

Pentzer Corporation

An affiliate of **AVISTA** Corp.

Memorandum

May 4, 1999

TO: Distribution List Below

FM: Jan Plester, Corporate Secretary *Jm*

RE: Revised Board Directories

Attached are revised board directories reflecting the directors and officers for Pentzer's current portfolio of companies.

Please let me know if you have any questions.

Distribution List:

Avista: Tom Matthews
David Meyer
Jon Eliassen
Terry Syms
Sue Minor
Bob Boyd
Diane Thoren
Tom Paine

Stephen Landsman, Rudnick & Wolfe

attachment

WUTC		
DOCKET NO. <u>UE-9916016</u>		
EXHIBIT # <u>580</u>		
ADMIT	W/D	REJECT
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PENTZER CORPORATION

(A subsidiary of Avista Capital)

A Washington Corporation
818 West Riverside Avenue, Suite 350
Spokane, WA 99201
(509) 459-1350

<u>Directors: (3-11)</u>	<u>Date Elected</u>	<u>Authorized Shares:</u>	<u>Shareholders:</u>
Richard A. Davis	12/9/91	500,000 Common Shares (\$100 par)	Avista Capital (390,000 Common)
Jon E. Eliassen	8/3/89		
Thomas M. Matthews	7/1/98		
David Meyer	1/1/99		

Officers:

Thomas M. Matthews	Chairman of the Board
Richard A. Davis	President and Chief Executive Officer
Scott L. Davis	Senior Vice President
Jan Plester	Vice President & Corporate Secretary
Paul K. Steenblik	Vice President & Treasurer
Craig O. Urdahl	Vice President & Assistant Treasurer

Registered Agent:

Jan Plester
818 West Riverside Avenue, Suite 350
Spokane, WA 99201

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Y
ADVANCED MANUFACTURING AND
DEVELOPMENT, INC.

(A Subsidiary of Bay Area Manufacturing, Inc.)

A California Corporation
300 East Hill Road
Willits, CA 95490
707-459-9451

Directors:

Richard A. Davis
Scott L. Davis
Gary Ramos

Authorized Shares:

1,000,000 Common Shares
(No par value)

Shareholders:

Bay Area Mfg. (212,308
Common)
AM&D Shareholders
(15,980 Common)

Officers:

Richard A. Davis
Gary A. Ramos
John Hammett
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl
Pat Yoxall
Arnold Nixon

Chairman of the Board
Vice Chairman
President
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Treasurer

Registered Agent:

Patricia K. Yoxall
300 East Hill Road
Willits, CA 95490

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ADVANCED MANUFACTURING AND
DEVELOPMENT MENLO PARK, INC.

A California Corporation
300 East Hill Road
Willits, CA 95490
707-459-9451

(A' Subsidiary of Advanced
Manufacturing and Development, Inc.)

Directors:

Richard A. Davis
Scott L. Davis
Gary Ramos

Authorized Shares:

10,000 Common Shares
(\$1.00 par value)

Shareholders:

Advanced Manufacturing
and Development, Inc.
(10,000 Common shares)

Officers:

Richard A. Davis
Gary A. Ramos
John Hammett
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl
Pat Yoxall
Arnold Nixon

Chairman of the Board
Vice Chairman
President
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Treasurer

Registered Agent:

Patricia K. Yoxall
300 East Hill Road
Willits, CA 95490

Effective 9/14/98

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Y BAY AREA MANUFACTURING, INC.

(A Subsidiary of Pentzer Corporation)

A Washington Corporation
818 West Riverside Avenue, Suite 350
Spokane, WA 99201
(509) 459-1350

Directors:

Richard A. Davis
Scott L. Davis

Authorized Shares:

1,000,000 Common Shares
(\$0.01 par)

Shareholders:

Pentzer (214,773 Common)

Officers:

Richard A. Davis
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board, President & Chief Executive Officer
Senior Vice President
Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Jan Plester
818 West Riverside Avenue, Suite 350
Spokane, WA 99201

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CREATIVE SOLUTIONS GROUP, INC.

