

TRUXTON CORPORATION
4525 Harding Road, Suite 300
Nashville, Tennessee 37205
(615) 515-1700

April 12, 2023

Dear Shareholder:

You are cordially invited to attend our 2023 annual meeting of shareholders, which will be held at our main office located at 4525 Harding Road, 3rd Floor, Nashville, Tennessee 37205, on Wednesday, May 17, 2023, at 10:00 A.M. Central Daylight Time. I sincerely hope that you will be able to attend the meeting, and I look forward to seeing you.

The attached notice of the annual meeting and proxy statement describes the formal business to be transacted at the meeting. We will also report on our operations for the year ended December 31, 2022, and during the first quarter of 2023, as well as our plans for the future. Your attention is directed to the proxy statement accompanying this letter.

As usual, we are asking you to vote on the election of directors and to ratify our choice of auditors.

Please take this opportunity to be involved in the affairs of Truxton Corporation. Whether or not you expect to be present at the meeting, please mark, date, and sign the enclosed proxy card and return it to us in the envelope provided as soon as possible. Or, if more convenient, take advantage of the telephone or online voting services described in the accompanying proxy statement. This action will not prevent you from voting in person but will help to secure a quorum and avoid added solicitation costs. If you later decide to attend the meeting, you may withdraw your proxy at any time and vote your shares in person. In addition, this action will not prevent you from changing your vote. If you submit your proxy and later decide to change your vote, you may revoke your proxy at any time as provided in the accompanying proxy statement.

Thank you for your continued support.

Sincerely,



Thomas S. Stumb
Chairman and Chief Executive Officer

TRUXTON CORPORATION
4525 Harding Road, Suite 300
Nashville, Tennessee 37205
(615) 515-1700

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**NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 17, 2023**

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The annual meeting (together with any adjournment or postponement thereof, the “Meeting”) of shareholders of Truxton Corporation (the “Company”) will be held on Wednesday, May 17, 2023, at 10:00 A.M. Central Daylight Time at the Company’s main office located at 4525 Harding Road, 3rd Floor, Nashville, Tennessee 37205 for the following purposes:

1. To elect twelve nominees to the Company’s Board of Directors to hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified;
2. To ratify the appointment of Crowe LLP as the Company’s independent auditor for the year ending December 31, 2023; and
3. To transact such other business as may properly come before the Meeting.

The Board of Directors of the Company has set the close of business on March 28, 2023, as the record date for determining the shareholders who are entitled to notice of, and authorized to vote at, the Meeting or any postponement or adjournment thereof.

The Company hopes that you will be able to attend the Meeting. The Company asks, however, whether or not you plan to attend the Meeting, that you mark, date, sign, and return the enclosed proxy card as soon as possible. Or, if more convenient, take advantage of the telephone or online voting services pursuant to instructions on the enclosed proxy card. Promptly returning your proxy card or voting by telephone or online will help ensure that the greatest number of shareholders are present whether in person or by proxy.

If you attend the Meeting in person, you may revoke your proxy at the Meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised. Should you desire to revoke your proxy other than in person at the Meeting, you may do so as provided in the accompanying proxy statement.

By Order of the Board of Directors,



J. Overton Colton
Secretary

Nashville, Tennessee
April 12, 2023

**PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
OF
TRUXTON CORPORATION**

MAY 17, 2023

INTRODUCTION

This Proxy Statement is furnished to shareholders of Truxton Corporation, a Tennessee corporation (the “Company”), in connection with the solicitation of proxies by the Company’s Board of Directors (the “Board” or “Board of Directors”) for use at the Company’s 2023 Annual Meeting of Shareholders to be held at 10:00 A.M. Central Daylight Time in the Company’s principal executive offices on May 17, 2023, and at any adjournments or postponements thereof (the “Meeting”), for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders. The Company’s principal executive offices are located at 4525 Harding Road, Suite 300, Nashville, Tennessee 37205. This Proxy Statement was mailed to shareholders of the Company as of the close of business on March 28, 2023 on or about April 12, 2023.

The following proposals will be considered and voted upon at the Meeting:

- (1) To elect twelve nominees for election to the Board of Directors;
- (2) To ratify the appointment of the Company’s independent auditor for 2023; and
- (3) To consider such other business as may properly come before the Meeting.

