

CANDIDATE'S REPORT

(to be filed by a candidate or his principal campaign committee)

1. Qualifying Name and Address of Candidate

FRED MILLS JR.
4711A MAIN HWY
ST MARTINVILLE, LA 70582

2. Office Sought (Include title of office as well as parish, city, town and/or election district.)

STATE SENATOR
ST. MARTIN
22

OFFICE USE ONLY

Report Number: 29599

Date Filed: 2/8/2012

Report Includes Schedules:

Schedule A-1
Schedule E-1
Schedule E-2

3. Date of Election _____

This report covers from 9/13/2011 through 12/31/2011

4. Type of Report:

_____ 180th day prior to primary _____ 40th day after general
_____ 90th day prior to primary X Annual (future election)
_____ 30th day prior to primary _____ Supplemental (past election)
_____ 10th day prior to primary
_____ 10th day prior to general _____ Amendment to prior

5. FINAL REPORT if:

_____ Withdrawn _____ Filed after the election AND all loans and debts paid
_____ Unopposed

6. Name and Address of Financial Institution
(You are required by law to use one or more banks, savings and loan associations, or money market mutual fund as the depository of all campaign funds.)

7. Full Name and Address of Treasurer

9. Name of Person Preparing Report

Daytime Telephone

10. WE HEREBY CERTIFY that the information contained in this report and the attached schedules is true and correct to the best of our knowledge, information and belief, and that no expenditures have been made nor contributions received that have not been reported herein, and that no information required to be reported by the Louisiana Campaign Finance Disclosure Act has been deliberately omitted.

This 8th day of February, 2012.

FRED MILLS JR.

Signature of Candidate/Chairperson
(To be signed by Chairperson *only* if report by principal campaign committee)

337-316-2396

Daytime Telephone

BURTON DUPUIS

Signature of Treasurer

337-332-5893

Daytime Telephone

8. FOR PRINCIPAL CAMPAIGN COMMITTEES ONLY
a. Name and address of principal campaign committee, committee's chairperson, and subsidiary committees, if any (use additional sheets if necessary).

SUMMARY PAGE

RECEIPTS	This Period
1. Contributions (Schedule A-1)	\$ 21,250.00
2. In-kind Contributions (Schedule A-2)	\$ 0.00
3. Campaign paraphernalia sales of \$25 or less	\$ 0.00
4. TOTAL CONTRIBUTIONS (Lines 1 + 2 +33)	\$ 21,250.00
5. Other Receipts (Schedule A-3)	\$ 0.00
6. Loans Received (Schedule B)	\$ 0.00
7. Loan Repayments Received (Schedule D)	\$ 0.00
8. TOTAL RECEIPTS (Lines 4 + 5 + 6 + 7)	\$ 21,250.00

DISBURSEMENTS	This Period
9. Expenditures (Schedule E-1)	\$ 9,614.11
10. Other Disbursements (Schedule E-2)	\$ 22.87
11. Loan Repayments Made (Schedule B)	\$ 0.00
12. Funds Loaned (Schedule D)	\$ 0.00
13. TOTAL DISBURSEMENTS (Lines 9 + 10 + 11 + 12)	\$ 9,636.98

FINANCIAL SUMMARY	Amount
14. Funds on hand at beginning of reporting period <small>(Must equal funds on hand at close from last report or -0- if first report for this election)</small>	\$ 189,575.00
15. <i>Plus</i> total receipts this period <small>(Line 8 above)</small>	\$ 21,250.00
16. <i>Less</i> total disbursements this period <small>(Line 13 above)</small>	\$ 9,636.98
17. <i>Less</i> in-kind contributions <small>(Line 2 above)</small>	\$ 0.00
18. Funds on hand at close of reporting period	\$ 201,188.02

Form 102, Rev. 3/98, Page Rev. 3/98

SUMMARY PAGE (continued)

INVESTMENTS	Amount
19. Of funds on hand at beginning of reporting period (Line 14, above), amount held in investments (<i>i.e.</i> , savings accounts, CD's, money market funds, etc.)	\$ 101,403.77
20. Of funds on hand at close of reporting period (Line 18, above), amount held in investments	\$ 101,403.77

