

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MISSOURI**

In re:	)	
	)	
FARMLAND INDUSTRIES, INC., et al,	)	Case No. 02-50557
	)	Joint Administration
Debtors.	)	
	)	
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	)	
J.R. SIMPLOT COMPANY,	)	
	)	
Plaintiff / Counterclaim Defendant,	)	
	)	
v.	)	Adversary No. 02-04147-JWV
	)	
FARMLAND INDUSTRIES, INC.,	)	
	)	
Defendant / Counterclaim Plaintiff,	)	
	)	
v.	)	
	)	
SF PHOSPHATES COMPANY,	)	
	)	
Third-Party Defendant.	)	

**MEMORANDUM OPINION AND ORDER**

Three Motions are presently before the Court in this Adversary Proceeding: J.R. Simplot Company’s (“Simplot”) Motion for Order regarding Bifurcation of Trial (Document # 20); Simplot’s Motion to Dismiss Second Amended Counterclaim (Document # 83); and SF Phosphates Company’s (“SF Phosphates”) Motion to Reconsider (Document #105). The Court has reviewed the pleadings and relevant case law and has conducted independent research on the issues involved, and is now ready to rule.

For the reasons set out herein, the Court will grant Simplot’s Motion to Dismiss Second Amended Counterclaim for lack of subject matter jurisdiction over the issues raised in the Second Amended Complaint. Furthermore, the Court will abstain from hearing Simplot’s Complaint and will dismiss this Adversary Proceeding, without prejudice to refile in an appropriate non-bankruptcy forum. Since the ruling of the Court to abstain from hearing this matter is dispositive,

Simplot's Motion to Bifurcate the Trial and SF Phosphate's Motion to Reconsider will be denied as moot.<sup>1</sup>

#### FACTUAL BACKGROUND

In April 1993, Simplot, Farmland Industries, Inc. ("Farmland") and FS, Inc., entered into an Operating Agreement ("Operating Agreement") that dissolved FS, Inc., and provided for the creation of SF Phosphates, a Utah limited liability company owned 50% by Simplot and 50% by Farmland.<sup>2</sup> Pursuant to the Operating Agreement, SF Phosphates is managed by six Managers – three appointed by Farmland and three appointed by Simplot. This controversy concerns the rights, duties and obligations of the parties under the Operating Agreement pursuant to the laws of the State of Utah.

Simplot filed a Complaint for Declaratory Judgment against Farmland on July 30, 2002.<sup>3</sup> The Complaint seeks a determination that Farmland ceased to be a member of SF Phosphates due to its bankruptcy filing and was reduced to the status of an assignee pursuant to the Utah Limited Liability Company Act, UTAH CODE ANN. § 48-2c-1102 (2002). Further, Simplot requests that this Court declare that Farmland, as an assignee, has no right to participate in the management and affairs of SF Phosphates, to vote, to become a member, or to exercise any rights of a member or manager of SF Phosphates, and has no right to assume or assign the Operating Agreement.

On October 4, 2002, Farmland filed an answer and a counterclaim for declaratory relief seeking judicial dissolution of SF Phosphates pursuant to the Utah statutes. Simplot responded by filing a Motion to Dismiss the Counterclaim pursuant to Rules 12(b)(1), (6), and (7), or in the alternative, to abstain pursuant to 28 U.S.C. § 1334(c)(1). Subsequently, Farmland filed an amended answer to the complaint and an amended counterclaim and third-party complaint for declaratory relief on December 20, 2002. Thereafter, the parties attempted to settle their dispute,

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<sup>1</sup> This Memorandum Opinion and Order constitutes the Court's Findings of Fact and Conclusions of Law as required by Federal Rule of Bankruptcy Procedure 7052.

<sup>2</sup> SF Phosphates operates a phosphate mine in Vernal, Utah, and a fertilizer manufacturing plant in Rock Springs, Wyoming.

<sup>3</sup> Farmland and four related entities filed Chapter 11 bankruptcy on May 31, 2002.

but those efforts were unsuccessful.<sup>4</sup>

On February 13, 2003, Farmland amended its answer and counterclaim for a third time (“Amended Counterclaim”), still seeking the dissolution of SF Phosphates and adding Count II alleging that Simplot had breached the duty of the implied covenant of good faith and fair dealing. In the Amended Counterclaim, Farmland seeks a distribution of cash from SF Phosphates and an auction of the company as set forth in the terms of the Operating Agreement.

