

Feed the Children, Inc.
Directors Meeting
Held at Deep Fork Grill Restaurant
Thursday, December 4, 2008
5:00pm – 8:00pm

The following individuals were present in the meeting:

- ***Dr. Larry Jones, Director***
- Frances Jones (present, but not on the Board)
- ***Mr. Dwight Powers, Director and Board Chairman***
- ***Mr. Rick England, Director***
- ***Mr. Leo Fundaro, Jr. , Director*** (by telephone)*

* per Bylaws Section 3.18 Telephonic Meetings and Communications.

Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Communications for purposes of this section may be made by fax, e-mail or telephone communications.

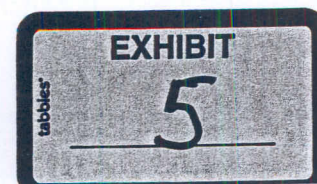
Not present:

- Mr. Dan Mugg, (given notice of meeting, but did not answer telephone call at 5:15pm)
- Mrs. Linda Schlucter (had called the meeting, apparently tried to cancel it)
- Mr. George Stevens (not director, but non-voting member, per Bylaws Section 2.2; also employee with title of internal auditor)
- Dr. C. Earnest Wyatt, veterinarian (given notice of meeting, did not attend)

Summary:

Four out of seven Board Directors were in attendance and entitled to vote, it was determined a quorum was present, since a majority of Directors were at the meeting, per Bylaws Section 3.2 Quorum:

A majority of Directors, present in person or represented by proxy, shall constitute a quorum at all meetings of the Directors for the transaction of business, except as otherwise provided by statute or the Certificate of Incorporation of the corporation. When a quorum is present at any meeting, a majority of the Directors represented thereat and entitled to vote thereat shall decide any question brought before such meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.



The Directors were then introduced to Dr. Wayne Anderson, Pastor of City of Refuge Church in Honolulu, Hawaii. Dr. Anderson came highly recommended, and the Directors expressed their desire to promote diversity on the FTC Board. Mr. Rick England made a statement that it would be good to have Dr. Wayne Anderson on the Board because FTC does not have a diversified Board.

Upon motion made by Larry Jones and seconded by Rick England, all four Directors unanimously voted to add Dr. Wayne Anderson as a Director on the FTC Board.

The Directors noted that with Dr. Anderson added to the Board, there were now five Directors present, which still constituted a quorum for doing business.

Dr. Jones then brought up the fact that there were billions of dollars in faith based money available from the federal government. He felt that having more Pastors as part of FTC would give it an advantage with many of these programs.

The Directors discussed this idea, and were split in their opinions.

After the discussion, three additional Pastors were introduced to the Board, and their names were placed in nomination to come on the Board. The nominees were Pastor Mark Crow, Pastor of Victory Christian Center in Oklahoma City, a church of over 8,000 members; Dr. Paul Osteen, a medical doctor and Associate Pastor at Lakewood Church in Houston, Texas, the largest church in the United States; and Pastor Al Jandl, Pastor of Living Stones Church in Alvin, Texas, a church of over 5,000 members.

Upon motion made by Dr. Larry Jones, and seconded by Dwight Powers, to bring these Pastors onto the Board, the Directors voted as follows:

Name	Vote
Dr. Larry Jones	For
Mr. Dwight Powers	For
Mr. Rick England	Abstained
Mr. Leo Fundaro, Jr. (by telephone)	Abstained
Dr. Wayne Anderson	For

After the votes were counted, Mr. Rick England requested to change his vote to "Against". The Directors agreed to let him change his vote.

Motion carried, Pastor Mark Crow, Dr. Paul Osteen, and Pastor Al Jandl elected as Directors to the FTC Board.

At this point in the meeting, Leo Fundaro (present by telephone) left the meeting. Rick England requested to speak privately to Dr. Jones, and told him that he wanted to be his friend, but did not wish to be part of the Board. Mr. England then left the meeting at 6:45 pm to go to a prior commitment.

