

HANCOCK JOHN PATRIOT PREMIUM DIVIDEND FUND I
Form DEF 14A
January 24, 2002

As filed with the Securities and Exchange Commission on February 24, 2002.

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

FILE NUMBER 811-5615

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. __)

- Filed by the Registrant
 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I
(Name of Registrant as Specified in Its Charter)

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I
(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (check the appropriate box):

- \$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6 (i) (1), or
14a-6 (i) (2) or Item 22(a) (2) or schedule 14A (sent by wire transmission).
 Fee paid previously with preliminary materials.
 No fee required.

[LOGO] (R)

JOHN HANCOCK FUNDS

John Hancock Patriot Premium Dividend Fund I
John Hancock Patriot Premium Dividend Fund II
John Hancock Patriot Select Dividend Trust
John Hancock Patriot Global Dividend Fund
John Hancock Patriot Preferred Dividend Fund

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January 24, 2002

Dear Fellow Shareholder:

As an investor in one of the funds listed above, you are cordially invited to attend the annual shareholder meeting on Thursday, March 7, 2002 at 9:00 A.M., Eastern time, to be held at John Hancock Funds, 101 Huntington Avenue, Boston, MA 02199.

The proposals set forth in the enclosed proxy statement are routine items. A routine item is one which occurs annually and makes no fundamental or material changes to a fund's investment objectives, policies or restrictions, or to the investment management contracts.

Elect your fund's Board of Trustees

For each fund, proposal number one asks common shareholders to elect five Trustees and preferred shareholders to elect one Trustee. Trustees will serve until their respective successors are elected and qualified. Your proxy statement includes a brief description of each nominee's background.

Ratify the Trustees' selection of public accountants

For each fund, proposal number two asks you to ratify or reject the Trustees' selection of Deloitte & Touche LLP as each fund's independent public accountants for the fund's current fiscal year.

Your vote is important!

Please complete the enclosed proxy ballot form, sign it and mail it to us immediately. For your convenience, a postage-paid return envelope has been provided. Your prompt response will help avoid the cost of additional mailings at your fund's expense.

If you have any questions, please call 1-800-426-5523, Monday through Friday, between 8:30 A.M. and 5:00 P.M. Eastern time.

Thank you in advance for your prompt action on this very important matter.

Sincerely,

/s/ Maureen R. Ford
Maureen R. Ford

Chairman and Chief Executive Officer

P00PX 1/02
PPD-PS-02

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I
JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND II
JOHN HANCOCK PATRIOT SELECT DIVIDEND TRUST
JOHN HANCOCK PATRIOT GLOBAL DIVIDEND FUND
JOHN HANCOCK PATRIOT PREFERRED DIVIDEND FUND
101 Huntington Avenue, Boston, Massachusetts 02199

NOTICE OF ANNUAL MEETINGS OF SHAREHOLDERS
To Be Held March 7, 2002

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This is the formal agenda for your fund's shareholder meeting. It tells you what matters will be voted on and the time and place of the meeting, in case you want to attend in person.

To the Shareholders of:

John Hancock Patriot Premium Dividend Fund I
John Hancock Patriot Premium Dividend Fund II
John Hancock Patriot Select Dividend Trust
John Hancock Patriot Global Dividend Fund
John Hancock Patriot Preferred Dividend Fund

A shareholder meeting for each fund will be held at 101 Huntington Avenue, Boston, Massachusetts on Thursday, March 7, 2002 at 9:00 A.M., Eastern time, and shareholders of each fund will consider the following proposals:

- (1) To elect Trustees to serve until their respective successors are duly elected and qualified. Common shareholders may elect five trustees and preferred shareholders may elect one trustee.
- (2) To ratify or reject the Trustees' selection of Deloitte & Touche LLP as the fund's independent public accountants for the fund's current fiscal year.
- (3) To transact such other business as may properly come before the meeting or any adjournment of the meeting.

Your Trustees recommend that you vote in favor of all proposals.

Shareholders of record of each fund as of the close of business on January 7, 2002 are entitled to notice of and to vote at the fund's annual meeting and at any related follow-up meeting. The proxy statement and proxy card are being mailed to shareholders on or about January 24, 2002.

Whether or not you expect to attend the meeting, please complete and return the enclosed proxy in the accompanying envelope. No postage is necessary if mailed in the United States.

By order of the Boards of Trustees,

Susan S. Newton
Senior Vice President and Secretary

January 24, 2002
P00PX 1/02

PPD-PS-02

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I
JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND II
JOHN HANCOCK PATRIOT SELECT DIVIDEND TRUST
JOHN HANCOCK PATRIOT GLOBAL DIVIDEND FUND
JOHN HANCOCK PATRIOT PREFERRED DIVIDEND FUND
101 Huntington Avenue, Boston, Massachusetts 02199

ANNUAL MEETING OF SHAREHOLDERS
To Be Held On March 7, 2002

PROXY STATEMENT

This proxy statement contains the information you should know before voting

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on the proposals described in the notice. Each fund will furnish without charge a copy of its Annual Report and/or Semiannual report to any shareholder upon request. If you would like a copy of your fund's report, please send a written request to the attention of the fund at 101 Huntington Avenue, Boston, Massachusetts 02199 or call John Hancock Funds at 1-800-892-9552.

This proxy statement is being used by each fund's Trustees to solicit proxies to be voted at the annual meeting of each fund's shareholders. The meetings will be held at 101 Huntington Avenue, Boston, Massachusetts on Thursday, March 7, 2002 at 9:00 A.M., Eastern time.

- o John Hancock Patriot Premium Dividend Fund I ("Premium Dividend I");
- o John Hancock Patriot Premium Dividend Fund II ("Premium Dividend II");
- o John Hancock Patriot Select Dividend Trust ("Select Dividend");
- o John Hancock Patriot Global Dividend Fund ("Global Dividend"); and
- o John Hancock Patriot Preferred Dividend Fund ("Preferred Dividend").

