

Friend Richard:

What follows is the result of our initial in-person visit 2/16/08 and a follow up telephone conference to formulate a recommendation to the Board of Directors of AF and WI. We believe it accurately reflects our understanding.

Both ministries share a conviction of the need for a vibrant end time ministry that encompasses the REAP concept based on Mathew 9:35 combining (P)roclamation, (E)ducation, and (R)estoration leading to (A)doration. In order to accomplish this goal the ministries will combine on the following basis;

There are basic concepts that each ministry believes essential to ground their relationship.

Weimar needs to know that it's resources will be used only for the aspects of the combined ministry that will relate to education and health.

Amazing Facts needs to know that it will be able to use its' best judgment in the operation of the new combined ministry without interference from the leadership, administration and Board of Weimar.

In order to meet these fundamental considerations it is proposed, subject to an executed agreement delineating the rights and duties of the parties: The organization to be used will be the existing 501(c)(3) non profit corporation of Weimar Institute. The existing board of Weimar would resign/be removed concurrently with the appointment of a new board, consisting of the present board of Amazing facts, together with five members from the Weimar board. (That process will be described later).

The organizational changes would meet several important needs. It would be clear that the operations of Weimar would be directed solely by Amazing Facts. No person or group from Weimar would have any right or authority to direct or interfere with the operations of Amazing Facts involvement with Weimar . WI operations are presently recognized by the county under a conditional use permit that may be impaired upon the transfer of the property. The suggested arrangement will avoid that issue as there will not be a transfer of Weimar real property or any of its' resources. This provision will in no way restrict the new ministry in carrying out it's master plan development of the site and transfers of real estate that may be needed.

The selection of the "carry over" directors from WI to serve on the Amazing Facts / Weimar board will be accomplished by the present WI board selection of a panel of ten of its members for consideration as AF board members, from which five would be selected by AF to serve on its board.

In the event that AF concluded (within 5 years of its commencement of operations of Weimar ) that it was not feasible to continue operations of Weimar , AF would have the right to cease operations, pay off all obligations, and reimburse itself from the resources of Weimar for its' out of pocket expenditures for the new ministry during it's tenure. The sum for reimbursement would be based upon its' audited financial statements for the periods involved. Upon completion of the process of wind down of operations, the payment of obligations and the reimbursement, the Amazing Facts nominated members board of directors will concurrently resign and nominate the then surviving members of the present Weimar Board of directors to serve as the directors of Weimar . (It is explicitly agreed that the present Weimar Board members will have no authority or function in any of the affairs of Weimar during the tenure of Amazing Facts.) In such event the "reconstituted" board of directors would make all further decisions regarding the assets and operations of WI.

Upon the parties reaching an agreement AF will take necessary steps to: address and resolve the current state of financial affairs at WI; recruit a capable leadership team; develop a master plan; secure access to the property by the purchase of land; take steps to revitalize the college and academy that follows the Biblical and Spirit of Prophecy principles of true education with a focus on evangelistic advancement training that will be academically strong and spiritually grounded

The Weimar employees will receive an immediate 10% increase in wages; and steps will be taken to establish a health insurance plan for full time non probationary employees. The new leadership team will be under no obligation to retain any of the existing Weimar staff of employees or volunteers.

Weimar 's staff, administration, and board will fully cooperate in assisting the transition by providing current financial and other data that may be needed and taking the necessary actions to facilitate the agreement.

Richard, the foregoing is a draft that embodies the concepts we discussed. It is my understanding that we may forward this outline to our principles for their early consideration as the situation continues to need resolution. The WI board is coincidentally scheduled for a telephone conference meeting Sunday February 17, 2008 and I understand the AF board will be meeting the following Sunday 2 24 08. We will share this summary with each ministry for their suggestions and action. If both ministries agree in concept necessary documents and agreements will be prepared to carry out their understanding.

Thank you for working with me on this important task.

Harold Lance