The Chairman then noted that six Directors were now present, which constituted a quorum for the transaction of business:

- Dr. Larry Jones
- Mr. Dwight Powers
- Dr. Wayne Anderson
- Pastor Mark Crow
- Pastor Al Jandl
- Dr. Paul Osteen

Dr. Jones explained to the new Directors that a Board meeting, in addition to the current one, had been scheduled on Friday, so that the Audit Committee could present to Board the finalization of the annual report. He hoped the new Directors would be able to meet the other Directors at that meeting the next morning.

Discussion

- The Directors then began a discussion after the presenting of former erroneous resolutions at prior Board meetings held in contravention of the Bylaws. They reviewed the fact that legally, such resolutions were void and of no legal effect as there were numerous legalities and procedural matters that were absent as well as having been violated when they were adopted, including not giving notice to Dr. Jones of the meetings, not having Frances Jones at meetings as the Secretary of the corporation, and other numerous legal defects with such resolutions.
- The Directors noted that Frances, as the corporate Secretary (as listed on the IRS Form 990) was legally required to be at all meetings and sign off on all resolutions in order for them to be valid. She had been excluded from meetings, and was even denied access to the "proceedings" at such meetings, even though the Bylaws clearly require her to be the custodian of all corporate records and proceedings.
- The Board reviewed the prior "resolutions" of the Board had been passed earlier in 2008 and noted that the participants did not follow proper corporate procedure and corporate formalities as are outlined in the organization's Articles and Bylaws for proper adoption. Thus, those resolutions may be void and of no effect.
- The Board also reviewed the fact that Frances was required by the current governance structure to prepare reports and statements as required by Oklahoma and that she has been prevented from doing so, in contravention of sound corporate governance and procedure.
- Dr. Jones told the Board that he had recently sounded alarms to the other Directors about these irregularities, and had demanded that they be addressed at this and subsequent Board meetings. His concerns were dismissed and ignored.

The Directors then proceeded with the following Order of Business:

(1) Adoption of New Bylaws for corporation

- The Board, continuing in session, took up the next order of business, which was to adopt new Bylaws that were more up to date for a religious nonprofit organization.
- David Epstein, Federal tax counsel to the corporation, was introduced to the Directors, and presented a set of Bylaws, the form of which he explained had been previously presented to the IRS in the context of an exemption application, which had been approved by the IRS.
- The Chairman noted that the current Bylaws contained the following requirement for amending same:

Section 13.1 Who May Amend.

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors represented, at any regular or special meeting of the Directors if notice of the proposed amendment, alteration, change, or repeal be contained in the notice of the meeting.

There was discussion about whether this requirement had been met during the notice process for the meeting by Dr. Jones having notified the other Directors about the numerous violations of these Bylaws and illegal meetings having been held, and that the Directors needed to talk about it, as discussed above. The Directors concluded that the requirement had been met, and that a vote could proceed. The Directors also noted that at the Friday morning meeting, any of the other Directors could object if they wanted.

- President Larry Jones agreed and offered a motion that the new Bylaws be adopted, effective immediately.
- Pastor Al Jandl seconded the motion.
- The rest of the Board, all in favor, said "Aye" and unanimously voted to adopt the new Bylaws as the official Bylaws of the corporation under which, effective that evening would govern the corporation on all governance matters going forward. The Directors added a directive to the motion as passed that an investigation should be made as to the procedural defects and conflicting provisions of the old bylaws, and what effect the illegal meetings and the unauthorized corporate actions taken in them might be, if any, and what the proper resolution of the same should be.

(2) Termination of Four Employees

- The Directors then discussed the evidence that had been coming out about Travis Arnold, Christy Tharp, George Stevens, and Larri Sue Jones. It appeared that all

of these employees had seriously violated corporate policies in numerous areas, including breach of confidentiality, breach of fiduciary duty, as well as numerous religious and Biblical violations in contradiction to the ministry's Biblical beliefs and closely held religious convictions that were a part of the ministry.