If you sign the enclosed proxy card and return it in time to be voted at the meeting, your shares will be voted in accordance with your instructions. Signed proxies with no instructions will be voted FOR all proposals. If you want to revoke your proxy, you may do so before it is exercised at the meeting by filing a written notice of revocation with the fund at 101 Huntington Avenue, Boston, Massachusetts 02199, by returning a signed proxy with a later date before the meeting, or if attending the meeting of your fund and voting in person, by notifying your fund's secretary (without complying with any formalities) at any time before your proxy is voted.

Record Ownership

The Trustees of each fund have fixed the close of business on January 7, 2002 as the record date to determine which shareholders are entitled to vote at the meeting. Common and Preferred shareholders of each fund are entitled to one vote per share on all business of the meetings or any postponement of the meeting relating to their fund and respective share class. On the record date, the following number of shares of beneficial interest of each fund were outstanding:

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| Fund ---- | Common Shares ----- | Preferred Shares ----- |
|---------------------|------------------------|---------------------------|
| Premium Dividend I | 14,979,601 | 685 |
| Premium Dividend II | 15,002,724 | 1,000 |
| Select Dividend | 9,885,027 | 700 |
| Global Dividend | 8,334,700 | 600 |
| Preferred Dividend | 7,257,200 | 525 |

The funds' management does not know of anyone who beneficially owned more than 5% of either class of any fund's shares outstanding as of the record date, except for The Commerce Group, Inc., 211 Main Street, Webster, MA 01570, which holds the following Common Shares: 31.3% of Premium Dividend I, 35.3% of Premium Dividend II, 36.2% of Select Dividend, 28.3% of Global Dividend and 32.7% of Preferred Dividend. (Beneficial ownership means voting power and/or investment power, which includes the power to dispose of shares.)

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Although the annual meetings of the funds are being held jointly and proxies are being solicited through the use of this joint proxy statement, shareholders of each fund will vote separately as to proposals affecting their fund.

PROPOSAL 1

ELECTION OF TRUSTEES (Common Shares and Preferred Shares of each fund)

General

Each fund's Board of Trustees consists of eleven members. Holders of the Preferred Shares are entitled to elect two Trustees, and holders of the Common Shares are entitled to elect nine Trustees. Ms. Ford, Ms. McGill Peterson and Messrs. Carlin, Cunningham, Ladner, Moore, Pruchansky, Smith and Toolan have been designated as subject to election by holders of the Common Shares of each fund. Messrs. DeCiccio and Dion have been designated as subject to election by holders of the Preferred Shares of each fund.

Each Board of Trustees is divided into three staggered term classes, two classes contain four Trustees each and one class contains three Trustees. The term of one class expires each year, and no term continues for more than three years after the applicable election. Each class of Trustees will stand for election at the conclusion of their respective three-year terms. Classifying the Trustees in this manner may prevent replacement of a majority of the Trustees for up to a two-year period.

As of the date of this proxy, each nominee for election currently serves as Trustee of each fund. Using the enclosed proxy card, you may authorize the proxies to vote your shares for the nominees representing your shares or you may withhold from the proxies authority to vote your shares for one or more of the nominees representing your shares. If no contrary instructions are given, the proxies will vote FOR the nominees. Each of the nominees has consented to his or her nomination and has agreed to serve if elected. If, for any reason, any nominee should not be available for election or able to serve as a Trustee, the proxies will exercise their voting power in favor of such substitute nominee, if any, as the funds' Trustees may designate. The funds have no reason to believe that it will be necessary to designate a substitute nominee.

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Proposal 1

For each fund, Messrs. Carlin, Cunningham, Toolan and Moore and Ms. McGill Peterson are the current nominees for election by the Common Shareholders, and Mr. DeCiccio is the current nominee for election by the Preferred Shareholders. The term of Mr. Moore will expire at the 2003 annual meeting; the term of Ms. Peterson will expire at the 2004 annual meeting and the terms of Messrs. Carlin, Cunningham, DeCiccio and Toolan will expire at the 2005 annual meeting.

Vote Required For Proposal 1

The vote of a plurality of the votes cast by the Common Shares and the Preferred Shares, voting as separate classes, of a fund is sufficient to elect the Common Shares' and Preferred Shares' respective nominees of that fund.

Information Concerning Trustees

The following table describes each nominee's position with the funds. The table also shows his or her principal occupation or employment during the past

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five years and the number of shares of each fund beneficially owned by him or her, directly or indirectly, on the record date. the table also lists the Trustees who are not currently standing for election and whose current terms continue until the annual meetings in 2003 and 2004, respectively.

| Name (Age) and Position with the Fund | Principal Occupation During the Past Five Years | First Became a Trustee | Common Shares Owned Beneficially, Directly or Indirectly, on January 7, 2002(1)(2) |
|---|---|---------------------------|---|
|---|---|---------------------------|---|

NOMINEES FOR ELECTION
TERM TO EXPIRE IN 2005

| | | | |
|--|---|--|--|
| James F. Carlin (Age 61) Trustee | Chairman and CEO, Alpha Analytical Laboratories (chemical analysis), Carlin Consolidated, Inc. (management/investments); Trustee, Massachusetts Health and Education Tax Exempt Trust; Director, Uno Restaurant Corp., Arbella Mutual (insurance), (until September 2000), HealthPlan Services, Inc. (until February 1999), Flagship Healthcare, Inc. (until November 1999), Carlin Insurance Agency, Inc. (until April 1999), Chairman, Massachusetts Board of Higher Education (until July 1999); and Trustee of 36 funds managed by the Adviser. | 1988 (A) 1989 (B) 1990 (C) 1992 (D) 1993 (E) | 3,146 (A) (4) 1,200 (B) (5) 1,000 (C) 100 (D) -- (E) |
|--|---|--|--|

