



602 Corporate Secretary 101

Linda A. Madrid

Managing Director, General Counsel & Corporate Secretary
CarrAmerica Realty Corporation

John B. Ross

Vice President, Secretary & General Counsel
Williams Scotsman, Inc.

P. Kelly Tompkins

Vice President, General Counsel & Secretary
RPM, Inc.

Faculty Biographies

Linda A. Madrid

Linda A. Madrid is managing director, general counsel and corporate secretary of CarrAmerica Realty Corporation, one of the nation's leading owners, developers, and operators of commercial office properties. In her position, Ms. Madrid is part of the senior management team responsible for overseeing a wide array of complex matters such as strategic initiatives, structuring of business lines, acquisition strategies, and overall corporate management. While serving as general counsel and corporate secretary, Ms. Madrid concentrates her efforts on directing the legal affairs and corporate governance of the corporation.

Prior to joining CarrAmerica, Ms. Madrid served as senior vice president, managing director of legal affairs and corporate secretary of Riggs National Corporation, a multi-bank holding company. Before joining Riggs, Ms. Madrid's experience included private practice in Washington DC and serving as associate general counsel for Amtrak.

Ms. Madrid currently serves on ACCA's Board of Directors and on the advisory boards for Corporate ProBono.Org and the Project for Attorney Retention. Ms. Madrid previously served in leadership positions ACCA's Washington Metropolitan Area Chapter, the DC Council for Court Excellence, the DC Conference on Opportunities for Minorities in the Legal Profession, and the American Inns of Court.

Ms. Madrid was graduated from Georgetown University Law Center, where she served as an editor of the *Georgetown Law Journal*.

John B. Ross

John B. Ross is vice president, general counsel and secretary for Williams Scotsman, Inc., which sells and leases mobile offices, storage trailers, and storage containers. While headquartered in Baltimore, MD, Williams Scotsman currently leases more than 90,000 units to its over 15,000 customers throughout the United States and Canada through its 85 branch locations. In addition to his duties as general counsel and secretary, Mr. Ross also has management responsibilities for the following departments: legal, risk management, licensing and titling, and contracts. He also serves as secretary to all affiliated corporations.

Prior to joining Williams Scotsman, Mr. Ross was special assets counsel for MNC Financial, Inc. and corporate counsel for MNC Credit Corp. In addition, he has engaged in the private practice of law in Maryland and in North Carolina, where he was a partner in the Raleigh law firm of Hatch, Little and Bunn.

Outside of Williams Scotsman, Inc., Mr. Ross is an active member of ACCA where he currently serves on the Board of the Small Law Department Committee. He also serves as the president of the Georgetown Club of Maryland and is an active member of the Georgetown University Alumni Association.

Mr. Ross received his undergraduate degree from Georgetown University, a masters degree in economics from Georgia State University, and his law degree from Wake Forest University.

P. Kelly Tompkins

P. Kelly Tompkins is vice president, general counsel and secretary of RPM, Inc. Prior to this position, he served as assistant general counsel for the company.

Prior to joining RPM, Mr. Tompkins was employed by Reliance Electric Company in various positions including senior corporate counsel, director of corporate development, and director of investor/public relations. He was employed as a litigation attorney by Exxon Corporation in Houston and was employed as a corporate attorney by Reliance Electric Company, an affiliate of Exxon.

Mr. Tompkins is a member of the Cleveland Bar Association, where he has served as a trustee and on the executive committee; the Visiting Committee of Cleveland-Marshall Law School where has served as chair of the Development Committee; the National Paint & Coatings Association serving as cochair of Corporate Counsel Advisory Group; the ABA, ACCA, and the Defense Research Institute.

Mr. Tompkins attended American University and received his undergraduate degree from Mercyhurst College and his law degree from Cleveland-Marshall Law School.

CORPORATE SECRETARY 101
American Corporate Counsel Association Annual Conference October 2002

Submitted by Linda A. Madrid
Managing Director, General Counsel & Corporate Secretary
CarrAmerica Realty Corporation
Prepared August 16, 2002

I. INTRODUCTION

As the Corporate Secretary of a corporation, you have the opportunity to have your finger on the pulse of your business. Indeed, you are in a unique position to be aware of (and often involved in) the most important issues confronting your company. The issues you will confront generally cover a wide array of issues including corporate strategy and business operations, as well as legal and compliance issues. In the post-Enron era, there is no doubt that there will be a renewed focus on the role a Corporate Secretary plays within a publicly-traded company. Your involvement – indeed your responsibility – is to help ensure that both your management team and your Board prudently exercise their fiduciary duties in managing the affairs of the corporation. As with most challenges in life, so come opportunities: carpe diem!

II. OVERVIEW

Based upon my experience, when you first assume the position of Corporate Secretary (and oversight of the Office of Corporate Secretary, hereinafter “OCS”), there are several steps set forth below that you should consider taking to orient yourself to your new environment. In addition, below you will find some helpful hints for planning and participating in Board meetings.

A. LEARNING THE LAY OF THE LAND

1. Determine What the Prior Corporate Secretary has Been Doing for the Company

First things first, review the file list for the office and see what types of matters the office has previously handled. If such a list does not exist – make one. It is critical that you learn as much as you can as fast as you can. For example, you should determine whether there are deadlines that need to be met for deals (e.g., Corporate Secretary Certificates, Certificates of Good Standing for the Corporation). You should know whether your office handles the company’s stock option program and the policies for the program. You should find out how directors are compensated and who is responsible for actually getting payments made. You should also find out what meetings have been scheduled and determine what the current expectations might be in terms of deliverables for those

meetings. You should review the minutes of both Board meetings and committee meetings to get a flavor for what the Board has been considering over the past several years. As you are reviewing what the office has been doing, you should consider whether there are any responsibilities that might be better aligned with other business units, e.g., HR, tax, or accounting matters might make their way into the OCS.

2. *Determine Whether There are Important Duties That Have Been Omitted or are Currently Being Handled by Other Business Units*

If you are not familiar with what responsibilities generally fall under the auspices of the OCS, use any of the variety of reference materials that are available to familiarize yourself with the role. Once you get a solid understanding of these duties, determine whether any important matters have been overlooked at your company, e.g., whether the company is compliant with escheat laws with respect to dividends. In addition, you should find out whether other business units are handling matters that you may want to come under the OCS, e.g., the finance department may currently control correspondence with the Audit Committee or the HR department may control correspondence with the Executive Compensation Committee. While there are not clear lines, you should determine how you want matters to be handled for your company and do not hesitate to voice your perspective.

3. *Get to Know the Company*

If anyone is expected to understand the corporate structure, it is the Corporate Secretary. Toward that goal, you should first locate all the documentation relating to your company and its affiliated entities. Second, you should study it. Third, study it, again. [Note: You should ensure that the documents are organized and secured in fireproof cabinets or rooms for safekeeping.] With your new knowledge, you may want to consider preparing (a) an organizational chart that sets forth in detail the relationships between and among the entities and (b) a detailed summary of each entity, including name, state of incorporation, if applicable, tax identification numbers, officers, ownership structure and appropriate signature blocks. In addition, you may want to begin to be viewed as “the keeper” of these authoritative documents.

4. *Get to Know the “Players”*

Review and study the Proxy or other documents (e.g., 10K and Annual Report) to find out who is on the Board. In addition to knowing what these folks do, find out who they are in “real life,” i.e., find out the relationships between and among Board members, the relationships between and among Board members and management. Equally important, find out who controls each Board member’s schedule and establish “excellent” relations with this individual. And, maintain this relationship. Never – ever – step on the toes of those who support your Board members. This will be your deathnell.

Meet with the Chairman of the Board one-on-one to understand his or her expectations for you and your staff. You should also meet with senior management (e.g., President, Chief Operating Officer, Chief Financial Officer, General Counsel) and begin to establish

yourself as part of the senior management team. Just as with the Board, get to know these folks in “real life” and their support systems.

5. *Meet With Outside Corporate Counsel to Discuss Historical Corporate Issues*

This step could best be seen as “finding out where the bodies are buried.” As noted above, as the Corporate Secretary, you are often at the center of the most important issues confronting your company. In addition, you might also be privy to the most difficult challenges facing your company. You should find out what these challenges have been in the past and may be in the future.

You should also find out how your OCS and outside corporate counsel have worked together in the past. For example, you should determine who has been the primary author of corporate resolutions. You may decide that certain resolutions should be prepared by your OCS and other resolutions by outside counsel. Having outside counsel prepare certain resolutions could be helpful on two fronts. First, while we all have our own areas of expertise, the fact is that we will not be experts in every area. Thus, to ensure that you are benefiting from outside counsel’s particular expertise and perspective, do not hesitate to ask for assistance. Second, having outside counsel prepare certain types of resolutions may simply be prudent “risk transference.” Particularly for smaller departments, examples of “risk transference” resolutions might be in the areas of: issuance of company stock; mergers or acquisitions; creation of stock option plans; and authorization of the use of derivatives.

6. *Establish and Maintain a Professional Office of Corporate Secretary*

You will soon find that there is generally much confusion about what the Corporate Secretary does for the company. To begin to alleviate this confusion, you may want to consider developing an “identity program.” Through an identity program you can begin to establish your office as a clearly identifiable business support function. While the program may take time, it need not be complex. A simple step such as referring to the “Office of Corporate Secretary” in correspondence and other communication will begin to carve out an identity for the work performed. To the extent that your company has an intranet site, you could establish an area on the site that both (a) educates your company on the work performed by the OCS and (b) substantively facilitates the business of your company. Examples of intranet support could include a listing of all related entities and related information such as officer names, states/countries where the entity is authorized or qualified to conduct business, and appropriate signature blocks (see Exhibit A).

In addition, you may want to consider setting professional standards for your OCS. Again, this need not be complex. A simple step such as using professionally bound “Board Books” can begin to upgrade the professionalism of the office. Another area for improvement can generally be found in the materials included in the books. You will want to work with your Chairman and management team to coordinate the preparation of materials so they are delivered in a consistent and professional manner to the Board. The key is to realize that

you are one of the important “voices” between the company and the Board. Again, do not hesitate to speak up when you think improvements can be made.

7. *Confer with the Chairman and Others to Identify Areas for Improvement and Follow-up*

Particularly in the beginning, you should meet with the Chairman of the Board and invite constructive feedback in terms of improving the meetings and related materials. You might be surprised to find out that this is the first time such feedback has been solicited and that the Chairman may well have some ideas for improving the OCS. Be open to these suggestions and determine how you can integrate them into your process. Following Board meetings, you will also want to review with the Chairman whether there are particular items requiring your attention and follow-up. You may also want to consider meeting with both your company’s management team and your staff to ensure that the process is always improving and that areas for follow-up are identified.

8. *Prepare a Procedures Manual for the OCS*

It is important that the OCS is always prepared to deal with the critical as well as the more routine tasks of the office. Because the tasks performed within the office are often the responsibility of individuals whose experience and knowledge is unique, it is important that there is documentation of the pertinent information and procedures to be followed. While the initial preparation of a procedures manual may be significant, the time taken to create this document will be well worth the effort.

The contents of the procedures manual will be unique to each company, however, you may want to consider covering the following areas: corporate governance; directors and officers; and, compliance and regulatory matters (see Exhibit B).

B. PLANNING FOR BOARD AND COMMITTEE MEETINGS

[Note: This section only addresses one area of responsibility for a Corporate Secretary – planning for Board and committee meetings. Other faculty members have addressed other responsibilities in their written materials.]

One way you can find the rewards of the position is by ensuring that your company has top notch, professionally conducted meetings. To achieve this goal, you will need to plan, plan and, finally, plan. In that connection, it is prudent for the OCS to set a schedule of both Board and committee meetings a year in advance so that calendars can be cleared (see Exhibit C). This approach will help address the inevitable conflicts (business or vacation) that arise when dealing with busy Board members. Next, you will want to turn your attention to the actual meetings. Organization and planning are essential to a well-run meeting. While the information set forth below is generally directed at meetings of the Board of Directors, the approach can lend itself to regularly scheduled committee meetings as well (e.g., Audit Committee).

1. *Setting the Agenda*

In terms of actually putting a meeting together, one way to plan is to use a “meeting checklist” (see Exhibit D). As you will see in the sample checklist for AnyCo. Corporation, planning begins several weeks in advance of the meeting. The goal is to ensure that all substantive matters needing to come before the Board are identified and fully briefed with sufficient time for review by the Board. In addition, the Corporate Secretary, in conjunction with the General Counsel, needs to ensure that any formal approvals are set forth in appropriate resolutions. At your initial prep meeting, you may want to consider circulating a draft agenda from which the team can build the agenda for your up-coming meeting. You will also want to use this time to consult with managers to ensure all matters needing Board attention are pulled together. Once there is a consensus on the agenda, all participants should begin preparing materials that will be submitted to the Board (see Exhibit E).

2. *Preparing Board Meeting Materials*

Whenever possible, you will want to send out “Board prep materials” sometime before the Board meeting. Determining when the materials should be sent out will depend on the particular circumstances; however, materials should be sent out several days in advance. With these materials, you will want to send out “notice” of the meeting that meets with any legal requirements of your by-laws or charter and the laws of the state in which your company is organized. [Note: If a “special” meeting is called, it may have a special notice requirement so you should consult corporate documents and state law.] If it is possible, these materials should be in final form and should not be changed before the Board meeting. As part of the OCS protocol, you may want to request that the business units preparing the materials deliver a sufficient number of copies of the documents. In the transmittal memorandum to the Board members, the directors should be advised to dispose of these prep materials after review (see Exhibit F) to ensure a consistent record of events. The Board prep materials should include the notice, time and location of the meeting, the agenda, and all substantive documentation as well as resolutions that the Board will be considering.

To ensure that all materials are ready for the Board Books, there should be an internal cut-off for submission of final Board materials effective 3:00 p.m. the day before the meeting. If you paginate the materials in the OCS, you will only need one set of materials and should build in sufficient time for copying of materials. You should have reserved sufficient space to ensure organized assembly of the Board Books. It is recommended that one Board Book be assembled and reviewed prior to assembly of all the Board Books to eliminate confusion and errors.