SPECIAL TRANSACTIONS - for the reporting period	Amount
21. Candidate's personal funds (Use of personal funds as either a contribution or loan to the campaign should be reported on Schedules A-1 or B.)	\$ 0.00
22. Contributions received from political committees (From Schedules A-1 and A-2)	\$ 11,500.00
23. All proceeds from the sale of tickets to fundraising events (Receipts from the sale of tickets are contributions and must also be reported on Schedule A-1.)	\$ 0.00
24. Proceeds from the sale of campaign paraphernalia (Receipts from the sale of campaign paraphernalia are contributions and must also be reported on Schedule A-1 or Line 3, above.)	\$ 0.00
25. Expenditures from petty cash fund (Must also be reported on Schedule E-1.)	\$ 0.00

NOTICE

The personal use of campaign funds is prohibited.* The use of campaign funds must be related to a political campaign or the holding of a public office or party position. However, campaign funds may be used to reimburse a candidate for expenses related to his campaign or office, to pay taxes on the interest earned on campaign funds or to replace articles lost, stolen, or damaged in connection with a campaign.

Excess campaign funds may be returned to contributors on a pro rata basis, given as a charitable contribution as provided in 26 USC 170(c), given to a charitable organization as defined in 26 USC 501(c)(3), expended in support of or opposition to a proposition, political party, or candidacy of any person, or maintained in a segregated fund for use in future political campaigns or activity related to preparing for future candidacy to elective office.

*The prohibition on the personal use of campaign funds does not apply to campaign funds received prior to July 15, 1988.

Form 102, Rev. Rev. 3/98, Page Rev. 3/00

SCHEDULE A-1: CONTRIBUTIONS (Other than In-Kind Contributions)

The following information must be provided for all contributors to your campaign during this reporting period, except for in-kind contributions. Information on in-kind contributions is reported on SCHEDULE A-2: IN-KIND CONTRIBUTIONS. In Column 1, check if the contributor is a political committee or a party committee. Any personal funds a candidate contributes to his campaign must be reported on this schedule. Personal funds a candidate *loans* to his campaign should be reported on Schedule B. For anonymous contributions, see SCHEDULE F. Totals and subtotals are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Contributor	2. Contributions this Reporting Period		3. Total this Election
	a. Date(s)	b. Amount(s)	
AGRIPAC P O BOX 95004 BATON ROUGE, LA 70895 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	12/21/2011	\$1,000.00	\$1,000.00
ALLERGAN USA INC. 2525 DUPONT DRIVE IRVINE, CA 92612 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	11/09/2011	\$1,000.00	\$1,000.00
ANHEUSER BUSCH COMPANIES ONE BUSCH PLACE ST LOUIS, MO 63118 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/27/2011	\$500.00	\$500.00
ASTRAZENECA P O BOX 15437 WILMINGTON, DE 19850 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/27/2011	\$400.00	\$400.00
BARON & BUDD P C 3102 OAK LAWN AVE SUITE 1100 DALLAS, TX 75219 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$1,000.00	\$1,000.00
THOMAS BIENVENU 210 RESWEBER ST ST MARTINVILLE, LA 70582 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	12/13/2011	\$100.00	\$100.00
4. SUBTOTAL (this page)		\$4,000.00	N/A
5. TOTAL (complete only on last page of this schedule)			N/A
6. CONTRIBUTIONS FROM POLITICAL COMMITTEES:			
SUBTOTAL (this page)		\$1,000.00	TOTAL (complete only on last page of this schedule)

SCHEDULE A-1: CONTRIBUTIONS (Other than In-Kind Contributions)