3

| Name (Age) and Position with the Fund | Principal Occupation During the Past Five Years | First Became a Trustee | Common Shares Owned Beneficially, Directly or Indirectly, on January 7, 2002(1)(2) |
|---|---|---------------------------|---|
|---|---|---------------------------|---|

NOMINEES FOR ELECTION
TERM TO EXPIRE IN 2005 (continued)

| | | | |
|---|--|--|--|
| William H. Cunningham (Age 58) Trustee | Former Chancellor, University of Texas System and former President of the University of Texas, Austin, Texas; James L. Bayless Chair of Free Enterprise; Director, LaQuinta Motor Inns, Inc. (hotel management company) (1985-1998); | 1994 (A) 1994 (B) 1994 (C) 1994 (D) 1994 (E) | -- (A) -- (B) -- (C) -- (D) -- (E) |
|---|--|--|--|

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Jefferson-Pilot Corporation (diversified life insurance company) Billing Concepts, Southwest Airlines and Introgen; Advisory Director, Chase Bank (formerly Texas Commerce Bank - Austin); and Trustee of 36 funds managed by the Adviser.

| | | | |
|---|---|--|--|
| *John M. DeCiccio(3) (Age 53) Trustee | Executive Vice President and Chief Investment Officer, John Hancock Financial Services, Inc.; Director, Executive Vice President and Chief Investment Officer, John Hancock Life Insurance Company; Chairman of the Committee of Finance of John Hancock Life Insurance Company; Director, John Hancock Subsidiaries, Inc., Hancock Natural Resource Group, Independence Investment LLC, Independence Fixed Income LLC, The Berkeley Financial Group, Inc., John Hancock Advisers, Inc., John Hancock Funds, Inc., and Massachusetts Business Development Corporation; Director, John Hancock Insurance Agency, Inc. (until 1999) and John Hancock Signature Services, Inc. (until 1997); and Trustee of 66 funds managed by the Adviser. | 2001 (A) 2001 (B) 2001 (C) 2001 (D) 2001 (E) | -- (A) -- (B) -- (C) -- (D) -- (E) |
|---|---|--|--|

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| Name (Age) and Position with the Fund ----- | Principal Occupation During the Past Five Years ----- | First Became a Trustee ----- | Common Shares Owned Beneficially, Directly or Indirectly, on January 7, 2002(1)(2) ----- |
|--|--|------------------------------------|--|
|--|--|------------------------------------|--|

NOMINEES FOR ELECTION
TERM TO EXPIRE IN 2005 (continued)

| | | | |
|----------------|---------------------|----------|---------|
| John P. Toolan | Director, The Smith | 1992 (A) | 100 (A) |
|----------------|---------------------|----------|---------|

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| | | | |
|---------------------|---|--|--|
| (Age 71) Trustee | Barney Muni Bond Funds, The Smith Barney Tax-Free Money Funds, Inc., Vantage Money Market Funds (mutual funds), The Inefficient-Market Fund, Inc. (closed-end investment company) and Smith Barney Trust Company of Florida; Chairman, Smith Barney Trust Company (retired December 1991); Director, Smith Barney, Inc., Mutual Management Company and Smith Barney Advisers, Inc. (investment advisers) (retired 1991); Senior Executive Vice President, Director and member of the Executive Committee, Smith Barney, Harris Upham & Co., Incorporated (investment bankers) (until 1991); and Trustee of 36 funds managed by the Adviser. | 1992 (B) 1992 (C) 1992 (D) 1993 (E) | 100 (B) -- (C) 100 (D) -- (E) |
|---------------------|---|--|--|

NOMINEE FOR ELECTION
TERM TO EXPIRE IN 2004

| | | | |
|---|--|--|--|
| Patti McGill Peterson (Age 58) Trustee | Executive Director, Council for International Exchange of Scholars (since January 1998); Vice President, Institute of International Education (since January 1998); Senior Fellow, Cornell Institute of Public Affairs, Cornell University (until December 1997); President Emerita of Wells College and St. Lawrence University; Director, Niagara Mohawk Power Corporation (electric utility); and Trustee of 36 funds managed by the Adviser. | 2002 (A) 2002 (B) 2002 (C) 2002 (D) 2002 (E) | -- (A) -- (B) -- (C) -- (D) -- (E) |
|---|--|--|--|

| | | | |
|----------------------------|------------------------------------|--------------|--|
| Name (Age) and Position | Principal Occupation During the | First Became | Common Shares Owned Beneficially, Directly or Indirectly, on |
|----------------------------|------------------------------------|--------------|--|

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with the Fund Past Five Years a Trustee January 7, 2002(1)(2)

NOMINEE FOR ELECTION
 TERM TO EXPIRE IN 2003 (continued)

| | | | |
|--------------------------------------|--|--|--|
| John A. Moore (Age 63) Trustee | President and Chief Executive Officer, Institute for Evaluating Health Risks (non-profit institution) (since September 1989); and Trustee of 36 funds managed by the Adviser. | 2002 (A) 2002 (B) 2002 (C) 2002 (D) 2002 (E) | -- (A) -- (B) -- (C) -- (D) -- (E) |
|--------------------------------------|--|--|--|

