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August 4, 1995

The International Women's Insolvency
& Restructuring Confederation
c/o Selinda A. Melnik, Esq.
Rogers & Wells
200 Park Avenue
New York, NY 10166

Re: Formal Proposal to be Chartered As An IWIRC Network

Dear Selinda:

This letter constitutes the formal proposal for organization of the Tri-State Network. The Tri-State Network's designated geographic area is proposed to be Eastern Ohio, West Virginia and Western Pennsylvania. The Tri-State Network is committed to following each of the rules for networks including the following:

- The Tri-State Network will comply with all laws, standards of ethics, and will be non-discriminatory in word and deed.

- The Tri-State Network will always act in compliance with the goals and purposes of IWIRC.

- The Tri-State Network will use the IWIRC logo and the name IWIRC in its written materials only on the following basis

  (i) The Tri-State Network will not use the IWIRC logo or name alone, it will only use the logo or name followed by a reference to the Tri-State Network.

  (ii) The Tri-State Network will use the IWIRC logo only with the Network's name directly below the logo. For example, the Tri-

State Network would place under logo the words "Tri-State Network".

(iii) The Tri-State Network will use the name IWIRC only with a dash followed by the Tri-State Network's name. For example, IWIRC - Tri-State Network.

- The Tri-State Network will be operated on a not-for-profit basis.
- The Tri-State Network will have at least seven Network members who will remain IWIRC members in good standing.
- The Tri-State Network will elect as IWIRC officers or leaders only IWIRC members in good standing.
- The Tri-State Network will grant voting member status only to IWIRC members.
- The Tri-State Network will hold at least three Tri-State Network events per calendar year which will be open to nonmembers as well as IWIRC members.
- The Tri-State Network will ensure that the aggregate attendance at all Tri-State Network events in any calendar year will be at least 50 persons.
- The Tri-State Network will price Tri-State Network events so as to provide reduced rates to members and to account for Tri-State Network overhead, administrative expenses, costs of soliciting members and promoting Tri-State Network events and other related costs.
- The Tri-State Network will organize and price all Tri-State Network events to break even.
- The Tri-State Network will establish a fiduciary bank account in Tri-State Network's name or for the benefit of the Tri-State Network and will ensure that all funds received or paid by or on behalf of the Tri-State Network will flow through this fiduciary bank account.

- The Tri-State Network will provide IWIRC with an accounting of income and costs on a quarterly basis.

- The Tri-State Network will provide IWIRC with an accounting of income and costs for Tri-State Network special events within 30 days after each Tri-State Network special event.

- The Tri-State Network will obtain prior approval for Tri-State Network special events which are described in the IWIRC handbook.

- The Tri-State Network will encourage Tri-State Network members to become IWIRC members.

- The Tri-State Network will forward directly to the IWIRC secretariat all IWIRC membership forms or checks received.

- The Tri-State Network will send to the IWIRC secretariat after any Network event a list of each person attending that event, which list will include each person's name, corporate or other affiliation, full address, telephone number and facsimile number, if available.

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

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge
United States Bankruptcy Court for the
Western District of Pennsylvania
Federal Building
1000 Liberty Avenue
Pittsburgh, PA 15222

Amy M. Tonti, Esq.
Klett Lieber Rooney & Schorling
One Oxford Centre, 40th Fl.
Pittsburgh, PA 15219

Joy Flowers Conti, Esq.
Kirkpatrick & Lockhart
1500 Oliver Building
Pittsburgh, PA 15222

Beverly Weiss Manne, Esq.
Tucker, Arensburg, P.C.
1500 One PPG Place
Pittsburgh, PA 15222

Maggie Good, President
The Meridian Group
425 First Avenue
Pittsburgh, PA 15222

Paula A. Schmeck
Counsel
Integra Bank
300 Fourth Avenue
Pittsburgh, PA 15278

Jacqlyn D. Stein, Esq.
Mellon Bank, N.A.
Legal Affairs
One Mellon Bank Center
Room 1905
Pittsburgh, PA 15258-0001

Louis A. Zircher
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Fifth Avenue Place
120 Fifth Avenue, Suite 2650
Pittsburgh, PA 15222

JoAnne Schwendinger, Esq.
Mellon Bank, N.A.
One Mellon Bank Center
Room 1905
Pittsburgh, PA 15258-0001

Mary Reitmeyer, Esq.
1301 Allegheny Building
429 Forbes Avenue
Pittsburgh, PA 15219

The Tri-State Network's program plan for the coming twelve-month period and the activities the Tri-State Network hopes to pursue are as follows:

- The Tri-State Network will hold an organizational meeting on September 7, 1995 in the Duquesne Club, Pittsburgh, Pennsylvania.

- The Tri-State Network will prepare a mailing list of potential members and send an invitation to the meeting. The Tri-State Network's goal is to attract at least 25 members. Tri-State Network will prepare a directory of members.

- The Tri-State Network will communicate information received from IWIRC relating to international events and matters of interest to IWIRC members.

- The Tri-State Network will encourage contributions to the IWIRC Newsletter.

- The Tri-State Network will establish a speaker's bureau.

- The Tri-State Network will propose the following IWIRC members in good standing to be the initial officers:

  Chair - Joy Flowers Conti
  Chair Elect - Amy M. Tonti
  Treasurer - Maggie Good
  Secretary - Beverly Weiss Mann
  Program Committee - Paula A. Schmeck
  Jacqlyn D. Stein

The second Tri-State Network program will be held in conjunction with a regional bankruptcy symposium to be held in November in Pittsburgh, Pennsylvania. The program format will include a speaker and a social component.

The third program will be held in the spring of 1996 in which there will be a featured topic and appropriate program content. In addition, the Tri-State Network may consider hosting an event in conjunction with the Allegheny County Bar Association's annual Bench Bar Conference held in Seven Springs, Pennsylvania in June of 1996.

On behalf of the IWIRC members who are committed to join the Tri-State 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 Tri-State Network by the IWIRC Board as soon as possible so that the Tri-State Network will have official charter status no later than September 7, 1995. The IWIRC members who are committed to join the Tri-State Network are excited and enthusiastic about the Tri-State Network and its possibilities.

If you have any questions concerning this proposal or should further information be required, please call me at the above-referenced telephone number.

Very truly yours,

Joy Flowers Conti

JFC/kam-d

cc: The Honorable Judith K. Fitzgerald
Amy M. Tonti, Esq.
Beverly Weiss Manne, Esq.
Maggie Good
Paula A. Schmeck
Jacqlyn D. Stein, Esq.
Louis A. Zircher
JoAnne Schwendinger, Esq.
Mary Reitmeyer, Esq.