IMPORTANT MEETING AND VOTING INFORMATION

Proxy Voting Procedures

If you vote and submit and do not revoke your proxy, the persons appointed as proxies will vote your shares according to the instructions you have specified on the proxy card. If you submit your executed proxy card but do not specify how the persons appointed as proxies are to vote your shares, your proxy will be voted as follows:

- FOR the election of all nominees for election as directors;
- FOR ratification of the appointment of Crowe LLP as the Company’s independent auditors for the year ending December 31, 2023; and
- In the best judgment of the persons appointed as proxies as to all other matters properly brought before the Meeting.

If any nominee for election to the Board named in this proxy statement becomes unavailable to serve for any reason, the proxy may be voted FOR a substitute nominee selected by the Board or a vacancy will occur on the Board of Directors, which may be filled later by action of the Board of Directors, or alternatively the Board may reduce the size of the Board to eliminate the vacancy.

You can revoke your proxy at any time before it is voted by (i) delivering to J. Overton Colton, Secretary, Truxton Corporation, 4525 Harding Road, Suite 300, Nashville, Tennessee 37205, either a written revocation of the proxy or a duly executed proxy card bearing a later date or (ii) submitting a new proxy over the Internet or by telephone (only your last proxy submitted prior to the Meeting will count). You may also revoke your proxy by attending the Meeting and voting in person by written ballot.

Quorum Requirements

A quorum will be present at the meeting if at least **1,454,245** shares, or a majority of the shares of the Company's common stock outstanding as of the record date, are represented in person or by valid proxy at the Meeting. The aggregate number of votes entitled to be cast by all shareholders present in person or represented by proxy at the Meeting, whether those shareholders vote "for", "against" or "abstain" from voting will be counted for purposes of determining whether a quorum is present.

Shareholder Proposals for Next Year's Meeting

In order for shareholder proposals for the 2024 annual meeting of shareholders to be considered proper, all such proposals must be delivered or mailed to J. Overton Colton, Secretary, Truxton Corporation, 4525 Harding Road, Suite 300, Nashville, Tennessee 37205, and must be received no later than the close of business on March 18, 2024. If any proposal is not provided by that date, the Chief Executive Officer, President, or Chairman of the meeting may exclude such proposal from being acted upon at the 2024 annual meeting of shareholders. The Board may exclude shareholder proposals that it does not believe are proper.

ITEM 1 – ELECTION OF DIRECTORS

The Company's current Board of Directors consists of thirteen persons. All of the Company's directors are elected annually. All of the individuals standing for election at the Meeting have been recommended for nomination by the Company's Nominating Committee and the Company's Board. Ms. McDermott, who is a current director, has informed the Company that she does not wish to stand for re-election to the Board at the Meeting. As a result, Ms. McDermott has not been nominated for re-election to the Board. In connection with Ms. McDermott's decision to not stand for re-election and the recommendation by the Nominating Committee affirming this decision, the Board has approved a reduction in the size of the Board to twelve persons immediately after the expiration of the term as a director of Ms. McDermott at the Meeting.

All directors of the Company will also serve as directors of the Company's bank subsidiary Truxton Trust Company (the "Bank") upon approval by the Company, as the sole shareholder of the Bank. If elected, each of the nominees shall serve until the Company's annual meeting of shareholders in 2024 and until his or her respective successor is duly elected and qualified.

Information concerning the nominees for election as the Company's directors is set forth below.

Louise C. Bryan, age 58, is President and Chief Executive Officer of the Nashville Parks Foundation providing strategic leadership, fundraising and day-to day management of equitable support to the 183 parks and 28 community centers of Metropolitan Nashville's Parks and Recreation Department. Nashville Parks Foundation enhances public parks and expands recreational opportunities while promoting sustainable growth of the park system. As President and Chief Executive Officer, Ms. Bryan is responsible for creating partnerships in the public and private sectors to enhance the parks for all residents, promote community building and create a more prosperous city.

She also works in marketing for Savannah Food Company, a family-owned manufacturer of branded southern side dishes located in Savannah, Tennessee. In 2018, Ms. Bryan was elected Belle Meade City Commissioner. She has previously worked for Nikko Securities, Bank of America and Vanderbilt University.