- Dr. Jones also explained the fact that he was extremely concerned about the audit firm's Management Comments Letter and the fact that it presented numerous material weakness (significant deficiencies that had gone uncorrected for over a year and from the prior year's audit), that it represented the fact that the current staff in the accounting, legal, and operations department were not performing their duties properly. He was also concerned that the Board had done nothing to date to rectify these problems pointed out by the outside audit firm, which the ministry was paying a lot of money to bring these things to the Board's attention. He was further concerned about ensuring that the accounting records of the ministry were being kept appropriately.
 - Mr. Dwight Powers agreed with the presentation of Dr. Jones as to that this was the case and verified the fact that the Board members were not performing their job duties with the highest level of skill and expertise required of one of the largest nonprofit ministries in the country, with such a significant international presence, and that corporate fiduciary duties, job performance issues, regular corporate duties, and Biblical beliefs had indeed been violated on numerous counts.
 - The Directors continued the discussion, reviewed various documents, and came to a consensus that action needed to be taken in order to safeguard the ministry, and return it to sound financial and administrative management.
 - The Directors then entertained a motion that the following four employees should be terminated immediately and that they would be relieved of their positions Friday morning, December 5th:
 - Mr. George Stevens, Internal Auditor and non-voting member
 - Ms. Christy Tharp, CFO
 - Mr. Travis Arnold, COO
 - Larri Sue Jones, VP and General Counsel
 - The Board voted and unanimously approved that all four individual employees as named above should be terminated and relieved of their positions because they had contributed significantly to the material weaknesses as presented in the draft management letter, and in light of such should be removed from their positions prior to the reconvening of the adjourned Board meeting in the morning.
- (3) Removal of certain Directors
- The Board then discussed the matter of removing certain Directors who had breached their fiduciary duties of directors and corporate governance matters.
 - Dr. Larry Jones, Frances Jones, and Mr. Dwight Powers both presented the fact to the Board that due to the gross negligence and improper and invalid actions of the Board of Directors that the entire ministry had been brought to a standstill in the last three (3) months and it was almost impossible to get funds to tens of thousands of hungry children that desperately needed help.

- Dr. Jones presented the fact that he felt that his calling from the Lord and ability to carry out the vision that God had given him had been completely ignored, dismantled, and entirely thwarted by the fact that the restrictive and numerous committees that had been [illegally] mandated be set up by Board members.
- Dr. Larry and Frances Jones presented the fact that they had been both seriously grieved by the fact the Board, their key staff and even own daughter had been more focused on committees, control of funds, etc. than the vision of the ministry, so much so, that the ministry's nonprofit purpose, that is, feeding children had not even been addressed in recent months.
- The Board discussed the matter amongst themselves and it was determined that until further investigation should be done, and the issue would be tabled and the directors should be suspended from their duties until the Board meeting in the morning when the Directors could answer these charges:

Rick England (although presumably resigned after last Board meeting)
 Mrs. Linda Schlucter
 Dan Mugg
 Leo Fundaro, Jr.
 George Stevens (non-voting Member)
 Dr. C. Earnest Wyatt

With no further business before the Board, the meeting was adjourned until the following day, December 5, 2008 at 9:00 a.m., per previous notice, and also according to Bylaws Section 3.3 Adjourned Meeting and Notice Thereof, of which the Directors took note:

Any Directors' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors who are present. In the absence of a quorum no other business may be transacted at such meeting. When any Directors' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

 /s/
 Frances Jones, Secretary

Addendum, other bylaws provisions of which the Directors took note:

Section 3.7 Action without Meeting.

Any action which, under any provisions of the laws of the State of Oklahoma or under the provisions of the Certificate of Incorporation or under these Bylaws may be taken at a meeting of the Directors, may be taken without a meeting, without prior notice, and without a vote if a Consent in writing be signed by Directors having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Directors having a right to vote thereon were present and voted, and such consent shall be filed with the Secretary of the corporation and made a part of the corporate records. Prompt notice of the taking of corporate action without a meeting by less than unanimous consent shall be given to those Directors who have not consented in writing.

Section 3.15 Special Meeting.

Special meetings of the Board if Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable to act, by any Vice President or by any three Directors. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each Director of the meeting, except upon the unanimous consent of all Directors.

Section 3.16 Notice of Special Meetings.

Notice of the time, place and the purposes of all special meetings shall be given orally or in writing to each Director, In case such notice is mailed, it shall be deposited in the United States Mail in the place in which the principal office of the corporation is located at least three (3) days prior to the time of the holding of the meeting, charges prepaid, addressed to each Director at his last known address. In case such notice is delivered orally in person, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

Section 12.2 Waiver of Notice; Attendance at Meeting.