3. *Preparing the Room*

First impressions are hard to overcome. So, when you are preparing the Board Room do not overlook the details. First, make sure the room is secure and organized. Make sure that there is sufficient room for Board members and management. You may want to consider

using nameplates to avoid confusion as to seating. In terms of materials, the room should be “meeting ready” (i.e., at each Board member’s seat there should be a final Board Book, pen and paper). To the extent that audiovisual or computer equipment is being used, make sure it is in good working order before the meeting starts and get agreement among participants as to how the equipment will be used. Even if you are not actually presenting, it is your job to assist others in delivering a professional presentation.

4. *Participating in the Meeting*

The first order of business of the Corporate Secretary is to determine whether a quorum is present to hold a meeting. If a quorum is not present, it is the responsibility of the Corporate Secretary to inform the Chairman. Assuming a quorum is present, the meeting may proceed. The involvement of the Corporate Secretary in the conduct of the meeting will vary from company to company, particularly if one person serves as both General Counsel and Corporate Secretary. If one person holds both titles, you may wish to consider having an Assistant Corporate Secretary who actually takes the minutes of the meeting.

While customs vary, actual Board meetings generally are formal in their conduct. The Chairman calls the meeting to order, calls for approval of the minutes of the prior meeting, recognizes participants, invites the delivery of both committee and management reports, and calls for other action items. In addition to ensuring the agenda is followed, it is the Corporate Secretary’s responsibility to ensure that all matters have been voted on by the Board. Thus, do not hesitate to speak up if the Chairman has inadvertently missed a matter for consideration. Finally, at the conclusion of the meeting, directors should leave all materials in the meeting room. All documents should be disposed of by the OCS, except that one set of clean materials should be retained in the corporate records.

5. *Meeting Minutes*

Again, customs differ among companies as to who actually “takes” the minutes of Board meetings. As noted previously, if the Corporate Secretary also serves as the General Counsel, you may wish to consider having another individual who is an Assistant Corporate Secretary actually record the events of the meeting and prepare the minutes. While it is not absolutely necessary, this separation of these powers will help ensure that the role of Counsel for the company is not commingled with the management position of Corporate Secretary so as to put the attorney-client privilege at risk. Generally speaking, minutes are prepared in the “short form” or the “long form.” While Corporate Secretaries may have differing views on the preferred form, the key is to pick one or the other. Shifting back and forth between the two forms may cause confusion and questions later. If you were to use the short form, the minutes may read, in part, as follows:

Next, Ms. Smith reviewed with the Board the basis for management’s recommendation to invest \$12.3 million in a new IT accounting software known as HereTodayGoneTomorrow, developed by Bozo@Co. Specifically, Ms. Smith discussed: the RFP procedure and results; Bozo@Co’s experience and history; the implementation schedule;

the capital requirements; and, the ROIC. Then, the Board discussed the recommendation among its members and with management. Thereafter, upon motion duly seconded, the Board approved management's recommendation to purchase the HereTodayGoneTomorrow software.

If you use the long form, the same discussion may read as follows:

Next, Ms. Smith reviewed with the Board the basis for management's recommendation to invest \$12.3 million in a new accounting software infrastructure known as HereTodayGoneTomorrow, developed by Bozo@Co. First, Ms. Smith explained how the RFP was developed. Next, she explained that, following the issuance of the RFP, three companies bid on the project, including Geek.com, attaboy, Inc., and Bozo@Co. Ms. Smith then reviewed in detail an analysis prepared by management comparing each of the proposals received. Ms. Smith explained that the basis for management's recommendation of Bozo@Co. included the following: Bozo@Co. has been in business for 14 years (she noted that this is ten years longer than the other two companies); the software is the leading software used in the industry; superior support and development of the software; an aggressive implementation schedule and training support; attractive pricing compared to competitors; and the return on invested capital meets the company's internal targets. Mr. Board Member asked Ms. Smith to explain management's evaluation of the impact of Bozo@Co.'s recent financial troubles on the potential success of the project. Ms. Smith explained that management specifically discussed the issues with Bozo@Co.'s team and, based upon those discussions, management feels comfortable that the issues will not impact the implementation of the project. Ms. Smith explained that the accounting issues are not with Bozo@Co., but with an affiliated joint venture in which Bozo@Co. is a 5% partner. Thereafter, upon motion duly seconded, the Board approved management's recommendation to purchase the new accounting HereTodayGoneTomorrow software.

As you can see, the styles are very different and each has its pros and cons. Generally speaking, the short form is more common; however, in the post-Enron era there may well be a trend to expand the minutes. (See Exhibit G for an example of short form minutes.)

6. *Special Consideration for Committees at Publicly-Traded Companies*

If you are the Corporate Secretary for a publicly-traded company, you will want to become knowledgeable as to the requirements of the following as they relate to committees of the Board: (i) the Sarbanes-Oxley Act of 2002, (ii) the SEC's rules and regulations, and (iii) the NYSE/Nasdaq Listing Requirements. Because these requirements are still in flux as of the

writing of this article, the information noted below is not intended to be definitive as to the legal requirements or rules, but rather it is intended to be illustrative of several areas of special concern. You should consult your counsel as to the current laws, regulations and applicable listing rules governing your company.

a. Audit Committee:

- Independence: Each member of the committee should be someone who is considered “independent.” Generally, to be considered independent, a member cannot: (i) accept any compensation from the company other than that for serving as a member of the Board of Directors or (ii) be an affiliate of the company or its subsidiaries.
- Authority: The committee should be directly responsible for the appointment, compensation, and oversight of the outside auditors. In addition, the outside auditors are to report directly to the audit committee (as opposed to a member of management).
- Advisors: The committee should have the authority to engage independent counsel and other advisors and have the associated costs paid by the company.
- Financial Expertise: The committee should include members who have accounting or financial management experience. There may be special requirements for the chairman of the committee.
- Code of Ethics/Compliance: A Code of Ethics should be adopted by the company and should fall within the oversight of the committee. In addition, the audit committee should establish certain procedures for the handling of complaints regarding accounting, internal control, or auditing issues.
- Certification/Filings: In connection with various certification obligations of management, as well as the committee’s oversight of the company’s financial condition, the committee should meet on at least a quarterly basis with management to discuss the company’s internal controls and the financial statements/condition of the company.
- Non-Audit Services: Generally, the audit committee should pre-approve the retention of the company’s auditor to provide allowable non-audit services. A company’s independent auditor should not provide certain non-audit services to a company that it audits. Examples of such services include bookkeeping; financial information systems design and implementation; appraisal

services; internal audit services; management functions; investment adviser services; and legal or expert services.

- Charter: The committee should have a written charter that addresses the committee's purpose, goals and responsibilities, and mandating annual performance evaluations of the committee.

b. *Compensation Committee:*

- Independence: Each member of the committee should be someone who is considered "independent." Generally, to be considered independent, a member cannot: (i) accept any compensation from the company other than that for serving as a member of the Board of Directors or (ii) be an affiliate of the company or its subsidiaries.
- Charter: The committee should have a written charter that addresses the committee's purpose, goals and responsibilities, and mandating annual performance evaluations of the committee.

c. *Nominating/Corporate Governance Committee:*

- Independence: Each member of the committee should be someone who is considered "independent." Generally, to be considered independent, a member cannot: (i) accept any compensation from the company other than that for serving as a member of the Board of Directors or (ii) be an affiliate of the company or its subsidiaries.
- Charter: The committee should have a written charter that addresses the committee's purpose, goals and responsibilities, and mandating annual performance evaluations of the committee.

Note: Consult with your legal counsel to obtain advice on the current laws, regulations and listing requirements applicable to your company.

III. CONCLUSION

Now, more than ever, the role of Corporate Secretary is of critical importance to corporate America. In this post-Enron era, you will be charged with working closely with your Board and management to enhance both Board procedures and corporate standards. You should take this charge seriously and ensure you are the "expert" on these issues as well as the routine services provided by your OCS to ensure that you are managing a top-flight operation.

EXHIBIT A**AnyCo. LP Holdings, Inc.**

EIN: 52-5555555
State/Date of Incorporation: July 5, 2000, Maryland
Qualified to do Business: AZ, CA

Board of Directors:	<u>Name</u>	<u>Term Expires</u>
	John Doe	2005
	Mary Smith	2005
	Martha Washington	2005

Officers:	<u>Name</u>	<u>Title</u>
		Chief Executive Officer
		President
		Chief Financial Officer & Treasurer
		Corporate Secretary
		Vice President-Tax
		Assistant Corporate Secretary
		Assistant Corporate Secretary
		Assistant Corporate Secretary

Signature Block: AnyCo. LP Holdings, Inc.,
a Maryland corporation

By: _____
Name: _____
Title: _____

Miscellaneous Info:

EXHIBIT B**ANYCO. CORPORATION
THE OFFICE OF CORPORATE SECRETARY
PROCEDURES MANUAL****VOLUME I****I. CORPORATE GOVERNANCE****A. MEETINGS**

1. Board of Directors and Committees
 - a. List of Board of Directors
 - b. List of Committee Members
 - c. Board Meeting Checklist and Prep Memos
 - d. Meetings Calendar
 - e. Sample Board Meeting Agenda
 - f. Sample Minutes
 - g. Sample Resolutions
 - h. Subsidiaries / Affiliates Board Meetings
 - 1) Subsidiary Meetings
 - 2) Affiliates Meetings
 - 3) Organizational Meetings
2. Annual Meeting of Stockholders
 - a. Annual Meeting Checklist
 - b. Proxy Checklist
 - c. D & O Questionnaires

**ANYCO. CORPORATION
THE OFFICE OF CORPORATE SECRETARY
PROCEDURES MANUAL**

VOLUME I (continued)

- d. Annual Meetings of Subsidiaries
- e. Annual Meeting Procedures
- f. Annual Meeting Script

B. CORPORATE RECORDS

- 1. Location of Minutebooks / Seals
- 2. Indexes of Minutebooks
- 3. Organizational Chart
- 4. Corporate Information Report
- 5. Closing Certificate Forms
- 6. Articles / Bylaws
 - a. AnyCo. Holding Corporation
 - b. AnyCo. GP Holdings, Inc.
 - c. AnyCo. Development, Inc.
 - d. AnyCo. Services, Inc.

C. TRANSFER AGENT LIAISON

Transfer Agent Information

**ANYCO. CORPORATION
THE OFFICE OF CORPORATE SECRETARY
PROCEDURES MANUAL**

VOLUME I (continued)

II. DIRECTOR, OFFICER AND UNITHOLDER MATTERS

A. DIRECTORS

1. Directors Information
2. New Director Information
3. Directors Compensation Information
4. Non-Employee Director Stock Option Plan
5. Exercise of Options
6. Section 16 Filings

B. OFFICERS

1. Executive Officers Information
2. Section 16 Filings
3. Stock Option Plans
4. Exercise of Options
5. Management Incentive Program

III. COMPLIANCE AND REGULATORY MATTERS

A. SECURITIES TRADING POLICIES

B. TRADING WINDOW

C. CODE OF ETHICS

D. REGULATION

EXHIBIT C**ANYCO. CORPORATION
BOARD OF DIRECTORS AND COMMITTEES
CALENDAR OF SCHEDULED MEETINGS 2002*****January 2002**

24 Investment Committee Meeting

February 2002

5 Audit Committee Meeting

5 Executive Compensation Committee

6 Nominating and Corporate Governance
Committee

7 Board of Directors Meeting

March 2002**April 2002**

18 Investment Committee Meeting

30 Audit Committee Meeting

30 Executive Compensation Committee

May 2002

2 Annual Shareholders' Meeting

2 Board of Directors Meeting

June 2002**July 2002**

18 Investment Committee Meeting

30 Audit Committee Meeting

30 Executive Compensation Committee

August 2002

1 Board of Directors Meeting

September 2002**October 2002**

17 Investment Committee Meeting

November 2002

5 Audit Committee Meeting

5 Executive Compensation Committee

6 Nominating and Corporate Governance
Committee

7 Board of Directors Meeting

December 2002***[Note: Meeting time is 9 a.m.]**

**ANYCO. CORPORATION
BOARD OF DIRECTORS AND COMMITTEES
CALENDAR OF SCHEDULED MEETINGS 2002
(continued)**

Board of Directors

[List members]

Audit Committee

[List members]

Investment Committee

[List members]

Executive Compensation Committee

[List members]

Nominating and Corporate Governance Committee

[List members]

Executive Committee

[List members]

EXHIBIT D

**ANYCO. CORPORATION
THE OFFICE OF CORPORATE SECRETARY
PROCEDURES MANUAL**

**BOARD MEETING CHECKLIST
PREP SCHEDULE
MAY 2, 2002 MEETING**

TASK	PARTY	DUE DATE	COMPLETE DATE	STATUS
I. 4 WEEKS BEFORE MEETINGS				
A. Send Prep Meeting Memo to Internal Participants and AAs				
B. Contact AAs for Availability and Schedule Prep Meetings				
C. Send Emails to Participants and AAs with Dates, Times and Locations of Prep Meetings				
D. Deliver Draft Minutes to GC/CS				
II. 3 WEEKS BEFORE MEETINGS				
A. Order any Food for Meeting				
B. Contact Board Members with Board Meeting Reminder				
C. Board Prep Meeting with Senior Management to Discuss Agenda				
D. Circulate Draft Agenda				

Key

GC **General Counsel**
CS **Corporate Secretary**
ACS **Assistant Corporate Secretary**
AA **Administrative Assistant**