Ms. Bryan is a graduate of Vanderbilt University and received her Master of Business Administration degree from Northwestern University's Kellogg School of Management. She serves on the Board of The Leukemia and Lymphoma Society of Tennessee and has served previously on The Friends of Warner Parks Board, The Monroe Carell Jr. Children's Hospital at Vanderbilt Parent Advisory Board and the Women's Fund Board of the Community Foundation of Middle Tennessee.

Jeffrey W. Buntin, Jr., age 50, is CEO of The Buntin Group, which ranks among the top independent strategic brand communications firms in the U.S. Mr. Buntin began his career in Chicago with the organization that is now FCB Global – one of the leading marketing firms, worldwide - before returning to Nashville and assuming leadership of The Buntin Group in 2004. He applies his strategic and creative thinking to regularly advise publicly-held and large private organizations across diverse industries, with his work having been covered by *The New York Times*, *Wall Street Journal*, NPR, *Business Week* and others. He is an AAF Silver Medal winner, past AAF Copywriter of the Year and has judged the prestigious National ADDYs, as well as EFFIE competitions. Graduating with a Bachelor of Arts from Washington & Lee University, Mr. Buntin is a current Director of the National Advertising Review Board (NARB), a member of the American Association of Advertising Agencies' River States Council Board of Governors, a Director of NPT/Nashville Public Television, a Board Member of the Joe C. Davis YMCA Outdoor Center at Camp Widjiwagan, a Board Member of Montgomery Bell Academy, as well as a Legacy Committee member and past Chair of Junior Achievement of Middle Tennessee, which recognized him with its Robert K. Zelle Leadership Award in 2014.

Derrick A. Jones, 53, is President of Truxton Trust Company having been a part of the Company's executive management team since inception in 2004 and led the Company's Wealth Management initiatives for its first 18 years. Additionally, Mr. Jones has been responsible for Corporate Development, specifically strategy, recruiting, training, and business development. Prior to Truxton, Mr. Jones held senior positions at SunTrust (now Truist) in both Georgia and Tennessee.

Mr. Jones earned his Bachelor of Arts in business and finance from St. Leo College, where he graduated magna cum laude. He earned his Doctor of Jurisprudence from the University of Alabama, where he received the W.T. Goodloe Rutland Endowed Scholarship and was Junior Editor of the Law & Psychology Review. Previously an adjunct professor at Belmont University, he is a Certified Trust and Financial Advisor. Mr. Jones served six years in the Naval Submarine Service and is a member of the Alabama State Bar, the Estate Planning Councils of Middle Tennessee and Birmingham, Alabama, and the University of Alabama Planned Giving Advisory Council. He is also a past Chairman of the Tennessee Bankers Association Trust Committee.

Matthew A. King, age 64, is the Co-Managing Partner of FCA Venture Partners, a venture capital investment partnership started in 1997, and Managing Partner of FCA Health Innovations (formerly Dioko Health Ventures), a venture capital partnership started in 2016. He is also the Managing Partner of Triple Play Ventures, LLC, an investment partnership started in 1999. He served as a Vice President of Third National Bank and its successor, SunTrust Bank, from 1983 to 1989. He served as the Chairman, President, and CEO of Radar Business Systems, Inc. from 1990 to 1996 and a Regional Vice President of Radar's successor company, U.S. Office Products, Inc., from 1996 to 1999. In 2001, he co-founded My Office Products, Inc., and served as Chairman, President, and CEO until 2003.

Mr. King is a graduate of Wake Forest University, where he serves as Chair on the Board of Trustees and on the Board of Directors of Wake Forest University Health Sciences, Atrium Health Wake Forest Baptist, and McGowan Global Institute. Mr. King also serves on the Boards of Directors of Remedly, Inc., Enable Dental, Inc., and The Thalarus Group, Inc., each of which is an FCA Venture Partners, FCA Health Innovations, or Triple Play Ventures portfolio company. Previously, he has served on the Board of Trustees of Christ Presbyterian Academy and the Board of Directors for StudioTenn, Inc., Salama Urban Ministries, Inc. and Landmark Journey Ministries, Inc.