Any Director or Officer may waive any notice required to be given under these Bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Feed the Children, Inc.
Friday, December 5, 2008
Feed the Children, Inc. Headquarters/Conference Room
9:00 – 11:00am

- The following individuals were present
 - Dr. Larry Jones
 - Frances Jones
 - Dr. Mark Beeson
 - Pastor Mark Crow
 - Dr. Paul Osteen
 - Pastor Al Jandl
 - Dr. Wayne Anderson
 - David Epstein, Federal nonprofit tax counsel for corporation
 - Pamela M. Schavey, CPA

- Dr. Larry Jones informed the Board that Mr. Dwight Powers could not be in attendance at the meeting, but had given his proxy.

Not Present:

- Rick England (presumably resigned after last Board meeting)
- Mrs. Linda Schlucter
- Dan Mugg
- Leo Fundaro, Jr.,
- George Stevens
- Dr. C. Earnest Wyatt

Order of Business

(1) Dr. Mark Beeson presented to the Board of Directors

- At 9:00am, Dr. Jones introduced Dr. Mark Beeson to the rest of the Board.
- Dr. Paul Osteen made a motion to vote Dr. Mark Beeson onto the Board.
- Pastor Mark Crow seconded the motion.
- The Board unanimously passed the motion to vote Dr. Mark Beeson onto the Board.
- Dr. Beeson expressed how much he loved and appreciated FTC and how appreciative he is for the food drops at Granger that are done with FTC, such as the door-to-door visits in the projects that pass out boxes. He mentioned how there is a “fingerprint for Jesus” on every box.
- He also explained how their church was told by Travis Arnold [intentionally and erroneously] that Dr. Jones ‘did not do food drops anymore’ and how he found that very troubling.
- Pastor Mark then asked about whether Travis was covered by a confidentiality agreement. The Directors discussed that Oklahoma counsel needed to be retained to look into that.

(2) Suspended Directors

- The Directors noted that, even though a Board Meeting had been properly noticed for Friday at 9.00 am (the current Meeting), and even though this meeting had been confirmed during the noticed meeting yesterday at 5 pm, several of the directors who were suspended pending an investigation of their actions, were not in attendance at today's Meeting.
- The Directors had wished to interview those directors to determine their reasons for inaction with regard to various issues, and to have them explain why they had held numerous meetings without proper notice, had excluded the President and Secretary from board meetings, and why various purported board 'actions' had been taken, all of the foregoing which were clearly in contravention of the corporation's bylaws at the time.
- The Board asked that a letter should be written by FTC's Oklahoma legal counsel to be hand delivered to the Board of Directors concerning confidentiality and recommend that they seek their own counsel's advice regarding their fiduciary duty of confidentiality.
- Dr. Jones explained how he found out that Mr. George Stevens had written a very damaging letter with half-truths, rumor, and innuendo concerning the Jones, which by sending out, may have breached his duty of confidentiality as an employee and former Director [currently a non-voting Member], as well as perhaps accounting ethics rules as Mr. Stevens is a Certified Public Accountant and may have breached confidentiality for leaking information to non-privileged individuals concerning sensitive accounting information and other confidential data. In addition, potential libel for the written letter filled with false information.
- The Board discussed the fact that prior to today's Board Meeting, Travis Arnold, Christy Tharp, George Stevens, and Larri Sue Jones had been informed of the Board's decision to terminate their employment immediately. The Board adjudicated that the President had authority to take these actions on his own, since the "HR Committee" which had been set up was defective under the former bylaws, and hence not legally constituted and therefore of no effect. One of the main reasons for these terminations was the items listed by McGladrey in their management comments letter. Additionally, the Board has heard reports that job performance was extremely problematic, and the Board would like these reports documented by Oklahoma counsel to be sure they are correct.
- Dr. Jones reminded the Board the fact that the auditors' Management Comments Letter for 2008 was almost identical to that of 2007, despite which Accounting, Internal Audit, Operations, and Legal did not make changes, even though they were on notice. Dr. Jones explained that the paragraph in the draft letter concerning himself and payments to Team Impact was entirely and wholly untrue, the auditors had been misinformed and given inaccurate information by the Accounting staff and that it was not an accurate reflection of what had happened; the Board noted that the paragraph was erroneously

inserted anyway as it did not apply to the audit year in question as it was adopted June 30, 2008, the last day of the fiscal year for the audit in question.

