

AIGA's Communication Graphics Award winner;
The Type Directors Club Competition winner

“It gets my vote for copy writing, fastidious typography, and fascinating (even accurate) reportage, from the purported whereabouts of Shareholder Eric Estrada—a Holiday Inn in Torrance, CA—to Ralph Nader's social inadequacies.”

“It is nothing if not thorough, or absurd, or exemplary.”
—365: AIGA Year in Design 23 Judges

Dear Giver:

As always, thank you for your kind support. Further, be advised of the Annual Meeting of Holiday* Organization (НОХ, also НО) Shareholders on December 16, 2001 — better to vote and lose, than never to have cast a vote at all — followed by our much anticipated Holiday fundraiser event (1), this year, themed “トスカナの夕べ”.

The following proxy statement, that we are required by law to provide you, and that we provide also because we endeavor to be good and honest global citizens, outlines our most ambitious and exciting year to date. Funds (2) raised among our constituents in 2000, make possible Holiday Organization's expanded reach, addressing social causes heretofore beyond its scope.

This year also marks our first foray into farm relief with the Organization's *Till a Row in Their Shoes for The Holidays*™ program. Because of your charity, we exceeded our goal—more than 1,000,000 goodwill units deployed every hour for three weeks straight—well in advance of our deadline. This was mostly due to a pleasantly surprising increase in unit size among individual donors.

We are excited by the new programs we have initiated and want to renew them for 2001 and beyond. That said, this year your generosity is more important than ever — we are, as they say, in the shark tank. We hope you'll join us.

Directors, 1987 – 2001

1. ELECTION OF DIRECTORS

A board of two directors is to be elected at the Annual Meeting. The two nominees named below, both of whom are now directors of Holiday Organization, stand for reelection. Erik Estrada, a recently active Board member, albeit questionable philanthropist, will not stand for reelection. Mr. Estrada has elected not to serve while he remains engaged in a bitter court battle concerning the drowning death of a neighbor's Toy Poodle (3) Management has no reason to believe that any other nominees will be unable or unwilling to serve if elected. However, there are those who have, due to emotional or physical distress, on occasion seen fit to suspend their service to the Organization for a period of time. In the case of non service on the part of directors, Holiday Organization has entered into a partnership with several temporary personnel services, among them the popular Kelly Services™, whereby a willing interim director may be engaged. The Organization has earmarked a discretionary budget equal to three percent (3%) of the total distributable units available during the fiscal year for compensation and expenses related to temporary directors.

All nominees are currently hold seats on the Board of Directors of Holiday Organization. Brief statements from the nominees, including color forecasts for spring 2001, are set forth below:

Glen Mathison *President and Chief Executive Officer*, Holimetrix, Inc., a company engaged in developing and manufacturing high-speed network devices for the purpose of coordinating the development and manufacturing of high-speed network devices; *Director*, Holiday Organization. Mathison has cast his vote for periwinkle and sky blue, citing monochromatic palettes as “the only sane choice.”

David Salanitro *President and Chief Executive Officer*, Little Lambs of Christ Church LLC(4), a California corporation engaged in the procurement and deployment of global systems that monitor the performance of and enhance products of faith; *Director*, Holiday Organization. Salanitro believes that the industry can move forward only by strictly enforcing economical applications of saturated and vibrant colors; “black, grays, and browns,” says Salanitro, “are safe bets.”

Per below, each nominee has been engaged in his principal occupation for the past five years (except where noted).

Mr. Mathison has, since March 1997, served as President and Chief Executive Officer of Holimetrix, Inc. Mr. Mathison served as President from December 1987 to June 1995, as a director from December 1987 to March 1996, as a senior member of the office secretarial pool from December 1987 to January 1997, and from July 1996 to March 1997 as a consultant to Walmart. He is a founder of Holiday Organization and served as Cochairman of the Board of Directors since December 1995.

Salanitro is currently President and Chief Executive Officer of Little Lambs of Christ Church. Prior to his association with Little Lambs, and from 1959 to 1991, he held a variety of technical and managerial positions with NASA, concluding with four years as a Senior Vice President of Program Development. David has appeared on stage to the delight of audiences as Pish Tush in Gilbert and Sullivan’s *The Mikado*, as Richie in *Bleacher Bums* and in the title role in *Fiddler on the Roof*. Additional stage credits include *Annie*, *Funny Girl*, *The Sound of Music* and Sandy Wilson’s *The Boyfriend*. He is a founder of Holiday Organization and served as Cochairman of the Board of Directors since December 1995.