**ANYCO. CORPORATION
CHECKLIST AND PREP SCHEDULE
MAY 2, 2002 BOARD MEETING
(continued)**

TASK	PARTY	DUE DATE	COMPLETE DATE	STATUS
III. 2 WEEKS BEFORE MEETINGS				
A. Check and Order Supplies for Board Books				
B. Line up other AAs to Assist in Board Meeting Day Prep and Clean-Up				
C. Confirm Attendance of Board Members				
D. Confirm Addresses for Board Members and Exec. Officers for Board Package Delivery and Create Overnight Courier Labels				
E. Prepare List of Participants and Distribute as Appropriate				
F. Circulate Revised Draft Agenda				
G. Schedule Conference Room for Board Package Preparation				
IV. 1 WEEK BEFORE MEETINGS				
A. Board Prep Meeting with Senior Management				
B. Determine any AV needs and coordinate as Appropriate				
C. Finalize Agenda				
D. Send E-mail to Participants and AAs - Reminder of Date of Delivery of Board Packages				
E. Send Emails to AAs re: Standards for Reports				
F. Prepare all Resolutions and Finalize Minutes				
G. Make Copies of all Completed Board Materials				
H. Contact Board Members with Board Meeting Reminder				

**ANYCO. CORPORATION
CHECKLIST AND PREP SCHEDULE
MAY 2, 2002 BOARD MEETING
(continued)**

TASK	PARTY	DUE DATE	COMPLETE DATE	STATUS
I. Send out Board Packages on Monday by Overnight Courier				
J. Deliver Internal Packages				
K. Send out Board Packages by Messenger, if necessary				
V. WEEK OF MEETING				
A. Monday				
1. Status Meeting with GC/CS				
2. Conference Room for Board Books				
3. Create Board Books and Executive Officers Books				
B. Tuesday				
1. Confirm Food Menu and Delivery				
2. Confirm Board Room Set-up with Office Services				
3. Confirm Assistance from Office Services				
C. Wednesday				
1. Send out E-mail to Home Office Regarding Board Meeting				
2. Finalize Board and Executive Officers Books				

**ANYCO. CORPORATION
CHECKLIST AND PREP SCHEDULE
MAY 2, 2002 BOARD MEETING
(continued)**

TASK	PARTY	DUE DATE	COMPLETE DATE	STATUS
D. Thursday				
1. Pre-Meetings				
a. Arrive Early for Meeting Set-up				
b. Set-up Board Meeting Signage				
2. Post-Meeting				
Room Clean-up				
E. Friday				
1. Disassemble Board Books and Shred Materials				
2. De-briefing with GC/CS to Determine Follow-up				
3. Send out E-mail to Designated Employees regarding Trading Window				
4. Gather Notes from Participants				
5. Execute and File Minutes in Minutebook				
VI. POST BOARD MEETING				
A. File Form 3 for any New Directors				
B. Fax Dividend Resolutions to Stock Transfer Agent				
C. Create Option Agreements for New Directors				
D. Draft Minutes				
E. Send Thank You Notes to Staff				
F. Send Reminder Memos to Board re: Next Meeting				
G. Send Minutes for Quarter to Outside Corporate Counsel				

EXHIBIT E

**ANYCO. CORPORATION
MEETING OF THE
BOARD OF DIRECTORS
May 2, 2002, 10:30 a.m.
State Hotel
555 Any Street, Any Town**

AGENDA**GENERAL SESSION**

- I. WELCOME/CALL MEETING TO ORDER - Chairman
- II. APPROVE MINUTES OF PRIOR BOARD MEETING - Chairman
February 7, 2002
- III. CHAIRMAN'S COMMENTS - Chairman
 - A. Report on Voting at Annual Meeting of Stockholders (to be presented at meeting)
 - 1. Directors elected at 2002 Annual Meeting of Shareholders
 - 2. Amending Articles of Incorporation
 - 3. To instate the election of directors annually
 - B. Election and Ratification of Executive Officers of the Corporation
(Resolution)
 - C. Appointment of Members to Committees of the Board **(Resolution)**
- IV. COMMITTEE REPORTS
 - A. Audit Committee Report – Committee Chairman
 - B. Investment Committee Report – Committee Chairman
- V. MANAGEMENT REPORTS
 - A. President's Report - President
 - B. First Quarter Financial Presentation – Chief Financial Officer
First Quarter Dividends and Distributions **(Resolutions)**
 - C. Investments – Chief Investments Officer
 - D. Operations Report - President
 - E. Development Report – Managing Director-Development

**ANYCO. CORPORATION
MEETING OF THE
BOARD OF DIRECTORS
May 2, 2002, 10:30 a.m.
State Hotel
555 Any Street, Any Town**

**AGENDA
(continued)**

- VI. ADMINISTRATIVE MATTERS AND RESOLUTIONS – Corporate Secretary
- A. Proxies Relating to Annual Meeting of Shareholders of AnyCo. Subsidiaries
(Resolution)
 - 1. Wholly-Owned Subsidiaries - Annual Meetings
 - a. AnyCo. GP Holdings, Inc.
 - b. AnyCo. LP Holdings, Inc.
 - c. AnyCo. Services, Inc.
 - d. AnyCo. Properties, Inc.
 - 2. Other Subsidiaries - Annual Meetings - April 17, 2002
AnyCo. Services, Inc.
 - B. Appointment of ABC Company as Registrar and Transfer Agent
(Resolution)
 - C. Committee Charter
Revised Nominating and Corporate Governance Committee *(Resolution)*
 - D. Revised Derivatives Policy *(Resolution)*
- VII. OTHER BUSINESS
- VIII. **EXECUTIVE SESSION** (optional)
- IX. ADJOURNMENT

EXHIBIT F**AnyCo. Corporation**

AnyCo. Corporation®**Memorandum**

To: Board of Directors of AnyCo. Corporation

From: John Doe
Assistant Corporate Secretary

Date: April 29, 2002

Re: May 2, 2002 Board of Directors Meeting –
Confidential Preparatory Materials

Attached please find for your review confidential preparatory materials for the Board of Directors meeting to be held on Thursday, May 2, 2002 (EDST) at the State Hotel, 555 Any Street, Any Town, USA, immediately following the Annual Shareholders' Meeting which begins at 9:30 a.m. Please note that at the Board Meeting you will be provided with a binder containing a complete set of all necessary materials. Accordingly, to ensure consistent recordkeeping, we would ask that you destroy these preparatory documents following your use of such materials.

Please do not hesitate to contact me at 555-123-1234 if you have any questions. It has been a pleasure assisting you in this matter.

Attachments

cc: [President]
[Chief Operating Officer]
[Chief Financial Officer]
[Chief Investments Officer]
[General Counsel]
[Corporate Secretary]
[Managing Director-Development]

EXHIBIT G**MINUTES OF THE
MEETING OF THE
BOARD OF DIRECTORS
OF
ANYCO. CORPORATION****August 1, 2002****EXECUTIVE SESSION**

The meeting of the Board of Directors of AnyCo. Corporation (the "Corporation") held at 1800 Main Street, N.W., Anytown, KN, was called to order by Mr. Frank Sinatra (the "Chairman") at approximately 9:15 a.m. Other directors attending this meeting were:

Sammy Davis, Jr.
Peter Lawford

Dean Martin*
Ethel Merman

*Telephonically

With the requisite number of directors participating, a quorum was noted. The following Officers of the Corporation also participated:

Elvis Presley

Rosemary Clooney

Ms. Clooney acted as Secretary.

Chairman's Comments

The Chairman welcomed the directors and made some introductory comments regarding the capital markets current situation and the execution of the Corporation's business plan under these conditions.

Approval of Minutes

The Chairman asked the Board of Directors to consider the minutes of the past Board of Directors meetings. There being no additions or corrections, upon motion duly made and seconded, the minutes of the May 2, 2002 and June 27, 2002 meetings of the Board of Directors were approved as presented.

Investment Committee Report

Mr. Davis then presented a report to the Board of Directors on the recent Investment Committee meeting, held July 25, 2002. Mr. Davis noted that the Committee reviewed with Management the investment and capital plan, the dispositions schedule and development planned for the Corporation. In addition, the Committee approved and confirmed the delegation of authority over acquisitions and dispositions to Management's Investment Committee.

Audit Committee Report

Mr. Martin then reported to the Board on the recent Audit Committee meeting, held July 31, 2002. Mr. Martin explained that Ms. Ella Fitzgerald gave a presentation to the Committee regarding the Corporation's Project X and their progress in resolving outstanding issues for the Corporation. Mr. Martin also noted that the Committee received a report from the Corporation's accountants on the Corporation's 2002 Audit Plan. Mr. Martin indicated that management recommended that the Committee approve the retention of HLDK as the Corporation's auditors and the Committee approved such retention.

Mr. Martin then introduced resolutions ratifying Mr. Lawford's membership on the Audit Committee. After discussion, upon motion duly made and seconded, the following resolutions were approved:

Membership of Peter Lawford on Audit Committee

WHEREAS, pursuant to Section 5.01 of the Bylaws of the Corporation, the Board of Directors established an Audit Committee; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to appoint Peter Lawford as a member of the Audit Committee, effective as of August 2, 2002;

NOW, THEREFORE, IT IS RESOLVED, that Board hereby approves the appointment of Peter Lawford to the Audit Committee, effective as of August 2, 2002; and it is

FURTHER RESOLVED, that all acts, transactions or agreements undertaken in connection with the foregoing matters prior to the adoption of the foregoing resolutions are hereby approved, ratified and confirmed, and adopted by the Corporation; and it is

FURTHER RESOLVED, that the officers of the Corporation, or any of them, are authorized, empowered and directed, in the name and on behalf of the Corporation, to do or cause to be done any and all such further acts and things and to execute any and all such further documents as they may deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

The Executive Session of the meeting adjourned at 9:30 a.m. The Regular Session began immediately thereafter.

REGULAR SESSION

At 9:30 a.m., the following Officers of the Corporation joined the meeting:

John Wayne
Ella Fitzgerald
Ingrid Bergman

Humphrey Bogart
Fred Astaire

President's Report

Mr. Wayne introduced the Board members to Ms. Ingrid Bergman and commented on Ms. Bergman's current leading role in the Corporation's capital raising plan. Mr. Wayne then presented a report to the Board. Mr. Sinatra first gave an overview on how the movie theater and capital markets have changed the Corporation's operating conditions and then discussed the Corporation's response to the changed environment, including adjustment of capital, shift in organizational focus, use of market positions to create value and continuation of creating differentiation for corporate customers.

Mr. Wayne then reviewed with the Board a chart showing the Corporation's capital availability and its sources and uses June 2001 to July 2002. Mr. Wayne responded to questions regarding the Corporation's current development program and the Corporation's decision to manage activity in that program due to issues in capital availability and development yields. Mr. Astaire and Ms. Bergman also commented on the development program and the Corporation's third-party financing opportunities.

Financial Report

Mr. Bogart then summarized the Corporation's balance sheet and income statement and reviewed the Corporation's third quarter revenues, expenses and earnings per share ("EPS"). Mr. Bogart then described the seven (7) items impacting the Corporation's year-to-date EPS: theater investment activity, theater development, movie operations, core portfolio performance, theater revenue, general and administrative expenses and cost of capital. Mr. Bogart next directed the Board of Directors' attention to the proposed resolutions regarding the first quarter dividend and distribution, including the dividend payable to holders of the Corporation's Common, Series A and Series B Preferred Stock. After discussion, upon motion duly made and seconded, the following resolutions were approved:

Common Stock Dividend

WHEREAS, the Board of Directors has determined that the Corporation will be able to pay, and it will be in the best interest of the Corporation to pay, a dividend of

\$1.25 per share to holders of common stock, par value \$.01 per share ("Common Stock"), of the Corporation; and

WHEREAS, the Board of Directors has determined, based on financial statements for the third quarter ended June 30, 2002 presented to it by the officers of the Corporation, that after payment of a dividend of \$1.25 per share, the Corporation will be able to pay its debts as they become due in the usual course of business and the Corporation's total assets will be greater than or equal to the sum of the Corporation's total liabilities;

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors hereby declares a regular quarterly dividend to be paid on September 4, 2002 in the amount of \$1.25 per share of Common Stock to each holder of record of shares of Common Stock on August 20, 2002; and it is

FURTHER RESOLVED, that the officers of the Corporation, or any of them, are hereby authorized and directed to take such action as is necessary to pay the dividend approved in the preceding paragraph.

Series A Preferred Stock Dividend

WHEREAS, the number of shares of Series A Preferred Stock outstanding is 680,000; and

WHEREAS, the Board of Directors has determined that the Corporation will be able to pay, and it will be in the best interest of the Corporation to pay, a dividend of \$1.25 per share of Series A Cumulative Convertible Redeemable preferred stock of the Corporation ("Series A Preferred Stock") par value \$.01 per share (or an aggregate of \$850,000) to the holders of the Preferred Stock; and

WHEREAS, the Board of Directors has determined, based on financial statements for the third quarter ended June 30, 2002 presented to it by the officers of the Corporation, that after payment of a dividend of \$1.25 per share of Series A Preferred Stock (or an aggregate of \$850,000), the Corporation's total assets will be greater than or equal to the sum of the Corporation's total liabilities;

NOW, THEREFORE, IT IS FURTHER RESOLVED, that the Board of Directors hereby declares a regular quarterly dividend to be paid on August 30, 2002 in the amount of \$1.25 per share of Series A Preferred Stock (or an aggregate of \$850,000) to the holders of record of shares of Series A Preferred Stock on August 20, 2002; and it is

FURTHER RESOLVED, that the officers of the Corporation, or any of them, are hereby authorized and directed to take such action as is necessary to pay the dividend approved in the preceding paragraph.

Series B Preferred Stock Dividend

WHEREAS, the number of shares of Series B Preferred Stock outstanding is 8,000; and

WHEREAS, the Board of Directors has determined that the Corporation will be able to pay, and it will be in the best interest of the Corporation to pay, a dividend of \$100.50 per share of Series B Cumulative Redeemable preferred stock of the Corporation ("Series B Preferred Stock") par value \$100.50 per share (or an aggregate of \$804,000) to the holders of the Series B Preferred Stock; and

WHEREAS, the Board of Directors has determined, based on financial statements for the third quarter ended June 30, 2002 presented to it by the officers of the Corporation, that after payment of a dividend of \$100.50 per share of Series B Preferred Stock (or an aggregate of \$804,000), the Corporation's total assets will be greater than or equal to the sum of the Corporation's total liabilities;

NOW, THEREFORE, IT IS FURTHER RESOLVED, that the Board of Directors hereby declares a regular quarterly dividend to be paid on September 30, 2002 in the amount of \$100.50 per share of Series B Preferred Stock (or an aggregate of \$804,000) to the holders of record of shares of Series B Preferred Stock on August 20, 2002; and it is

FURTHER RESOLVED, that the officers of the Corporation, or any of them, are hereby authorized and directed to take such action as is necessary to pay the dividend approved in the preceding paragraph.