TERM TO EXPIRE IN 2003

| | | | |
|--|---|--|---|
| *Maureen R. Ford (Age 46) Trustee, Chairman, President and Chief Executive Officer | Executive Vice President, John Hancock Financial Services, Inc., John Hancock Life Insurance Company; Chairman, Director, President and Chief Executive Officer, John Hancock Advisers, Inc. (the "Adviser") and The Berkeley Financial Group, Inc. ("The Berkeley Group"); Chairman, Director and Chief Executive Officer, John Hancock Funds, Inc. ("John Hancock Funds"); Chairman, Director and President, John Hancock Insurance Agency, Inc. ("Insurance Agency, Inc."); Chairman, Director and Chief Executive Officer, Sovereign Asset Management Corporation (SAMCorp.); Director, Independence Investment LLC and Independence Fixed Income LLC; Senior Vice President, MassMutual Insurance Co. (until 1999); Senior Vice President, Connecticut Mutual Insurance Co. (until 1996); and Trustee, Chairman, President and Chief Executive Officer of 66 funds managed by the Adviser. | 2000 (A) 2000 (B) 2000 (C) 2000 (D) 2000 (E) | 100 (A) 100 (B) 100 (C) 100 (D) 100 (E) |
|--|---|--|---|

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| Name (Age) and Position with the Fund ----- | Principal Occupation During the Past Five Years ----- | First Became a Trustee ----- | Beneficially, Directly or Indirectly, on January 7, 2002(1)(2) ----- |
|--|--|------------------------------------|---|
|--|--|------------------------------------|---|

TERM TO EXPIRE IN 2003 (continued)

| | | | |
|---|---|--|--|
| Ronald R. Dion(3) (Age 55) Trustee | Chairman and Chief Executive Officer, R.M. Bradley & Co., Inc.; Director, The New England Council and Massachusetts Roundtable; Trustee, North Shore Medical Center; Director, BJ's Wholesale Club, Inc. and a corporator of the Eastern Bank; Trustee, Emmanuel College; and Trustee of 36 funds managed by the Adviser. | 1998 (A) 1998 (B) 1998 (C) 1998 (D) 1998 (E) | 100 (A) -- (B) 65 (C) 100 (D) 65 (E) |
|---|---|--|--|

| | | | |
|---|---|--|---|
| Charles L. Ladner (Age 63) Trustee | Chairman and Trustee, Dunwoody Village, Inc.; Senior Vice President and Chief Financial Officer, UGI Corporation (public utility holding company) (retired 1998); Vice President and Director for AmeriGas, Inc. (retired 1998); Vice President of AmeriGas Partners, L.P. (until 1997); Director, EnergyNorth, Inc. (until 1995); and Trustee of 36 funds managed by the Adviser. | 1992 (A) 1992 (B) 1992 (C) 1992 (D) 1993 (E) | 294 (A) 200 (B) 200 (C) 235 (D) 200 (E) |
|---|---|--|---|

TERM TO EXPIRE IN 2004

| | | | |
|--|---|--|---|
| Steven R. Pruchansky (Age 57) Trustee | Chairman and Chief Executive Officer, Mast Holdings, Inc. (since June 1, 2000); Director and President, Mast Holdings, Inc. (until May 31, 2000); Director, First Signature Bank & Trust Company (until August 1991); Director, Mast Realty Trust (until 1994); President, Maxwell Building Corp. (until 1991); and Trustee of 36 funds managed by the Adviser. | 1992 (A) 1992 (B) 1992 (C) 1992 (D) 1993 (E) | 116 (A) 200 (B) 100 (C) 300 (D) 275 (E) |
|--|---|--|---|

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| | | | |
|--|---|--|---|
| Norman H. Smith (Age 68) Trustee | Lieutenant General, United States Marine Corps; Deputy Chief of Staff for Manpower and Reserve Affairs, Headquarters Marine Corps; Commanding General III Marine Expeditionary Force/3rd Marine Division (retired 1991); and Trustee of 36 funds managed by the Adviser. | 1992 (A) 1992 (B) 1992 (C) 1992 (D) 1993 (E) | 322 (A) 542 (B) 363 (C) 825 (D) 287 (E) |
|--|---|--|---|

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| | |
|---|---|
| All Trustees and executive officers of the funds as a group | 4,178 (A) 2,342 (B) 1,828 (C) 1,760 (D) 927 (E) |
|---|---|

- (A) Premium Dividend I
- (B) Premium Dividend II
- (C) Select Dividend
- (D) Global Dividend
- (E) Preferred Dividend

* "Interested person," as defined in the Investment Company Act of 1940, as amended (the "Investment Company Act"), of the funds and the Adviser.

- (1) The information as to beneficial ownership is based on statements furnished to the funds by the Trustees. Except as otherwise noted, each Trustee has all voting and investment powers with respect to the shares indicated.
- (2) None of the Trustees beneficially owned individually, and the Trustees and executive officers of the funds as a group did not beneficially own, in excess of one percent of the outstanding Common Shares of any fund. None of the Trustees or executive officers of the funds beneficially owned any of the Preferred Shares of any fund as of January 7, 2002.
- (3) Trustee representing the holders of the Preferred Shares.
- (4) Includes 100 common shares of Premium Dividend I held by Mr. Carlin's spouse, and 2,946 common shares held by Carlin Consolidated, Inc.
- (5) Includes 1,100 common shares of Premium Dividend II held by Mr. Carlin's spouse.

Each Board of Trustees held four meetings during its fund's 2001 fiscal year. With respect to each fund, no Trustee attended fewer than 75% of the aggregate of (1) the total number of meetings of the Trustees of the fund and (2) the total number of meetings held by all committees of the Trustees on which they served. The funds hold joint meetings of the Trustees and all committees.

Each Board of Trustees has an Audit Committee consisting of Messrs. Carlin, Pruchansky and Toolan. All members of each fund's Audit Committee are Independent under the New York Stock Exchange's Revised Listing Rules, and each member is financially literate with at least one having accounting or financial management expertise. The Board has adopted a written charter for the Audit Committee, which is attached as Exhibit A. Each Audit Committee held four meetings during its respective fund's 2001 fiscal year. Each Audit Committee recommends to the full board the appointment of outside auditors for each of the funds, oversees and monitors the audits of the funds, communicates with both the independent auditors and inside auditors on a regular basis and provides a forum for the auditors to report and discuss any matters they deem appropriate at any time. Each Audit Committee reports that it has (1) reviewed and discussed each

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fund's audited financial statements with management; (2) discussed with the independent auditors the matters relating to the quality of each fund's financial reporting as required by SAS 61; (3) received written disclosures and an independence letter from the independent auditors required by Independent Standards Board Standard No. 1, and discussed with the auditors their independence; and (4), based on these discussions, recommended to the Board that each fund's financial statements be included in each fund's annual report for the last fiscal year.

