

Osborne, Kevin (PMMC Legal)

From: Murphy, Virginia
Sent: Tuesday, October 17, 2000 12:22 PM
To: Acosta-Lewis, Robert (new Retix)
Cc: Adkins, Carl; Osborne, Kevin (PMMC Legal)
Subject: RE: Mosaic Status

Hi Rob. Thoughts follow yours in blue in the text of your note, but I'm also adding to our worry list.

Corporate Housekeeping - Please confirm that your team is preparing resolutions for FTR-O, FTR-H and PMI. I sent you the basic organizational documents for FTR-O and FTR-H with current listings of directors and officers. David Gillam informed me that there are no recent form resolutions on file in Switzerland. If you think necessary I will ask Hugh to obtain forms from Homburger. (Kevin requested by October 15th and you wanted meetings completed by October 25th.

Did I read the organizational documents correctly?

- The FTRO Memorandum and Articles of Association do not appear to require a shareholder meeting for present purposes and the Board can adopt resolutions in the form of a written consent to a motion (See Article 17)
- The FTRH Articles of Incorporation do not appear to require a shareholder meeting (See Article 3.11) so the Board can adopt a resolution by written consent to a proposal (See Article 3.20) - correct? (And by the way - did you notice that the FTRH corporate purpose includes "the manufacture and sale of tobacco products and other consumer goods" (Article 1.2)

Are you okay with my drafting doing a Power of Attorney for you to sign assignments on behalf of PMPI?

Logistics - We owe Sam the summary of the new regs applicable to the export business.

Regional Counsel - We owe them revised charts, written confirmation of the list of third parties deemed "sensitive" and requiring direct contact from regional representatives and additional info your team has distilled from the communications we sent and received to date.

Agreements - We owe Kevin Kelsey a time line and the draft notices of, and consents to, the assignments. I know we don't have the bank details yet but would like to give him the forms he requested by October 15th.