Approval of the nominees requires the affirmative vote of a majority of the votes cast on the proposal at the Annual Meeting. Votes may be cast by a secret raising of hands between the hours of 8PM and 9PM in the Knotty Pines Conference Room on the second floor of Willow Hall, located on the Birch Campus. HOLIDAY ORGANIZATION, STRONGLY ENDORSES THE RE-ELECTION OF MR. SALANITRO AND MR. MATHISON.

2. APPROVAL OF THE *TILL A ROW IN THEIR SHOES FOR THE HOLIDAYS* RELIEF PROGRAM

This year’s Board of Directors adopted Holiday™ Organization’s *Till a Row in Their Shoes for The Holidays* program and, subject to shareholder approval, reserved for issuance thereunder 10,000,000 shares or units of organizational funds. The *Till a Row in Their Shoes for The Holidays* program is intended to replace the 1990 *Go on Ms. Christmas* program, benefiting members of the National League of Women Voters, (I believe we are grateful) expires this year.

As you may recall, although highly successful in its first year, the *Go on Ms. Christmas* program suffered a severe setback. It was, in fact, irrevocably damaged in 1991 when male members of both the Democratic and Republican National Committees, donning ladies attire, were discovered diverting organizational units to General Colin Powell’s Presidential campaign, which was widely known to be overburdened with well-wishers.

Holiday Organization believes that the *Till a Row in Their Shoes for The Holidays* program will facilitate a better understanding of, and foster greater appreciation for the makers of myriad food-products many of which are major contributors to the wellbeing of the American people.

For a description of the principal features of the plan, you may order “Appendix A—Description of Holiday Organization’s *Till a Row in Their Shoes for The Holidays* program,” by sending \$86.37 and a self-addressed, stamped, 9- by 12- inch white catalog envelope (Westvaco item number C0662) to “Appendix A, 141 Beaver Street, San Francisco, CA 94114”.

The table below illustrates three years of projected costs and anticipated influx to do with the Organization’s *Till a Row in Their Shoes for The Holidays* program:

Farm/Principal Product	Fiscal Year	Distribution (U)	Other Distributions (U)*
e-farm, Barnard VT	2000	569,288	1,750
Pork and potted pork products and by-products	2001	2,425,000	21,682
	2002	4,423,846	31,877
Corn Farm, Omaha NB [†]	2000	215,384	378
Corn-fed beef and corn-fed beef by-products	2001	—	—
	2002	—	—
Happy Hooves Farm, Madison WI	2000	224,230	14
Redistribution of various unused meats and meat by-products	2001	1,198,769	1,334
	2002	2,171,077	2,516
Vegan Farm, Toronto, CAN	2000	239,384	702
Beef, pork and poultry	2001	1,212,307	1,490
	2002	2,147,980	2,417

* Represents contributions made to various other farm relief programs on a participant’s behalf.

[†] The Corn Farm began a one-year trial affiliation with Holiday™ Organization in August 1999 and therefore received a disproportionate portion of the year’s distribution. Corn Farm will not be a program participant in 2001 (California Civil Case number CTT460897-2).

Approval of the program requires a majority of votes in the affirmative. Votes for the *Till a Row in Their Shoes for The Holidays* program may be cast by discreetly lifting your skirt between the hours of 9PM and 10PM in the Short-stem Philodendron Conference Room in the Sprengel's Moss Hall rotunda, located on the Rubber Tree Campus. HOLIDAY ORGANIZATION'S BOARD OF DIRECTORS RECOMMENDS VOTING FOR THE *TILL A ROW IN THEIR SHOES FOR THE HOLIDAYS RELIEF PROGRAM AND THE RESERVATION OF 1,000,000,000 SHARES OR UNITS OF ORGANIZATIONAL FUNDS FOR ISSUANCE THEREUNDER.*

3. REPORT OF THE DISBURSEMENT COMMITTEE

The Disbursement Committee whose members are hand-picked by the Board regularly reviews and approves all disbursements under the general distribution plan and under other plans that the Committee may adopt. Disbursements under the general distribution plan comprise Tier 1 Base Disbursements and [often combined with] Tier 2 Variable Incentive Disbursements.