Each Board of Trustees has a special nominating committee known as the Administration Committee. The Administration Committee members are Messrs. Carlin, Cunningham, Dion, Ladner, Pruchansky, Smith and Toolan. All members of each fund's Administration Committee are Independent Trustees. Each Administration Committee held four meetings during its respective fund's 2001 fiscal year. Each Administration Committee selects and nominates for appointment and election candidates to serve as Trustees who are not "interested persons." Each

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Administration Committee also coordinates with Trustees who are interested persons in the selection and election of fund officers of the respective funds. Each Administration Committee will consider nominees recommended by shareholders to serve as Trustees, provided that shareholders submit recommendations in compliance with all of the pertinent provisions of Rule 14a-8 under the Securities Exchange Act of 1934.

Each Board of Trustees has a Contracts/Operations Committee. The Contracts/Operations Committee members are Messrs. Cunningham and Ladner. All members of each fund's Contracts/Operations Committee are Independent Trustees. Each Contract/Operations Committee held five meetings during its fund's 2001 fiscal year. Each Contracts/Operations Committee oversees the initiation, operation and renewal of the various contracts between the respective funds and other entities. These contracts include advisory and subadvisory agreements, custodial and transfer arrangements and arrangements with other service providers.

Each Board of Trustees has an Investment Performance Committee. The Investment Performance Committee members are Messrs. Dion and Smith. All members of each fund's Investment Performance Committee are Independent Trustees. The Investment Performance Committee held four meetings during the fund's 2001 fiscal year. Each Investment Performance Committee monitors and analyzes the performance of the respective funds generally, consults with the Adviser as necessary if the respective fund is considered to require special attention and to review peer groups and other comparative standards as necessary.

Compliance with Section 16(a) Reporting Requirements

Section 16(a) of the Securities Exchange Act of 1934 requires a fund's executive officers, Trustees and persons who own more than ten percent of a fund's shares ("10% Shareholders") to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Executive officers, Trustees, and 10% Shareholders are required by SEC regulations to furnish each fund with copies of all Section 16(a) forms they file. Based solely on a review of the copies of these reports furnished to the funds and representations that no other reports were required to be filed, each fund believes that during the past fiscal year its executive officers, Trustees and 10% Shareholders complied with all applicable Section 16(a) filing requirements.

Executive Officers

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In addition to the Chairman, President and Chief Executive Officer (Ms. Ford), the table below lists each fund's executive officers.

| Name, (Age), Position and Year became an Executive Officer with the Funds ----- | Principal Occupation During the Past Five Years ----- |
|---|--|
| William L. Braman (Age 48) Executive Vice President and Chief Investment Officer 2000 | Executive Vice President and Chief Investment Officer, each of the John Hancock funds and the Adviser; Executive Vice President and Chief Investment Officer, Barring Asset Management, London, U.K. (until May 2000). |
| Susan S. Newton (Age 51) Senior Vice President and Secretary 1993 | Senior Vice President and Secretary, each of the John Hancock funds; Senior Vice President, Secretary and Chief Legal Officer, the Adviser, John Hancock Funds, Inc., The Berkeley Group and SAMCorp. |

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| | |
|--|--|
| William H. King (Age 49) Vice President and Treasurer 2001 | Vice President and Treasurer, each of the John Hancock funds; Vice President, the Adviser. |
| Thomas H. Connors (Age 41) Vice President and Compliance Officer 1996 | Vice President and Compliance Officer, each of the John Hancock funds and the Adviser; Vice President, John Hancock Funds, Inc. |

Remuneration of Trustees and Officers

The following table provides information regarding the compensation paid by the funds and the other investment companies in the John Hancock fund complex to the Independent Trustees for their services for each fund's most recently completed fiscal year. The two non-Independent Trustees, Ms. Ford and Mr. DeCiccio, and each of the officers of the funds are interested persons of the Adviser, are compensated by the Adviser and/or its affiliates and receive no compensation from the funds for their services.

| Independent Trustees ----- | Aggregate Compensation ----- | | | | Preferred Dividend ----- | in Com ----- |
|----------------------------------|---------------------------------|---------------------------------|-----------------------------|-----------------------------|--------------------------------|--------------------|
| | Premium Dividend I ----- | Premium Dividend II ----- | Select Dividend ----- | Global Dividend ----- | | |
| James F. Carlin | \$1,244 | \$1,636 | \$1,224 | \$963 | \$831 | |
| William H. Cunningham* | 1,315 | 1,728 | 1,387 | 1,092 | 913 | |
| Ronald R. Dion* | 1,242 | 1,632 | 1,221 | 961 | 842 | |
| Charles L. Ladner | 1,259 | 1,655 | 1,261 | 983 | 863 | |
| John A. Moore*+ | -- | -- | -- | -- | -- | |
| Patti McGill Peterson+ | -- | -- | -- | -- | -- | |

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| | | | | | |
|-----------------------|---------|----------|---------|---------|---------|
| Steven R. Pruchansky* | 1,215 | 1,597 | 1,226 | 965 | 839 |
| Norman H. Smith* | 1,316 | 1,730 | 1,312 | 1,032 | 902 |
| John P. Toolan* | 1,146 | 1,503 | 1,150 | 905 | 789 |
| | ----- | ----- | ----- | ----- | ----- |
| Totals | \$8,737 | \$11,481 | \$8,781 | \$6,901 | \$5,979 |

(1) The total compensation paid by the John Hancock fund complex to the Independent Trustees for the calendar year ended December 31, 2001. All the Independent Trustees are Trustees of 36 funds in the John Hancock fund complex.

