

Special Called Meeting
Of the Board of Directors of
REACT INTERNATIONAL, INC.
Held on Sunday, 29 January 2012
By Teleconference

DIRECTORS PRESENT

Region 1 – Stanley Walters (Chairman)
Region 2 – Norman Kaplan
Region 3 – Roy Drury
Region 4 – Ed Kerby, Jr. (Vice Chairman)
Region 5 – Larry O Fry
Region 6 – Tom Jenkins
Region 7 – Charles Land
Region 8 – John Capodanno
Region 9 – Kenny Jagdeosingh

DIRECTORS ABSENT – None

OFFICERS PRESENT

President – John Capodanno
Vice President & General Counsel – Charles A Thompson
Assistant Treasurer – Frank Jennings
Assistant Treasurer – Stanley Walters

OFFICERS ABSENT

Executive Vice President – John Mahon
Treasurer – Dennis
Secretary – Michael Castiglioni

GUESTS – None

The meeting was called to order by the Chairman at 2116 (9:16 p.m.) EST. The VP & General Counsel (acting as Secretary) called the roll and determined that a quorum was present. It was noted that this Special Called Meeting was called without 10-day notice to each Director. The Chairman determined that no Director was present solely to object to the meeting.

1, EXECUTIVE SESSION. Mr. Drury moved, Mr. Fry 2d, that the Board of Directors go into Executive (closed) Session to discuss a legal or personnel matter. Unanimous.

(The matter(s) discussed and votes taken are reported in the Confidential Addendum).

2. END OF EXECUTIVE SESSION. Mr. Jenkins moved, Mr. Kerby 2d, that the Board return to regular session. Messrs. Walters, Kaplan, Kerby, Fry, Jenkins, and Jagdeosingh votes Yes; Mr. Drury abstained; Mr. Capodanno voted No; Mr. Land did not vote. Motion carried.

The business of the Special Called Session having been concluded, the Chairman adjourned the meeting at 2325 (11:25 p.m.), *sine die*.

Respectfully submitted,

Charles A. Thompson
Vice President & General Counsel
Acting Secretary