Base disbursements are established by considering many factors, including each beneficiaries' individual need, Holiday™ Organization's continued planned growth and potential visibility for the Organization. The Disbursement Committee supports the Organization's Philosophy of Moderation™ by limiting disbursements for candidates who are obviously not in need but might cause trouble for the Organization if not appeased.

Under the *God Helps Those Who Help Themselves Incentive Plan* (the "GHTWHTIP"), a recipient's award generally depends on three factors: the overall potential of the recipient, the performance of the family unit and/or corporate unit the recipient is associated with and the recipient's attitude. The GHTWHTIP provides no payment until threshold potential, performance and attitudinal targets are met.

Potential is measured against an annual incentive target that represents a percentage of potential that is thought possible. This target percentage ranges from 85% to 110% of the potential thought to be possible within a random sampling of 35% of the population. To insure an accurate sample, a second sampling of 2% of the population is polled to evaluate the findings of the first sample.

Performance of the family unit and/or corporate unit is measured through extensive interviews with the candidates' immediate and extended families including a brief audit of the family's federal and state tax filings up to, but not exceeding, five years in arrears. A similar evaluation is made of the candidates' current business affiliations. Random testing, through Standard Business Scenario Enactment, has often been employed in past years to better gauge the performance of corporate units. Where time and space allow, the Disbursement Committee will continue to endorse and encourage random testing.

Attitude is measured by employing variation of Riemann's Theorem (or Sum) which asserts that $\int_0^b x^n dx$ is computed by taking the areas of an infinite number of unequal subintervals; larger subintervals at x close to b , smaller when close to 0.

Here noted is certain information with respect to the beneficial distribution of organizational units by each person or group known by the Organization to have received more than five percent (5%) of the available units in 2000:

Name of Person or Identity of Group and Principle Location	Units Distributed (U)	Units Reneged (U) *
Femur Corporation, Palo Alto, CA [†]	11,820,761	11,820,761
Lieff, Cabraser, Heimann & Bernstein, Attorneys at Law, San Francisco, CA	8,411,040	20
Holimetrix Management Group Inc., [‡] Georgetown, Grand Cayman	7,176,549	0
David Salanitro, San Francisco, CA	178,184	0
Glen Mathison, San Francisco, CA San Francisco, CA	16,325	0
Erik Estrada (310) 476-6411 21333 Hawthorne Blvd. Torrance, CA 90503	105,580	105,580
Proposition N, Scranton, PA [§]	75,750	0
The Accident Attorneys, Scranton, PA	56,250	0

* Amounts shown have been recovered in keeping with Holiday Organization charter which outlines steps by which distributed units may be seized should the recipient of the units, for any reason, be suspected of bearing firearms, driving while intoxicated or abusing animals.

[†] Femur Corporation™ (Femur), a wholly-owned subsidiary of Holimetrix Corp., received 11,223,558 organizational units as a result of acting as a consultant to Holiday Organization. Holimetrix Corp., through its control of Femur, claims sole dis positive power with respect to all such units. Femur Management Trust Company (FMTC), a wholly-owned subsidiary of Femur, beneficially owns 597,203 shares as a result of its serving as an independent funds consultant to various institutional accounts. Femur, through its control of FMTC, claims sole dis positive power with respect to 597,203 of such units and sole disbursement rights with respect to 271,803 of such shares. Information provided herein based on the joint filing of Schedule 13G on February 11, 2000 by Femur. Femur filed such Schedule 13G on a voluntary basis as if an additional 33,000 units that are beneficially owned by Femur International Limited ("FIL") are beneficially owned by Femur and FIL on a joint basis. Femur and FIL are of the view that they are not acting as a "group" for purposes of Section 13 (d) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and that they are not otherwise required to attribute to each other the beneficial ownership of units beneficially owned by the other corporation within the meaning of Rule 13d-3 promulgated under the Exchange Act. If such 33,000 shares are added to Femur's above listed beneficially owned shares, Femur would beneficially own 11,853,761 shares. Also, Holimetrix Group Services, Inc., Holimetrix Holding, Inc., Holiday, Inc., Holimetrix Management and Research, Inc., Holimetrix Capital, Inc., Holimetrix Realty Advisers, Inc., and Holimetrix Asset Management, Inc.