Mr. Wayne and Mr. Bogart then responded to questions from the Board regarding the Corporation's debt rating and costs associated with the Corporation's acquisitions program. Mr. Wayne then discussed the Corporation's market condition versus its peers and market conditions generally.

Mr. Bogart then detailed the Corporation's year-to-date capital activity, including capital raised and capital requirements for the remainder of 2002. Mr. Bogart also reviewed the modifications to the Corporation's unsecured line of credit, the guarantee to OmniMovie Corp.'s ("Movie Corp.") line of credit, and the recent unsecured debt offering.

The Board then discussed the market generally and its impact on the Corporation.

Investments Report

Ms. Bergman presented an Investments Report to the Board and explained that the Investments Group has changed its direction over the past 90 days from focusing on investment activity to the capital raising efforts of the Corporation. Ms. Bergman noted that a majority of the Corporation's investment activity occurred in the first and second quarter of 2002. Ms. Bergman then provided a summary of the current investment activity

of the Corporation, including all new theater acquisitions, new construction starts on theaters and utilization of third-party capital for development of new theaters. In addition, for information purposes, Ms. Bergman reviewed movie script acquisitions by Movie Corp., an AnyCo. affiliate. Next, Ms. Bergman summarized the joint venture in the United Kingdom between Movie Corp. (UK) Limited and RatPack Asset Management to develop and own scripts for movies.

Ms. Bergman then reviewed the capital plan to raise \$1.2 billion through a combination of joint ventures and theater financings. Ms. Bergman then discussed the factors in selecting assets for the capital plan, including the current critical mass in each market, strategic value of assets within each market, amount of growth remaining in the asset, ability of asset to perform in a down market and salability of the asset.

Next, Ms. Bergman discussed how the capital plan relates to the long-term critical mass targets in each market. Ms. Bergman then reviewed the theater disposition program, including the status of dispositions and negotiations. Ms. Bergman next described some current market conditions affecting the Corporation's capital plan, including more conservative underwriting, fewer and different movie-goers, and a decline in trading prices.

Operations Report

Ms. Fitzgerald first reviewed with the Board of Directors the performance of the Corporation's operating theaters, including its actual and budgeted (i) net operating income, (ii) daily average year-to-date movie attendance, (iii) current attendance and (iv) year-to-date repeat customer counts for the third quarter of 2002.

Ms. Fitzgerald explained that in 2002 the Operations Department will focus on the individual theater level, including cost issues or current expenditures and expirations, and the more competitive environment. Ms. Fitzgerald noted that Operations will focus on customer relationships by reducing time conflicts for management employees, increasing relationships as priority for theater managers and senior management, and improving the pursuit of growth opportunities with the Corporation's existing customer base through assistance from the National Marketing group. Ms. Fitzgerald also discussed and responded to questions regarding the current food service initiative within the theaters.

Ms. Fitzgerald then explained the Corporation's exposure resulting from scripts purchased and by the theater market for June 2001 through July 30, 2002. She then further identified issues for the Operations Department in 2002, including retention and growth of key people, balancing markets, theater dispositions and their impact on theater management staff, and the new compliance program.

Development Report

Mr. Astaire gave a third quarter summary of development starts and theaters placed in service and construction in progress. Mr. Astaire then discussed the 2002 theater development starts by comparing the 2002 Business Plan with the projected figures.

Next, Mr. Astaire identified the key issues and initiatives for the Development Group in 2003, including a focus on theaters placed in service. Mr. Astaire then reviewed the status of movies released to the public. In addition, Mr. Astaire discussed 2002 leasing exposure in the Peoria, New Orleans, Branson and New York City markets. Next, Mr. Astaire described the Corporation's land inventory held for future theater development by market. Mr. Astaire then reviewed newly developed projects in Phoenix, Miami, Las Vegas and Trenton.

Administrative Matters

Mr. Presley described Item A under the heading "Administrative Matters." After discussion, upon motion duly made and seconded, the following resolutions were adopted:

[INSERT RESOLUTIONS]

Mr. Wayne then described Items B-C under the heading "Administrative Matters." Mr. Wayne noted Mr. Lemmon's recent departure from the Corporation, and discussed Mr. Presley's recent contributions to the Corporation and management's recommendation of his election as Managing Director. After discussion, upon motion duly made and seconded, the following resolutions were adopted:

[INSERT RESOLUTIONS]

Other Business and Adjournment

The Chairman called for other business. There being none, the Chairman adjourned the meeting at approximately 12:10 p.m.

The foregoing are true and accurate minutes of the Executive and Regular Sessions of the meeting of the Board of Directors of AnyCo. Corporation held August 1, 2002.

Rosemary Clooney
Assistant Corporate Secretary

Becoming a Corporate Secretary: The First Steps

John B. Ross
Secretary & General Counsel
Williams Scotsman, Inc.

Becoming a Corporate Secretary is like becoming a homeowner. At some point in your life you take that first leap into the unknown -- you buy your own home. You feel apprehensive, even fearful, of the unknown which lies ahead. Things you had taken for granted (such as property taxes, insurance, and plumbing) are now significant, even important. You are suddenly responsible for a new domain and the many tasks that go with it. Over time, however, your anxiety and doubts ease. Indeed, your entire mindset changes as you begin to enjoy the status and benefits of a homeowner. You eventually learn what needs to be done, and you routinely handle the many tasks for which you are now responsible. For me, the Corporate Secretary experience has been much like that.

In 1995 I was hired as the first in-house counsel for our Operating Company, a Maryland corporation incorporated in 1955. During the forty years prior to my inheriting this position a series of individuals had been the Corporate Secretary, most of whom were real secretaries. To begin the job, I was given three overstuffed loose-leaf binders (the Corporate Books) with many loose, awry pages with yellow, frayed edges. With a strong sense of adventure I sifted through these historical documents, much as one who had just inherited an old house would cautiously do a "walk through", to get some idea of the state of things. Although the paperwork was not cosmetically pleasing, I was pleasantly surprised to find that all the important items (such as the Charter, By Laws, stock ledger and the minutes of recent Board Meetings) were in order.

In addition to the Operating Company, I also became the Corporate Secretary of its parent, the Holding Company. The Holding Company is a Delaware Corporation, which was incorporated in 1993. Its Corporate Books and Records had been created recently by a large New York law firm, as part of the change in ownership of the Operating Company. These Books and Records were in very good shape; in fact, there wasn't much to them, just the Charter, Bylaws, stock ledger and a few resolutions. This was like becoming the owner of a new, well-built house.

Essential Resources

By nature, I am, at best, only a moderate "do-it-yourselfer". Indeed, I believe getting the right help at the right time is a virtue. This is as true for a Corporate Secretary as it is for a homeowner. Thus, after taking over as Corporate Secretary of the two corporations, I made sure I had the tools necessary to do the jobs properly. The following are the three primary resources I used (and sometimes still use) to get the help I needed.

1. Knowledgeable Outside Counsel: Like most companies, both the Operating Company and the Holding Company engage a large, outside law firm for specialized legal matters. Prior to my coming on board, our outside law firm had been involved in most of our corporate matters and was generally familiar with our situation. (In fact, it had prepared a script for the Holding Company's annual meeting, which I inherited and have used as a guide for subsequent annual meetings.) The outside law firm had a number of attorneys who specialize in Corporate Law. I was directed to one who was familiar with both of our companies. Thus, during my initial review of the Books and Records, I made a list of questions to which I needed answers; I used our outside attorney to get the answers I needed. Overall, this attorney was an excellent resource for advice (and, in some cases, research) on corporate matters. [An interesting corollary: Some time after I became Corporate Secretary, we changed law firms. The new firm asked to see and review our Corporate Books and Records so that it might familiarize itself with our situation. I gladly agreed. Although this new firm had no substantive recommendations, I was happy to have its additional perspective and to have it in place as an advisory resource.]

2. Good reference material: Because the Operating Company is a Maryland Corporation, I have found it very useful to own a widely used reference book on Maryland Corporations (Maryland Corporation Law by James J. Hanks, Jr.). I also purchased another book from an advertisement I received in the mail, which promised to be an excellent resource for any Corporate Secretary and included many "essential corporate forms". Frankly, I have found the book on Maryland corporate law very useful, but the other one virtually useless (except it is physically attractive and looks nice sitting on my shelf). In addition to these two books, my outside law firm provided me with a small paperback book entitled: Delaware Laws -- Annotated published by Aspen Publishing, Inc., which has been very useful for matters involving the Holding Company parent, which is a Delaware corporation. [Unfortunately, at the time I became the Corporate Secretary, I was unaware of the American Society of Corporate Secretaries, which others have used as a good source for information.] Thus, my advice to any new corporate secretary is to seek out and use whatever reference materials you believe will be helpful.

3. Administrative Support: The responsibilities of the Corporate Secretary position include many detailed, time-consuming, administrative tasks, such as tracking and updating the list of shareholders, sending out notices of meetings, etc. Such duties are essential, yet unexciting. Fortunately, in my situation an excellent legal administrator (the Secretary's secretary) provides invaluable support. She performs such administrative tasks of typing the minutes and resolutions, stock certificate tracking, and filing of all the associated paperwork. In addition, she maintains a tickler file and a calendar of events to remind me of upcoming events and tasks to be done. As a result of her maintaining a separate tickler, there are actually two of us looking out for the timely completion of tasks. Given the amount of detailed administrative work involved, our arrangement has worked very well, and I strongly urge this type of support for anyone who takes on the Corporate Secretary position.

Taking Charge of the Books and Records

As soon as I learned I would be the new Corporate Secretary for both the Holding Company and the Operating Company, I immediately asked to see their Corporate Books and Records. Fortunately, the acting Corporate Secretary was very agreeable, which allowed me the time to perform a careful review of all the primary documents, prior to my taking over that position. This initial review included the following:

- **Charter**: Verification that I had the current, complete and original document.
- **By-laws**: Verification that I had the current, complete document.
- **Board Resolutions and Minutes**: Verification that I had everything which most likely would have been required over the past 7 years. (I chose 7 years because the Operating Company had changed owners twice during that period.) In addition, I made certain that the following corporate actions had been taken:
 - ◆ Annual Shareholder Meetings had been held.
 - ◆ Annual Board Meetings had been held.
 - ◆ The correct number of Directors were elected to and were serving on the Board.
 - ◆ The required officer positions were filled and those individuals had been duly elected or appointed.
 - ◆ There was a standard indemnification resolution for directors and officers.
 - ◆ There was a general authority resolution granting certain officers the authority to contractually bind the company.
- **Stock Certificates and Records**: At the outset, the part of the Corporate Secretary's role that concerned me the most was the Corporate Secretary's accountability for the tracking the company stock. Even though our Holding and Operating companies are privately held, I knew that this was a part of the job which had to be performed absolutely correctly. To do this I did the following:
 - ◆ Reviewed the list of stockholders to make sure I knew which certificates (by number) had been issued to each stockholder, and that I had the name and address of each stockholder, i.e. I made sure I had an accurate list of current stockholders.
 - ◆ Reviewed the cancelled stock certificates to make sure that I could identify all shares that had been repurchased and/or cancelled.
 - ◆ Made sure I had an ample supply of blank certificates, so that additional shares could be issued in the future.
- **Determine the Dates and Time Frames for Important Events**: Lastly, I reviewed the Bylaws and recent Resolutions to determine the important dates and deadlines for required corporate events. Some of these included:

Learning the fiscal year of the company (in my companies the fiscal year is the calendar year);

- ◆ Determining the time frame within which the annual meeting of shareholders is required to be held;
- ◆ Determining the relationship between the Record Date and the date of the Annual Meeting of Shareholders for notice purposes; and
- ◆ Determining the frequency with which Meetings of the Board of Directors are required to take place.

Again, these are just the highlights of my review. A more extensive initial review may be warranted under different circumstances.

Acquisition of Another Company

Over the past few years the Operating Company has acquired the stock of a number of smaller companies, which is consistent with our growth profile. Fortunately, I have been part of the Due Diligence Team and, as such, have reviewed the Books and Records of acquired companies as part of the due diligence process. (Note: This level of review has been for stock acquisitions, not for asset purchases.) A detailed review has been essential to ensure that the acquired company is a validly existing corporation, to verify we are purchasing all of the stock, etc. Also, on a very practical level, I know I am going to have to live with this entity after the acquisition – and I don't like unpleasant surprises! Generally, the items I look for as Corporate Secretary (and future Corporate Secretary of the acquired company) are as follows:

- ◆ The same things as listed in the previous section: Taking Charge of the Books and Records;
- ◆ The current and historic stock ownership situation to verify that the sellers, from whom we are purchasing the stock, own all of the corporate stock;
- ◆ The current or prior existence of any affiliated company which may affect the liability of the acquired company (note: this may necessitate tracing back the corporate history many years);
- ◆ Unusual or contradictory resolutions, such as form resolutions drafted by a third party which have been passed by a small, (closely held) company; and
- ◆ Resolutions which might conflict with the contemplated acquisition.

A Few Useful Aids:

The following are a few useful aids I have developed which have been helpful to me and my secretary (the "Secretary's secretary") and which have made the administrative part of our job significantly easier.

