

**EXHIBIT A**

**Plain English**

Summary of rules  
1997 book

6th edition

Plain language  
Commissioner's  
1998 book  
See Form N

# A Plain English Handbook

## How to create clear SEC disclosure documents

By the Office of Investor Education and Assistance  
U.S. Securities and Exchange Commission  
450 5th Street, N.W.  
Washington, DC 20549  
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# Introduction

Investors need to read and understand disclosure documents to benefit fully from the protections offered by our federal securities laws. Because many investors are neither lawyers, accountants, nor investment bankers, we need to start writing disclosure documents in a language investors can understand: plain English.

The shift to plain English requires a new style of thinking and writing, whether you work at a company, a law firm, or the U.S. Securities and Exchange Commission. We must question whether the documents we are used to writing highlight the important information investors need to make informed decisions. The legalese and jargon of the past must give way to everyday words that communicate complex information clearly.

The good news is that more and more companies and lawyers are using plain English and filing documents with the SEC that others can study, use, and improve upon. With the SEC's plain English rules in place, every prospectus will have its cover page, summary, and risk factors in plain English.

The benefits of plain English abound. Investors will be more likely to understand what they are buying and to make informed judgments about whether they should hold or sell their investments. Brokers and investment advisers can make better recommendations to their clients if they can read and understand these documents quickly and easily.

## Omit superfluous words

Words are superfluous when they can be replaced with fewer words that mean the same thing. Sometimes you can use a simpler word for these phrases:

superfluous	simpler
in order to	to
in the event that	if
subsequent to	after
prior to	before
despite the fact that	although
because of the fact that	because, since
in light of	because, since
owing to the fact that	because, since

Another source of superfluous words is "shotgunning": letting loose a blast of words hoping at least one conveys your intended meaning. The simplest solution here is to replace your laundry list of adjectives with a single word or phrase that adequately expresses your intended meaning.

Omitting superfluous words is one of the easiest ways to improve your disclosure document because it doesn't require you to revise sentence structure.

~~before~~

The following summary is intended only to highlight certain information contained elsewhere in this Prospectus.

~~after~~

This summary highlights some information from this Prospectus.

~~before~~

Machine Industries and Great Tools, Inc. are each subject to the information requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith file reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission").

~~after~~

We file annual, quarterly and special reports, proxy statements, and other information with the Securities and Exchange Commission (SEC).

# Plain English at a Glance

Appendix A

Plain English means creating a document that is

- visually inviting,
- logically organized, and
- understandable on the first reading.

You create a plain English document by

- knowing your readers, and
- presenting information your readers need in an order they'll understand.

## Summary of the plain English rules

### Rule 421 (b)

Entire Prospectus

Clear, concise, and understandable

- short sentences whenever possible
- bullet lists whenever possible
- descriptive headers and sub-headers
- avoid raising on glossaries and defined terms
- avoid legal and highly technical business terms

Note

Avoid:

- legalistic, overly complex presentations
- vague boilerplate
- excerpts from legal documents
- repetition

This is a summary, so please read the entire rule to make sure you comply with every aspect of it.

### Rule 421 (d)

Cover and Back Pages, Summary, and Risk Factors

Use plain English principles in the organization, language, and design of documents

Substantially use:

- short sentences
- definite, concrete, everyday words
- active voice
- tables and bullet lists
- no legal jargon, highly technical business terms
- no multiple negatives

Entire Prospectus—Design

In designing the entire prospectus:

- may use pictures, logos, charts, graphics, or other design elements
- encouraged to use tables, schedules, charts, and graphics for financial data
- must label graphs and charts to scale
- cannot use misleading design and information.