Tony/Frank/[illegible]

PLAINTIFF'S EXHIBIT FD-315

shareholders in submitting such recommendations.

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Item 9. Bonus, profit sharing and other remuneration plans.

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Instructions. *

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3. * * *

[(c) If action is to be taken with respect to any plan in which directors or officers may participate, the information called for by Item 4(d)(1) and (2) of Regulation S-K (17 CFR 229.20) shall be furnished for the last five fiscal years of the issuer and any period subsequent to the end of the latest such fiscal year, in aggregate amounts for the entire period for each such person and group. If any named person, or any other director or officer, purchased securities through the exercise of options during such period, state the aggregate amount of securities of that class sold during the period by such named person and by such named person and such other directors and officers as a group. The information called for by this Instruction 3(c) is in lieu of the information since the beginning of the issuer's last fiscal year called for by Item 4(d)(1) and (2) of Regulation S-K (17 CFR 229.20). If employees may participate in the plan to be acted upon, state the aggregate amount of securities called for by all options granted to employees during the five-year period, and, if the options were other than "restricted" or "qualified" stock options or options granted pursuant to an "employee stock purchase plan," as the quoted terms are defined in sections 422 through 424 of the Internal Revenue Code, state that fact and the weighted average option price per share. The information called for by this instruction may be furnished in the form of the table illustrated in Appendix A (§ 240.14a-103). See Instruction 1 to Item 4(d) of Regulation S-K (17 CFR 229.20).]

► (c) If action is to be taken with respect to any plan in which directors or officers may participate, the information specified in Item 4(d)(i), (ii) and (iv)(A), (B) and (C) of Regulation S-K (17 CFR 229.20) shall be furnished for the period from the beginning of the registrant's fifth previous full fiscal year through the most recent practicable date, rather than for the registrant's last fiscal year, and the information called for by Item 4(d)(iii) and (iv) (D) and (E) shall be furnished as of the most recent practicable date. If any person named or included in the group of officers and directors in answer to Item 4(a) of Regulation S-K (17 CFR 229.20) purchased or received securities of any class during that period through the exercise of options or stock appreciation rights (or other rights in tandem therewith), state the aggregate amount of securities of that class sold during the period by any such named person and by such group. If other employees may participate in the plan being acted upon, state with respect to such other employees: (1) the title and aggregate amount of securities subject to options, with or without tandem stock appreciation rights, granted from the beginning of the registrant's fifth previous full fiscal year through the most recent practicable date; (2) the weighted average option price per share for such options; (3) the number of shares with respect to which stock appreciation rights were granted, not in tandem with options, during that period; and (4) the weighted average base share price for such rights. (Other tandem rights granted to an employee shall be disclosed in connection with the related prices or appreciation rights.) The information called for by this instruction may be furnished in the form of the table illustrated in Appendix A (17 CFR 240.14a-103). See generally the instructions to Item 4(d) of Regulation S-K (17 CFR 229.20).◄

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Item 22. Vote required for approval.

As to each matter which is to be submitted to a vote of security holders, other than [elections to office or] the selection or approval of auditors, state the vote required for its approval.

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(Secs. 6, 7, 8, 10, 19(a), 48 Stat. 78, 79, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 301, 54 Stat. 857; sec. 8, 68 Stat. 685; sec. 1, 79 Stat. 1051; sec. 308(a)(2), 90 Stat. 57; secs. 12, 13, 14, 15(d), 23(a) 48 Stat. 892, 894, 895, 901; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 203(a), 49 Stat. 704; sec. 202, 68 Stat. 686; secs. 3, 4, 5, 6, 78 Stat. 565-568, 569, 570-574; secs. 1, 2, 3, 82 Stat. 454, 455; secs. 28(c), 1, 2, 3-5, 84 Stat. 1435, 1497; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155; sec. 308(b), 90 Stat. 57; secs. 202, 203, 204, 91 Stat. 1494, 1498, 1499, 1500; 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 78*l*, 78m, 78n, 78o(d), 78w(a))

Authority

These amendments are being proposed pursuant to the authority in Sections 6, 7, 8, and 19(a) of the Securities Act of 1933 and Sections 12, 13, 14, 15(d) and 23(a) of the Securities Exchange Act of 1934.

By the Commission.

George A. Fitzsimmons,

Secretary.

February 5, 1981.

Regulatory Flexibility Act Certification

I, Harold M. Williams, Chairman of the Securities and Exchange Commission, hereby certify, pursuant to 5 U.S.C. 605(b), that the proposed amendments published in Release No. 34-17517 (February 5, 1981), "PROPOSED AMENDMENTS TO PROXY RULES AND PROVISIONS RELATING TO SHAREHOLDER COMMUNICATIONS GENERALLY", will not, if promulgated, have a significant economic impact on a substantial number of small entities. The reasons for such certification are that the proposed amendments will apply only to those entities (including small entities) that already are subject to the Commission's rules and regulations, and that these proposed amendments are expected to result in a minor net reduction in costs to all registrants. It is anticipated that the effects of the proposed amendments will not be significant for any class of registrants. Thus, the proposed amendments will not have a significant economic impact on any small entities.

Dated, February 5, 1981.

Harold M. Williams,

Chairman.

[FR Doc. 81-4006 Filed 2-11-81; 8:45 am]

BILLING CODE 8010-01-M

DEPARTMENT OF LABOR

Occupational Safety and Health Administration

29 CFR Part 1910

Hazards Identification

AGENCY: Occupational Safety and Health Administration, Department of Labor.

ACTION: Withdrawal of Proposed Rules.

SUMMARY: On January 16, 1981, (46 FR 4412-4453), the Assistant Secretary for Occupational Safety and Health issued a proposed standard that would require employers to identify the hazardous chemicals in their workplaces through specific hazard identification and evaluation procedures, labeling requirements, and record preservation. The proposed rule is withdrawn. This will permit the Department to consider regulatory alternatives that had not been fully considered and then, if appropriate, repropose the regulation. This process will eliminate the need for the public to comment on a proposal that the Department may change significantly.

EFFECTIVE DATE: February 12, 1981.

FOR FURTHER INFORMATION CONTACT: Mr. James Foster, Room N3641, Office of Public Affairs, Occupational Safety and Health Administration, U.S. Department of Labor, 200 Constitution Avenue, NW., Washington, D.C. 20210; Telephone: (202) 523-8151.

Signed at Washington, D.C. this 29th day of January 1981.

David C. Zeigler,

Acting Assistant Secretary of Labor for Occupational Safety and Health.

[FR Doc. 81-4644 Filed 2-10-81; 4:00 pm]

BILLING CODE 4510-26-M

ENVIRONMENTAL PROTECTION AGENCY

40 CFR Part 52

[A-9-FRL 1750-3]

State Implementation Plan Revision for Lead in Clark County, Nevada

AGENCY: Environmental Protection Agency.

ACTION: Notice of Proposed Rulemaking.

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PRODUCED BY FORD