- ◆ **Corporate Records Summary Sheet:** In the front of each Corporate Loose-leaf Notebook, which contains our Charter, Bylaws, Resolutions and Minutes, I have a summary sheet in the Form of Exhibit A. This has been extremely useful in those situations where basic information about some aspect of the corporation is quickly needed.
- ◆ **A Minutes Worksheet:** To each Board Meeting I take a copy of the Minutes Worksheet (See Exhibit B) to make sure I have recorded certain details about the meeting which will be used to supplement the substance of the minutes which I take. This is basically a guide to help me collect more ministerial details of the meeting.
- ◆ **A Form Secretary's Certificate:** Our company's business often requires me to produce a Secretary's Certificate to verify that an employee or officer has the authority to enter into a contract, purchase goods, or obtain a license on behalf of the company. Typically, one is needed about twice a week, so we have developed the attached word processor form to do this efficiently. A copy of our basic Secretary's Certificate is attached as Exhibit C.

Conclusion:

The position of Corporate Secretary, like that of homeowner, carries many responsibilities. None of the responsibilities taken alone is that difficult; however, in the aggregate they are challenging and important. A successful Corporate Secretary enjoys the benefits of keeping the company in shape, just as a conscientious homeowner reaps the benefits of keeping his or her property in good shape, with all systems running smoothly.

PEACH STATE INTERNATIONAL, INC.

Corporate Summary as of January 1, 2001

1. STATE OF INCORPORATION: Georgia
2. DATE OF INCORPORATION: September 24, 1990
3. ADDRESS OF REGISTERED OFFICE:
Humphries & Humphries, LLC
Suite 1700 Riverwood
100 Riverwood Parkway
Atlanta, Georgia 30339
4. ADDRESS OF PRINCIPAL OFFICES:
123 Peachtree Street
Atlanta, Georgia 30333
5. NAME OF REGISTERED AGENT:
J. D. Humphries
6. NAME OF INCUMBENT DIRECTORS:
Gary E. Schultz, Chairman of the Board
Kent F. Smith
John. R. Jones
7. NAMES OF INCUMBENT OFFICERS:

Gary E. Schultz	President & Chief Executive Officer
Kent F. Smith	Chief Financial Officer & Treasurer
John R. Jones	Vice President, General Counsel & Secretary
Ryan P. Becker	Vice President
Thomas W. Haney	Controller
Allison M. Sawyer	Assistant Secretary
8. NUMBER & PAR VALUE OF AUTHORIZED SHARES:
Peach State International, Inc. has authority to issue 100,000 shares of capital stock, par value \$1.00 per share.
9. SHAREHOLDER'S NAME: SHAREHOLDER'S NUMBER OF SHARES:
Middle Atlantic Holdings, Inc. 49,000 shares (Certificate No. 3)
10. DATE OF LAST ANNUAL SHAREHOLDER'S MEETING:
June 30, 2000 (Resolution in Lieu of)
11. FISCAL YEAR ENDS: December 31 of each year

EXHIBIT A

MINUTES WORKSHEET

◆ ANNUAL/QUARTERLY/SPECIAL MEETING OF BOARD OF DIRECTORS

◆ DATE: _____ PLACE: _____

◆ PERSONS IN ATTENDANCE:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

◆ TIME MEETING COMMENCED: _____

◆ WRITTEN RESOLUTIONS PRESENTED FOR VOTE:

◆ NOTES

◆ TIME MEETING ADJOURNED: _____

EXHIBIT B

**PEACH STATE
INTERNATIONAL, INC.**

123 Peachtree Street
Atlanta, Georgia 30333
Phone: 770-995-6893
Fax: 770-963-5745

SECRETARY'S CERTIFICATE

I, John R. Jones, hereby certify that I am the Secretary of Peach State International, Inc. ("Peach State"), a Georgia corporation, and that Edward P. Thomas is the Area Manager of Peach State's branch office located in Orlando, Florida. In this capacity, Mr. Thomas has the corporate authority to execute bid documents and contracts for the Cypress Avenue Elementary School project on behalf of Peach State.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of the corporation, this 22nd day of October, 2002.

John R. Jones
Secretary
Peach State International, Inc.

(SEAL)

EXHIBIT C

Corporate Secretary 101
A Public Company Perspective
October 22, 2002

P. Kelly Tompkins
Vice President, General Counsel & Secretary
RPM, INC. (NYSE: RPM)
Medina, Ohio

American Corporate Counsel Association
2002 Annual Meeting
Washington, DC

CORPORATE SECRETARY PRIMARY RESOURCES

PEOPLE

- Outside corporate/SEC counsel and paralegal support
 - Solid working relationship with one primary corporate law firm with excellent public company (*i.e.*, SEC/NYSE) and transactional (*i.e.*, acquisitions and dispositions) experience
- Inside corporate paralegal
 - Handles virtually all day-to-day corporate secretarial matters for more than 100 subsidiaries worldwide

PROCESS

- NYSE and SEC requirements dictate external reporting processes
- Request to Change Legal Entity form (sample attached) and other policies dictate internal reporting processes

SOFTWARE

- SECRETARIAT™ Software System
 - Cumulative database for tracking/managing 100-plus worldwide subsidiaries
 - Download prepared forms geared to each of our subsidiaries (by state) which makes preparation of standard resolutions quicker and easier

INTERNET SOURCES

- American Corporate Counsel Association (www.acca.com)
- American Society of Corporate Secretaries (www.ascs.com)
 - Written materials
 - Guidebooks, checklists, etc.
- Corporate Services Corporation (CSC) / Statutory agent for service (www.incpot.com)
 - Statutory agent for service of process; tax filings; qualifications to do business
 - On-line state forms
 - New internet based program will soon be available on-line

- Secretary of State web-sites

PUBLICATIONS

- NYSE Listing Manual (www.nyse.com)
- ABA Publication – “Now That You Are Publicly Owned” 36 Bus. Lawyer 1631 (1981)
- Encyclopedia of Corporate Meetings, Minutes and Resolutions (3rd Ed.) – Prentice-Hall, Inc. (William Sardell, Revisor)
- Delaware Corporation Laws Annotated (Lexis Publishing)
- Checklists for Corporate Counsel (Volume 1) Business Laws, Inc.
- *Corporate Secretary's Answer Book*, Naomi C. Dallob (Aspen Law Business)

REQUEST FOR CHANGE TO ABC SUBSIDIARY

Entity Initiating Request: _____

Legal Entities Impacted: _____

Reporting Group: _____

Proposed Change:

- _____ Liquidation
- _____ Merger
 - Into: _____
- _____ Name Change
 - From: _____
 - To: _____
- _____ Ownership Change
 - From: _____
 - To: _____
- _____ Formation of New Entity*
 - Formal Legal Name: _____
 - Where: _____
- _____ Other (Explain) _____

Summary of Business Purpose:

Alternatives Considered:

Effective Date of the Proposed Change: _____

Submitted By: _____ Date: _____

Approval:

(Original signatures must appear below)

Subsidiary President - Date

Subsidiary CFO or Equivalent - Date

/CFO - Date

/Legal - Date

/President - Date

Outside Auditor Accounting, Tax - Date

(If applicable) - Date

ABC CORP.
CORPORATE SECRETARIAL MANAGEMENT REPORTING POLICY

It is and shall continue to be the policy of ABC Corp. and its subsidiaries to provide the General Counsel's Office with corporate secretarial information relating to all of its subsidiaries and/or joint ventures. It shall also continue to be the policy of ABC Corp. and its subsidiaries to provide the General Counsel's Office with a document requesting prior approval for changes to the status of its subsidiaries or joint ventures. Accordingly, it is the responsibility of each subsidiary President to confirm that each of the following has been done:

- Submit to the General Counsel's Office a completed Request for Change form to acquire a new entity, dissolve, divest, liquidate, change the name of or legal ownership of an existing entity, etc.
- Upon request, submit, in a timely fashion, to the General Counsel's Office information relating to the percentage of ownership, appointments of officers and directors, corporate addresses, information on local counsel maintaining record books in foreign countries, etc.

PLANNING AND PREPARING FOR ANNUAL MEETING OF SHAREHOLDERS

A Few General Observations

- Begin quickly after end of last meeting while experience is fresh
- Kick-off planning meeting with all participants to ensure tight coordination
 - Company counsel
 - Financial/accounting
 - Outside SEC counsel
 - Investor/Public Relations (inside and/or outside)
 - Outside auditors
 - Transfer agent
 - Proxy solicitors
- **Sample “Time and Responsibility” schedule included (Attachment A)**
 - Set deadlines
 - Assign responsibilities

Main Events

- Annual Report (Glossy and Form 10-K)
 - Company; internal and external financial/accounting; outside auditors; IR firm; graphics firm, etc.
- Proxy
 - Outside SEC counsel, proxy solicitor and company

Timetable: Core Planning Deadlines

- Always check for any changes in state corporate law, SEC regulations and stock exchange rules, as well as amendments to charter or by-laws since last meeting, all of which could result in different deadlines or new substantive requirements
- Establish target dates for complying with
 - State corporate law requirements
 - Notice of meeting to shareholders
 - Record date for meeting

- Stock Exchange Rules
 - Preparation, filing, mailing and distribution of proxy material and annual report
 - **See Required Notices (Attachment B) and sample letters**
- SEC Rule 14a-13 mandates steps to be taken to provide proxy materials to beneficial owners
 - Send inquiries to street name record holders at least 20 business days before meeting record date

Legal Considerations

- Validity of actions taken at Annual Meeting require compliance with federal and state legal requirements
- Notice of Meeting and Record Date – State Corporate Law and Stock Exchange Rules
 - Delaware: Written notice identifying the place, date, and hour of the meeting must be given to all shareholders not less than 10 nor more than 60 days before date of meeting
 - By-Laws: Corporation by-laws may be more restrictive than state law
 - NYSE: 10 days' advance notice of any record date; notice specifies both record date and meeting date. Notice date is generally the mailing date of proxy

Directors' & Officers' Questionnaire

- Most of the information contained in proxy is devoted to information concerning the directors and officers
- Prudent to prepare and distribute a questionnaire to directors and officers to elicit the information that will be presented in proxy
 - **Sample D&O Questionnaire included (Attachment C)**
- Information should be current: "As of the most practical date"

Due Diligence Review

- Directors have an affirmative duty to review SEC disclosure filings (10-Q's; 10-K's etc.)
- Allow time to mail drafts and get comments from directors

Proxy Material

- Determine whether the proxy material is required to be filed preliminarily with the SEC

- Preliminary proxy generally not required to be filed if only items shareholders will vote on are:
 - Election of Directors
 - Approval or notification of auditors
- In contrast, a preliminary proxy is required for shareholders to vote on matters such as change of incorporation; changes to authorized capital, etc.
- Preliminary proxies must be filed at least 10 days before definitive copies are sent or given to shareholders
 - Best practice is to file preliminary proxy approximately 30 calendar days prior to mailing date to give SEC sufficient time to review/respond to comments
 - Clear proxy cards with SEC first if possible

Logistics for Meeting

- See Primary Resources for sources of various checklists
- Select location for meeting well in advance (*i.e.*, at least 1 year before meeting)
 - Consider shareholder base when selecting location (retail versus institutional)

Physical Arrangements

- Seating arrangements for shareholders, directors, principal officers, auditors, special guests and media representatives
- Portable microphones
- Adequacy of acoustics
- Adequacy of telephone, AV equipment and computer connections
- Large screens for presentations
- Security

Attendance

- General Rule: Attendance at meetings is limited to shareholders (or their proxy holders), inspectors (*e.g.*, transfer agent) and certain invited guests
 - Media invitations optional
- Press release and/or press conference with CEO/CFO before or after meeting is common
 - Some companies combine earnings release with annual meeting

Briefing Book

- Briefing notebook to be used by chairman and other officers to prepare for shareholder question and answers
 - Major accounting firms publish annual booklets with “hot topics” and sample responses

Agenda and Script (Attachment D)

- Script for the official business of the meeting, typically has the following contents:
 - Call to order
 - Introductions
 - Approval of Minutes from prior year
 - Proposals
 - Election of directors
 - Ratification of auditors
 - Results of vote
 - Adjourn formal meeting before business review
 - Report on State of Business
 - Questions and Answers

Legal / Procedural Matters Binder

- A briefing binder covering matters of a legal or procedural nature is helpful; typical topics:
 - Last year's proxy and shareholder proposals (if any)
 - Determination of a quorum
 - Voting procedures
 - Guidelines for handling floor discussions
 - Suggestions for handling disorderly persons
 - Availability of corporate records and shareholders' list
 - Method of processing, counting, and resolving disputes regarding validity of proxies and ballots
 - Information regarding the corporation's final results, material litigation, etc.
 - SEC Rules Handbook
- Additional information
 - Identify guests so directors and officers are familiar
 - Prior conference call transcripts and/or investor relations reports for institutional shareholder and/or analyst “hot buttons”
 - Review recent internet message board traffic to see what may be on the minds of individual investors

(ATTACHMENT A)

**ABC CORP.
2000 ANNUAL MEETING
SAMPLE TIME AND RESPONSIBILITY SCHEDULE**

<u>Party</u>	<u>Symbol</u>
ABC CORP. (Company)	C
(Outside Company Counsel)	CC
(Outside Accountants)	A
(Transfer Agent)	T

Note: Additional parties could include investor relations officer and proxy solicitor depending on specific situation

<u>Date</u>	<u>Action</u>	<u>Responsible Party</u>
Friday, June 15, 2000	Commence preparation of Annual Report on Form 10-K and Proxy Statement	C, CC
	Copies of 2000 Form 10-K distributed to Company for updating of information	C
June 15, 2000	Distribute D&O Questionnaires	C, CC
Week of June 25, 2000	Organizational Meeting to discuss timing and responsibilities.	C, CC
Friday, June 29, 2000	Markup of 2000 Form 10-K delivered to Company Counsel	C
Friday, July 6, 2000	First draft of Form 10-K distributed to Company (with plain english)	CC
	First draft of executive compensation tables and peer group graph	C,CC
Wednesday, July 12, 2000	Transfer Agent (or Proxy Solicitor) to commence broker search (at least 20 business days prior to record date under Rule 14a-13). Company to notify Transfer Agent.	C,T
Tuesday, July 17, 2000	Second draft of Form 10-K and first draft of Proxy Statement distributed to Company	CC
Monday, July 23, 2000	Year-end financial results publicly released	C

