

# PACIFIC DRILLING S.A.

## FORM 6-K (Report of Foreign Issuer)

Filed 02/29/12 for the Period Ending 02/29/12

Telephone	NONE
CIK	0001517342
Symbol	PACD
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: February 29, 2012

Commission File Number 333-177774

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**Pacific Drilling S.A.**  
(Exact name of Registrant as specified in its charter)

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37, rue d'Anvers  
L- 1130 Luxembourg  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [    ].

Yes       No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [    ].

Yes       No

Indicate by check mark whether the registrant by furnishing the information contained in this Form, is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes       No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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**Information Contained in the Form 6-K Report**

Attached to this report on Form 6-K as Exhibit 99.1 is the Notice of Extraordinary General Meeting of Shareholders and Proxy Statement of Pacific Drilling S.A. (“the Company”) in connection with the Company’s Extraordinary General Meeting of Shareholders to be held on March 8, 2012 (the “General Meeting”).

Attached to this report on Form 6-K as Exhibit 99.2 is the proxy card relating to the General Meeting, which was mailed to shareholders of the Company on or around February 28, 2012.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Pacific Drilling S.A.**  
(Registrant)

Dated: February 29, 2012

By /s/ Kinga E. Doris  
Kinga E. Doris  
Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

The following exhibit is filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Notice of Extraordinary General Meeting of Shareholders and Proxy Statement
99.2	Extraordinary General Meeting Proxy Card

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Pacific Drilling S.A.**  
*Société anonyme*

**Registered Office: 37 rue d'Anvers, L-1130 Luxembourg**

**R.C.S. Luxembourg B 159.658**

**8 March 2012**

Notice is hereby given to the shareholders that an

**EXTRAORDINARY GENERAL MEETING**

of the shareholders of **Pacific Drilling S.A.**, (the "Company") will be held at the Company's registered office in Luxembourg on Thursday, 8 March 2012 at 5:00 p.m. Central European Time with the following

**AGENDA**

1. To re-elect Ron Moskovitz whose current term is due to expire on 11 March 2012 as a director for a term commencing on 12 March 2012 and ending at the Annual General Meeting of the Company in 2013;
2. To re-elect Christian J. Beckett whose current term is due to expire on 11 March 2012 as a director for a term commencing on 12 March 2012 and ending at the Annual General Meeting of the Company in 2013;
3. To re-elect Laurence N. Charney whose current term is due to expire on 05 April 2012 as a director for a term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013;
4. To re-elect Jeremy Asher whose current term is due to expire on 05 April 2012 as a director for a term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013;
5. To re-elect Paul Wolff whose current term is due to expire on 05 April 2012 as a director for a term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013;
6. To re-elect Cyril Ducau whose current term is due to expire on 05 April 2012 as a director for a term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013;
7. To re-elect Sarit Sagiv whose current term is due to expire on 05 April 2012 as a director for a term commencing on 06 April 2012 and ending at the Annual General Meeting of the Company in 2013.

Luxembourg, 28 February 2012

/s/ Christian J. Beckett

Christian J. Beckett

Executive Director, Chief Executive Officer

*Notes:*

1. *The Company has fixed the close of business on February 27, 2012, as the record date for the determination of the shareholders entitled to vote at the Extraordinary General Meeting or any adjournment thereof.*

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2. *At the extraordinary general meeting, each of the proposed resolutions shall be adopted by a simple majority vote and each share is entitled to one vote.*
  3. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Company, to reach the Registered Office by not later than 72 hours before the time for holding the meeting. A shareholder may grant a written proxy or power of attorney to another person, shareholder or otherwise, in order to be represented at the meeting.*
  4. *A Form of Proxy is enclosed for use by holders of shares registered in The Norwegian Central Securities Depository in connection with the business set out above and should be returned to DNB Bank ASA, Registrars Dept., Stranden 21, 0021 Oslo, Norway or alternatively sent by facsimile (+47) 22 94 90 20 within the aforementioned date and time. Holders of shares registered in the United States should vote according to the separate voting instructions provided.*

The following information is applicable to holders of shares registered in the United States only:

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their shareholders via the internet. We believe that this ***e-proxy process will expedite shareholders' receipt of proxy materials*** and lower the costs and reduce the environmental impact of our Extraordinary General Meeting. Accordingly, we have mailed to our shareholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached proxy statement and how to vote online.

