<u>IATSE LOCAL 44</u>







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Newsreel Announcement From the Election Committee

The following candidates' statements were printed verbatim and were not edited by the Election Committee other than to ensure the statements complied with the 100 word limit set forth at Article IX, Section 5 of the Local's Constitution and Bylaws.

These statements express only the views of the candidates and not those of Local 44 or the Election Committee.

Qualified Candidates for Offices of Local 44

The following is a list of all candidates who have qualified to run for elected office.

Candidates are listed alphabetically by the position for which they are running.

If a candidate is an incumbent running for re-election to the same office, the word (incumbent) is next to their name.

This is the first election in which there are 12 new Alternate positions; there are 6 Alternate Representatives for each Craft and 6 Alternate Delegates for each Craft.

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Joe Livolsi Leonard Martin(incumbent)			
Frank Perry			
Andrew Zerebko			

NOTICE OF ELECTION

In conformance with its Constitution and Bylaws, as well as the Labor Management Reporting and Disclosure Act of 1959, and the Constitution of the IATSE, notice is hereby given that Affiliated Property Craftspersons, Local 44, IATSE, will be conducting its triennial election for officers during the months of March and April, 2007. Pursuant to Article IX of the Local's Constitution & Bylaws, the election process will be overseen by the Local 44 Election Committee.

The offices subject to this election are: President, Vice-President, Business Agent, Secretary-Treasurer, Sergeant-At-Arms, 2 Representatives from 4 Crafts (Coordinators, Prop Masters, Set Decorators, and Special Effects), and 3 Representatives from the other two Crafts (Property and Propmaker). There are 3 Trustee positions available and one Delegate for Conventions of the International from each of the 6 Crafts.

Also, in this election, there are 12 new positions to run for (as approved in the new Article 9). They are Alternate positions. There is an Alternate for each of the Craft Representative categories, and six Alternate Delegate positions for each of the six Delegate positions. An Alternate Rep may attend Board meetings, but has no vote or voice, unless one of the elected Representatives in his Craft is absent from a meeting. At this point the Alternate steps up to the table and conducts business for the original Rep. He steps down at the end of each meeting and reassumes his Alternate Delegate only serves if the original Delegate is unable to attend an International or District Convention due to some other commitment. These positions were voted in to ensure that a full Board and a full compliment of Delegates would be available at all times to represent the members.

After the petitions are returned to the locked box at Local 44's offices, it is up to the Election Committee to determine if a candidate is eligible to run, and whether they have enough legitimate signatures to place them on the ballot. Please do not ask office staff to help you determine this; they are not allowed to answer these questions.

The Election Committee is in charge of finding a Election Service Provider, securing a post office box for return ballots, working with the Balloting Service to create the ballots, cover letters and return envelopes. The Committee also receives all mailing literature from candidates, ensures that the proper mailing lists are sent to the Mailing House, and delivers the mailings to the Mail Service Provider.

The Committee will be in place to determine any objections, challenges or protests that arise throughout the campaign.

The primary election ballots will be mailed by March 15th and must be received in the secured post office box selected by the Election Committee no later than 10:00am on March 30, 2007. The ballots will be sent to the membership by the Election Service Provider and a separate instruction sheet will be included with the ballots.

The Election Committee shall oversee the counting of the ballots by the Election

Service Provider and each candidate may have one previously designated observer to ensure fairness in the counting process.

If no candidate wins the election outright in the primary (they must receive 50% + one vote of all qualified votes cast), then there will be a run-off round for those contested positions. The top vote-getters in each contest are in the run-off. If there is one spot available, the top two candidates run; if there is more than one spot open (e.g. there are 3 Trustee spots and no one gets a majority), then one more candidate than positions open are in the run-off (in this case 4).

Ballots for the run-off election, if any, will bee mailed on April 10, 2007, and must be received at the post office no later than 10:00am on April 30, 2007. If a run-off for any elected office is required, these ballots will also be sent to the membership by the Election Service Provider and a separate instruction sheet will be included with the ballots.

A special Executive Board meeting will be called on June 6, 2007, to install all elected officials whether they won in the primary or the run-off election.

Please consult the newly adopted changes to Article IX of Local 44's Bylaws for additional information about the election process. Copies of the newly adopted Article IX are available at the Local's Business Office.

Section One – At-Large Candidates

The following grouping of candidates are voted on by the membership as a whole. Each member votes in each of the following categories of candidates.