<u>Date</u>	<u>Action</u>	<u>Responsible Party</u>
Monday, July 23, 2000	Compensation Committee meeting	C
Friday, July 27, 2000	Directors' meeting at which resolutions adopted relating to the Annual Meeting (record date, meeting date, place and time, purpose, inspectors and proxy holders)	C, CC
	Form 10-K signature pages executed	CC
	<i>Notify NYSE of record date and meeting date</i>	CC
	Audit Committee meeting, audited financial statements available	C, A
Monday, July 30, 2000	Third draft of Form 10-K and second draft of Proxy Statement distributed to Company	CC
Monday, August 6, 2000	Near final drafts of Form 10-K and Proxy Statement distributed to Company	
Wednesday, August 8, 2000	Final comments received on Proxy Statement and Form 10-K	C, CC
	Form 10-K and Proxy Statement mailed to Directors for review and comment	CC
Monday, August 13, 2000	File preliminary proxy statement with SEC (if necessary pursuant to Rule 14a-6) [at least 10 days before mailing date]	
Week of August 13, 2000	Consolidated Financial Statements, Selected Financial Data and MD&A to Financial Printer for "EDGARIZING" (Financial Data Schedule)	C, CC
	Exhibits to Form 10-K compiled and EDGARIZED	C, CC
Friday, August 17, 2000	Record Date for Annual Meeting of Shareholders (Pursuant to NYSE Memo dated 2/9/2000, the NYSE recommends 30 calendar days between the Record Date and Meeting, with a minimum of 20 days)	
	Final comments received on Annual Report; Annual Report cleared for printing	C

<u>Date</u>	<u>Action</u>	<u>Responsible Party</u>
Week of August 20, 2000	Proxy materials cleared for printing; printer notified of desired quantities and distribution instructions	CC, T
	Form 10-K cleared for printing; printer notified of desired quantities and distribution instructions	C
Friday, August 24, 2000	Form 10-K and Proxy Statement finalized	C, CC
Wednesday, August 29, 2000	Proxy materials and Annual Report mailed to shareholders	C, T
	Form 10-K filed electronically with SEC	CC
	Definitive proxy statement filed electronically with SEC	CC
	Seven copies of Annual Report mailed to SEC pursuant to SEC Rule 14a-3(c); two copies also mailed to NYSE (along with a statement regarding the date the report was mailed to shareholders; R.203.01)	CC
Friday, September 14, 2000	Draft of script and agenda for Annual Meeting distributed	C
Monday, October 8, 2000	Script and agenda for Annual Meeting finalized	C, CC
Friday, October 12, 2000	2000 Annual Meeting of Shareholders at 2:00 p.m. at [<u>location</u>]	C

(ATTACHMENT B)
ANNUAL MEETING
REQUIRED NOTICES

**NOTICE OF RECORD DATE
AND INQUIRY TO BANKS, BROKERS AND OTHER NOMINEES:**

Rule 14a-13 of the Securities and Exchange Commission requires companies to give notice of the record date for an Annual or Special Shareholder Meeting to all banks, brokers and other nominees (collectively, "nominees") which hold its stock. The Notice, which also requests the nominee to state how many copies of the solicitation material it will need for its customers, *must be sent at least 20 business days prior to the record date for an Annual Meeting.*

NOTICE TO STOCK EXCHANGES:

The Rules of the New York and American Stock Exchanges also require advance notice of the Record Date and, in the case of the New York Stock Exchange, of the Meeting Date, for all shareholder meetings at which securities listed on such Exchange have voting rights. (Sample letter included)

NOTICE TO DEPOSITORIES:

As a general rule, a shareholder who holds stock in the name of a nominee cannot vote those shares directly. Rather, such a shareholder must give voting instructions to the nominee. Most nominees, however, in turn hold stock on a company's registered stockholder list in the name of Cede & Co., the nominee of the Depository Trust Company (DTC). In order to validly cast votes, the nominee must have authority to vote from Cede & Co. This voting authority is conveyed through an omnibus proxy, accompanied by a participant listing. Upon notification of a Record Date, DTC issues the omnibus proxy and related listing to the issuer only, although it will provide copies of the related listing to other parties at your authorization. The omnibus proxy and related listing are important documents and should not be discarded. Please notify DTC of the Record and/or Meeting Date. (Sample letter included)

AUTHORIZING RELEASE OF SHAREHOLDER INFORMATION:

The Company's transfer agent, who may also serve as its tabulator, needs to know if you are using a proxy solicitor. (Sample letter included)

SOLICITATION OF NOBO'S:

If it is necessary to solicit any NOBO's, the company who has compiled the NOBO information from the nominees holding your stock (such as ADP Investor Communicator Services) will need a formal request to release the information. (Sample letter included)

FORM OF NOTICE TO STOCK EXCHANGES

[COMPANY LETTERHEAD]

[Date]

[Addressee (see below)]

Re: Annual/Special Meeting
 Cusip Number: _____ Issue: [Issue Type]

Dear Sir/Madam:

Please be advised that the Annual/Special Meeting of Shareholders of [Company Name] will be held on [Meeting Date], with a Record Date of [Record Date].

[Add if applicable] If you have any questions, please feel free to call our Proxy Solicitor [Name of Proxy Solicitor], at [Phone No.].

Sincerely yours,

[Company Officer]
 [Title]

EXCHANGE ADDRESSES:**New York Stock Exchange**

ATTN:
 Operations Group
 20 Broad Street, 17th Floor
 New York, NY 10005
 (212) 656-5030 (tel)
 (212) 656-5893 (fax)

Chicago Stock Exchange

ATTN: Listing Department
 440 South LaSalle Street
 Chicago, IL 60605
 (312) 663-2222 (tel)

American Stock Exchange

ATTN: [Your Company Manager's Name]
 Issuer Services Department
 86 Trinity Place
 New York, NY 10006
 (212) 306-1465 (tel)

Pacific Coast Stock Exchange

ATTN: [Your Listing Representative]
 Securities Qualification Department
 301 Pine Street
 San Francisco, CA 94104
 (415) 393-4208 (tel)

FORM OF NOTICE TO DTC

[COMPANY LETTERHEAD]

[Date]

The Depository Trust Company
55 Water Street, 50th Floor
New York, NY 10041
Attn: Mr. Steve McGregor
Proxy Department
Fax: (212) 855-5182
Phone (212) 855-5198

Dear Mr. McGregor:

**Re: [Company Name]
[Annual/Special Meeting]**

Notice is hereby given that [Record Date] is the Record Date for the [Annual/Special Meeting] of Shareholders of [Company Name] to be held on [Meeting Date]. The securities entitled to vote at the Meeting are as follows:

<u>Issue</u>	<u>Cusip Number</u>
[Issue Type]	[Cusip Number]

Please send the Omnibus Proxy and Record Date participant listing to my attention. Please also send a copy of the participant listing to our proxy solicitor and tabulator, [if applicable, add name of Proxy Solicitor] in both hard copy form and CCF transmission as follows:

Thank you for your assistance in this matter.

Sincerely

[Company Officer]
[Title]

FORM OF AUTHORIZATION LETTER TO TRANSFER AGENT

[ON COMPANY LETTERHEAD]

[Date]

[Transfer Agent Name]
[Transfer Agent Contact]
[Transfer Agent Address]

RE: [Company Name]

Dear [Transfer Agent Contact]:

Please be advised that we have retained [Name of Proxy Solicitor] as proxy solicitor [and/or mailing agent and/or tabulator] for our upcoming [Annual/Special] Meeting of Shareholders. You are hereby authorized to release shareholder and voting information requested by [Proxy Solicitor] in connection with the solicitation.

If you have any questions, please call me at [Company Contact Telephone Number].

Thank you for your assistance on this matter.

Sincerely,

[Company Contact Name]
[Title]

FORM OF REQUEST FOR NOBO LISTING

[ON COMPANY LETTERHEAD]

(Date)

Automatic Data Processing
Investor Communication Services
51 Mercedes Way
Edgewood, NY 11717

Via Facsimile -- (631) 254-7622

ATTENTION: ISSUER SERVICES

RE: [Company Name]
[Issue]
CUSIP # _____

Please provide [Name of Proxy Solicitor] with a listing of non-objecting beneficial owners ("NOBO's) for the above referenced company, as of [Record Date]. Please provide such listing in both cartridge form and in hard copy form, descending share order to:

[Name/Address/Phone/Fax of Proxy Solicitor]

The NOBO listing is for informational purposes.

The charges incurred in the preparation of the listing should be sent to the undersigned.

Thank you for your assistance.

Sincerely,

(Corporate Officer)
(Title)

(ATTACHMENT C)**ABC CORP.
(the "Company")****2000 DIRECTORS' AND OFFICERS' QUESTIONNAIRE**
For Use in Connection with Proxy Statement for 2000 Annual Meeting of
Shareholders and 2000 Annual Report to
the Securities and Exchange Commission**NAME: [Director or Officer]****PURPOSE OF THIS QUESTIONNAIRE**

You are being asked to supply us with or verify information that will be used in the preparation of materials for our 2000 Annual Meeting of Shareholders, including our proxy statement and Annual Report on Form 10-K, and for other corporate purposes.

Please understand that the regulatory provisions that require this information are often complex and technical. As a result, we ask your cooperation in responding carefully to the questions and the instructions contained in the following pages.

Author's Note: The D&O Questionnaire was prepared and submitted to ACCA prior to the passage and final enactment of the Sarbanes-Oxley Act of 2002 and other related corporate governance initiatives which could impact the appropriate scope and content of this Questionnaire.

GENERAL INSTRUCTIONS

1. Please answer every question that applies to you. If the answer to any question is "No" or "Not Applicable," please so state. If additional space is required, please attach separate sheets.
2. Preceding each question are instructions on how to answer. Definitions of special terms relating to the information requested are contained in footnotes at the bottom of the page and elsewhere in this Questionnaire. These special terms are noted by bold and italicized type. If you have any questions about the Questionnaire, such as the meaning or application of a special term, or the application to a particular situation, please telephone _____ at _____ () ___ - _____ for clarification.
3. Some questions ask for information concerning subsidiaries of the Company.
4. Please sign and date your Questionnaire in the space provided at the end of the Questionnaire.
5. Return your completed Questionnaire no later than July ____, 2000, in the return envelope.
6. Please remember that you will need to update the information contained in the Questionnaire if events occur that would change your answers. In general, you should update any responses through the date of the Company's Annual Meeting of Shareholders. However, special attention should be given to updating your responses as of the printing date for the proxy statement, which is currently estimated to be August ____, 2000.

PART I - STOCK OWNERSHIP

Question 1 - Stock Ownership

Our records show that as of May 31, 2000 you are the direct and indirect **beneficial owner*** of the common shares listed on the Schedule of Stock Ownership attached as Appendix "A" to this Questionnaire.

Is the information on that Schedule accurate?

- Yes
- No (Indicate changes directly on the Schedule or provide explanation below or on a separate sheet)

***Beneficial Ownership.** Securities are "**beneficially owned**" by you if you, directly or indirectly, through any contract, arrangement, understanding, relationship or other means, have or share with others either (or both):

- (1) Voting power, the power or shared power to vote, or to direct the vote, of a share of stock; and/or
- (2) Investment power, the power to dispose, or to direct the disposition, of a share of stock.

Securities beneficially owned need not be registered in your name. For example, you would ordinarily be considered the beneficial owner of securities:

- (1) held in the name of family members, if you have the power to re-vest title in yourself, dispose or direct the voting power of the securities;
- (2) held for you in the names of nominees, such as brokers, or in "street name";
- (3) held by a partnership of which you are a partner;
- (4) held by a corporation controlled by you; or
- (5) held by a trust of which you are a trustee.

On the other hand, securities would not be beneficially owned by you if you only have the right to receive dividends on, or the sale proceeds of, such securities and do not have or share the power to vote or divest them. For example, A beneficiary of the income from securities held in a trust managed by independent trustees would not ordinarily be the beneficial owner of such securities.

You would also be considered the beneficial owner of securities on any date if you have the right to acquire beneficial ownership, as defined above, within 60 days of that date, including pursuant to the exercise of an option, warrant, or other right, through conversion of a security, or pursuant to the power to revoke a trust, discretionary account, or similar arrangement.

Question 2 - Stock Option Ownership

This Question asks about any rights you have to acquire additional common shares of the Company, other than through exercise of any option granted under one of the Company's stock plans.

As of June 1, 2000 did you have the right to acquire on or before August 1, 2000 **beneficial ownership*** of the Company's common shares pursuant to the exercise of an option, warrant, or other right, through conversion of a security, or pursuant to the power to revoke a trust, discretionary account, or similar arrangement?

Yes No

If Yes, please list below the number of shares, the class of shares, the nature of your right to acquire and the intended method of holding if acquired:

Number of Shares	Class of Shares	Nature of Right to Acquire
_____	_____	_____
_____	_____	_____
_____	_____	_____

Question 3 - Disclaimer of Beneficial Ownership

If you wish to disclaim **beneficial ownership*** of some or all of the shares you have listed in Questions 1 and 2 above, please indicate the number of shares as to which you disclaim **beneficial ownership** and the basis for the disclaimer.

**Beneficial ownership is defined on page 1.*

Question 4 - Compliance With Section 16 of the Securities Exchange Act of 1934

For purposes of this Question 4 only, the term "beneficial ownership" has a different meaning than elsewhere in this Questionnaire. In addition to stock held by you directly, you will be considered the beneficial owner of stock if you have the opportunity to profit or share in any profit, directly or indirectly, from a transaction in that stock. Examples include a trust of which you are the beneficiary, and stock held by members of your *immediate family* sharing your household. "*Immediate family*" includes any child, step-child, grandchild, parent, step-parent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and adoptive relationships.

- (a) During fiscal 2000 have you reported all transactions in the Company's common shares beneficially owned by you that are required to be reported under Section 16 of the Securities Exchange Act of 1934?

Yes No

If you answered No, please contact us so that we can report any such transaction(s).

- (b) Are you, or any member of your *immediate family*, a trustee of a trust which holds more than 10% of the outstanding Company common shares (i.e., approximately _____ shares)?