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. TO VOTE YOUR SHARES, IF YOU ARE A SHAREHOLDER REGISTERED IN THE UNITED STATES YOU CAN USE THE INTERNET AS DESCRIBED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND ON YOUR PROXY CARD; CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED ON YOUR PROXY CARD; OR COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

**INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF PACIFIC DRILLING S.A.**

**COMPANY PROPOSALS**

**PROPOSALS 1, 2, 3, 4, 5, 6 AND 7 - ELECTION OF DIRECTORS**

The Board has nominated the seven persons listed below for re-election as Directors of the Company. All nominees are presently members of the Board of Directors.

Mr. Charney, Mr. Asher and Mr. Wolff meet the independence standards for directors established by the United States Securities and Exchange Commission and by the New York Stock Exchange on which the Company is listed.

As provided in the Company’s Articles of Association, each Director is elected pursuant to a general meeting of our shareholders. If the office of a Director becomes vacant, the other members of our Board of Directors, acting by a simple majority, may fill the vacancy on a provisional basis until a new director is appointed at the next general meeting of shareholders.

**Nominees For Election To The Company’s Board Of Directors**

Information concerning the nominees for Directors of the Company is set forth below:

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Title</u>
Ron Moskowitz	49	2011	Chairman
Christian J. Beckett	43	2011	Executive Director, Chief Executive Officer
Laurence N. Charney	64	2011	Director
Jeremy Asher	53	2011	Director
Paul Wolff	64	2011	Director
Cyril Ducau	33	2011	Director
Sarit Sagiv	43	2011	Director

**Ron Moskowitz** . Mr. Moskowitz was appointed as a director of the Company in March 2011. Mr. Moskowitz is the Chief Executive Officer of Quantum Pacific Advisory Limited, a member of the Quantum Pacific Group, and serves as a board member of Israel Corp., Israel’s largest holding company with its core holdings focused on industries that meet basic human, industrial and economic needs (e.g., fertilizers and specialty chemicals, energy, shipping and transportation), and TowerJazz Semiconductor Ltd., a pure-play independent specialty foundry dedicated to the manufacture of semiconductors, each of which may be considered as affiliates of the Idan Ofer family. From July 2002 until November 2007, Mr. Moskowitz served as Senior Vice President and Chief Financial Officer of Amdocs Limited. From 1998 until July 2002, he served as Vice President of Finance at Amdocs, and between 1994 and 1998 he held various senior financial positions at Tower Semiconductor Ltd. Mr. Moskowitz is a CPA in Israel and holds a BA in Accounting and Economics from Haifa University and an MBA from Tel Aviv University.

**Christian J. Beckett** . Mr. Beckett has served as our Chief Executive Officer since April 2008 and as a member of our Board of Directors since March 2011. Mr. Beckett has over 20 years experience in the energy industry. Prior to joining us, he led the Strategic Business Development and Planning group at Transocean Ltd. from 2004 to 2008. Mr. Beckett served at McKinsey & Company, Inc. from 2001 to 2004, where he provided strategic and operating advice to global energy companies and governments, and from 1990 to 2001 at Schlumberger Limited in a series of international management roles with increasing responsibilities. Mr. Beckett holds a Bachelor of Science in Exploration Geophysics from University College London and a Masters of Business Administration from Rice University.

**Laurence N. Charney** . Mr. Charney was appointed as a director of the Company in April 2011. Mr. Charney retired from Ernst & Young in June 2007, where, over the course of his more than 35-year career, he served as Partner, Practice



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Leader and Senior Advisor. Since his retirement from Ernst & Young, Mr. Charney has served as a business strategist and financial advisor to boards, senior management and investors of early stage ventures, private businesses and small to mid-cap public corporations across the consumer products, energy, real estate, high-tech/software, media/entertainment, and non-profit sectors. His most recent affiliations have included board tenures with Marvel Entertainment, Inc., Pure BioFuels, Inc., Mrs. Fields Original Cookies and UJA Federation of New York. He was recently appointed to the board of Iconix Brand Group, Inc. Mr. Charney is a graduate of Hofstra University with a Bachelors Degree in Business Administration (Accounting), and he also completed an Executive Masters program at Columbia University. Mr. Charney maintains active membership with the American Institute of Certified Public Accountants and New York Society of Certified Public Accountants.