Howard H. Lamar III, age 62, is a Member at Bass, Berry & Sims PLC. In this capacity, he is an advisor to chief executive officers, general counsels, and boards of directors of a number of public and privately held companies over the course of his thirty-four-year legal practice. Mr. Lamar brings experience in the areas of corporate governance, corporate finance, board matters, and mergers and acquisitions - advising on a broad range of deal sizes and deal types across many industries. Mr. Lamar

began his professional career with the predecessor bank to what is today Bank of America as a credit analyst and lending officer in Charlotte, NC and Nashville, TN.

Mr. Lamar earned his Juris Doctor and his Bachelor of Arts from Vanderbilt University. Mr. Lamar has been active in the community across non-profit sectors with current and past emphasis on the Joe C. Davis Outdoor Center of the YMCA, American Heart Association, Tennessee Repertory Theatre, The Tennessee Performing Arts Center and Outlook Nashville. He is an Elder of Westminster Presbyterian Church, serves as a director of The Wanderlust Group, Inc., a software technology company in the marine and outdoor lifestyle industries and served a number of terms on the Executive Committee of Bass, Berry & Sims, PLC.

V. Larkin Martin, age 59, manages Martin Farm and is Vice President of The Albemarle Corporation. Both are family businesses with interests in agriculture and timberland. She has held those positions since 1990. She is also Chairman of the Board of Servico, an agricultural service company with focus on farm input sales and cotton ginning and warehousing.

In addition to her farming responsibilities, Ms. Martin holds and has held a number of positions off of the farm. She currently serves as a Director of Rayonier Inc., (RYN), a timberland REIT headquartered in Jacksonville, FL, an Advisor to Redsea, a sustainable, hot climate ag tech platform, a Trustee and Past Chairman of The Farm Foundation, a Chicago-based, public charity focused on accelerating solutions at the intersections of agriculture and society, a Director of The American Farmland Trust in Washington DC and The Soil Health Institute in Cary, North Carolina.. She is a Past Chairman and member of the board of directors of PARCA, The Public Affairs Research Council of Alabama. Ms. Martin is a past Chairman of the Federal Reserve Bank of Atlanta and of The Cotton Board, the board overseeing the national check-off program for cotton. She has served on the Alabama Ethics Commission and on the boards of Africa Harvest, a Kenyan-based NGO helping to improve the lives of smallholder farmers and rural communities across Africa and The Alabama Chapter of The Nature Conservancy, The Vanderbilt Alumni Association, Camp Merrie-Woode and Leadership Alabama. Ms. Martin was named an Eisenhower Fellow in 2012. She is a graduate of Vanderbilt University.

Andrew L. May, age 64, served from January 1, 2017 to February 1, 2023, as the President and Chief Financial Officer of Truxton Trust Company. He joined Truxton in October 2010 as Managing Director, Finance and Chief Financial Officer. From December 2008 to October 2010, he was the owner of the Odenwald Fund, a private investment partnership. From September 2000 until December 2008, he was a Managing Director at Jefferies & Company, a New York-based investment firm, serving as a portfolio manager and a securities analyst. He was Partner at J. C. Bradford and Company, a regional brokerage and investment banking firm from 1993 to 2000, serving there as equity analyst in health care services and as Director of Research. Mr. May serves on the Boards of the Community Foundation of Middle Tennessee, the Tennessee Historical Society, and the Legion Fund.

He received a BA in 1981 from Yale University, with honors, and an MBA from Harvard University, with Distinction, in 1986. He was an Infantry Officer in the United States Marine Corps and received the Combat Action Ribbon for service in Beirut, Lebanon.

G. A. Puryear IV, age 54, is Senior Vice President, General Counsel, and Secretary of Asurion Group, Inc. (“Asurion”) and its various subsidiaries. Asurion is the global leader in technology protection services, including mobile handset protection programs, technology support, and extended service contracts for electronics and other consumer goods. He has served as Asurion’s General Counsel since April 2010. From October 2014 through April 2021, Mr. Puryear also served as Asurion’s Chief Human Resources Officer. Mr. Puryear previously served for more than nine years as Executive Vice President, General Counsel, and Secretary of Corrections Corporation of America, now known as CoreCivic. He also previously held government positions in Washington, D.C., and he practiced law in Nashville following a clerkship for the Honorable Rhesa H. Barksdale, Circuit Judge, U.S. Court of Appeals, Fifth Circuit.

