APPENDIX B

SAMPLE SEC INVESTIGATORY LETTER

Mr. ____
Vice President and General Counsel of ____

Re: In the matter of Certain Trading in Securities of ____

Dear Mr. ____:

Confirming our telephone conversation of ____, this is to request certain information for use in the above matter, an informal investigation being conducted by this office. We request that ____, on behalf of itself and its officers, directors and employees, provide a written response to the following:

1. Describe, in chronological fashion if feasible, the circumstances and events leading to the arrangement for the sale by ____ of ____ securities to ____, stating the dates and places and identifying the participants in any meetings, conversations or other communications between ____, ____, and ____ or agents thereof with respect thereto and the substance of what occurred on each such occasion;

2. State the date and form of any verbal or written agreements or understandings reached among ____, ____, and ____ prior to ____ concerning the sale of ____ securities held by ____ to ____, any of the terms of such sale or the purchase or offer to purchase by ____ of ____ securities held other than by ____ and identify the persons participating in or present at the times that each such agreement or understanding was reached;

3. State the date, form and content and identify the source of all statements or other communications to ____ by ____ or ____ or by any person acting on their behalf concerning actual or prospective:
   a. purchases, offers to purchase or decisions to purchase by ____ securities of ____ other than such securities held by ____;
   b. press releases or public announcements or statements by ____ denying it planned to purchase securities of ____;
   c. press releases or public announcements or statements by
denying knowledge of facts or circumstances responsible for trading in the securities;

4. Identify all officers, directors, employees or agents of ___ who participated in or were informed before ___ of discussions, negotiations or decisions concerning the purchase of ___ securities held by ___ by ___ and the dates thereof;

5. Identify the person or persons who made or approved the decision for ___ to sell its ___ securities to ___ and the date or dates of such decision or approval;

6. Identify all persons not employed by ___ who were informed by ___ of the discussions, negotiations or decisions concerning the purchase of ___ securities held by ___ by ___ or actual or prospective purchases, offers to purchase or decisions to purchase other ___ securities by ___ prior to the public announcement thereof; and

7. With respect to each of the following persons and organizations, describe any known connection or participation in the transaction in question by such persons and organizations, their relationship with ___, ___, or ___, or their knowledge of information concerning the transaction in question prior to ___:
   a. ___;
   b. ___;
   c. ___.

In addition to the foregoing we would appreciate receiving one copy of any written contracts, correspondence, memoranda, minutes or notations prepared, sent, received or dated from ___ through ___ in the possession or custody or subject to the control of ___ or any of its officers, directors, employees or agents concerning the above matters.

This request is made as a part of our routine surveillance and enforcement program and should not be construed as an adverse reflection upon any person, firm, or security.

Please find enclosed two form documents containing information to which you may be entitled under the Privacy Act of 1974.

We would appreciate receiving a response at your earliest convenience. Please contact the undersigned or ___ of this office at [tele-
phone number] should you have any questions concerning this request.

Sincerely yours,

Enclosures: (2)

Attorney