**Jeremy Asher** . Mr. Asher was appointed as a director of the Company in April 2011. Mr. Asher is currently Chairman of Agile Energy Limited, a privately held energy investment company; a director of Tower Resources plc, an oil & gas exploration company; a director of Better Place BV, a company promoting and enabling the mass deployment of electric cars; and an advisor to Oil Refineries Limited, an independent refiner and petrochemicals producer. Until 2010, he also served as a director of Gulf Keystone Petroleum Ltd., another oil and gas exploration company; and until 2008 he served as a director of Process Systems Enterprise Limited, a developer of process simulation software. Between 2001 and the present, Mr. Asher has also served as a director and financial investor in various other enterprises. From 1998 until 2001, Mr. Asher served as the Chief Executive Officer of PA Consulting Group, where he oversaw PA's globalization and growth from 2,500 to nearly 4,000 employees, and negotiated and managed the integration of PA's acquisition of Hagler Bailly, Inc. Between 1990 and 1997 he acquired, developed and sold the 275,000 bbl/d Beta oil refinery at Wilhelmshaven in Germany. Prior to that, in the late 1980's, Mr. Asher ran the global oil products trading business of what is now Glencore AG and, prior to that, spent several years as a consultant at what is now Oliver Wyman. Mr. Asher is a graduate of the London School of Economics and holds an MBA from Harvard Business School. He is also a member of the London Business School's Global Advisory Council and serves as a member of the Engineering Advisory Board of Imperial Innovations plc, the commercial arm of Imperial College.

**Paul Wolff** . Mr. Wolff was appointed as a director of the Company in April 2011. Since 2006, Mr. Wolff has served as an independent director and private investor in different financial and industrial companies. From 1971 to 2006, he worked in the banking sector in which he held various responsibilities in corporate and private banking. He served as a Managing Director of Mees Pierson, headed the Trust Business and was Head of Private Banking and Asset Management. Mr. Wolff has a degree in Commercial Engineering from University of Louvain, a Masters of Business Administration from INSEAD Fountainebleau, and Advanced Management Program from Harvard.

**Cyril Ducau** . Mr. Ducau was appointed as a director of the Company in April 2011. Mr. Ducau is Head of Business Development of Quantum Pacific Advisory Limited, part of the Quantum Pacific Group, a position he has held since June 2008. Prior to joining Quantum Pacific Advisory Limited, Mr. Ducau was Vice President in the investment banking division of Morgan Stanley & Co. International Ltd. in London and during his tenure there from 2000 to 2008, he held various positions in the Capital Markets, Leveraged Finance and Mergers and Acquisitions teams and worked on the execution of more than 50 financial transactions for European corporations. Prior to that, Mr. Ducau gained experience in consultancy working for Arthur D. Little in Munich and investment management with Credit Agricole UI Private Equity in Paris. Mr. Ducau graduated from ESCP Europe Business School (Paris, Oxford, Berlin) and holds a MSc in business administration and a Diplom Kaufmann.

**Sarit Sagiv** . Ms. Sagiv was appointed as a director of the Company in April 2011. Ms. Sagiv recently joined Quantum Pacific Advisory Limited, part of the Quantum Pacific Group. Prior to joining Quantum Pacific Group, from September 2007 until September 2010, Ms. Sagiv served as Vice President Finance of Amdocs Limited, and from December 2006 until September 2007, she served as Finance Director of a business division of Amdocs Limited. Ms. Sagiv also held senior financial positions in public global high-tech companies including Chief Financial Officer of Orad Hi-Tec Systems Ltd., and Chief Financial Officer of Cimatron Ltd. She also served as Corporate Controller of Makteshim-Agan Industries Ltd. Ms. Sagiv holds a Bachelor in Accounting and Economics, a Masters in Business Administration from Tel Aviv University and a MA degree in law from Bar Ilan University. She is also a Certified Public Accountant in Israel.

## OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Extraordinary General Meeting other than that stated in the Notice of Extraordinary General Meeting.