* As of December 31, 2001, the value of the aggregate accrued deferred compensation amount from all funds in the John Hancock fund complex for Mr. Cunningham was \$540,844, for Mr. Dion was \$112,044, for Mr. Moore was \$238,982, for Mr. Pruchansky was \$117,545, for Mr. Smith was \$202,737 and for Mr. Toolan was \$621,800 under the John Hancock Deferred Compensation Plan for Independent Trustees (the "Plan"). Under the Plan, an Independent Trustee may elect to have his deferred fees invested by a fund in shares of one or more funds in the John Hancock fund complex, and the amount paid to the Trustees under the Plan will be determined based upon the performance of such investments. Deferral of Trustees' fees does not obligate any fund to retain the services of any Trustee or obligate any fund to pay any particular level of compensation to the Trustee.

+ Mr. Moore and Ms. McGill Peterson appointed Trustees of the funds effective January 1, 2002.

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PROPOSAL 2 RATIFICATION OF SELECTION OF THE INDEPENDENT PUBLIC ACCOUNTANTS (Common Shares and Preferred Shares of Each Fund)

The Trustees of each fund, including a majority of each fund's Independent Trustees, have selected Deloitte & Touche, LLP ("Deloitte & Touche") to act as independent public accountants for each fund's 2002 fiscal year. The funds' 2002 fiscal year ends are: Premium Dividend I -- September 30, 2002; Premium Dividend II -- October 31, 2002; Select Dividend -- June 30, 2002; Global Dividend -- July 31, 2002; and Preferred Dividend -- May 31, 2002. Each fund paid the following audit fees for the funds' 2001 fiscal year end: Premium Dividend I, \$54,350; Premium Dividend II, \$56,150; Select Dividend, \$62,750; Global Dividend, \$49,050; and Preferred Dividend, \$28,250.

Deloitte & Touche has advised the funds that it has no direct or indirect financial interest in any of the funds. This selection is subject to the approval by the shareholders of the funds at the meetings. The enclosed proxy card provides space for instructions directing the proxies named on the card to vote for, against, or abstain from ratifying that selection. A representative of Deloitte & Touche is expected to be present at the meeting, will have the opportunity to make a statement if the representative desires to do so and will be available to respond to appropriate questions relating to the examination of the funds' financial statements.

The Boards of Trustees, including all the Independent Trustees, unanimously recommend that shareholders ratify the selection of Deloitte & Touche as independent public accountants of the funds.

Vote Required to Ratify the Selection of Independent Public Accountants

The approval of a "majority" (as described below) of the Common Shares and

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the Preferred Shares, voting as a single class, of each fund is required to ratify the selection of Deloitte & Touche as such fund's independent public accountants for that fund's 2002 fiscal year.

MISCELLANEOUS

Voting; Quorum; Adjournment

The following vote is required to approve each respective proposal:

| Proposal | Vote Required |
|--------------------------------------|--|
| Election of Trustees (Proposal 1) | For each class, a plurality of all votes cast, assuming a quorum exists.* A "plurality" means that the five nominees up for election by the Common Shares and the one nominee up for election by the Preferred Shares receiving the greatest number of votes of the Common Shares or Preferred Shares, as the case may be, will be elected as Trustees, regardless of the number of votes cast. Common and Preferred Classes vote separately on this proposal. |

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| Proposal | Vote Required |
|--|---|
| Ratification of Public Accountants (Proposal 2) | The affirmative vote of more than 50% of the votes cast, assuming a quorum exists.* Common and Preferred Classes vote together as a single class on this proposal. |

* In order for a "quorum" to exist, a majority of the shares outstanding and entitled to vote must be present at the meeting, either in person or by proxy, determined in accordance with the table below.

Proposals 1 and 2 in this proxy statement are considered routine matters on which brokers holding shares in "street name" may vote without instruction under the rules of the New York Stock Exchange. While, as noted above, both of the proposals in this proxy statement are routine, for non-routine proposals, brokers that are member organizations of the New York Stock Exchange may vote Preferred Shares for which they have not received instructions in proportion to the shares for which they have received instructions. Proportionate voting of Preferred Shares may occur on a non-routine proposal only if: (i) at least 30% of the Preferred Shares of the fund outstanding and entitled to vote have been voted; (ii) less than 10% of such Preferred Shares voted against the proposal; (iii) the shareholders of the Common Shares of the fund have approved the proposal (except with respect to plurality votes); and (iv) a majority of the Independent Trustees of the fund have approved the proposal.

The following table summarizes how the quorum and voting requirements are determined.

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| Shares | Quorum | Voting |
|---|--|--|
| In General | All shares "present" in person or by proxy are counted in determining whether a quorum exists. | Shares present in person will be voted in person by the shareholder at the meeting. Shares present by proxy will be voted by the proxyholder in accordance with instructions specified in the proxy. |
| Broker Non-Vote | Not considered "present" for determining whether a quorum exists. | Disregarded. Because broker non-votes are not votes "cast", broker non-votes will have no effect on whether a proposal is approved. |
| Proxy with No Voting Instruction (other than Broker Non-Vote) | Considered "present" for determining whether a quorum exists. | Will be voted "for" the proposal by the proxyholder. |

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| Shares (continued) | Quorum | Voting |
|---|---|---|
| Vote to Abstain | Considered "present" for determining whether a quorum exists. | Disregarded. Because abstentions are not votes "cast", abstentions will have no effect on whether a proposal is approved. |
| Proportionately Voted Preferred Shares with No Voting Instruction | Considered "present" for determining whether a quorum exists. | Voted in proportion to Preferred Shares for which the broker received instructions. |

If a quorum is not present, the persons named as proxies may vote their proxies to adjourn the meeting to a later date. If a quorum is present, but there are insufficient votes to approve any proposal, the persons named as proxies may propose one or more adjournments of the meeting to permit further solicitation. Shareholder action may be taken on one or more proposals prior to such adjournment. Proxies instructing a vote for a proposal will be voted in favor of an adjournment with respect to that proposal, and proxies instructing a vote against a proposal will be voted against an adjournment with respect to that proposal.