- Dr. Anderson asked about zip drives, computer info, etc. of terminated employees, etc.
- Dr. Jones replied that the ministry's IT department had already gone to fix and change passwords, access, etc.
- Dr. Paul Osteen asked what would happen if the non-present Directors refused to corroborate some of the events that had taken place. Dr. Jones said that when a quorum is present, you can do business and this is what had happened last night at the restaurant independently of the oral notice provisions of the bylaws. He also stated that those directors could hardly complain, since their course of dealing and customary usage were to notice meetings by parties who were not directors, to notice meetings by less than the required number of directors, to exclude parties from meetings that the bylaws required to be present, and numerous other issues. The bottom line is that a takeover plan led by Larri Sue Jones, aided and abetted by executive staff members and some of the absent directors, intended to remove Larry Jones as President of FTC, and then do fundraising by mean of the PBS style programs that had been produced and aired without board approval over the past several months. Given the nearly nonexistent revenue from those programs, it amounted to a corporate emergency to make sure the President, who is responsible for and gifted at, all the fundraising for FTC, continues in his role as he has in the past. Otherwise the organization would be completely broke very quickly using the experimental programs.
- Dr. Jones with much sorrow explained how he did not understand why over the last six months, the ministry had not been focused on feeding children. All Dr. Jones and Frances could do was beg for help and attend committee meetings as their hands had been tied from doing anything or moving forward to providing assistance to needy children. The absent board members had so boot-strapped the founders with committees, after committees, after committees that the ministry could not even run effectively.
- Dr. Jones stated that the Board prevented the hiring of qualified competent professionals and contractors to assist the ministry. He had been told by Larri Sue Jones and Linda Schlucter that this had been done at the recommendation of the audit firm. He explained that if he made a decision, and it didn't "go through Committee" that the Board would vote against it, even small non-material dollar items that involved charitable giving and feeding children.
- Dr. Jones expressed his gratitude to the new Board for their service to the ministry. He stated that we are all human and make mistakes but that he and Frances could not go on because they were so stressed, tired, and no one would walk along side them to help them. He then went into much detail about the missions and outreach work the ministry was currently involved in with helping hungry children such as in "Gulu", in Northern Uganda, 20,000 kids sleep in the street, etc. He explained how last week, World Food Program ("WFP") had pulled out of this area and 50,000 people needed food. He explained that he was deeply concerned for these people in this area and

his heart was breaking to try to reach out these children in these countries. However, he felt as though he and Frances were “boot strapped” here in the United States with their hands tied – specifically because of the absent board members stating that the auditors were making onerous recommendations and committees after committees after committees leading to denials of request for aid to the exact areas the ministry was founded to assist.

- Pastor Mark Crow made a motion to remove all the suspended directors and non-voting members, namely the following 6 individuals:

Rick England (although presumably resigned after last Board meeting)
Mrs. Linda Schlucter
Dan Mugg
Leo Fundaro, Jr.
George Stevens (non-voting Member)
Dr. C. Earnest Wyatt

- Dr. Wayne Anderson seconded that motion.
- The Board unanimously passed the motion.
- The Board then agreed that a letter from the ministry’s counsel be sent out to all terminated Board members informing them of this and that there would be no official Board of Directors meeting on Monday.
- The Directors discussed that it might be a good idea to ratify the new bylaws again, given the addition of Dr. Beeson to the Board. The Directors voted by voice unanimously to ratify and re-affirm the adoption of the new Bylaws for FTC.

