

February 7th, 2003

To: The National Board of CoDA, Inc.

From: The Ad Hoc Committee to clarify the relationship of CoDA, WS and CoDA, Inc.

Subject: Legal references and aid regarding legal documents of CoDA WS and legal definitions.

Dear Board,

In order to properly address the issues SSC as presented at the 2002 National Service Conference we need some authoritative information from the Board's and CoDA, Inc.'s legal counsel. While the Committee might have layman's expertise on some of the SSC's issues given the high stakes and emotions at hand, an official opinion on the subject is very important. Thus, we are requesting for the following help from the Board.

1. Regarding the SSC issue of "Is CoDA World Service a subsidiary of CoDA" The question for the attorney would be "What is the legal definition of a "subsidiary" and is CoDA WS by definition one of CoDa's Inc?" (*Attorney Question*)
2. Regarding the SSC issue of "Who is the "parent organization" (corporation), the same type of question," What is the legal definition of "parent organization" and by definition, is CoDA, Inc one or is CoDA WS one? (*Attorney question*)
3. Please provide a copy of the CoDA, Inc's incorporation papers so that the committee can apply the same methodology it used in comparing the By Laws of CoDA WS to the By Laws of CoDA, Inc. That process revealed to us very important information useful to our recommendations.
4. If you have a copy on file please also provide a copy of the CoDA WS incorporation papers so the committee can compare them to CoDA Inc's. If you do not, and CoDA WS refuses to give us a copy, what legal recourse if any, do we have to obtain a copy of such papers? (*Attorney Question*)

We expect that our research methodology and the Board's response to the above will help us arrive at a more substantive recommendation. We feel we must use every means available to us to properly demonstrate to the membership that extensive and exhaustive fact-finding was done so that when the recommendations and resolutions are made the membership can more readily trust the recommendations.

Thank you for your consideration. A timely reply would help us stay on track for our late April face-to face meeting in Atlanta.

Sincerely,

Joanna M. Hagan

Co-Chair of the Ad hoc Committee for the clarification of CoDA WS and CoDA, Inc.