Expenses and Methods of Solicitation

The costs of the meeting, including the solicitation of proxies, will be paid by the funds. Persons holding shares as nominees will be reimbursed by the relevant fund, upon request, for their reasonable expenses in sending soliciting material to the principals of the accounts. In addition to the solicitation of proxies by mail, Trustees, officers and employees of the funds or of the funds' investment adviser may solicit proxies in person or by telephone. John Hancock Advisers, Inc., 101 Huntington Avenue, Boston, Massachusetts 02199-7603, serves as each fund's investment adviser and serves as the administrator of Premium

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Dividend I, Premium Dividend II, Select Dividend, Global Dividend and Preferred Dividend. Georgeson Shareholder has been retained to assist in the solicitation of proxies at a cost of approximately \$24,000 plus reasonable expenses.

Telephone Voting

In addition to soliciting proxies by mail, by fax or in person, the funds may also arrange to have votes recorded by telephone by officers and employees of the funds or by the personnel of the adviser or the transfer agent or solicitor. The telephone voting procedure is designed to verify a shareholder's identity, to allow a shareholder to authorize the voting of shares in accordance with the shareholder's instructions and to confirm that the voting instructions have been properly recorded. If these procedures were subject to a successful legal challenge, the telephone votes would not be counted at the meeting. The funds have not obtained an opinion of counsel about telephone voting, but they are currently not aware of any challenge.

- o A shareholder will be called on a recorded line at the telephone number in the funds' account records and will be asked to provide the shareholder's social security number or other identifying information.
- o The shareholder will then be given an opportunity to authorize proxies to vote his or her shares at the meeting in accordance with the shareholder's instructions.
- o To ensure that the shareholder's instructions have been recorded correctly, the shareholder will also receive a confirmation of the voting instructions by mail.
- o A toll-free number will be available in case the voting information contained in the confirmation is incorrect.

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If the shareholder decides after voting by telephone to attend the meeting, the shareholder can revoke the proxy at that time and vote the shares at the meeting.

Other Matters

The management of the funds knows of no business to be brought before the meeting except as mentioned above. If, however, any other matters were properly to come before the meeting, the persons named in the enclosed form of proxy intend to vote on such matters in accordance with their best judgment. If any shareholders desire additional information about the matters proposed for action, the management will provide further information.

The meeting is scheduled as a joint meeting of the respective shareholders of the funds because the shareholders of all the funds are generally expected to consider and vote on similar matters. The Boards of Trustees of the funds have determined that the use of this joint Proxy Statement for the meeting is in the best interest of each fund's shareholders. In the event that any shareholder present at the meeting objects to the holding of a joint meeting and moves for an adjournment of his or her particular fund's meeting to a time immediately after the meeting so that his or her particular fund's meeting may be held separately, the persons named as proxies will vote in favor of such adjournment.

The shareholders of each fund will vote separately on each proposal, and voting by shareholders of one fund will have no effect on the outcome of voting by shareholders of the other funds.

SHAREHOLDER PROPOSALS

Shareholder proposals intended to be presented at a fund's annual meeting to be held in 2003 must be received by the fund at its offices at 101 Huntington Avenue, Boston, Massachusetts, no later than October 11, 2002 for inclusion in that fund's proxy statement and form of proxy relating to that meeting.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I
JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND II
JOHN HANCOCK PATRIOT SELECT DIVIDEND TRUST
JOHN HANCOCK PATRIOT GLOBAL DIVIDEND FUND
JOHN HANCOCK PATRIOT PREFERRED DIVIDEND FUND

Dated: January 24, 2002

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EXHIBIT A

AUDIT COMMITTEE CHARTER

For the John Hancock Funds

The Audit Committee shall be composed of Independent Trustees only. The membership of the Committee shall consist of at least three Trustees who are each free of any relationship that, in the opinion of the Independent Trustees, may interfere with such member's individual exercise of independent judgment. Each Audit Committee member shall also meet the independence and financial literacy requirements for serving on audit committees, and at least one member shall have accounting or related financial management expertise, all as set forth in the applicable rules of the New York Stock Exchange and American Stock Exchange. One member of the Committee shall be appointed as chair. The chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Independent Trustees. The Committee shall meet at least four times a year, or more frequently as the Committee considers necessary. It shall be the responsibility of the Committee to oversee the funds' auditing and accounting process, recommend to the full Board of Trustees the appointment of auditors for each of the funds, monitor the audits of the funds, communicate with both the external auditors and internal auditors on a regular basis, and provide a conduit for such auditors to report and discuss any matters they deem appropriate at any time. The Committee shall also perform other tasks assigned to it, from time to time, by the Independent Trustees and, in all cases, will report its findings and recommendations to the Independent Trustees or the Committee on Administration.

The Committee's responsibilities include:

1. Recommending to the Board of Trustees the appointment of external auditors for each fund annually through the selection, evaluation and, where appropriate, replacement of the external auditor, and ensuring that the external auditors are ultimately accountable to the Audit Committee and the Board of Trustees.
2. Meeting with the external auditors, the internal auditors, and the funds' senior management to review the form and substance of the funds' financial statements and reports.