**PROXY FORM**

**PACIFIC DRILLING S.A. (the “Company”)**

**Proxy Solicited for *Extraordinary* General Meeting 8 March 2012**

The undersigned hereby authorise DNB Bank ASA to constitute and appoint any director, Chief Financial Officer or Secretary of the Company, any employee of Centralis (Luxembourg) or any lawyer of Loyens & Loeff of Luxembourg each acting under his/her sole signature, to represent the undersigned at the *Extraordinary* General Meeting of shareholders of the Company to be held at 37 rue d’Anvers, L-1130 Luxembourg at 5 :00 p.m. (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of *Extraordinary* General Meeting issued by the Corporation on 28 February 2012 .



Please mark your votes as in this example.

Item	Resolutions	FOR	AGAINST	ABSTAIN
1.	To re-elect Ron Moskovitz whose current term is due to expire on 11 March 2012 as a director for a term commencing on 12 March 2012 and ending at the Annual General Meeting of the Company in 2013;			
2.	To re-elect Christian J. Beckett whose current term is due to expire on 11 March 2012 as a director for a term commencing on 12 March 2012 and ending at the Annual General Meeting of the Company in 2013;			
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Signature(s) \_\_\_\_\_ Date: \_\_\_\_\_

Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: \_\_\_\_\_

PACIFIC DRILLING S A SPECIAL MEETING TO BE HELD ON 03/08/12 FOR HOLDERS AS OF 02/22/12 \* ISSUER CONFIRMATION COPY - INFO ONLY \*

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THIS FORM IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. PLEASE DO NOT USE IT FOR VOTING PURPOSES.

L7257P106

DIRECTORS



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PROPOSAL(S)

1. \*- TO RE-ELECT RON MOSKOVITZ AS A DIRECTOR FOR A TERM COMMENCING ON ---->>> 12 MARCH 2012 & ENDING AT THE ANNUAL MEETING OF COMPANY IN 2013.

2. \*- TO RE-ELECT CHRISTIAN J. BECKETT AS DIRECTOR FOR A TERM----->>> COMMENCING ON 12 MARCH 2012 & ENDING AT ANNUAL MEETING OF COMPANY IN 2013.

3. \*- TO RE-ELECT LAURENCE N. CHARNEY AS A DIRECTOR FOR A TERM ----->>> COMMENCING ON 06 APRIL 2012 & ENDING AT ANNUAL MEETING OF COMPANY IN 2013.

4. \*- TO RE-ELECT JEREMY ASHER AS A DIRECTOR FOR A TERM COMMENCING ON ---->>> 06 APRIL 2012 & ENDING AT THE ANNUAL MEETING OF COMPANY IN 2013.

5. \*- TO RE-ELECT PAUL WOLFF AS A DIRECTOR FOR A TERM COMMENCING ON ----->>> 06 APRIL 2012 & ENDING AT THE ANNUAL MEETING OF COMPANY IN 2013.

6. \*- TO RE-ELECT CYRIL DUCAU AS A DIRECTOR FOR A TERM COMMENCING ON ---->>> 06 APRIL 2012 & ENDING AT THE ANNUAL MEETING OF COMPANY IN 2013.

7. \*- TO RE-ELECT SARIT SAGIV AS A DIRECTOR FOR A TERM COMMENCING ON ---->>> 06 APRIL 2012 & ENDING AT THE ANNUAL MEETING OF COMPANY IN 2013.

\*NOTE\* SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

\*NOTE\* THIS FORM IS FOR USE BY SHAREHOLDERS OF RECORD AS OF FEBRUARY 27, 2012.

DIRECTORS RECOMMEND

FOR ---->>> 0010112

FOR ---->>> 0010112

FOR ---->>> 0010112

FOR ---->>> 0010112

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON 03/08/12 FOR PACIFIC DRILLING S A THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM \*\*\*

2-I

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DIRECTORS

(MARK "X" FOR ONLY ONE BOX)

THIS SPACE INTENTIONALLY LEFT BLANK

PLEASE INDICATE YOUR VOTING

INSTRUCTIONS FOR EACH PROPOSAL

FOR AGN ABS

1.

PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN "X" IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK

FOR AGN ABS

2.

SEE VOTING INSTRUCTION NO. 3 ON REVERSE A/C:

L7257P106

FOR AGN ABS

3.

Arrow pointing right to empty box

FOR AGN ABS

4.

PLACE "X" HERE IF YOU PLAN TO ATTEND AND VOTE YOUR SHARES AT THE MEETING

FOR AGN ABS

5.