SF Phosphates filed a Motion to Dismiss Counterclaim, or in the Alternative, to Abstain pursuant to 28 U.S.C. § 1334 (c)(1), a pleading strikingly similar to that previously filed by Simplot. Farmland then filed a Motion to Strike SF Phosphates’ Motion to Dismiss on March 18, 2003. This Court entered an order granting that Motion to Strike on April 2, 2003. SF Phosphates then filed a Motion to Reconsider or Motion to Vacate and Motion to File Response. The Court granted SF Phosphates’ request to file a response and has considered all of the pleadings in connection with this Memorandum Opinion and Order.

Simplot asserts that its Motion to Dismiss and the Second Amended Counterclaim are not core proceedings and states that Simplot does not consent to the entry of a final order regarding this Motion or the Amended Counterclaim by this Court, except as permitted by 28 U.S.C. § 157 (b)(3).

In the alternative, Simplot requests that if the Court does determine that it has subject matter jurisdiction, then the Court should voluntarily abstain from exercising jurisdiction over the Amended Counterclaim pursuant to 28 U.S.C. § 1334(c)(1).

## DISCUSSION

As a preliminary matter, the Court has determined that it would be proper to examine whether this Court has subject matter jurisdiction over the entire controversy before it.<sup>5</sup> Simplot’s Complaint and Farmland’s Amended Counterclaim essentially seek the same result – the

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<sup>4</sup> In a letter to the Court dated January 17, 2003, the parties requested that the Court not rule on the pending Motion to Bifurcate Trial and pending Motion to Dismiss Counterclaim prior to February 11, 2003, so that the parties could try to resolve their dispute through mediation.

<sup>5</sup> “Courts are obligated to examine their own jurisdiction and subject matter jurisdiction may be raised at any time, by a party or the court, *sua sponte*.” *May v. Missouri Dep’t of Revenue (In re May)*, 251 B.R. 714, 719 (B.A.P. 8<sup>th</sup> Cir. 2000).

dissolution of SF Phosphates – either by (a) removing Farmland as a member, as asserted in the Complaint, or (b) dissolution under Utah law, as asserted in the Amended Counterclaim. Simplot argues that these claims are “simply unrelated.” The Court disagrees, and believes that the claims and issues are very closely related, if not identical. This dispute is about rights incident to the ownership of SF Phosphates. Regardless of the label the parties choose to attach to them, in substance both the Complaint and the Amended Counterclaim are fundamentally an action to determine ownership of the company and are not only related but are inextricably intertwined and require interpretation of the same Operating Agreement. All of the issues raised are to be determined by Utah state law; there are no real bankruptcy issues involved. Accordingly, the Court will consider both sides of this controversy. It would be nonsensical to decide – almost as in a vacuum – whether the Court has jurisdiction over the Amended Counterclaim without also considering the Court’s jurisdiction over the Complaint. Therefore, the following analysis of the Court’s jurisdiction is not only directed at determining whether jurisdiction is proper over Farmland’s Amended Counterclaim, but also whether jurisdiction is proper with respect to Simplot’s Complaint.

**A. Jurisdiction**

Federal Rule of Civil Procedure 12(b)(1), which is applicable to adversary proceedings by virtue of Federal Rule of Bankruptcy Procedure 7012(b), provides the means by which a party may seek dismissal of an adversary proceeding on grounds that the bankruptcy court lacks subject matter jurisdiction. *See* FED.R.CIV.P.12(b)(1). The plaintiff has the burden to show that the Court has subject matter jurisdiction over the proceeding. *See Osborn v. United States*, 918 F.2d 724, 730 (8th Cir. 1990); *Bayview Plaza Associates Limited Partnership v. Town of North East, Maryland (In re Bayview Plaza Associates Limited Partnership)*, 209 B.R. 840, 841-42 (Bankr. D. Del. 1997). “The Court’s inquiry is limited to determining whether the challenged pleadings set forth allegations sufficient to show the Court that it has subject matter jurisdiction over the matter.” *Id.*

Pursuant to 28 U.S.C. § 1334(b),<sup>6</sup> district courts have jurisdiction over all cases arising

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<sup>6</sup> Section 1334(b) of title 28 provides:

Notwithstanding any Act of Congress that confers exclusive jurisdiction on a court or courts other than the district courts, the district courts shall have original but not exclusive jurisdiction

under Title 11, all proceedings arising under Title 11, and all proceedings arising in or related to cases under Title 11. The District Court for the Western District of Missouri has provided for an automatic reference to the bankruptcy judges of all civil proceedings arising under title 11 or arising in or related to cases under Title 11, as provided for in 28 U.S.C. § 157;<sup>7</sup> therefore, this Court has jurisdiction to hear any case that arises under Title 11 or arises in or is related to a case under Title 11. *See Bannister Bank & Trust v. City Mgmt. Co. (In re AmerEco Environmental Servs., Inc.)*, 138 B.R. 590, 592-93 (Bankr. W.D. Mo. 1992).

There are two types of civil actions over which the bankruptcy court has jurisdiction: (1) core proceedings and (2) non-core, related proceedings. *Abramowitz v. Palmer*, 999 F.2d 1274, 1277-78 (8th Cir. 1993). Core proceedings under 28 U.S.C. § 157 are those which arise only in bankruptcy or involve a right created by federal bankruptcy law. *Specialty Mills, Inc. v. Citizens State Bank*, 51 F.3d 770, 773-74 (8th Cir. 1995)(citations omitted). Non-core, related proceedings are those which do not invoke a substantive right created by federal bankruptcy law and could exist outside of a bankruptcy case, although they may be related to a bankruptcy case. *Id.*

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of all civil proceedings arising under title 11, or arising in or related to cases under title 11.  
28 U.S.C. § 1334(b).

<sup>7</sup> Section 157 of title 28 provides in relevant part:

(a) Each district court may provide that any or all cases under title 11 and any or all proceedings arising under title 11 or arising in or related to a case under title 11 shall be referred to the bankruptcy judges for the district.

(b)(1) Bankruptcy judges may hear and determine all cases under title 11 and all core proceedings arising under title 11, or arising in a case under title 11, referred under subsection (a) of this section, and may enter appropriate orders and judgments, subject to review under section 158 of this title.

28 U.S.C. § 157. A non-exclusive list of core proceedings is set forth in 28 U.S.C. § 157 (b)(2). According to section 157(c)(1) of title 28:

A bankruptcy judge may hear a proceeding that is not a core proceeding but that is otherwise related to a case under title 11. In such proceeding, the bankruptcy judge shall submit proposed findings of fact and conclusions of law to the district court, and any final order or judgment shall be entered by the district judge after considering the bankruptcy judge's proposed findings and conclusions and after reviewing de novo those matters to which any party has timely and specifically objected.

28 U.S.C. § 157(c)(1). Section 157(c)(2) of title 28 provides that:

Notwithstanding the provisions of paragraph (1) of this subsection, the district court, with the consent of all the parties to the proceeding, may refer a proceeding related to a case under title 11 to a bankruptcy judge to hear and determine and to enter appropriate orders and judgments, subject to review under section 158 of this title.

28 U.S.C. § 157(c)(2).

Turning to the pleadings in this case, it is clear to the Court that this dispute is not a core proceeding. Farmland alleges that its Amended Counterclaim “falls squarely” within the definition of core proceeding because it is in response to the Complaint for Declaratory Judgment. This argument ignores the fact that this action hinges solely on questions of state law and does not invoke a substantive right created by federal bankruptcy law. Likewise, Simplot’s Complaint does not allege any substantive right created by federal bankruptcy law; it, too, depends wholly on Utah state law. Therefore, the Court finds that neither matter is a core proceeding.

The issue for the Court then is to decide whether these claims are non-core but related to the bankruptcy case.

