

RURBAN FINANCIAL CORP  
Form DEFA14A  
May 09, 2002

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SCHEDULE 14A  
(RULE 14A-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement  [ ] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12.

RURBAN FINANCIAL CORP.  
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

XXXXXXXXXXXXXXXXXXXX  
(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: .....
- (2) Aggregate number of securities to which transaction applies: .....
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): .....
- (4) Proposed maximum aggregate value of transaction: .....
- (5) Total fee paid: .....

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: .....
- (2) Form, Schedule or Registration Statement No.: .....

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(3) Filing Party: .....

(4) Date Filed: .....

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May 8, 2002

Dear Shareholder:

I am writing to inform you that Tom Williams has resigned his positions as President, Chief Executive Officer and director of Rurban Financial Corp. (Rurban). The Company's Board of Directors has appointed Richard C. Burrows to serve as interim President and Chief Executive Officer and has also established a search committee which will begin working immediately.

Mr. Burrows' prior service with Rurban extended for more than 20 years, most recently serving on the Board of Directors of Rurban and The State Bank and Trust Company until 2001. Mr. Burrows also previously served as the President and Chief Executive Officer of Rurban and The State Bank and Trust Company from 1985 to 1995 during which time the Company performed well with steady growth. The Rurban board is confident that he will provide the necessary leadership to guide the Company during this transition period.

Please contact Tina Farrington (419-784-2549) or Sandra Stockhorst (419-784-4023) if you need additional information.

Additionally, find enclosed a slightly different version of RBNF's "Comparison of Five-Year Cumulative Total Return" than was included in the proxy materials for the annual meeting on May 30, 2002 that we previously mailed to you. On this graph, we have replaced the S&P 500 Index with the Nasdaq Bank Stock Index.

Sincerely,

RURBAN FINANCIAL CORP.

Steven D. VanDemark  
Chairman  
Rurban Financial Corp.

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Reminder  
Please vote and return your proxy at  
ur Annual Meeting on  
May 30th.  
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