FOR PROFIT CORPORATION UNIFORM BUSINESS REPORT (GBR)

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1215 E. Fort Avenue Baltimore, Maryland 21230 Direct Line: 443-263-1251 General Number: 443-263-1200 Fax Number: 410-837-8527

October 25, 2002

Division of Corporations
Annual Report/Reinstatement Section
P.O. Box 6327
Tallahassee, FL 32314-6327

Re:

Phillips Foods, Inc.

To Whom It May Concern:

Thank you for your letter dated October 15, 2002 (enclosed) regarding our inadvertent failure to sign the Uniform Business Report Form ("UBR") on October 10, 2002. Enclosed is the fully executed UBR for filing, along with a check for \$550.

We also received notice this week that our charter has been revoked for failure to file the UBR in a timely manner (see enclosed certificate of administrative revocation or dissolution). Unfortunately, our accounting department inadvertently failed to submit the fully executed UBR when they sent the enclosed check to your department in late August. (Please see the original check dated August 30, 2002, showing that we tried to pay the fee before our charter would be revoked, but unfortunately omitted the UBR.) To compound matters, we did not receive notice of our failure to include the UBR until October 10, 2002, because we recently moved to another location in Baltimore, and all of our mail has been delayed due to the forwarding process.

Because of our good faith attempts to pay the annual fee, I respectfully request that the reinstatement fee be waived. Since we have recently qualified to transact business in several states, our accounting department is not fully aware of the correct procedures in paying annual fees. As a result, I will in the future request that all correspondence from the states where we conduct business be sent directly to me so that I can expedite payment and processing of any paperwork.

I sincerely apologize for any inconvenience that this may have caused and appreciate your consideration. Please do not hesitate to call me at the number above if you need additional clarification. Thank you.

Sincerely,

Melissa S. Sellers General Counsel

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