Business Agent Secretary-Treasurer President Vice-President Trustee Sergeant At Arms

The Business Agent and the Secretary-Treasurer are the paid positions of the Local and are responsible for the day-to-day legal and financial care of the Union. Both positions are automatically Delegates to all International conventions.

The President and Vice-President are the chairpersons of the Local. They moderate all general meetings, and Executive Board meetings, and the President is automatically on all Committees. The President is also automatically a Delegate to all International conventions. The Vice-President assumes all duties of the President when the President is absent.

The Trustees are the first-line of financial oversight for the Local. They inspect the books of the Local quarterly to insure they are done properly, and currently are also responsible for contracting with an independent accounting firm for the yearly audit. Each member is allowed to vote for 3 candidates in this category.

The Sergeant-At-Arms is the Officer assigned to maintaining decorum at all meetings. Additionally, though not a member or participant of the Executive Board, the Sergeant At Arms attends all Executive Board meetings and is responsible for maintaining and distributing all literature.

For the most part Candidates were listed alphabetically. For formatting purposes there may be an instance or two where that is not the case.

BUSINESS AGENT



ED BROWN, INCUMBENT

Focused on the future, representing all members equally.

Working to build Local 44's credibility and respect through professional and responsible representation. Increased contractual and jurisdictional enforcement. Responsive, accessible, accountable Business Agent staff.

Leadership: Director MPIHP Administrative Committee MPIHP Legal Committee MPIHP MPTF Advisory Committee Delegate L.A. County Federation of Labor Executive Board District 2

Addressing each member's individual issues with true concern and respect. I continue to remain focused on the quickly changing technologies of our industry, without losing sight that ultimately, "It's about you!"

Honesty, Integrity, Experience

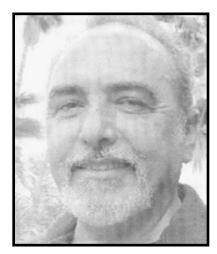
Vote !

Ed Brown: Business Agent

RICK "COWBOY BOB" FRESQUEZ

Hi, I'm Rick Fresquez, Propmaker since 1978. If given the opprotunity to be your to be your buisness agent, i feel i would be fair and equitable to all crafts of our union as I was when I was a shop steward for seven of almost 29 years. The finer points of our contract, as well as our constitution and by-laws, I learned and studied while I served as sergent of arms before our union was put into receivership. I have attended almost everyone of my craft meetings and general membership meetings. We have come a long way from the past.

No Photo Submitted



VICTOR NERONE

Victor Nerone for Business Agent!

30 year Local 44 member

Former Shop Stewart

Executive Board Property Representative

Delegate Representative

Former Assistant Business Agent under FOUR B.A.s!

I will,

Work to procure a higher than cost of living contract including our local issues.

Work to install the Golden 80 retirement.

Work to bring back the seniority system.

Work to get our proper medical benefits back.

We need to get a better contract. It's time to unite ALL our locals.

It's time our voice is heard. Vote for me. More money for your future. Victor Nerone for Business Agent!



ALLEN PRICE

Dear Brothers and Sisters,

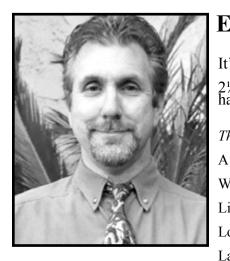
I'm Allen Price, former Business Agent seeking re-election as Business Agent.

Ed Brown is supposed to enforce the Constitution, By-Laws, and Working Agreements; he has not and will not do the job but I can and will do the job.

Elliot Jennings has violated the working agreement, started illegally dispatching permits, and asked you sign off of low budget productions while he illegally dispatches permits to take those jobs get rostered and later take higher paying jobs. Ed Brown did not try to stop this loss of work.

It's all in the contract.

SECRETARY-TREASURER



ELLIOT JENNINGS, INCUMBENT

It's Finally Working!

 $2\frac{1}{2}$ years ago you voted in someone with financial background; here's what happened:

Then:	Now:
A Local going bankrupt.	\$1,000,000 into the coffers.
Wild spending, no control.	Yearly budgets; 2 straight years under-budget.
Little oversight	Outside audit, on-staff CPA, involved Trustees
Lost revenues; no policies	Crosscheck collections; employee oversights
Lack of communication/openness	meeting minutes in paper; email; new website
Dropped members working	Tighter policing; violations nearly zeroed.
Expensive insurance	More insurance; lowered cost

Also; union and American-made products; no hiring favoritism; increased, cost-efficient programs.