Mr. Puryear is a graduate of Emory University and the University of North Carolina School of Law. He

has served on various civic and charitable boards in the Nashville community, including: American Red Cross, Nashville Chapter; Antiques & Garden Show of Nashville (Chairman, 2006-08); Boy Scouts of America, Middle Tennessee Council; Cheekwood Botanical Gardens & Museum of Art; and the Economic Club of Nashville (President, 2009-10). He has also served on the Board of Visitors of the University of North Carolina.

R. Claiborne (“Clay”) Richards, Jr., age 48, is currently an Operating Advisor to Clayton, Dubilier & Rice (“CD&R”), a private investment firm. Prior to his work with CD&R, Mr. Richards served as CEO and Founder of naviHealth, Inc. from 2012-December 2021. Prior to founding naviHealth, Inc., Mr. Richards served in executive roles at Healthways, Inc. and practiced corporate and securities law at Bass, Berry & Sims PLC.

Mr. Richards received a Bachelor of Science from Washington and Lee University and his J.D. from the University of Mississippi School of Law. Mr. Richards is active in several community and civic organizations. He currently serves on the board of directors of the Martha O’Bryan Center and Oak Hill School and previously served on the Nashville Health Care Council Board of Directors and the Board of Visitors for the Vanderbilt Owen School of Management. In addition, Mr. Richards serves on the Board of Directors for agilon health, Inc. (AGL), a publicly traded healthcare company.

Thomas S. Stumb, age 61, is the Chairman and Chief Executive Officer for the Company and has also served as a member of the Board of Directors since the Company’s inception in 2004. Mr. Stumb served as President of the Company from its inception until 2016, when he became Chairman of the Board. He was also one of the Company’s twenty founding organizers.

Mr. Stumb holds a Bachelor of Arts in Economics from Vanderbilt University. He is a member of the Leadership Nashville Class of 2013 and the Salvation Army – Nashville advisory board (Board Chair, 2019-2022). Previously, he has served as a board member for a number of community organizations including Goodwill Industries, Inc., the Leukemia & Lymphoma Society, the Cystic Fibrosis Foundation, and the Leadership Nashville’s Alumni Association. He has also served on the Nominating Advisory Committee of the Federal Reserve Bank of Atlanta. In addition, he has served as an Elder (Session Clerk, 2018) and a Deacon of First Presbyterian Church in Nashville.

Christopher C. Whitson, age 61, is a member in the law firm of Sherrard Roe Voigt & Harbison, PLC (“SRVH”), where he has practiced as a corporate and transactional attorney since 1997. Mr. Whitson formerly served as the head of SRVH’s corporate department and was the firm’s Recruiting Chairman. Prior to joining SRVH, Mr. Whitson served as Vice President and Secretary of Whitson Lumber Company from 1990 to 1997. From 2003 to 2005, Mr. Whitson served as Councilman for the Government of Nashville and Davidson County, as Metropolitan Councilman for the 23rd District. Mr. Whitson also served as Chairman of the Board of Zoning Appeals (“BZA”) for the Government of Nashville and Davidson County, serving on the BZA from 2008 through 2016.

Mr. Whitson is a graduate of the University of North Carolina and received his J.D. from Vanderbilt University. He is active in several community and civic organizations. Mr. Whitson is a member of the Board of Trustees of the Harpeth Hall School and Montgomery Bell Academy, as well as being on the Board of Advisors for the Belmont University Massey Business School. Mr. Whitson is also a former member of the boards of the Nashville Zoo, Harding Academy, St. George’s Kindergarten, and of the Economic Club of Nashville. Mr. Whitson formerly served on the Vestry of St. George’s Church, having served as both Senior and Junior Warden.

