



FORM TDL-1
General Instructions

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES
CORPORATION FINANCE OFFICE
17 N 2ND ST, STE 1300
HARRISBURG, PA 17101-2290
(717) 787-8059

Takeover Offeror Report Regarding Participating Broker-Dealer
and Affiliate Transactions with the Target Company

GENERAL INSTRUCTIONS

1. Two completed and manually signed Forms and all attachments should be filed with the Pennsylvania Department of Banking and Securities ("Department"). If mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.
2. Typewrite or print all answers in the space provided. If the space is insufficient, attach a schedule to the Form and make reference to each item included in the schedule.
3. Do not abbreviate names or use initials. All questions should be answered fully.
4. This Form filed with the Department must be manually signed by the Offeror. If the Offeror is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization not a partnership, this Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
5. All terms used in the Form shall have the same meaning as set forth in Section 3 of the Takeover Disclosure Law, 70 P.S. §§ 70 et seq. (Act).
6. The Offeror may respond to Item 5 by attaching, as an exhibit to this Form, a copy of any written communication between the [O]fferor and the persons identified in Item 4 which describe the rendering to the Target Company of any services enumerated in Item 5(A) through (D), inclusive.
7. No filing fee is required with this Form.
8. Please remove this instruction sheet before filing this Form.



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CORPORATION FINANCE OFFICE

Takeover Offeror Report Regarding Participating Broker-Dealer
And Affiliate Transactions with the Target Company

1. Exact Name of Offeror: _____

2. Address of Principal Office of Offeror: _____

City	State	ZIP Code	Telephone No.
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3. Name and address of person to whom correspondence regarding this filing should be sent:

Name	Title	Number and Street
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City	State	ZIP Code	Telephone No.
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4. State the name and address of each of the following:

(A) Broker-dealer(s) participating as a Dealer Manager(s) on behalf of the Offeror in the Takeover Offer.

(B) Broker-dealer(s), including any affiliate(s) thereof, providing financial advice to the Offeror in connection with the Takeover Offer.

5. If any person identified in Item 4 was engaged, within 3 years prior to the date of filing of this Form, in providing services in connection with underwriting or merger and acquisition activities for or on behalf of the Target Company, the Offeror shall obtain from such person and provide the following information with respect to such services. If no person identified in Item 4 provided such services to the Target Company, the Offeror should so state.

(A) The name of the firm which provided the service(s).

(B) The type of service(s) provided.

(C) The time period during which the service(s) were provided.

(D) The fee or other compensation received for providing the service(s).



6. The Offeror, by executing this Form, hereby represents with respect to Items 1-4 that:
- (A) It is familiar with the provisions of the Act and regulations adopted thereunder.
 - (B) The statements made herein, including attachments hereto, are not incomplete in any material respect or false or misleading with respect to a material fact.

Please be advised that all representations in this application are subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities). Furthermore, your application will be considered a document filed with the Department of Banking and Securities for purposes of Section 407 of the 1972 Act, 70 P.S. §1-407.

IN WITNESS WHEREOF, this Form has been duly executed on _____
(Insert Date)

(NAME OF OFFEROR)

By: _____
(Signature)

(Typed Name and Title)