The following information must be provided for all contributors to your campaign during this reporting period, except for in-kind contributions. Information on in-kind contributions is reported on SCHEDULE A-2: IN-KIND CONTRIBUTIONS. In Column 1, check if the contributor is a political committee or a party committee. Any personal funds a candidate contributes to his campaign must be reported on this schedule. Personal funds a candidate *loans* to his campaign should be reported on Schedule B. For anonymous contributions, see SCHEDULE F. Totals and subtotals are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Contributor	2. Contributions this Reporting Period		3. Total this Election
	a. Date(s)	b. Amount(s)	
CHESAPEAKE OPERATING INC. P O BOX 18496 OKLAHOMA CITY, OK 73154 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/22/2011	\$500.00	\$500.00
DOW CHEMICAL COMPANY P O BOX 1286 MIDLAND, MI 48641 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/13/2011	\$500.00	\$500.00
ELI & COMPANY PAC LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$500.00	\$500.00
EMPOWER PAC INC. P O BOX 51186 LAFAYETTE, LA 70505 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/04/2011	\$500.00	\$500.00
EXXON MOBIL CORPORATION P O BOX 2519 HOUSTON, TX 77252 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/21/2011	\$1,000.00	\$1,000.00
JAMES FLORES P O BOX 1083 HOUSTON, TX 77251 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/13/2011	\$1,000.00	\$1,000.00
4. SUBTOTAL (this page)		\$4,000.00	N/A
5. TOTAL (complete only on last page of this schedule)			N/A
6. CONTRIBUTIONS FROM POLITICAL COMMITTEES:			
SUBTOTAL (this page)		\$1,000.00	TOTAL (complete only on last page of this schedule)

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE A-1: CONTRIBUTIONS (Other than In-Kind Contributions)

The following information must be provided for all contributors to your campaign during this reporting period, except for in-kind contributions. Information on in-kind contributions is reported on SCHEDULE A-2: IN-KIND CONTRIBUTIONS. In Column 1, check if the contributor is a political committee or a party committee. Any personal funds a candidate contributes to his campaign must be reported on this schedule. Personal funds a candidate *loans* to his campaign should be reported on Schedule B. For anonymous contributions, see SCHEDULE F. Totals and subtotals are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Contributor	2. Contributions this Reporting Period		3. Total this Election
	a. Date(s)	b. Amount(s)	
LA DENTAL POLITICAL ACTION COMMITTEE 7833 OFFICE PARK BLVD BATON ROUGE, LA 70809 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	12/21/2011	\$1,000.00	\$1,000.00
LAMPAC 6767 PERKINS ROAD SUITE 100 BATON ROUGE, LA 70808 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/28/2011	\$2,000.00	\$2,000.00
LICENSED PROFESSIONAL COUNSELORS PAC 122 PEABODY HALL LOUISIANA STATE UNIVERSITY BATON ROUGE, LA 70803 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$500.00	\$500.00
LOUISIANA CPA POLITICAL ACTION COMMITTEE 2400 VETERANS MEMORIAL BLVD STE 500 KENNER, LA 70062 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/22/2011	\$500.00	\$500.00
LOUISIANA REALTORS PAC P O BOX 14780 BATON ROUGE, LA 70898 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/13/2011	\$500.00	\$500.00
LOUISIANA SOCIETY OF ANESTESIOLOGISTS PAC 2420 ATHANIA PARKWAY SUITE 101 METAIRIE, LA 70001 POLITICAL COMMITTEE? <input checked="" type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/17/2011	\$1,000.00	\$1,000.00
4. SUBTOTAL (this page)		\$5,500.00	N/A
5. TOTAL (complete only on last page of this schedule)			N/A
6. CONTRIBUTIONS FROM POLITICAL COMMITTEES:			
SUBTOTAL (this page)		<u>\$5,500.00</u>	TOTAL (complete only on last page of this schedule) _____

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE A-1: CONTRIBUTIONS (Other than In-Kind Contributions)

The following information must be provided for all contributors to your campaign during this reporting period, except for in-kind contributions. Information on in-kind contributions is reported on SCHEDULE A-2: IN-KIND CONTRIBUTIONS. In Column 1, check if the contributor is a political committee or a party committee. Any personal funds a candidate contributes to his campaign must be reported on this schedule. Personal funds a candidate *loans* to his campaign should be reported on Schedule B. For anonymous contributions, see SCHEDULE F. Totals and subtotals are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Contributor	2. Contributions this Reporting Period		3. Total this Election
	a. Date(s)	b. Amount(s)	
MARATHON PETROLEUM COMPANY LP 539 SOUTH MAIN STREET FINDLAY, OH 45840 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/11/2011	\$500.00	\$500.00
MEDIMMUNE BIOLOGICS INC. ONE MEDIMMUNE WAY GAITHERBURG, MD 20878 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/17/2011	\$250.00	\$250.00
MERCK SHARP & DOHME CORP ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$400.00	\$400.00
PFIZER INC. 235 EAST 42ND STREET NEW YORK, NY 10017 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/03/2011	\$1,000.00	\$1,000.00
REGIONAL UROLOGY LLC 255 BERT KOUNS SHREVEPORT, LA 71106 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$125.00	\$125.00
SOUTHERN UROLOGY LLC 120 RUE LOUIS XIV LAFAYETTE, LA 70508 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	10/24/2011	\$125.00	\$125.00
4. SUBTOTAL (this page)		\$2,400.00	N/A
5. TOTAL (complete only on last page of this schedule)			N/A
6. CONTRIBUTIONS FROM POLITICAL COMMITTEES:			
SUBTOTAL (this page)		\$0.00	TOTAL (complete only on last page of this schedule)

