



### **Special Board of Directors Meeting 2005/12/13**

Special Board of Directors meeting was held on Dec 13, 2005. Richard Lesh (52.6%) and Greg Honig (42.1%) were present.

Greg Honig requested a special board meeting with Richard Lesh at Train Wreck in Westport. At that meeting Honig announced that "things just weren't working" and that "either I get out or you get out of the business." Mr. Honig refused to discuss his reasons for this ultimatum, he simply stated that "it is not personal, its just business," yet Mr. Honig made no business proposal to purchase the business outright from the other three shareholders.

Mr. Lesh indicated that he had no intention of simply leaving the business. The remainder of the meeting focused on discussions of how to transition Mr. Honig out of the business as per his request. Mr. Honig immediately relinquished his duties as Secretary/Treasurer and as member of the Board of Directors. Treasurer duties were to be taken over by Mr. Lesh as soon as Mr. Honig delivered the QuickBooks files and computer checks. Mr. Honig agreed to remain as an employee in a technical capacity only in order to finish the Groupwise project for the client Resource One and to help smoothly transition technical responsibilities to Mr. Lesh over the next few months. Because the company was in no position to buy Mr. Honig's shares, he would remain a stockholder.

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