Don't Vote For Someone Wanting a Job;

Vote for Someone Doing It! elliotjennings.com



DENNIS McGEEHAN

DENNIS MCGEEHAN FOR SECRETARY-TREASURER

Member of a Financial Group Educated in Financial Services, Life and Health Insurance Certified in Loans, Debt Management Mill Foreman for Paramount Studios 23 years Experience. Department Head of Universal Studios Mill, Propshop, Wood Molding. Accounting, Business Management Courses College Educated-Aeronautics Former E-Board Member Excellent Leader, Honest Devoted Father

Dear Members,

I continue to educate myself in all aspects of business and finances. As Secretary-Treasurer I will ensure the safety and financial well-being of our Local. I further promise to use this office to help every member who needs assistance.

Vote DENNIS McGEEHAN for SECRETARY-TREASURER

PRESIDENT

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ERIN HENNESSEY

Erin Hennessey for President

I have held office as a Prop maker Representative, Delegate and Vice President. Today I ask you for your vote. As President, I will enforce our Union Constitution and By Laws, lead us diligently in our future contract negotiations. I will not waiver or leave this position when times get tough and issues are heated. I am straight forward and I will be your voice and leader. I will be one among the workers and available to all members with loyalty and honesty. I promise to hold this office with great integrity.

Fraternally yours,

Erin Hennessey

STACEY McINTOSH

No Photo Submitted

I am seeking the office of president because I feel that my ten years of experience on the executive board uniquely qualifies me for the position. During my long career as a construction coordinator, I worked closely with the local union, production and studio management, and I developed the negotiating skills that every union president should possess. I also have the required character, demeanor, intelligence and maturity to navigate our union issues and represent our local at international events. Although the local union has made great progress, I believe I can lead it to an even better future.

MIKE DIERSING

No photo or story submitted.

SERGEANT AT ARMS

DANIEL BOONE

No photo or story submitted.

DANIEL GRAHAM

No photo or story submitted.

ANTHONY PRICE

No photo or story submitted.

ROBERT CARLYLE, INCUMBENT

No photo or story submitted.

JEANNIE GUNN, INCUMBENT

No photo or story submitted.

OTTO LUNGREN, INCUMBENT

As Trustee I have come to realize there are two position that requires some knowledge and or training to be able to perform. A Trustee should have the knowledge but one could be trained to properly perform an Audit.

Secretary-Treasure must be educated or trained in Accounting or Management to properly perform the required duties. Elliot is very well trained and I would recommend one to vote for him. Elliot will perform his duties as we would expect.

I have seen Dennis in action and can say he is not qualified to perform the Office of Secretary-Treasure.

No Photo Submitted

Section Two – Representatives of the Craft

The following groupings of candidates are voted on by the members involved in their respective Crafts. Each member will have multiple votes for their Craft Representatives depending on the Craft involved and will have an additional single vote for the new Representative Alternate. The following is a list of the Craft Representative positions and the number of votes each member may cast:

Coordinator Representative (2 votes) Property Representative (3 votes) Property Master Representative (2 votes) Propmaker Representative (2 votes) Set Decorator Representative (2 votes) Special Effects Representative (2 votes)

Additionally, each of the above 6 Crafts has a Representative Alternate. **Members vote for one Alternate from their respective Craft.**

The Representatives are the members' direct conduit to the lawmaking and oversight of the Local and serve on the Executive Board. The Executive Board is the legal body of the Local and one of the checks and balances of our Constitution. They help create and apply our laws, and on behalf of their members make concerns and desires known to the direct legal agent (the Business Agent) and the financial agent (the Secretary-Treasurer) of the Local. Representatives direct the Local and make decisions on behalf of their members and have a high fiduciary responsibility; on occasion they may be privileged to sensitive legal material or situations which they cannot reveal to the membership until the resolution of the situation.

The Representative Alternates are new positions, and this is the first time they are elected since the creation of the position in our newly adopted Election Article was approved. Alternates sit in on all Executive Board meetings as observers, but are not allowed to voice or vote on any issues. This changes if the regular Representative is absent from the meeting. At this point the Alternate moves to the Executive Board table and participates and votes just like any other member. As the Alternate has been privileged to hear all issues and the history up to that point, there is no need to "bring them up to speed". The Alternate steps back from the table and reverts back to his Alternate position when the regular Representative returns.