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE A-1: CONTRIBUTIONS (Other than In-Kind Contributions)

The following information must be provided for all contributors to your campaign during this reporting period, except for in-kind contributions. Information on in-kind contributions is reported on SCHEDULE A-2: IN-KIND CONTRIBUTIONS. In Column 1, check if the contributor is a political committee or a party committee. Any personal funds a candidate contributes to his campaign must be reported on this schedule. Personal funds a candidate *loans* to his campaign should be reported on Schedule B. For anonymous contributions, see SCHEDULE F. Totals and subtotals are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Contributor	2. Contributions this Reporting Period		3. Total this Election
	a. Date(s)	b. Amount(s)	
TAKEDA PHARMACEUTICALS NORTH AMERICA ONE TAKEDA PARKWAY DEERFIELD, IL 60015 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	09/22/2011	\$500.00	\$500.00
WELLCARE OF LOUISIANA INC. P O BOX 31390 TAMPA, FL 33631 POLITICAL COMMITTEE? <input type="checkbox"/> PARTY COMMITTEE? <input type="checkbox"/>	12/21/2011	\$250.00	\$250.00
4. SUBTOTAL (this page)		\$750.00	N/A
5. TOTAL (complete only on last page of this schedule)		\$ 21,250.00	N/A
6. CONTRIBUTIONS FROM POLITICAL COMMITTEES:			
SUBTOTAL (this page)		\$0.00	TOTAL (complete only on last page of this schedule)
			\$ 11,500.00

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE E-1: EXPENDITURES

Use this schedule to report information on all campaign expenditures for this reporting period. An "expenditure" is any payment made for the purpose of supporting your election to public office and includes monies spent for the campaign's general operating expenses. Any payments made that are not "expenditures" should be reported on SCHEDULE E-2: OTHER DISBURSEMENTS. Totals and subtotals at bottom of page are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Recipient	2. Expenditures this Reporting Period		
	a. Date(s)	b. Purpose(s)	c. Amount(s)
ACADIANA SPORTS 401 NORTH LANDRY DRIVE NEW IBERIA, LA 70563	11/07/2011	SPONSORSHIP SIGNAGE	\$ 300.00
AZALEA ESTATES ASSISTED LIVING COMMUNITY 1318 ADRE ST NEW IBERIA, LA 70563	10/11/2011	N.I. AARP DINNER	\$ 500.00
BI-LO SUPERMARKET 207 NORTH LEWIS NEW IBERIA, LA 70563	10/11/2011	AARP DINNER	\$ 91.01
BLUESTONE PROMOTIONS P O BOX 942 BREAUX BRIDGE, LA 70517	09/15/2011	BALLCAPS	\$ 1,103.40
CATHOLIC HIGH ATHLETICS 1301 DE LA SALLE DR NEW IBERIA, LA 70560	09/21/2011	CLAY SHOOT SPONSOR	\$ 250.00
CHANNEL ONE DIGITAL 1300 BERTRAND DRIVE SUITE D-2 LAFAYETTE, LA 70506	10/01/2011	MAGAZINE AD	\$ 1,537.00
CHANNEL ONE DIGITAL 1300 BERTRAND DRIVE SUITE D-2 LAFAYETTE, LA 70506	11/17/2011	TECHNOLOGY MGMT	\$ 500.00
CHANNEL ONE DIGITAL 1300 BERTRAND DRIVE SUITE D-2 LAFAYETTE, LA 70506	12/07/2011	TECHNOLOGY MGMT	\$ 500.00
3. SUBTOTAL (optional)			\$4,781.41
4. TOTAL (optional - complete only on last page of this schedule)			