(A Subsidiary of Pentzer Corporation)

A Washington Corporation
818 W. Riverside, Suite 350
Spokane, WA 99201

Directors:

Richard A. Davis
Scott L. Davis

Authorized Shares:

1,000 Common Shares
No par value

Shareholders:

Pentzer Corporation
(1,000 Common shares)

Officers:

Richard A. Davis

Chairman of the Board, Chief Executive Officer
& President

Scott L. Davis

Senior Vice President

Jan Plester

Corporate Secretary

Paul K. Steenblik

Treasurer

Craig O. Urdahl

Assistant Treasurer

Registered Agent:

Jan Plester
818 W. Riverside, Suite 350
Spokane, WA 99201

HORIZON TERRA INCORPORATED

(A Subsidiary of Pentzer Corporation)

An Indiana Corporation
110 Technology Way
Jeffersonville, IN 47130

Directors:

Richard A. Davis
Scott L. Davis
Clayton Walls

Authorized Shares:

300,000 Common Shares
No par value

Shareholders:

Pentzer Corporation
(225,000 Common shares)

Officers:

Richard A. Davis
Clayton Walls
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board, Chief Executive Officer
President
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Lexis Document Services Inc.
55 Monument Circle, Suite 1424
Indianapolis, IN 46204

NATIONAL GRAPHICS, INC.

(A Subsidiary of Pentzer Corporation)

A Wisconsin Corporation
4065 North Calhoun Road
Brookfield, WI 53005
800-637-4460

Directors:

Richard A. Davis
Scott L. Davis
Donald Krause

Authorized Shares:

25,000

Shareholders:

Pentzer Corporation - 6,010 shares (60%)
Donald Krause - 4,007 shares (40%)

Officers:

Richard A. Davis	Chairman of the Board
Donald Krause	President
Scott L. Davis	Senior Vice President
David Paul	Controller & Chief Financial Officer
Jan Plester	Secretary
Paul K. Steenblik	Treasurer
Craig O. Urdahl	Assistant Treasurer

Registered Agent:

Donald Krause
4065 North Calhoun Road
Brookfield, WI 53005

OSSEO CONSTRUCTION SERVICES, INC.

(A Subsidiary of Proco Holdings Corp.)

A Minnesota Corporation
11885 Brockton Avenue North
Osseo, MN 55369
612-428-7000

Directors:

Richard A. Davis
Scott L. Davis
Shawn Weinand

Authorized Shares:

300,000 Common Shares
No par value

Shareholders:

Proco Holdings Corp.
(225,000 Common shares)

Officers:

Richard A. Davis
Shawn Weinand
Ben J. Tensing
Scott L. Davis
Steve Plotz
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board
Chief Executive Officer
President
Senior Vice President
Chief Operating Officer & Asst. Secretary
Corporate Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Minnesota:

Corporation Service Company
Multifoods Tower
33 South Sixth Street
Minneapolis, MN 55042

Nevada:

CSC Services of Nevada, Inc.
502 E. John Street
Carson City, NV 89706

PACIFIC COAST SHOWCASE, INC.

A Washington Corporation
507 North Levee Road
Puyallup, WA 98371

(A Subsidiary of Pentzer Corporation)

Directors:

Richard A. Davis
Scott L. Davis
Margaret Yates

Authorized Shares:

300,000 Common Shares
No par value

Shareholders:

Pentzer Corporation
(225,000 Common shares)

Officers:

Richard A. Davis
Margaret Yates
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board, Chief Executive Officer
President
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Margaret Yates
507 North Levee Road
Puyallup, WA 98371

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PENTZER VENTURE HOLDINGS, I

(A Subsidiary of Pentzer Corporation)

A Washington Corporation
818 W. Riverside, Suite 350
Spokane, WA 99201

Directors:

Richard A. Davis
Scott L. Davis
Craig O. Urdahl

Authorized Shares:

1,000 Common Shares
No par value

Shareholders:

Pentzer Corporation

Officers:

Richard A. Davis
Scott L. Davis
Jan Plester
Craig O. Urdahl

President
Senior Vice President
Corporate Secretary
Treasurer & Assistant Secretary

Registered Agent:

Jan Plester
818 W. Riverside, Suite 350
Spokane, WA 99201

✓ PENTZER VENTURE HOLDINGS, II

(A Subsidiary of Pentzer Corporation)

A Washington Corporation
818 W. Riverside, Suite 350
Spokane, WA 99201

Directors:

Richard A. Davis
Scott L. Davis
Craig O. Urdahl

Authorized Shares:

1,000 Common Shares
No par value

Shareholders:

Pentzer Corporation

Officers:

Richard A. Davis
Scott L. Davis
Jan Plester
Craig O. Urdahl

President
Senior Vice President
Corporate Secretary
Treasurer & Assistant Secretary

Registered Agent:

Jan Plester
818 W. Riverside, Suite 350
Spokane, WA 99201

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PROCO HOLDINGS CORP.