Yes No

If Yes, has the trust had any transactions in Company common shares which have not been reported on a Form 4?

Yes No

If Yes, please provide details, including type of trust, relationship you or any member of your *immediate family* has to the trust, type and date of transaction, and number of shares acquired/disposed of.

<u>Type of Trust</u>	<u>Relationship</u> (e.g., Beneficiary, Trustee)	<u>Type of Transaction</u>	<u>Date</u>	<u>No. of Shares</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Question 5 - Ownership of More Than 5% of Company Stock

At June 1, 2000 there were outstanding approximately _____ common shares of the Company. Do you know of any person (including a corporation, partnership or other organization or any group of persons that have agreed to act together for the purpose of acquiring, holding, voting, or disposing of the Company's stock) who at June 1, 2000, had, or had the right to acquire within 60 days thereafter, *beneficial ownership** of more than 5%, or _____ shares, of such stock?

Yes No

If Yes, please state to the extent that you know the name and address of each such person and the number of shares *beneficially owned* by each such person. If the shares are held by a voting trust or similar arrangement, include the duration of the agreement, if known.

*Beneficial ownership is defined on page 1.

Question 6 - Control Persons

Instructions: As used in this Question, the term “**control**” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

Do you know of any arrangements, including but not limited to any contract or any pledge of Company securities, which may result in a change of *control* of the Company?

Yes No

If Yes, please describe such arrangements, including, to the extent known, the following information: the name of the person(s) involved; the basis of the *control* (e.g., stock ownership, voting trust, etc.); the percentage of stock now *beneficially owned*; and the identity of the person(s) from whom *control* was assumed.

PART II - PERSONAL DATA

Question 7 - Executive Officer and Director List in Annual Report

Set forth below is your title and a description of your principal business activity as they will appear in our 2000 Annual Report. If you have any changes, please note them below.

{INSERT OFFICER OR DIRECTOR NAME AND TITLE AND 5-YEAR BUSINESS ACTIVITY FROM PRIOR YEAR'S FORM 10-K, UPDATED, AS APPROPRIATE}

Question 8 - Proxy Statement Director Biography

Set forth below is a draft biographical sketch to be included in the proxy statement for the Company's 2000 Annual Meeting. This sketch should include, for the past five years, any information regarding your employment or principal occupation; the company or business entity with which your employment or occupation is carried on; and the affiliation, if any, that this company or organization has with the Company. Also include the names of any other companies of which you are a director.

{INSERT 5-YEAR BUSINESS DESCRIPTION FROM PRIOR YEAR'S PROXY STATEMENT OF FORM 10-K, UPDATED TO REFLECT ANY KNOWN CHANGES.}

Is this information correct?

Yes No

If there are any misstatements or deficiencies (and for directors or nominees for director, if there are any other items of information such as trusteeships or other charitable positions, etc., which you would like to have included in the proxy statement), please make corrections in the biography below.

Question 9 - Election Agreements

Are you a director or executive officer or a nominee for either such position pursuant to any arrangement or understanding between you and any other person or persons, except the directors and executive officers of the Company acting solely in such capacity?

Yes No

If Yes, provide details.

Question 10 - Family Relationships

Is there any *family relationship** between you and (i) any other director, *executive officer*** or person nominated to become a director or *executive officer*** of the Company, or (ii) any *executive officer*** of any subsidiary or other *affiliate**** of the Company?

Yes No

If yes, please describe such *family relationships**:

* **Family Relationship.** The term “*family relationship*” means any relationship by blood, marriage or adoption, not more remote than first cousin.

** **Executive Officer.** An “*executive officer*” of a company or business entity means chief executive officer, president, vice president in charge of a principal business unit or function (such as sales, administration or finance) or any other officer or other person who performs a policy-making function.

*** **Affiliate.** The term “*affiliate*” refers to any person or entity that controls, is controlled by, or is under common control with the Company. “**Control**” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting securities, by contract or otherwise.

PART III - BUSINESS AFFILIATIONS

*Note: Questions 11 through 16 and 19 should be answered **ONLY** by directors and nominees for director.*

Question 11- Relationships With Entities That Make Payments to the Company

Are you, or at any time during fiscal 2000 have you been, an *executive officer** or more-than-10% equity owner of any business or professional entity that made payments to the Company or its subsidiaries during fiscal 2000, or that proposes to make payments in fiscal 2001?

Yes No

If Yes, please state the name of the entity, the nature of your affiliation with it and the relationship between the entity and the Company. The aggregate dollar amount of all payments made to the Company in fiscal 2000, should be stated if they exceed (i) 5% of the entity's consolidated gross revenues or (ii) 5% of the Company's fiscal 2000 estimated gross revenues (i.e., \$XX,XXX,XXX).

<u>Name of Entity</u>	<u>Relationship</u>	<u>Aggregate Payments</u>
_____	_____	_____
_____	_____	_____

Question 12 - Relationships With Entities That Receive Payments From the Company

Are you, or at any time during fiscal 2000 have you been, an *executive officer** or more than 10% equity owner of any business or professional entity to which the Company payments during fiscal 2000, or to which the Company proposes to make payments in fiscal 2001?

Yes No

**Executive Officer* is defined on page 7.

If Yes, please state the name of the entity, the nature of your affiliation with it and the relationship between the entity and the Company. The aggregate dollar amount of all payments made to or by the Company in fiscal 2000, should be stated if they exceed (i) 5% of the entity's consolidated gross revenues or (ii) 5% of the Company's fiscal 2000 estimated gross revenues (i.e., \$XX,XXX,XXX).

<u>Name of Entity</u>	<u>Relationship</u>	<u>Aggregate Payments</u>
_____	_____	_____
_____	_____	_____

Question 13 - Relationships With Law Firms

Are you now or have you during fiscal 2000 been a member of, or of counsel to a law firm retained by the Company in fiscal 2000 or proposed to be retained by the Company in fiscal 2001.

Yes No

If Yes, please state the name of the firm and the nature of your affiliation with it. The aggregate dollar amount of all payments made by the Company to the firm in the Company's last fiscal year should be stated if the amount exceeds 5% of the law firm's gross revenues for its last fiscal year.

<u>Name of Entity</u>	<u>Relationship</u>	<u>Aggregate Payments</u>
_____	_____	_____
_____	_____	_____

Question 14 - Relationships With Certain Investment Bankers

Are you a partner or *executive officer** of any investment banking firm that has performed services for the Company during fiscal 2000?

Yes No

If you answered Yes, please state the name of each firm and the nature of your affiliation with it. The amount of compensation should be stated if the amount exceeds 5% of the investment banking firm's consolidated gross revenues for that firm's last fiscal year.

<u>Name of Entity</u>	<u>Relationship</u>	<u>Aggregate Payments</u>
_____	_____	_____
_____	_____	_____

Question 15 - Relationship With Entities to Which the Company Was Indebted

Are you, or at any time during fiscal 2000 have you been, an *executive officer** or more than 10% equity owner of any business or professional entity to which the Company or its subsidiaries was indebted at the end of fiscal 2000?

Yes No

If you answered Yes, please state the name of each entity; the nature of your affiliation with it and the relationship between the entity and the Company. The aggregate amount of the indebtedness should be stated if it was in excess of \$_____ (5% of the Company's estimated consolidated assets for fiscal 2000).

<u>Name of Entity</u>	<u>Relationship</u>	<u>Aggregate Payments</u>
_____	_____	_____
_____	_____	_____

* *Executive Officer* is defined on page 7.

Question 16 - Other Relationships That May Require Disclosure

The following is designed to elicit disclosure of any other relationship of a business, family or personal nature which could be deemed to affect your independent judgment on matters affecting the Company.

Do you believe that you now have or have had in fiscal 2000 any other relationship with the Company or its management which is substantially similar in nature and scope to those relationships described in Questions 11-15?

Yes No

If Yes, please explain.

Question 17 - Membership on Other Company's Compensation Committees

In answering this Question, do not include any tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code.

a) At any time during fiscal 2000, have you served as:

- a member of the compensation committee of another entity, or a board or other committee performing equivalent functions?

Yes No

- A member of the board of directors of a company that has no compensation committee or any other committee performing equivalent functions?

Yes No

If you answered Yes to either of the above, please list the name of the company(ies) and provide details.

Question 18 - Transactions with the Company in Which You Have an Interest

Instructions: The following question relates to any transaction or series of similar transactions involving the Company and/or its subsidiaries in which you or any member of your *immediate family** have a “direct or indirect interest.”

Before answering, please review the following guidelines:

1. No answer need be given unless the transaction, or series of similar transactions, exceeds \$60,000.
2. Direct compensation for employment, fees received as a director and normal contributions or benefits under benefit plans of the Company and/or its subsidiaries should not be reported under this Question.
3. In computing the amount involved in the transaction or series of transactions, include all periodic installments in the case of any lease or other agreement providing for periodic payments or installments.
4. In calculating payments for property and services or the amount of indebtedness, you need not include:
 - Payments where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a public utility at rates or charges fixed in conformity with law or governmental authority.
 - Payments which arise solely from the ownership of the Company’s securities on the same basis as other holders of those securities.
 - Debt securities which have been publicly offered, admitted to trading on a national securities exchange, or quoted on the automated quotation system of a registered securities association.
 - Amounts due for purchases subject to usual trade terms.
5. Note that this Question calls for disclosure of indirect, as well as direct, material interests in transactions. You would normally be considered to have an indirect interest in a transaction if it involves an entity and/or its subsidiaries of which you or an *immediate family** member are an *executive officer* ** or of which you or members of your *immediate family** own at least 10% of the equity interests. We refer to the latter company as a “Director-related company.”

***Immediate Family.** *Immediate family includes any child, step-child, grandchild, parent, step-parent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law and adoptive relationship.*

**** Executive Officer** is defined on page 7.

Since the beginning of fiscal 2000 have you had a “direct or indirect interest” (as defined above) in any transaction or series of similar transactions, or any currently proposed transaction, to which the Company or any of its subsidiaries was or is to be party, or do you now have a relationship with a Director-related company which had or proposes to enter into any such transaction?

Yes No

If your response is Yes, please describe the transaction below as required in the instructions preceding this Question and include the following in your response to the extent applicable:

- The name of the Director-related company.
- The nature of your affiliation with it.
- The relationship or proposed relationship between the Director-related company and the Company and/or its subsidiaries.
- The dollar amount or percentage of revenues of the business done or proposed to be done between the Director-related company and the Company and/or its subsidiaries.

Question 19 - Compliance with §162(m)

(To be answered by directors and director nominees only.)

The following Questions take into account the “outside director” definition set forth in the regulations issued by the Internal Revenue Service under §162(m) of the Internal Revenue Code relating to the disallowance of deductions for employee remuneration in excess of \$1,000,000. In answering this Question, you should include any remuneration that is directly or indirectly paid to you or an entity of which you are an owner or employee. For example, a director of Corporation A and of Corporation B who receives a commission from the sale of Corporation A’s product to Corporation B has received an indirect remuneration if Corporation B had reason to believe that it was paying remuneration indirectly to the director.

Furthermore, for this Question, “payment” includes payments for which the Company became liable, even if those payments have not yet been made.

- (a) Have you personally received any remuneration from the Company in any capacity other than as a director?

Yes No

If Yes, please describe the amount and nature of such remuneration.

- (b) Are you an employee of or greater-than-5% **beneficial owner*** of any entity (i.e., corporation, partnership, estate, trust or sole proprietorship) that received payment from the Company during fiscal 2000 for goods or serviced provided to the Company?

Yes No

If Yes, please include the following in your response to the extent applicable:

- The name of the entity that received payments from the Company.
- The nature and amount of your beneficial ownership interest in the entity.
- The dollar amount of the payments received from the Company.
- The percentage of the entity's gross revenues represented by such payments.
- The date(s) that the payments were received.
- The nature of the goods or services provided.

- (c) Have you ever been an employee or officer of the Company?

Yes No

* **Beneficial ownership** is defined on page 1.

PART IV - LEGAL PROCEEDINGS

For purposes of this Part IV, the date of any reportable event is the date on which the final order, judgment or decree was entered, or the date on which any rights of appeal from preliminary orders, judgments or decrees have lapsed. For bankruptcy petitions, the date should be the date of filing for uncontested petitions or the date of final approval of a contested petition.

Question 20 - Involvement in Certain Proceedings

During the past five years:

- (a) Was a petition under the federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer appointed for (i) you or your business or property, (ii) any partnership in which you were a general partner at or within two years before such event, or (iii) any corporation or business association of which you were an *executive officer** at or within two years before such event?

Yes No

- (b) Were you convicted in a criminal proceeding or are you a named subject of a pending criminal proceeding? (Do not include traffic violations and other minor offenses.)

Yes No

- (c) Were you the subject of any final order, judgment or decree, of any court or other federal or state authority permanently or temporarily enjoining you, or otherwise limiting you from engaging in or being associated with persons engaging in any type of business practice or activity?

Yes No

- (d) Were you found by a court in a civil action or by the SEC or by the Commodities Futures Trading Commission to have violated any federal or state securities or commodities law?

Yes No

* *Executive Officer* is defined on page 7.

Question 21- Involvement in Legal Proceedings Affecting the Company

Since June __, 1999, have there been any pending legal proceedings in which you either have been a party adverse to, or have a material interest adverse to, the Company or any of its subsidiaries?

Yes No

If Yes, please provide details, including the name of the court or agency in which those proceedings are pending and any mitigating circumstances.

PART V - INDEBTEDNESS TO COMPANY AND ITS SUBSIDIARIES

For this question, the term “*related person*” means:

- (1) Any corporation or organization (other than the Company or a majority-owned subsidiary of the Company) of which you are an *executive officer** or partner or are, directly or indirectly, the *beneficial owner*** of 10% or more of any class of equity securities;
- (2) Any trust or other estate in which you have a substantial beneficial interest or serve as trustee or in a similar capacity; and
- (3) Any members of your *immediate family* (i.e., spouse, parents, children, siblings, mothers and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law).