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE E-1: EXPENDITURES

Use this schedule to report information on all campaign expenditures for this reporting period. An "expenditure" is any payment made for the purpose of supporting your election to public office and includes monies spent for the campaign's general operating expenses. Any payments made that are not "expenditures" should be reported on SCHEDULE E-2: OTHER DISBURSEMENTS. Totals and subtotals at bottom of page are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Recipient	2. Expenditures this Reporting Period		
	a. Date(s)	b. Purpose(s)	c. Amount(s)
CHANNEL ONE VIDEO AND FILM 1300 BERTRAND DR SUITE D-2 LAFAYETTE, LA 70506	09/14/2011	NEWSPAPER ADS	\$ 1,485.37
COMMUNITY FOUNDATION OF ACADIANA 1035 CAMELLIA BLVD STE 100 LAFAYETTE, LA 70508	12/07/2011	DONATION	\$ 200.00
ELDERLY AWARENESS SEMINAR ST LANDRY PARISH 318 N COURT OPELOUSAS, LA 70570	11/04/2011	DONATION	\$ 350.00
IBERIA HABITAT FOR HUMANITY P O BOX 10726 NEW IBERIA, LA 70562	09/16/2011	DONATION-RENTAL OF COMM CENTER	\$ 500.00
IMPRESSIONS PDM P O BOX 316 BREAUX BRIDGE, LA 70517	12/21/2011	STATIONARY SUPPLIES	\$ 697.33
KNIGHTS OF COLUMBUS 319 GUILBEAU ST BREAUX BRIDGE, LA 70517	12/07/2011	DONATION	\$ 200.00
LAFAYETTE COMMISSION ON THE NEEDS OF WOMEN 111 SHIRLEY PICARD DR LAFAYETTE, LA 70501	09/28/2011	WOE SPONSOR	\$ 500.00
LYDIA CANCER ASSOCIATION P O BOX 731 LYDIA, LA 70569	09/15/2011	DONATION	\$ 500.00
3. SUBTOTAL (optional)			\$4,432.70
4. TOTAL (optional - complete only on last page of this schedule)			

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE E-1: EXPENDITURES

Use this schedule to report information on all campaign expenditures for this reporting period. An "expenditure" is any payment made for the purpose of supporting your election to public office and includes monies spent for the campaign's general operating expenses. Any payments made that are not "expenditures" should be reported on SCHEDULE E-2: OTHER DISBURSEMENTS. Totals and subtotals at bottom of page are *optional*. Completion of totals and subtotals may assist in calculating totals that must be reported on the Summary Page.

1. Name and Address of Recipient	2. Expenditures this Reporting Period		
	a. Date(s)	b. Purpose(s)	c. Amount(s)
RAGIN CAJUN ATHLETIC FUND P O BOX 44290 LAFAYETTE, LA 70504	09/21/2011	DONATION	\$ 200.00
RHO OMICRON CHAPTER 1304 SOUTH PARK BLVD NEW IBERIA, LA 70560	11/09/2011	DONATION	\$ 200.00
3. SUBTOTAL (optional)			\$400.00
4. TOTAL (optional - complete only on last page of this schedule)			\$ 9,614.11

Form 102, Rev. 3/98, Page Rev. 3/98

SCHEDULE E-2: OTHER DISBURSEMENTS

This schedule is used to report those disbursements that are not "expenditures"; that is, monies paid by the campaign that are not paid for the purpose of supporting, opposing or otherwise influencing the nomination or election of a candidate to public office. Examples include the payment of taxes or the refund of contributions. Disbursements should be reported on this schedule only if they have not been reported elsewhere in this report. The explanation of the disbursement should state the reason the payment was made by the campaign.

1. Name and Address of Recipient	2. Date(s)	3. Explanation(s)	4. Amount(s)
FARMERS-MERCHANTS BANK & TRUST COMPANY 100 S MAIN STREET BREAUX BRIDGE, LA 70517	12/31/2011	BANK SERVICE CHARGES	\$ 22.87
5. Total OTHER DISBURSEMENTS during this reporting period			\$ 22.87

Form 102, Rev. 3/98, Page Rev. 3/98