A Washington Corporation
818 W. Riverside, Suite 350
Spokane, WA 99201

(A Subsidiary of Pentzer Corporation)

Directors:

Richard A. Davis
Scott L. Davis

Authorized Shares:

300,000 Common Shares
No par value

Shareholders:

Pentzer Corporation
(225,000 Common shares)

Officers:

Richard A. Davis
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board/Chief Executive Officer
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Jan Plester
818 W. Riverside, Suite 350
Spokane, WA 99201

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4 PROCO WOOD PRODUCTS, INC.

(A Subsidiary of Proco Holdings Corp.)

A Minnesota Corporation
11885 Brockton Avenue North
Osseo, MN 55369
612-428-7000

Directors:

Richard A. Davis
Scott L. Davis
Shawn Weinand

Authorized Shares:

300,000 Common Shares
No par value

Shareholders:

Proco Holdings Corp.
(225,000 Common shares)

Officers:

Richard A. Davis
Shawn Weinand
Ben J. Tensing
Scott L. Davis
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board
Chief Executive Officer
President
Senior Vice President
Corporate Secretary
Treasurer
Assistant Treasurer

Registered Agent:

Corporation Service Company
Multifoods Tower
33 South Sixth Street
Minneapolis, MN 55042

TARGET WOODWORKS, INC.

(A Subsidiary of Pentzer Corporation)

A Florida Corporation
705 East 10th Avenue
Hialeah, FL 33010
305-888-4000

Directors:

Richard A. Davis
Scott L. Davis
Arthur Cohen

Authorized Shares:

250,000 Common Shares
(\$1.00 per share par value)

Shareholders:

Pentzer Corporation
(200,000 Common)

Officers:

Richard A. Davis
Arthur Cohen
Scott L. Davis
Leo Lopez
Jan Plester
Paul K. Steenblik
Craig O. Urdahl
Jeff Finkelstein

Chairman of the Board
President & Chief Operating Officer
Senior Vice President
Vice President - Manufacturing
Corporate Secretary
Treasurer
Assistant Treasurer
Assistant Secretary & Chief Financial Officer

Registered Agent:

Lexis Document Services Inc.
3953 W. W. Kelley Road
Tallahassee, FL 32311

TRIANGLE SYSTEMS, INC.

(A Subsidiary of Pentzer Corporation)

A New York Corporation
29 E. 19th Street, 5th Floor
New York, NY 10003
212-505-8900

Directors:

Richard A. Davis
Scott L. Davis
Steven Hochberg
Marc Roberts
Craig O. Urdahl

Authorized Shares:

300,000 Common Shares
(No par value)

Shareholders:

Pentzer Corporation
(225,000 Common)

Officers:

Richard A. Davis
Steven Hochberg
Scott L. Davis
Marc Roberts
Jan Plester
Paul K. Steenblik
Craig O. Urdahl

Chairman of the Board & Chief Executive Officer
President
Senior Vice President
Vice President
Corporate Secretary
Treasurer
Assistant Treasurer & Assistant Secretary

Registered Agent:

New York:

Lexis Document Services Inc.
41 State Street, Suite 608
Albany, NY 12207

Missouri:

Lexis Document Services Inc.
1701 Swifts Highway
Jefferson City, MO 65109

✓ UNIVERSAL SHOWCASE, LTD

An Ontario, Canada Corporation
101 Marycroft Avenue
Woodbridge, Ontario L4L 5Y6
Canada
905-856-8400

(A Subsidiary of Pentzer Corporation)

Directors:

Richard A. Davis
Robert Turk

Authorized Shares:

Unlimited Common Shares
(no par value)

Shareholders:

Pentzer Corporation
(225,000 Common)

Officers:

Richard A. Davis
John Simmen
Scott L. Davis
Robert Turk
Peter Turk
Jan Plester
Paul K. Steenblik
Craig O. Urdahl
Carla Callendar

Chairman of the Board & Chief Executive Officer
President
Senior Vice President
Vice President & Assistant Secretary
Vice President
Corporate Secretary
Treasurer
Assistant Treasurer
Controller

Registered Agent:

Lawrence S. Chernin
200 King Street West, Suite 2300
Toronto, Ontario, Canada M5H 3W5