Derek Young, age 58, is a corporate culture consultant and motivational speaker with experience in leadership, strategy, diversity, equity & inclusion, and performance management. He is currently the president and CEO of YMG Enterprises, LLC, a Nashville based consultancy with clients in every major service sector. His clients include AARP, AT&T, Bass Pro, Bridgestone, Caleres, Cal State Fullerton, Duluth Trading, Eli Lilly, Girl Scouts, Habitat for Humanity, HCA, Nissan, Tractor Supply, the State of Tennessee, and the US Department of Agriculture. He is the founding director for four functions at two

of the Fortune 1000 companies headquartered in the Nashville area. He started Community Initiatives and Continuous Process Improvement for Dollar General and he started Diversity and Community Outreach for Cracker Barrel. He began his career as an internal auditor and economic research analyst for the Federal Reserve System. Mr. Young is a graduate of Rockhurst College in Kansas City, MO, where he earned a bachelor’s degree in Business Communication. As a long-time community advocate, he has been Statewide and Nashville Board Chairman and Volunteer of the Year for March of Dimes, Board Member, Community Engagement Chairman, and Community Leader of the Year for the Nashville Symphony, and Board Member and Diversity Chairman for the Nashville Chamber of Commerce.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE NOMINEES.

The affirmative vote of a plurality of the votes cast by the shareholders entitled to vote at the Meeting is required for the election of directors. A properly executed proxy marked “WITHHOLD AUTHORITY” with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, withholding authority will have no effect on whether one or more directors are elected.

Should any nominee be unable to serve as a director for any reason, of which none is presently foreseen, it is intended that the proxies will be voted FOR the election of such substitute nominee(s) as the current Board may designate.

MANAGEMENT AND DIRECTORS

The following table shows, as of March 28, 2023, each Company and Bank director and all Company officers:

<u>Name and Address</u>	<u>Position with Company</u>	<u>Position with Bank</u>
Thomas S. Stumb Nashville, Tennessee	Chairman, Chief Executive Officer and Director	Chairman, Chief Executive Officer and Director
Andrew L. May Nashville, Tennessee	Vice Chairman and Director	Vice Chairman and Director
Derrick A. Jones Nashville, Tennessee	President and Director	President and Director
Louise C. Bryan Nashville, Tennessee	Director	Director
Jeffrey W. Buntin, Jr. Nashville, Tennessee	Director	Director
Matthew A. King Nashville, Tennessee	Lead Independent Director	Lead Independent Director
Howard H. Lamar III Nashville, Tennessee	Director	Director
V. Larkin Martin Courtland, Alabama	Director	Director

G. A. Puryear IV Nashville, Tennessee	Director	Director
R. Claiborne Richards Jr. Nashville, Tennessee	Director	Director
Christopher C. Whitson Nashville, Tennessee	Director	Director
Derek Young Nashville, Tennessee	Director	Director
J. Overton Colton Nashville, Tennessee	Executive Vice President, Secretary and Chief Administrative and Risk Officer	Executive Vice President, Secretary and Chief Administrative and Risk Officer

ITEM 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee has appointed Crowe LLP as the Company’s independent auditor to examine the financial statements of the Company for the year ending December 31, 2023, and to perform other appropriate accounting services.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF CROWE LLP AS THE COMPANY’S INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2023.

The ratification of the appointment of Crowe LLP as the Company’s independent auditor for the year ending December 31, 2023 will be approved if the number of shares of Company Common Stock voted in favor of the proposal exceeds the number of shares of Company Common Stock voted against it. A properly executed proxy marked “ABSTAIN” with respect to this proposal will not be voted on this proposal, although it will be counted in determining whether there is a quorum. Therefore, abstaining from voting on the ratification of the appointment of Crowe LLP as the Company’s independent auditor will have no effect on whether the proposal is approved so long as a quorum is present.

OTHER MATTERS

The Board knows of no other matters that may be brought before the Meeting. If, however, any matters other than those set forth in this proxy statement should properly come before the Meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

SOLICITATION OF PROXIES

The expense of soliciting proxies in the form accompanying this Proxy Statement will be paid by the Company. Directors, officers and employees of the Company may solicit proxies personally or by mail or telephone. The Company does not expect to pay any compensation for the solicitation of proxies, but may reimburse, or request brokers, custodians, nominees and other persons holding shares in their names or in the names of nominees for their reasonable expenses in sending proxy materials to principals and obtaining their instructions.

Whether or not you expect to be present at the Meeting, please vote and submit your proxy as soon as possible. You may vote by mailing the enclosed proxy card (which you must sign) to the Company in the envelope provided or over the Internet or by telephone, in each case by following the instructions in the enclosed proxy card. This will not prevent you from voting in person at the Meeting or from changing your vote prior to the Meeting.

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