The test for determining whether a matter is “related to” bankruptcy, as established by the Third Circuit in *In re Pacor, Inc. v. Higgins*, 743 F.2d 984, 994 (3rd Cir. 1984), and adopted by the Eighth Circuit in *National City Bank v. Coopers & Lybrand*, 802 F.2d 990 (8th Cir. 1986), is “whether the outcome of [the] proceeding could conceivably have any effect on the estate being administered in bankruptcy.” The court in *Pacor* elaborated on this test, stating: “An action is related to bankruptcy if the outcome could alter the debtor’s rights, liabilities, options, or freedom of action (either positively or negatively) and which in any way impacts upon the handling and administration of the bankrupt estate.” *Id.* Further, the court cautioned that “[T]he mere fact that there may be common issues of fact between a civil proceeding and a controversy involving the bankruptcy estate does not bring the matter within the scope of section [1334(b)]. Judicial economy does not justify federal jurisdiction.” *Id.*

Farmland asserts that its Amended Counterclaim is related to its bankruptcy case because the outcome of this dispute will have an effect on the administration of the bankruptcy estate. Farmland argues that if the Amended Counterclaim is successful, the bankruptcy estate will realize millions of dollars from the sale of its interest in SF Phosphates. Conversely, if Simplot succeeds in dissolving SF Phosphates, Farmland will lose the value of its membership interest in SF Phosphates. These arguments are not persuasive. The outcome of this dispute will not affect Farmland’s ability to implement and execute a plan of reorganization. The only impact to the bankruptcy estate will be the distribution of this particular asset or the proceeds from its sale. Farmland has not asserted that it intends to continue operating this business and the only issue is

whether Farmland will receive a fair market price for this asset. Therefore, Farmland's Amended Counterclaim should be dismissed for lack of subject matter jurisdiction pursuant to Rule 12(b)(1).

Simplot states in its Motion to Dismiss that it does not consent to a final order in this matter.<sup>8</sup> This position seems incongruous at best and duplicitous at worst, since this Adversary Proceeding was initiated by Simplot on the basis that this Court had subject matter jurisdiction to declare the rights of the parties under the Operating Agreement and under Utah state law. Simplot did not raise the issue of subject matter jurisdiction until after the Amended Counterclaim was filed. The Court believes that litigation tactics of this sort are not warranted and that Simplot consented to the jurisdiction of this Court when it filed this case. If Simplot is not deemed to have impliedly consented, it certainly has waived its right to object by filing this Adversary Proceeding. *Pisgah Contracting, Inc. v. Rosen (In re Pisgah Contractors, Inc.)*, 215 B.R. 679, 682 (W.D. N.C. 1995). Therefore, the Court will deem the filing of Simplot's Complaint as implied consent for this Court to make a final adjudication of the matter.

The Court believes that Farmland would be greatly prejudiced if it were required to litigate its dissolution action in another forum while allowing Simplot to continue with its Complaint in the Bankruptcy Court. Moreover, the conduct of parallel proceedings in different courts would be highly inefficient and could lead to a judicial stalemate or inconsistent rulings. While Simplot has requested abstention as to the Amended Counterclaim, the rationale asserted supports abstention as to the Complaint as well. Therefore, the Court will consider the appropriateness of discretionary abstention.

#### **B. Discretionary Abstention**

Permissive or discretionary abstention is governed by 28 U.S.C. § 1334(c)(1). Under that statute, a court may abstain from hearing a proceeding, whether the proceeding is core or non-core, as defined in 28 U.S.C. § 157. Section 1334 (c)(1) provides:

Nothing in this section prevents a district court in the interest of justice, or in the interest of comity with state courts or respect for state law, from abstaining from hearing a particular proceeding

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<sup>8</sup> Pursuant to 28 U.S.C. § 157(c), unless the parties consent, bankruptcy courts have the authority to hear "non-core" matters but may not enter final orders. The bankruptcy courts must submit proposed findings of fact and conclusions of law to the District Court and the District Court will then conduct a de novo review and enter a final judgment or order.

arising under title 11 or arising in or related to a case under title 11.

11 U.S.C. § 1334(c)(1).<sup>9</sup> A bankruptcy court may abstain *sua sponte* pursuant to 11 U.S.C. § 1334(c)(1). *Carver v. Carver (In re Carver)*, 954 F.2d 1573, 1579 (11<sup>th</sup> Cir. 1992); *Gober v. Terra Corp. (In re Gober)*, 100 F.3d 1195, 1207 n. 10 (5<sup>th</sup> Cir. 1996). In determining whether abstention is appropriate under § 1334(c)(1), the courts consider numerous factors, including the following:

- (1) The extent to which the issues involve difficult or unsettled issues of state law.
- (2) The extent to which state law or other esoteric and technical issues predominate.
- (3) The effect of abstention on the efficient administration of the bankruptcy proceedings.
- (4) The presence of a commenced state law action in which the matter may be determined.
- (5) The degree of relatedness to the main bankruptcy proceeding.
- (6) The burden on the bankruptcy court's docket.
- (7) The likelihood that one of the parties is forum shopping.
- (8) The presence or necessity in the proceeding of non-debtor parties.
- (9) The existence of a jurisdictional basis other than 28 U.S.C. § 1334.
- (10) The existence of a right to a jury trial and whether the parties do or do not consent to jury trial in the bankruptcy court.
- (11) The financial condition of the parties.
- (12) The case's status as a "related" matter rather than a core proceeding.

