

SCHEDULE 14A

~~9098' 73~~
previously taken.

OUTSTANDING SHARES AND VOTING RIGHTS

As of March 15, 1999, the record date for the determination of persons entitled to vote at the meeting of the Board of Directors of the Company were 734 of the Company's Common Shares, par value \$1.00 per share ("Common Shares"), outstanding. Each Common Share is entitled to one vote. This Proxy Statement and accompanying proxy card are being first mailed or otherwise distributed to shareholders on or about March 22, 1999.

ELECTION OF EE'~

BENEFICIAL	INVESTMENT POWER -----	VOTING POWER (-
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Company objectives. The objectives, weighted equally at the target level, are relative total shareholder return (share price plus reinvested dividends) and value added (earnings ÷

end of 1998 represent 98.6 percent of aggregate salary range midpoints of the same executive officers.

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Plans--Awards in Last Fiscal Year" on mcée

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Objectives to meet wi

income tax laws in effect on January 1, 1998. This summary is not intended to be
exhaustive and does not describe state or local tax consequences. See also the online

persons named as proxies on all other matters which may properly come before the Meeting.

At the Meeting, the results of shareholder voting will be tabulated by the inspector of elect u

~~bbbbb~~ The Board has approved the Amendment in accordance with the provisions of Section 17 of the Plan, subject to approval by the shareholders of the Company at the 1999 t thee

BE VOTED FOR PROPOSALS 1, 2 AND 3 INCLUSIVE. THE PROXIES CANNOT VOTE
YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

(TO BE SIGNED AND DAQ BE
