 of Regulation S-B (§ 228.310 of this chapter).

(2) The term *abbreviated financial statements* shall mean financial statements that include the information specified in Item 305(b) of Regulation S-B (§ 228.305(b) of this chapter) or Item 305(b) of Regulation S-K (§ 229.305(b) of this chapter).

(b) A report furnished pursuant to § 240.14a-3(b) containing abbreviated financial statements shall not be deemed materially misleading or omitting material facts from the report within the meaning of the federal securities laws based on the omission from the report of those financial statement footnotes permitted by Item 305 of Regulation S-B (§ 228.305 of this chapter) or Item 305 of Regulation S-K (§ 229.305 of this chapter) deemed a part of the report, provided the issuer has complied with Item 305 of Regulation S-B or Item 305 of Regulation S-K.

(c) A proxy statement containing abbreviated financial statements

pursuant to Item 13 or 14 of Schedule 14A (§ 240.14a-101 of this chapter) shall not be deemed materially misleading or omitting material facts from the proxy statement within the meaning of the federal securities laws based on the omission from the proxy statement of those financial statement footnotes permitted by Item 305 of Regulation S-B (§ 228.305 of this chapter) or Item 305 of Regulation S-K (§ 229.305 of this chapter) deemed a part of the proxy statement, provided the issuer has complied with Item 305 of Regulation S-B or Item 305 of Regulation S-K.

(d) The full financial statements that are omitted from a report or proxy statement shall be deemed to be part of the report or proxy statement.

34. By amending Schedule 14A (§ 240.14a-101) by revising the last sentence in Note F, by revising paragraph (2) of Note G, by revising paragraph (3)(f) of Note G, by adding paragraph (a)(6) and Instruction 6 to Item 13 and by adding paragraphs (b)(1)(ii)(E), (b)(2)(i)(A)(5), (b)(2)(i)(B)(2)(vi), (b)(3)(i)(J) and (b)(3)(ii)(F) and Instruction 8 to Item 14 to read as follows:

§ 240.14a-101 Schedule 14A. Information required in proxy statement.

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Notes.

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*F. Note to Small Business Issuers—** * * Small business issuers shall provide the financial information in Item 310 of Regulation S-B or, if the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B, the abbreviated financial statements required by Item 305 of Regulation S-B, in lieu of the financial statements required in Schedule 14A.

G. Special Note for Small Business Issuers.

(2) Registrants and acquirers which relied upon Alternative 1 in their most recent Form 10-KSB may provide the following information (Question numbers are in reference to Model A of Form 1-A): (a) Questions 37 and 38 instead of Item 6(d); (b) Question 43 instead of Item 7(a); (c) Questions 29-36 and 39 instead of Item 7(b); (d) Questions 40-42 instead of Item 8; (e) Questions 40-42 instead of Item 10; (f) the information required in Part F/S of Form 10-SB, or, if the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B, the abbreviated financial statements required by Item 305 of Regulation S-B, instead of the financial statement requirements of Items 13 or 14 (abbreviated financial statements may be furnished for a business acquired or to be acquired if the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B and the business acquired or to be acquired satisfies the eligibility criteria in Item 305(a)(1) of Regulation S-B); (g)