3. Reviewing the funds' internal and external audit functions and the extent and quality of the auditing program, including implementation of the Code of Ethics.
4. Reviewing and discussing with the external auditors their objectivity, independence and accountability by meeting with the external auditors at least twice a year and receiving formal written statements from the external auditors describing their reporting relationships with the Audit Committee consistent with the Independent Standards Board Standard No. 1.
5. Recommending to the Board of Trustees that it take appropriate action to satisfy itself of the external auditor's independence.
6. Reviewing any problems that may arise out of a fund's accounting, auditing or financial reporting functions.
7. Reviewing the auditing and other fees charged by the external auditing firms.
8. Monitoring the procedures for allocating fund brokerage, the allocation of trades among various accounts under management and the fees and other charges for fund brokerage.

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9. Reviewing operating and internal control structure of custodian banks and transfer agents, including procedures to safeguard fund assets.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the external auditors are responsible for auditing those financial statements. The Committee and the Board of Trustees recognize that management (including the internal audit staff) and the external auditors have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly, the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

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P R O X Y

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I

The undersigned holder of Dutch Auction Rate Transferable Securities of beneficial interest ("Preferred Shares") of John Hancock Patriot Premium Dividend Fund I hereby constitutes and appoints Maureen R. Ford, William H. King and Susan S. Newton, and each of them singly, proxies and attorneys of the undersigned, with full power of substitution to each, for and in the name of the undersigned, to vote and act upon all matters at the Annual Meeting of Shareholders of the Fund to be held on Thursday, March 7, 2002 at the offices of the Fund, 101 Huntington Avenue, Boston, Massachusetts, at 9:00 a.m., Eastern time, and at any and all adjournments thereof, in respect to all Preferred

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Shares of the Fund held by the undersigned or in respect of which the undersigned would be entitled to vote or act, with all the powers the undersigned would possess if personally present. All proxies previously given by the undersigned in respect of said meeting are hereby revoked.

1: To elect John M. DeCiccio to serve as Trustee of the Fund.

FOR VOTE WITHHELD

2: To ratify the selection of Deloitte & Touche LLP as independent public accountants.

FOR AGAINST ABSTAIN

P2PXC 1/02

Specify your vote by check marks in the appropriate space. This proxy will be voted as specified. If no specification is made, the proxy will be voted for the nominees named in the proxy statement and in favor of proposal 2. The persons named as proxies have discretionary authority, which they intend to exercise in favor of the proposals referred to and according to their best judgment as to the other matters which properly come before the meeting.

PLEASE COMPLETE, SIGN, DATE AND RETURN THIS PROXY IN THE ENCLOSED ENVELOPE AS SOON AS POSSIBLE. PLEASE SIGN EXACTLY AS YOUR NAME OR NAMES APPEAR IN THE BOX ON THE LEFT. WHEN SIGNING AS ATTORNEY, EXECUTOR, ADMINISTRATOR, TRUSTEE OR GUARDIAN, PLEASE GIVE YOUR FULL TITLE AS SUCH. IF A CORPORATION, PLEASE SIGN IN FULL CORPORATE NAME BY PRESIDENT OR OTHER AUTHORIZED OFFICER. IF A PARTNERSHIP, PLEASE SIGN IN PARTNERSHIP NAME BY AUTHORIZED PERSON.

Date _____, 2002

Signature(s) of Shareholder(s)

THIS PROXY IS SOLICITED BY THE BOARD OF TRUSTEES

JOHN HANCOCK PATRIOT PREMIUM DIVIDEND FUND I

Annual Meeting of Shareholders
March 7, 2002

The undersigned holder of common shares of beneficial interest of John Hancock Patriot Premium Dividend Fund I hereby appoints MAUREEN R. FORD, WILLIAM H. KING and SUSAN S. NEWTON, and each of them singly, proxies and attorneys of the undersigned, with full power of substitution to each, for and in the name of the undersigned, to vote and act upon all matters at the Annual Meeting of Shareholders of the Fund to be held on Thursday, March 7, 2002 at the offices of the Fund, 101 Huntington Avenue, Boston, Massachusetts, at 9:00 a.m., Eastern time, and at any and all adjournments thereof, in respect of all common shares of the Fund held by the undersigned or in respect of which the undersigned would

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be entitled to vote or act, with all powers the undersigned would possess if personally present. All proxies previously given by the undersigned in respect of said meeting are hereby revoked.

PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please complete, sign, date and return this proxy in the enclosed envelope as soon as possible. Please sign exactly as your name or names appear in the box on the reverse. When signing as Attorney, Executor, Administrator, Trustee or Guardian, please give your full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

HAS YOUR ADDRESS CHANGED?

[X] Please mark votes as in this example.

THIS PROXY IS SOLICITED BY THE BOARD OF TRUSTEES

1. To elect the following nominees to serve as Trustees of the Fund.

- (01) James F. Carlin, (02) William H. Cunningham,
- (03) John P. Toolan, (04) Patti McGill Peterson,
- (05) John A. Moore

| | |
|----------|--------------|
| FOR | WITHHOLD |
| ALL [] | FROM ALL [] |
| NOMINEES | NOMINEES |

[] _____
For all nominees except as noted above

JOHN HANCOCK

PATRIOT PREMIUM DIVIDEND FUND I

| | | | |
|--|------------|----------------|----------------|
| 2. To ratify the selection of Deloitte & Touche LLP as Independent public accountants. | For [] | Against [] | Abstain [] |
|--|------------|----------------|----------------|

Mark box at right if address change has been noted on the reverse side of this card. []

Specify your vote by marking the appropriate spaces. If no specification is

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made, this proxy will be voted for the nominees named in the proxy statement and in favor of proposal 2. The persons named as proxies have discretionary authority, which they intend to exercise in favor of the proposals referred to and according to their best judgment as to the other matters which may properly come before the meeting.

Please be sure to sign and date this Proxy.

Signature: _____ Date: _____ Signature: _____ Date: _____