Question 22

Since June 1, 1999, have you or any *related person* been indebted to the Company or any of its subsidiaries in excess of \$60,000?

Yes No

**Executive Officer* is defined on page 7.

***Beneficial owner* is defined on page 1.

(Note: It is not necessary to include amounts due for purchases subject to usual trade terms, for ordinary travel and expense advances and other transactions in the ordinary course of business.)

If Yes, please describe:

- The person who is indebted and their relationship to you.

- The largest amount outstanding at any time since June __, 1999: \$_____
- The nature of the indebtedness, the transaction in *which* it occurred, and the pertinent dates. If such indebtedness arose under Section 16(b) of the Securities Exchange Act of 1934 and has not been discharged by payment, state the amount of any profit realized and describe the transaction.

- Amount outstanding as of June __, 2000: \$_____
- The rate of interest paid or charged: _____%

PART VI – COMPENSATION

(To be answered by executive officers only.)

In answering the following, **do not include** any compensatory plan, contract or arrangement which under its terms is available to employees, or to officers or directors generally and which in operation provides for the same method of allocation of benefits among the participants.

Question 23

Did you receive payment or other personal compensation or benefit since June __, 1999 from any party other than the Company for its subsidiaries either:

- (a) For services to the Company and its subsidiaries; or
- (b) Pursuant to a transaction between the Company or a subsidiary and such party; or
- (c) By reason of your position as an officer of the Company.

Yes No

If Yes, please describe below, including the identity and address of the party, the amount and nature of compensation and the nature of the transaction. If the transaction is embodied in a written document, please enclose a copy with your completed Questionnaire.

Question 24

For purposes of answering this Question, "personal benefits" include the following: (1) home repairs and improvements; (2) housing and other living expenses (including domestic service provided at principal and/or vacation residences); (3) the personal use of company property such as automobiles, planes, yachts, apartments, hunting lodges or company vacation houses; (4) personal travel expenses; (5) personal entertainment and related expenses; and (6) legal, accounting and other professional fees for matters unrelated to Company business.

Reporting is not required for incidental benefits which are directly related to job performance or which are ordinary and necessary to the conduct of Company business. Do not report parking places, meals at Company facilities, office space and furnishings at Company-maintained offices.

Have you received any personal benefits in addition to your cash compensation or compensation received pursuant to the Company's benefit plans?

Yes No

If yes, please provide details.

SIGNATURE AND CERTIFICATIONS

I hereby certify that to the best of my knowledge and belief, the information given by me in this Questionnaire is correct and complete.

I will update any answers due to a change in circumstances between this date and August __, 2000.

Signature _____

Date _____

APPENDIX "A"
SCHEDULE OF STOCK OWNERSHIP OF

[Name of Reporting Person]

Number of shares	Form of Ownership
	Shares owned solely by you (including shares registered in your name and shares held in street name for your account).
	Shares owned jointly with spouse or others.
	Shares owned by you as trustee Co-Trustee(s) Beneficiaries
	Shares owned by you as executor or administrator of an estate
	Shares owned by you as custodian for minor under a Gift to Minors Act or as a legal guardian for a minor Name Name Name
	Shares owned by your spouse as custodian for a minor under a Gift to Minors Act or as legal guardian for a minor Name Name Name
	Shares owned directly by others (such as a foundation or other entity) over which you share (i) voting power (including the power to vote, or to direct the voting of, such shares) and/or (ii) investment power (including the power to dispose of, or to direct the disposition of such shares).

(ATTACHMENT D)
SAMPLE AGENDA AND SCRIPT
ANNUAL MEETING OF SHAREHOLDERS

OCTOBER 12, 2000 - 2:00 P.M., EDT

1. Chairman calls the meeting to order and announces that Secretary will keep the minutes of the meeting. Chairman states that the meeting will be divided into two sections, the first section constituting the formal portion of the Annual Meeting of Shareholders, and the second section constituting a discussion of the Annual Report, first quarter financial statements of the Company and other matters as he deems appropriate.

FORMAL PORTION OF MEETING

2. Vice Chairman announces that he has an affidavit from [name of transfer agent], Transfer Agent for the Company, to the effect that notice of the meeting was duly sent on August 30, 2000 to all shareholders of record at the close of business on August 18, 2000 and that this Annual Meeting has been duly called in accordance with the order of the Board of Directors.

3. Chairman announces that Inspector 1 and Inspector 2 are the Inspectors of Election and that they have tabulated the proxies and furnished their report to Vice Chairman.

4. After receiving the report of the Inspectors of Election, Vice Chairman announces that, as of the close of business on August 18, 2000, there were outstanding and entitled to vote _____ Common Shares; that _____ shares constitute a quorum; that at least _____ shares (approximately __%) are represented at the meeting by proxy according to the latest tabulation; and that, accordingly, a quorum is present at the meeting: Vice Chairman states that any shareholder present at the meeting who did not submit a proxy or who did so and

wishes to revoke it and vote in person should see either Inspector 1 or Inspector 2, who will provide any such shareholder with ballots for voting.

5. Chairman declares the formal portion of the meeting open for the transaction of such business as may properly be brought before it.

1999 SHAREHOLDER MINUTES

6. Chairman announces that the first order of business will be the reading of the minutes of the Annual Meeting of Shareholders held on _____, _____, unless there is a motion passed that the reading of the minutes be dispensed with and that they be approved as written. Copies of the minutes are available to any shareholder who desires a copy.

7. _____ moves that the reading of the minutes of the Annual Meeting of Shareholders held on _____, _____, be dispensed with and that those minutes be approved as written.

8. _____ seconds the motion.

9. Chairman calls for the voice vote of all Proxy holders and all shareholders who are voting in person on the motion, and announces that the motion has carried and consequently a reading of the minutes shall be dispensed with and the minutes are approved as written.

ELECTION OF DIRECTORS

10. Chairman announces that the next order of business will be the election of three (3) Directors, who will comprise the membership of Class II of the Board of Directors. The term of office of each Director in Class II will expire at the Annual Meeting of Shareholders held in 2003. Chairman announces that the Company has not been notified of any shareholder's intent

to exercise cumulative voting rights in the election of Directors. Therefore, pursuant to the [_____] General Corporation Law, there will be no cumulative voting for the election of Directors at this Annual Meeting.

11. _____:

Mr. Chairman, I hereby nominate the following three (3) persons to serve as Directors of ABC CORP. as members of Class II of the Board of Directors for a term of three (3) years expiring at ABC CORP.'s Annual Meeting of Shareholders in 2003, and until their successors shall have been duly elected:

Director A
Director B
Director C

12. _____ seconds the nomination.

13. Chairman states that if there are no further nominations, he will entertain a motion that the nominations be closed.

14. _____ moves that the nominations be closed.

15. _____ seconds the motion, and Chairman conducts a voice vote on closing the nominations.

16. Vice Chairman then announces that the Inspectors of Election have informed him that a tabulation of the votes received to date by proxy indicates that at least _____ shares (which represents approximately __._% of the shares voting) have been voted for the election of each of the nominees as Directors. The final results of the tabulation of votes will be available at the end of the meeting to any shareholder who requests the actual final vote totals.

17. Chairman confirms the election of three (3) Board of Directors' nominees to serve as Directors of Class II of the Board of Directors of the Company for a term of three (3) years which expires at the Annual Meeting of Shareholders in 2003.

18. Chairman introduces the remaining Directors who are present at the meeting and makes such further comments regarding them as he may choose.

PROPOSAL TO APPROVE AND ADOPT AN AMENDMENT
TO THE ABC CORP. STOCK OPTION PLAN

19. Chairman announces that they next order of business will be to vote on a proposal to approve and adopt an amendment to the ABC CORP. Stock Option Plan, a copy of which amendment was attached to the Proxy Statement as Appendix A.

20. Mr. _____:

Mr. Chairman, I hereby move that the amendment to the ABC CORP. Stock Option Plan, in the form which was attached to the Proxy Statement as Appendix A, be approved and adopted.

21. Mr. _____ seconds the motion.

22. Vice Chairman then announces that the Inspectors of Election have informed him that a tabulation of the votes received to date by proxy indicates that at least _____ shares of the shares voting have been voted for the proposal to approve and adopt the amendment to the ABC CORP. Stock Option Plan. The final results of the tabulation of votes will be available at the end of the meeting to any shareholder who requests the actual final vote totals.

23. Chairman confirms the approval and adoption of the amendment to the ABC CORP. Stock Option Plan.

ADJOURNMENT OF FORMAL PORTION OF MEETING

24. Chairman indicates that the formal portion of the meeting has concluded and that he will now entertain a motion to adjourn.
25. _____ moves that the meeting be adjourned.
26. _____ seconds the motion.
27. Chairman calls for a voice vote following which he declares the formal portion of the meeting to be duly adjourned.

INFORMAL PORTION OF ANNUAL MEETING**ANNUAL REPORT AND OTHER MATTERS**

28. Chairman discusses the Annual Report and first quarter financial statements of the Company and makes such further comments concerning the past year and the present business prospects of the Company, as he deems appropriate.
29. Chairman then introduces a representative of Outside Auditors, LLP who is present at the meeting and is available to respond to questions relating to the financial statements of the Company.
30. After entertaining any questions concerning the above, Chairman asks if there is any further business to come before the meeting.
31. Chairman closes the informal portion of the Annual Meeting of Shareholders.

ABC CORP.

Report of Inspectors of Election as to Quorum

Annual Meeting of Shareholders
October 12, 2000

Common Shares Outstanding	_____
Common Shares Represented by Proxy	_____
Common Shares Represented in Person	_____
Common Shares Necessary for Quorum	_____
Common Shares Represented at Meeting	_____

Inspectors of Election

Inspector 1

Inspector 2

ABC CORP.

Ballot

Annual Meeting of Shareholders
October 12, 2000

Indicate the number of Common Shares voted FOR the nominee listed or for which authority to vote is WITHHELD for the nominee listed as Directors of the Company.

Term Expiring in 2003

	<u>FOR</u>	<u>WITHHELD</u>
Director A	_____	_____
Director B	_____	_____
Director C	_____	_____

Chairman, Proxy Holder

Signature of Shareholder

, Proxy Holder

ABC CORP.

Annual Meeting of Shareholders
October 12, 2000

Ballot

FOR _____ AGAINST _____ ABSTAIN _____
proposal to approve and adopt an amendment to the ABC CORP. Stock Option Plan.

Number of Shares _____

Chairman, Proxy Holder

Signature of Shareholder

_____, Proxy Holder

ABC CORP.

Annual Meeting of Shareholders
October 12, 2000

Ballot

FOR _____ AGAINST _____ ABSTAIN _____
proposal of Mr. _____.

Number of Shares _____

Chairman, Proxy Holder

Signature of Shareholder

_____, Proxy Holder

ABC CORP.
**REPORT OF INSPECTORS OF ELECTION AS TO SHAREHOLDER
 VOTING**

Annual Meeting of Shareholders
October 12, 2000

We, the undersigned Inspectors of Election, appointed to act at the Annual Meeting of Shareholders of ABC CORP., held at the _____, located at _____, _____, _____, at 2:00 p.m. (E.D.T.), on October 12, 2000 do hereby certify that the meeting was held at such time and place, that out of _____ shares outstanding and entitled to vote at such meeting, there were _____ shares represented in person or by proxy, and that the results of the voting at such meeting are set forth hereinbelow.

I. Election of Directors

We received, canvassed and counted the ballots cast at the meeting for the election of Directors to the Board of Directors; and each of the following nominees received the number of votes for election set forth opposite his respective name; and there have been no other nominations made:

<u>Name</u>	<u>Number of Votes</u>
Director A	_____
Director B	_____
Director C	_____

II. Proposal to Approve and Adopt an Amendment to the ABC CORP. Stock Option Plan

We received, canvassed and counted the ballots cast at the meeting with respect to the proposal to approve and adopt an amendment to the ABC CORP. Stock Option Plan, and _____ shares were voted in favor of the proposal, representing _____ % of the total shares which were represented at the meeting and entitled to vote on the proposal, _____ shares were voted against the proposal, representing _____ % of the total shares which were represented at the meeting and entitled to vote on the proposal, and _____ shares abstained from voting on the proposal, representing _____ % of the total shares which were represented at the meeting and entitled to vote on the proposal.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of October 2000.

Inspector 1

Inspector 2

**CORPORATE SECRETARY'S DUE DILIGENCE INQUIRY
REQUEST FOR DOCUMENTS AND INFORMATION**

Note: All documents and information requested on this due diligence list are requested with respect to [name of company to be acquired] and any of its [material] subsidiaries (together, the "Company").

A. Corporate Matters.

1. Copy of the Company's Articles of Incorporation, as amended to date.
2. Copy of the Company's Code of Regulations, as amended to date.
3. Copies of all options, warrants, convertible securities, voting trust agreements, buy-sell agreements and other outstanding interests (phantom stock) or rights or other agreements affecting the issuance, right to transfer or voting of such securities of documents relating to the redemption or purchase or promise to redeem or purchase any of the foregoing.
4. All corporate minute and stock record books.
5. List of all subsidiaries, joint ventures, partnership interests and other related entities or affiliates under the common control of the Company and/or the shareholders of the Company.
6. List of all states in which the Company, or its subsidiaries or affiliates, are licensed or qualified to do business, and copies of all foreign qualification certificates.
7. List of all states in which the Company, or its subsidiaries or affiliates, do business or maintain offices or have Form W-2 employees.
8. Copies of all reports filed by the Company with any state securities regulators within the past 10 years.
9. Corporate organizational chart.
10. List of officers and directors.
11. List of shareholders and number of shares owned by each/stock record books.

B. Basic Corporate Law Due Diligence Questions.

1. Is the target company and its [material] subsidiaries properly chartered and qualified to do business in all jurisdictions where such qualifications are required?
2. Are the target company's stock records in good order and do they account for all of the shareholders?
3. Have all the target company's (and material subsidiaries') corporate minutes and other books been properly maintained?
4. Has the board of directors approved everything it is required to approve?
5. Have the company's shareholders approved everything they are required to approve?