IWIRC - TENNESSEE NETWORK PROPOSAL

Date: January 22, 2009

The International Women's Insolvency
& Restructuring Confederation ("IWIRC")

Re: Formal Proposal to be Chartered as an IWIRC Network

Dear IWIRC Board:

This letter constitutes the formal proposal for organization of the IWIRC – Tennessee Network.

1. The IWIRC – Tennessee Network (the "Network") is committed to following each of the rules for IWIRC Networks. The Network will:

   a. comply with all the laws, standards of ethics, and will be non-discriminatory in word and deed.

   b. always act in compliance with the goals and purposes of IWIRC.

   c. Use the IWIRC Logo and the name IWIRC in its written materials as described in the IWIRC Handbook. Specifically, the Network will:

      (i) only use the IWIRC Logo or name followed by a reference to the Network; the Network will not use the IWIRC Logo or name alone;

      (ii) use the IWIRC Logo only with the Network's name directly below the Logo (for example, the Network would place under the Logo the words "Tennessee Network"); and/or

      (iii) use the name IWIRC only with a dash followed by the Network's name (for example, IWIRC – Tennessee Network).

   d. be operated on a non-profit basis.

   e. have at least four (4) Network members who will remain International IWIRC members in good standing.

   f. elect as IWIRC officers or leaders only IWIRC members in good standing.

g. grant voting member status only to IWIRC members.

h. hold at least three (3) Network Events per calendar year, at least two (2) of which will be open to non-members as well as IWIRC members.

i. ensure that the aggregate attendance at all Network Events in any calendar year will be at least 50 persons.

j. price Network Events so as to provide reduced rates to members and to account for Network overhead, administrative expenses, costs of soliciting members and promoting Network Events and other related costs.

k. organize and price all Network Events to break even.

l. obtain an employer I.D. number (for U.S. Networks), or the equivalent for non-U.S. Networks, and establish a fiduciary bank account in IWIRC – Tennessee Network's name or for the benefit of the IWIRC – Tennessee Network, ensuring that all funds paid by or on behalf of the Network will flow through this fiduciary bank account.

m. provide IWIRC with a report showing an accounting of income and costs on a quarterly basis and designate the member who will be responsible for its preparation.

n. obtain prior approval for a IWIRC – Tennessee Network Special Event which is described in the IWIRC Handbook.

o. provide IWIRC with an accounting of income and costs for Network Special Events within thirty (30) days after each Network Special Event.

p. encourage Network members to become IWIRC members.

q. forward directly to the IWIRC Office all IWIRC membership forms or checks received and will not accept fees for IWIRC membership in the Network's name.

r. send to the IWIRC Office after any Network event a list of each person attending that event, which list will include each persons name, corporate or other affiliation, full address, telephone number and fax number, if available.

2. The IWIRC – Tennessee Network's designated geographic area is proposed to be the state of Tennessee.

3. The following constitutes a list of current IWIRC members who have committed to join the Network:

B. Gail Reese
Barbara Dale Holmes
Jennifer A. Lawson
Madison L. Martin
Tara L. Kraemer
Robin Bicket White

4. The IWIRC – Tennessee Network's Program Plan for the coming twelve (12) month period and the activities the Network hopes to pursue are as follows (list at least three events): (Below is an example Program Plan)

   a. The IWIRC – Tennessee Network will hold an organizational meeting on January 22, 2009 in Nashville, Tennessee. For this meeting the Network will:

      (i) prepare a mailing list of potential members and send an invitation to the meeting. The Network's goal is to attract at least 25 members. Network will prepare a directory of members.
      (ii) communicate information received from IWIRC.
      (iii) propose the following IWIRC members in good standing to be the initial officers:

Co-Chair: B. Gail Reese Wyatt, Tarrant & Combs LLP 2525 West End Ave., Ste 1500 Nashville, TN 37203 Phone: 615-244-0020 Fax: 615-256-1726 Email: greese@wyattfirm.com	**Co-Chair:** Barbara Dale Holmes Harwell, Howard, Hyne, Gabbert & Manner PC 315 Deaderick St., Ste 1800 Nashville, TN 37238 Phone: 615-256-0500 Fax: 615-251-1057 Email: BDH@h3gm.com	**Secretary:** Madison L. Martin Stites & Harbison, PLLC 401 Commerce St., Ste 800 Nashville, TN 37219 Phone: 615-782-2243 Fax: 615-313-3988 Email: madison.martin@stites.com
Vice-Chair: Jennifer A. Lawson Lassiter, Tidwell, Davis, Keller & Hogan PLLC 150 4th Ave. N., Ste 1850 Nashville, TN 37219-2408 Phone: 615-259-9344 Fax: 615-242-4214 Email: jlawson@lassiterlaw.com		**Treasurer:** Tara L. Kraemer 2525 West End Ave., Ste 1475 Nashville, TN 37203 Phone: 615.846.9011 Fax: 615.574.6011 Email: tlk@mglaw.net

b. the second IWIRC – Tennessee Network program will be held at the *TBA Annual Convention* from June 17-20, 2009 in Memphis, Tennessee, and will include a speaker and a social component.

c. the third IWIRC – Tennessee Network program will be held in conjunction with the 2009 Seminar Program to be produced by the *Mid-South Commercial Law Institute,* which will be a networking event held the evening prior to the seminar commencement in Nashville, Tennessee.

d. the IWIRC – Tennessee Network may also consider hosting an event in conjunction with the *TBA Annual Bankruptcy Forum* to be held at the Lodge at Buckberry Creek in Gatlinburg, Tennessee from April 17-19, 2009.

On behalf of the IWIRC members who are committed to join the IWIRC – Tennessee Network, I respectfully request that IWIRC's President immediately present this proposal to the IWIRC Board and respectfully further request a determination respecting the proposal for official chartering of the IWIRC – Tennessee Network. The IWIRC members who are committed to join the IWIRC – Tennessee Network are excited and enthusiastic about the Network and its possibilities.

If you have any questions concerning this proposal or should further information be required, please call me at *(615) 782-2243*.

Very truly yours,



Madison L. Martin,
Proposed Secretary,
IWIRC – Tennessee Network