*Phelps Technologies, Inc. v. O'Connor (In re Phelps Technologies, Inc.)*, 238 B.R. 819, 823 (Bankr. W.D. Mo. 1999). (citations omitted) These factors are applied with flexibility; no one factor is necessarily determinative and the relevance depends on the unique circumstances of the case. *Id.*

Applying the relevant factors to this case, the Court is convinced that the proper course to take in this instance is to abstain from hearing this Adversary Proceeding. The Court will discuss the relevant factors favoring abstention in order of importance.

First, abstention is appropriate in the "interest of justice" or "in the interest of comity ... or respect for state law." 28 U.S.C. § 1334(c)(1). The Court believes that the interests of justice would be best served in hearing these actions together in one forum. The dispute arising in the Complaint and Amended Counterclaim are so inextricably intertwined – indeed, the issue is the

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<sup>9</sup> Bankruptcy courts may enter final orders on motions to abstain. Fed. R. Bankr. P. 5011(b). Motions for abstention are core proceedings. *In re Southmark Storage Assocs. Limited Partnership*, 132 B.R. 231 (Bankr. D. Conn. 1991).

same in both – that they should be tried together for the sake of judicial economy and efficiency as well as to avoid inconsistent results. Abstention as to Simplot’s Complaint would make it possible to try all issues in a state or federal court in Utah, thereby avoiding duplicate cases and a possible stalemate between those courts and this Court. Unless one court hears all the issues raised by the parties, prejudice and significant inefficiency would occur.

Second, the extent to which state law issues predominate is relevant in determining whether to abstain. “When the issues in an adversary proceeding are at heart state law claims rather than federal claims, it is appropriate that the bankruptcy court abstain from hearing those claims.” *Phelps Technologies, Inc.*, 238 B.R. at 824. Turning to the case at bar, Simplot’s Complaint is squarely grounded in state law issues. There is no connection to the bankruptcy except for Simplot’s allegations that Farmland’s filing created a change in ownership rights. Interpreting the rights of the parties pursuant to the Operating Agreement is a state law issue.

Third, there appear to exist unsettled issues of state law. As Simplot points out in support of abstention as to the Amended Counterclaim, there is only one reported case involving the judicial dissolution of a limited liability company in Utah. This argument applies with equal force to Simplot’s Complaint because it is essentially the same issue. This Court would be required to predict how the state court might decide. The Court is bound by principles of comity to allow the state courts to determine their own law where it is appropriate. A Utah state or federal court is in a better position to resolve these unsettled state law issues. *See, e.g., Friedman v. Revenue Management, Inc.*, 38 F.3d 668, 671 (2d Cir.1994) (affirming district court's permissive abstention to avoid "needless interference with New York's regulatory scheme governing its corporations").

Fourth, although it is not one of the factors set out above, the fact that the parties entered into a forum selection clause is a significant factor in considering whether to abstain. The parties agreed to submit any disputes regarding the Operating Agreement to the state and federal courts in Utah. The forum selection clause in the Operating Agreement, Section 16.12 entitled, “Jurisdiction,” states as follows:

Each Member hereby irrevocably submits itself to the jurisdiction of the Third District Court of Utah, Salt Lake County, and to the jurisdiction of the Federal District Court for the District of Utah, *for the purpose of any suit, action, or other proceeding arising out of or relating to this Agreement.* Each Member hereby agrees that it will not bring or file *any*

*suit, action, or other proceeding arising out of or relating to this Agreement* in a venue other than the Third District Court of Utah, Salt Lake County, or the Federal District Court for the District of Utah. (emphasis added)