(3) Future plans of the newly constituted Board of Directors

- Dr. Mark Beeson then stated that it was a season of disappointment for Dr. Jones but that he would like to know what was expected of him and how he could be a blessing to the ministry and assist with ensuring the organization’s vision as the Lord had given it to Dr. Jones was fulfilled (and go beyond what was expected).
- Dr. Jones stated that he would try to give the Board ideas of what FTC is doing and what the Lord has done. He stated that the former board members had used the hiring of the McGladrey firm as their authorization for many of their actions. They would say “McGladrey says” as an excuse to do whatever they wanted, despite the fact that Travis Arnold, Christy Tharp, and some of the former board members complained that McGladrey had been outrageously and almost usuriously expensive, overcharged their original bid, and attempted to extort additional funds out of the ministry. The Board agreed that McGladrey should be contacted to determine if these allegations were true or not, and that the new Board should attempt to work with McGladrey and finalize the pending financial statements.
- Dr. Jones suggested that the Directors address all the items that the former directors and terminated executives had not addressed, namely the items McGladrey had listed in their management comments letter, as well as other

items not mentioned, and correct whatever needed correcting. All the Directors agreed with this, and by unanimous consent directed Federal tax counsel to make up an agenda for the Board to act on, including items that should be handled by FTC's Oklahoma counsel.

- Dr. Wayne Anderson also stated that he would be pleased to know what was expected of him from this point forward
- Dr. Paul Osteen inquired as to whether Dr. Jones thought it was a time of pruning at the executive level to help give the organizational system maximum flexibility as to what needs to be done going forward.
- Dr. Jones said that he could find competent, qualified individuals going forward, but that he had been prevented from hiring them due to the committees put in place as discussed.
- Dr. Jones then explained the potential sponsorship contact with PGA golfer, Lee Janzen to wear FTC on his t-shirt, as well as the opportunity to purchase a heated and cooled warehouse for only \$3.4M.
- As from the Lord, the Cox family out of HI gave the ministry a \$5M stock donation which was sold for cash and put in the bank. However, even though the Lord had miraculously provided the funds, the Board voted against the purchases.
- Dr. Jones then presented his "mobile" theater that could be broken down and taken around the country as a traveling "presentation" of FTC; he explained this would cost \$500,000.
- With the Cox family donation, after both these projects, the ministry would still be \$1M ahead.

(4) Legal and Organizational Structure

- David Epstein then brought before the Board a suggestion to review the legal structure of FTC for consideration in light of the many new Federal nonprofit laws that had been passed in recent years. The Board asked him to work on alternatives to present at a future date that would be more beneficial for FTC in the long run.

(5) Future of Ministry

- Frances Jones stated that she agreed with Dr. Paul that this was a time of "pruning" of the staff.
- Dr. Jones stated that if the staff was not called by God, that they should not be at the ministry.
- The meeting was then interrupted by a txt/call from Rick England who had breached duties by talking to the former corporate lawyer, who had been released. The Directors decided to take no action on this at this time.
- Dr. Beeson stated the importance of the new Board meeting again soon.
- Frances re-confirmed to the Board that the Lord calls a person, not a committee, according to the religious beliefs of the organization, and the Lord had called Dr. Jones and her.

- Dr. Jones related a story about when he met Billy Graham and asked him what to do when times were hard, Dr. Graham replied, "Wallow in the Word like a pig wallows in mud".
- Dr. Jones and the Board determined that Thursday, December 11, 2008 via conference call would be a good time to re-convene the Board.
- Dr. Jones stated that FTC would pay all Board members travel expenses for Board meetings.
- Dr. Jones stated that FTC was in the process of increasing its D&O liability policy from \$5M to \$10M.
- Dr. Mark Beeson made motion to have this completed.
- Dr. Jones seconded the motion.
- The Board unanimously passed the motion to increase FTC's D&O insurance to \$10M.
- Pastor Mark Crow said that he would like to know the legal responsibilities of the Board.
- Dr. Jones presented that he had selected Mervyn Fernandes as the new CFO in the US, because he had done an excellent job in the international division.
- The Board determined that the next meeting would be Thursday, December 11th 2008 at 11:30 am EST via conference call, and that each Director should present list of 2-3 questions for discussion during the meeting.

With no further business before the Board, the meeting was adjourned until Thursday, December 11, 2008 at 10.30 a.m. CST.

/s/
Frances Jones, Secretary