FOR AGN ABS

6.

FOR AGN ABS

7.

51 MERCEDES WAY EDGEWOOD NY 11717

PACIFIC DRILLING S A ATTN:AMY RODDY 3050 POST OAK BLVD. SUITE 1500 HOUSTON, TX 77056

FOLD AND DETACH HERE

SIGNATURE(S) / DATE PSG 12-10



S90654



VOTING INSTRUCTIONS

WRONG WAY

P.O. Box 9175

Proxy Services  
P.O. Box 9175  
Farmingdale NY 11735-0917

Please ensure you fill them detach and retain this portion of the Voting Instruction Form

TO OUR CLIENTS:

WE HAVE BEEN REQUESTED TO FORWARD TO YOU THE ENCLOSED PROXY MATERIAL RELATIVE TO SECURITIES HELD BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. ONLY WE AS THE HOLDER OF RECORD CAN VOTE SUCH SECURITIES. WE SHALL BE PLEASED TO VOTE YOUR SECURITIES IN ACCORDANCE WITH YOUR WISHES, IF YOU WILL EXECUTE THE FORM AND RETURN IT TO US PROMPTLY IN THE ENCLOSED BUSINESS REPLY ENVELOPE. IT IS UNDERSTOOD THAT IF YOU SIGN WITHOUT OTHERWISE MARKING THE FORM YOUR SECURITIES WILL BE VOTED AS RECOMMENDED BY THE BOARD OF DIRECTORS ON ALL MATTERS TO BE CONSIDERED AT THE MEETING.

FOR THIS MEETING, THE EXTENT OF OUR AUTHORITY TO VOTE YOUR SECURITIES IN THE ABSENCE OF YOUR INSTRUCTIONS CAN BE DETERMINED BY REFERRING TO THE APPLICABLE VOTING INSTRUCTION NUMBER INDICATED ON THE FACE OF YOUR FORM.

FOR MARGIN ACCOUNTS, IN THE EVENT YOUR SECURITIES HAVE BEEN LOANED OVER RECORD DATE, THE NUMBER OF SECURITIES WE VOTE ON YOUR BEHALF HAS BEEN OR CAN BE ADJUSTED DOWNWARD.

PLEASE NOTE THAT UNDER A RULE AMENDMENT ADOPTED BY THE NEW YORK STOCK EXCHANGE FOR SHAREHOLDER MEETINGS HELD ON OR AFTER JANUARY 1, 2010, BROKERS ARE NO LONGER ALLOWED TO VOTE SECURITIES HELD IN THEIR CLIENTS' ACCOUNTS ON UNCONTESTED ELECTIONS OF DIRECTORS UNLESS THE CLIENT HAS PROVIDED VOTING INSTRUCTIONS (IT WILL CONTINUE TO BE THE CASE THAT BROKERS CANNOT VOTE THEIR CLIENTS' SECURITIES IN CONTESTED DIRECTOR ELECTIONS). CONSEQUENTLY, IF YOU WANT US TO VOTE YOUR SECURITIES ON YOUR BEHALF ON THE ELECTION OF DIRECTORS, YOU MUST PROVIDE VOTING INSTRUCTIONS TO US. VOTING ON MATTERS PRESENTED AT SHAREHOLDER MEETINGS, PARTICULARLY THE ELECTION OF DIRECTORS IS THE PRIMARY METHOD FOR SHAREHOLDERS TO INFLUENCE THE DIRECTION TAKEN BY A PUBLICLY-TRADED COMPANY. WE URGE YOU TO PARTICIPATE IN THE ELECTION BY RETURNING THE ENCLOSED VOTING INSTRUCTION FORM TO US WITH INSTRUCTIONS AS TO HOW TO VOTE YOUR SECURITIES IN THIS ELECTION.