Forum selection clauses are presumptively valid and enforceable, absent compelling public policy considerations or serious inconvenience to the parties. *See M/S Bremen v. Zapata Off-Shore Co.*, 407 U.S. 1, 10, 92 S.Ct. 1907, 32 L.Ed.2d 513, 521 (1972). While this Court agrees that there is a strong public policy favoring the centralization of bankruptcy proceedings in the bankruptcy court where a case is pending, *N. Parent, Inc. v. Cotter & Company (In re N. Parent, Inc.)*, 221 B.R. 609, 620 (Bankr. D. Ma. 1998), this policy is not so strong as to mandate that forum selection clauses should be ignored where the dispute is a non-core proceeding. *Id.* *See also In re McCrary & Dunlap Constr. Co., LLC*, 256 B.R. 264 (Bankr. M.D. Tenn. 2000)(where the proceeding is non-core the public policy favoring the enforcement of the forum selection clause prevails). Curiously, the parties have not argued that this forum selection clause should be enforced, but by requesting this Court to abstain from hearing the Amended Counterclaim, Simplot is doing just that. If the forum selection clause applies to Farmland's Amended Counterclaim, it should apply equally to Simplot's Complaint. Simplot has not made any showing that the Court should exercise jurisdiction contrary to the agreement of the parties. The mere fact that a party is in bankruptcy is not sufficient to prevent enforcement of a contractual forum selection clause. *Id.* In this case, the parties have unequivocally agreed that *all* of their disputes should be heard in the federal or state courts of Utah. Therefore, the Court finds that the forum selection clause is enforceable and the parties will be required to litigate this matter according to their agreement.

Finally, adjudication of this matter in another forum will not significantly hamper the administration of the Debtor's estate. This is just one matter of many still pending in this rather complex Chapter 11 case. Requiring that this matter be tried in a court in Utah will not prevent the Debtors from moving ahead with their reorganization efforts or otherwise unduly interfere with the efficient administration of the estate.

Farmland asserts that this Court should not abstain from hearing its Amended Counterclaim because there is no state action pending and there is an independent basis for federal jurisdiction based on diversity of citizenship. The Court has considered these factors, and they do not tip the

scales against abstention in this matter.

The Court is mindful that abstention is the exception rather than the rule. *Phelps Technologies, Inc.*, 238 B.R. at 824. As stated above, the relevant factors discussed weigh in favor of abstaining and allowing the parties to proceed with litigation in a proper forum. Therefore, the Court finds that abstention is appropriate in this case.

**C. Remaining Motions**

Since the Court is abstaining from hearing this Adversary Proceeding and is dismissing the same, Simplot's Motion to Bifurcate the hearing will be denied as moot.

SF Phosphates' Motion to Reconsider will be denied. The Court agrees with Farmland's contention that SF Phosphates should not be taking sides in this dispute. It is obvious that this dispute involves ownership and control of SF Phosphates. Until a court decides that Farmland is no longer an owner by operation of law, the company is managed by two owners of equal standing, and it would be improper for SF Phosphates to take sides favoring one 50% owner over the other 50% owner. Accordingly, the Court will not vacate its prior ruling to strike the Motion to Dismiss filed by SF Phosphates. Moreover, that issue is rendered moot by the dismissal of the entire Adversary Proceeding.

Therefore, it is

**ORDERED** that J.R. Simplot Company's Motion to Dismiss Second Amended Counterclaim (Document # 83) for lack of subject matter jurisdiction pursuant to Rule 12(b)(1) be and is hereby **GRANTED** and the Second Amended Counterclaim filed by Farmland Industries is dismissed. It is

**FURTHER ORDERED** that J.R. Simplot Company's Motion for Order regarding Bifurcation of Trial (Document # 20) be and is hereby **DENIED** as moot. It is

**FURTHER ORDERED** that SF Phosphates Company's Motion to Reconsider (Document #105) be and is hereby **DENIED**. It is

**FURTHER ORDERED** that this Adversary Proceeding be and is hereby **DISMISSED** as to all of the named Defendants, without prejudice to refile in an appropriate non-bankruptcy forum.

**SO ORDERED** this 23<sup>rd</sup> day of April, 2003.

/s/ Jerry W. Venters  
United States Bankruptcy Judge

A copy of the foregoing mailed electronically or  
conventionally to:  
Jeffrey T. Wegner  
John J. Jolley, Jr.  
Robert M. Thompson  
Janice E. Stanton