COORDINATOR REPRESENTATIVE



ANDREW MOORE, INCUMBENT

Dear Sisters & Brothers,

It has been an honor and an inspiration to serve with the Executive Board for the past six months. What a great opportunity for me to see first hand how our Union works. I was nominated to replace John Matheson as Construction Coordinator Representative. He is a man I hold in high regard for his involvement in our Union. In the same interest, I would like to continue my involvement with this Local, and ask for your support.

Fraternally, Andrew Moore

DAVID ELLIOT

No photo or story submitted.

COORDINATOR REPRESENTATIVE ALTERNATIVE

JOHN SAMSON

No photo or story submitted.

PROPERTY REPRESENTATIVE

PETER ANGLES, INCUMBENT

No photo or story submitted.

ERIC HULETT

No photo or story submitted.

- No Third Candidate

PROPERTY REPRESENTATIVE ALTERNATE

- No Candidate

PROPERTY MASTER REPRESENTATIVE

No Photo Submitted

EMILY FERRY, INCUMBENT

Once again, I am honored to represent the Property Masters at Local 44. I truly believe that great things are in store for our Union. We have turned the corner on a dark time and can now move forward into an era of progress and democracy. We've never had so fiscally sound a Local, with a balance budget and clear accountability. Please elect Ed Brown and Elliot Jennings to their respective posts. Working together, the uniquely talented membership of Local 44 and their Executive Board can usher in a previously unattainable period of honesty and prosperity.

DAVID McGUIRE

No Photo Submitted

I've been a member of local 44 for thirty years. Most of that time as a Property Master. I've seen many changes to our local and our craft and I am familiar with the challenges we face on the set today. My intension in running for this office is to apply my communication skills and experience as a Property Master to represent my craft and to contribute to the constructive resolution of problems as they arise.

PROPERTY MASTER REPRESENTATIVE ALTERNATE

ERIK NELSON

This candidate is also runningfor Property Master Delegate and you can find their article on page 21.

PROPMAKER REPRESENTATIVE



MICHAEL CAPPELLO, INCUMBENT

For PropMaker Rep.

29 Year Member of Local 44

After a seat for PropMaker Rep was vacated in 2005, your Executive Board had the confidence in me to ask me to return to the Board Room and represent you again!

With over 25 years of service at Universal, I have previously served as PropMaker Rep for 12 years and I currently serve as Shop Steward

I am committed to volunteer my time and willing to invest countless hours that this position demands

We deserve experienced representation

A YES VOTE is an investment towards our future

Mike Cappello Armando "Grande" Gonzalez



TONY CHAVEZ

My name is Tony Chavez. I am a long time member of Local 44, presently serve as a shop steward and am a continually working propmaker. During my journey in this industry I have grown in both craftsmanship and maturity, and have risen to a level of leadership and responsibility. As a shop steward I've heard the concerns, as well as the compliments, regarding the actions of our E-board, Producers and International. As Propmaker Representative I will work diligently to honor the requests and requirements of my brothers and sisters, and am committed to enhancing our local and our future



ARMANDO "GRANDE" GONZALEZ, INCUMBENT

Dear Brothers & Sisters,

My name is Armando "Grande" Gonzalez and I'm running for reelection as Propmaker Representative. I am asking for your vote so I can continue to tackle the issues at hand with zeal! I know this Local has gone through turbulent events recently, but I believe that we are pulling through and I see a prosperous future. Remember! A vote for me is a vote of confidence for us all!

> Sincerely, Armando "Grande" Gonzalez

Remember Brothers & Sisters! Vote For Cappello, Livolsi, and Hennessey!



BRIAN KELNER

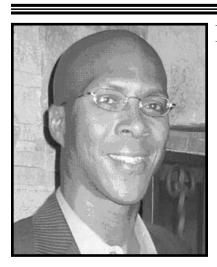
My name is Brian Kelner. For those who don't know me, I have been a member in good standing for seventeen years and a Steward for three. I take being a propmaker representative very seriously. We need to be represented by one of us. I will always listen to your issues and concerns. When elected, I promise to bring all these issues, whatever they may be, to the membership and Executive Board. My goals are to keep the union running strong and have our voices heard. This isn't something I have to do. This is something I want to do.