IF YOUR SECURITIES ARE HELD BY A BROKER WHO IS A MEMBER OF THE NEW YORK STOCK EXCHANGE (NYSE), THE RULES OF THE NYSE WILL GUIDE THE VOTING PROCEDURES. THESE RULES PROVIDE THAT IF INSTRUCTIONS ARE NOT RECEIVED FROM YOU

AND ONE OR MORE OF THE MATTERS BEFORE THE MEETING MUST BE DEEMED "ROUTINE" IN NATURE ACCORDING TO NYSE GUIDELINES. IF THESE TWO REQUIREMENTS ARE MET AND YOU HAVE NOT COMMUNICATED TO US PRIOR TO THE FIRST VOTE BEING ISSUED, WE MAY VOTE YOUR SECURITIES AT OUR DISCRETION ON ANY MATTERS DEEMED TO BE ROUTINE. WE WILL NEVERTHELESS FOLLOW YOUR INSTRUCTIONS, EVEN IF OUR DISCRETIONARY VOTE HAS ALREADY BEEN GIVEN, PROVIDED YOUR INSTRUCTIONS ARE RECEIVED PRIOR TO THE MEETING DATE.

THE FOLLOWING INSTRUCTIONS PROVIDE SPECIFICS REGARDING THE MEETING FOR WHICH THIS VOTING FORM APPLIES.

**INSTRUCTION 1**

ALL PROPOSALS FOR THIS MEETING ARE CONSIDERED "ROUTINE". WE WILL VOTE IN OUR DISCRETION ON ALL PROPOSALS, IF YOUR INSTRUCTIONS ARE NOT RECEIVED.

IF YOUR SECURITIES ARE HELD BY A BANK, YOUR SECURITIES CANNOT BE VOTED WITHOUT YOUR SPECIFIC INSTRUCTIONS.

**INSTRUCTION 2**

IN ORDER FOR YOUR SECURITIES TO BE REPRESENTED AT THE MEETING ON ONE OR MORE MATTERS BEFORE THE MEETING, IT WILL BE NECESSARY FOR US TO HAVE YOUR SPECIFIC VOTING INSTRUCTIONS.

IF YOUR SECURITIES ARE HELD BY A BANK, YOUR SECURITIES CANNOT BE VOTED WITHOUT YOUR SPECIFIC INSTRUCTIONS.

**INSTRUCTION 3**

IN ORDER FOR YOUR SECURITIES TO BE REPRESENTED AT THE MEETING, IT WILL BE NECESSARY FOR US TO HAVE YOUR SPECIFIC VOTING INSTRUCTIONS.

**INSTRUCTION 4**

WE HAVE PREVIOUSLY SENT YOU PROXY SOLICITING MATERIAL PERTAINING TO THE MEETING OF SHAREHOLDERS OF THE COMPANY INDICATED. ACCORDING TO OUR LATEST RECORDS, WE HAVE NOT AS OF YET RECEIVED YOUR VOTING INSTRUCTION ON THE MATTER(S) TO BE CONSIDERED AT THIS MEETING AND THE COMPANY HAS REQUESTED US TO COMMUNICATE WITH YOU IN AN ENDEAVOR TO HAVE YOUR SECURITIES VOTED.

\*\*IF YOU HOLD YOUR SECURITIES THROUGH A CANADIAN BROKER OR BANK, PLEASE BE ADVISED THAT YOU ARE RECEIVING THE VOTING INSTRUCTION FORM AND MEETING MATERIALS, AT THE DIRECTION OF THE ISSUER. EVEN IF YOU HAVE DECLINED TO RECEIVE SECURITY- HOLDER MATERIALS, A REPORTING ISSUER IS REQUIRED TO DELIVER THESE MATERIALS TO YOU. IF YOU HAVE ADVISED YOUR INTERMEDIARY THAT YOU OBJECT TO THE DISCLOSURE OF YOUR BENEFICIAL OWNERSHIP INFORMATION TO THE REPORTING ISSUER, IT IS OUR RESPONSIBILITY TO

PRIOR TO THE ISSUANCE OF THE FIRST VOTE, THE PROXY MAY BE GIVEN AT DISCRETION OF YOUR BROKER (ON THE TENTH DAY, IF THE MATERIAL WAS MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE OR ON THE FIFTEENTH DAY, IF THE PROXY MATERIAL WAS MAILED 25 DAYS OR MORE PRIOR TO THE MEETING DATE). IN ORDER FOR YOUR BROKER TO EXERCISE THIS DISCRETIONARY AUTHORITY, PROXY MATERIAL WOULD NEED TO HAVE BEEN MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE,

DELIVER THESE MATERIALS TO YOU ON BEHALF OF THE REPORTING ISSUER.

THESE MATERIALS ARE BEING SENT AT NO COST TO YOU.