JOE LIVOLSI

RUNAWAY 101

No Photo Submitted

For the past three years I have lobbied on behalf of the 301(a) trade petition which calls on the U.S. Trade Rep. to investigate the legality of the Canadian Subsidies and negotiate for their immediate removal. As of today we've completed the Economic Impact Study, assembled the top legal team in Washington D.C., and raised almost \$400,000.00 in funds to file in March 2007. In conjunction with labor leaders throughout our industry who are also willing to fight for our jobs I'm establishing a coalition of the various locals and guilds. I ask for your vote.



LEONARD MARTIN, INCUMBENT

Leonard J. Martin Vote Leonard J. Martin For Propmaker Representative 2007

If you elect me as your Propmaker Representative I do hereby pledge my word of honor to perform the duties of my office as set forth in the constitution and bylaws of this union to the best of my ability and to bear true allegiance to the International Alliance. To this promise I pledge you my word, fully realizing that to violate this pledge is to stamp me a person unworthy of your trust.

Fraternally, Leonard Martin Propmaker Representative Local 44 IATSE



FRANK PERRY

My name is Franklin Perry; I'm running for Propmaker Representative. If I'm elected I know my job is representing you, I'll make all your concerns mine. When I stand in those meeting I'll have the future of your career in my sights. I promise to be fare, understanding, honest and forthright. I've stood in your shoes, working the long hours. I understand the pressure this industry places on us. I now Pastor a Church in Burbank and promise to represent you to the maximum that we as local 44 members deserve.



ANDREW ZEREBKO

Those of you who know me, are aware that I have been a Propmaker for quite some time. Starting in Dec. 1978 on "Mork and Mindy", at Paramount studios, I have had distinct opportunities of working for and with some of the most intelligent, hard working individuals within Local 44. To this day, I continue to meet new people with whom I enjoy working. I would now like to have the opportunity of representing these and all Propmakers to help preserve the strength of this local. Please help preserve that strength yourselves, and cast a vote in this election.

PROPMAKER REPRESENTATIVE ALTERNATE

TIMOTHY GRAHAM

No photo or story submitted.

SET DECORATOR REPRESENTATIVE

MARY GULLICKSON

No photo or story submitted.



ANDREA JOEL, INCUMBENT

My name is Andrea Joel. I would like to be your set decorator representative on the Executive Board.

As an interim representative, I have learned that the E Board is receptive to helping us solve our current problems. I would like to continue to help.

Presently, I am the union steward for CBS TV. I have negotiated union contracts at CBS for the past 20 years. I am an active member of ATAS.

Given the opportunity, with the support of all set decorators. I will bring a fresh perspective to the Executive Board.

Thank you for your support.

AMY WELLS, INCUMBENT

No photo or story submitted.

SET DECORATOR REPRESENATIVE ALTERNATE

LESLIE FRANKENHEIMER

No photo or story submitted.

SPECIAL EFFECTS REPRESENTATIVE

J.C. MACHIT, INCUMBENT

No photo or story submitted.

J.D. STREETT, INCUMBENT

No photo or story submitted.

SPECIAL EFFECTS REPRESENTATIVE ALTERNATE

- No Candidate

Section Three – Delegates of the Crafts

The following groupings of candidates are voted on by the members involved in their respective Crafts. Each member votes for their specific Craft Delegate depending on the Craft to which they belong. The following is a list of the Craft Delegate positions:

Coordinator Delegate Property Delegate Property Master Delegate Propmaker Delegate Set Decorator Delegate Special Effects Delegate

Each of the above 6 Crafts has a Delegate Alternate. Members vote for one Delegate and one Delegate Alternate from their respective Craft.

The Delegates have the responsibility of representing their crafts and the Local as a whole at all convention gatherings of the International. They therefore are representatives at a high-

COORDINATOR DELEGATE

No Photo

Submitted

er legal level within the structure of our Union. Delegates vote on behalf of the membership of Local 44 at International and District conventions with delegates of other IATSE Locals. Delegates may be assigned to committees that rule and bring their recommendations to the larger delegation to vote on. Delegates may attend seminars presented at conventions. A Local 44 Delegate is called on to assemble once a year for a District 2 convention and once every 4 years for an International convention.

By virtue of their positions 3 Officers of the whole are also Delegates; they are President, Business Agent, and Secretary-Treasurer.

The Delegate Alternates are new positions, and this is the first time they are elected since the creation of the position in our newly adopted Election Article was approved. Alternates attend any convention at which the regular elected Delegate for that Craft is unable to attend.

DAVID ELLIOTT

No photo or story submitted.

COORDINATOR DELEGATE ALTERNATE

Carl Hicks for Coordinator Alternate Delegate

Experience: 29 years in the Entertainment Industry

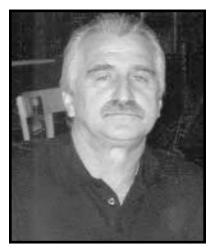
Education: Masters in Negotiation CSUDH, Bachelors in Television CSUN California Community College Teaching Certificate Certificate in Labor Studies LATTC Associates in Business PCC

Dedication: 29 year member of the IA.

Active: Secretary of the CCA.

Working as your Assistant Business Agent representing you and your craft every day I am proud to represent our craft's issues to the fullest at every level.

PROPERTY DELEGATE



ROMAN SAMOKISH

Dear Members, I'm Roman and I am running for Property Delegate. I could make promises I cannot keep or I can draw on my experience of 30 years in Property to listen and be of service to each and everyone of you.

I have been a Leadman, On Setdresser and Setdresser for years and years. Brothers and Sisters of Drapery and Greens I have shared many battles with you, I understand your concerns.

Speaking on behalf of everyone I will fight for all our members concerns but, my mission is to represent all Crafts with Experience, Knowledge, and Dignity.

PETER ANGLES

No photo or story submitted.

PROPERTY DELEGATE ALTERNATE

- No Candidate

PROPERTY MASTER DELEGATE



PAUL AHRENS

Vote for Paul Ahrens for Action, Accountability and American Labor. Paul Ahrens=Political Action!

Vote for Paul Ahrens for Property Master Delegate:

- Fighting for YOU everyday as on of Ed Brown's Assistant Business Agents
- Building respect and gaining clout for Local 44 in the arenas of legislation, politics, and organized labor
- Earning a Masters Degree in Union Leadership and Administration
- Worked steadily as a Property Master in Television and Features
- Active member of Local 44 since 1987

You deserve results. Invest in your future. Vote Paul Ahrens.



ERIK NELSON

I'm asking for your vote to be delegate to the conventions and to be alternate craft representative.

Another face is important at the table. I'll be good backup for that person and Emily if they aren't at meetings. My years of experience will be there for the board to consult and will be useful at conventions.

I am 68 years of experience. Check IMDB about work. Talk to those who worked with me for advice if you're not sure whom to vote for. I am president of local 44. Delegate to the AFL-CIO-County Federation, and on the industry safety committee.

Thank you, Erik L. Nelson

PROPERTY MASTER DELEGATE ALTERNATE

EMILY FERRY

This candidate is also running for Property Master Representative and you can find their article on page 12.

PROPMAKER DELEGATE

MICHAEL CAPPELLO

This candidate is also running for Propmaker Representative and you can find their article on page 13.

PROPMAKER DELEGATE ALTERNATE



ANTHONY PAWLUC

"Hi, this is Anthony Pawluc at Local 44, how can I help you?"

Hundreds of you have heard those words when calling the hall for assistance. Now, I want to go a step further and help represent the Propmaker Craft as the Alternate Delegate to the Convention.

I have served our membership for ten years and I am looking forward to serving you in an arena where experience counts. I have been to two International and five District Conventions over the past six years.

I know that my knowledge will serve every Propmaker with distinction and pride.

Vote ANTHONY PAWLUC

J.D. STREETT

No photo or story submitted.

SPECIAL EFFECTS DELEGATE ALTERNATE

GEORGE PAINE

No Photo Submitted Thank you for my past term as Delegate. I will be honored to represent our craft as Special Effects Delegate Alternate again. I will continue serving with honesty and integrity, making our crafts concerns known, in an effort to increase job security and safety.

I wholeheartedly support Ed Brown and Elliot Jennings. Sincerity, truthfulness, diplomacy and intelligence are their trademarks, for the first time in years, Local 44 representatives are respected by management throughout the industry.

Let us continue on this newfound path. Vote to keep honesty, fiscal responsibility and respectability as our standards. Vote for Brown and Jennings.

AMY WELLS

No photo or story submitted.

SETDECORATOR DELEGATE ALT

ANDREA JOEL

This candidate is also running for Set Decorator Representative and you can find their article on page 17.

IATSE LOCAL 44 12021 Riverside Drive North Hollywood, CA 91607

NON PROFIT ORG. U.S. POSTAGE **PAID** NORTH HOLLYWOOD, CA PERMIT NO. **646**