[§] The following terms shall be mandatory to all agreements: No pets shall be permitted upon the premises. LESSOR may remove pets without notice. LESSOR not responsible for removed pets and may release to outdoors. No clothes or wearing apparel shall be hung out of doors or out of the confines of said unit. No pictures or other objects shall be hung or suspended within said unit, except with approved hooks. LESSEE shall not permit or allow any rubbish, waste materials or other products to accumulate upon premises. LESSEE agrees to abide by Town Noise Ordinance.

3B. OTHER DISBURSEMENTS

Although most of the efforts of Holiday™ Organization provide for the well being of the community at large, approximately five percent (5%) of the funds are distributed as follows: 0.5% provides for the hiring of migrant workers from under-developed nations whose primary responsibility will be the gutting and cleaning of fish and fowl. 0.25% goes to the U.S. Presidential Campaign Fund. 0.625% houses nannies on leave. 0.125% provides for low cost anti-trust legislation in underdeveloped nations. 2% supports the efforts of apple farmers of the following varieties: Granny Smith, Honeygold, Cortland, Gala, Chieftain, Liberty, Mutsu and Red Delicious, but not Rome Beauties which are generally known to be inferior in taste and texture, seedless Burgundy grapes grown for the purposes of providing raisins, pecans and other nuts larger than 3.25cm in circumference but not larger than 10cm in diameter.

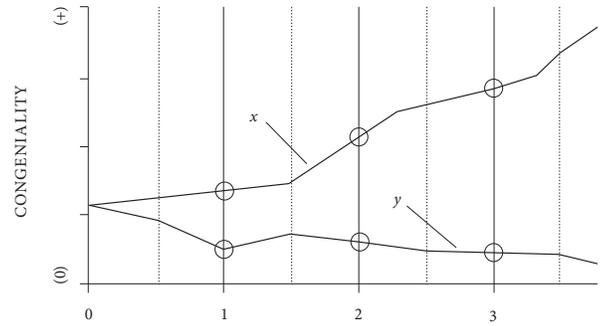
Hereunder is certain information concerning other disbursements and expenditures of organizational units for 2000 to the persons and organizations named:

Name	Number of Units Granted (U)	% of Total Units (%)	Cash Value (\$)*
Kelly Services	500,000	4.75%	\$24.4375
Ralph Nader†	200,000	1.75%	41.8750
e-apple farm	5,000	0.04%	49.8750
Happy Apple Farm	5,000	0.04%	49.8750
Apple farm	5,000	0.04%	49.8750
Sundried, Inc.	5,000	0.04%	49.8750
Grape farm	5,000	0.04%	49.875
Deloitte & Touche, LLP	2,500	0.02%	25.8750
Sherry Wickwire	2,500	0.02%	25.8750
The Pecan and Other Large Nut Advocacy Board	2,500	0.02%	25.8750

* "Cash" value is computed using Lord Brouncker's Formula:

$$4/\pi = 1 + \frac{01}{2 + \frac{32}{2 + \frac{52}{2 + \frac{72}{\dots}}}}$$

Holiday Organizational units are not legal tender. They are suitable for neither bartering nor wagering. Any gift recipient thought to be engaged in the business of converting units, trading units without written permission from the Organization or betting or wagering units in any manner which entitles the recipient to receive actual money or coupons as a result shall be fined under Holiday Organization bylaws or imprisoned for more than two years, or even both.



† SIDE NOTE REGARDING MR. NADER'S SOCIAL INADEQUACIES, IF NOT DOWN RIGHT BUFFOONERY
 Note that Nader (y), whose disregard for Holiday Organization *Guidelines for Successful Social Interaction*, demonstrated a steady declined in social graces and, in turn, popularity; over the same period of time, and in identical environments, x, who rigorously followed Organization guidelines, was no less than the life of the party.

Also, in consideration of Mr. Nader's behavior, Holiday Organization and the Event Committee (please meaningfully express your appreciation to Ms. Esther Barber, for her efforts (5)) now enforce a strict code of dress and charisma. Please consult the attached document 37Q — Rules of Conduct for HO.

NOTES

- Holiday Organization is a not-for-profit entity benefiting the underprivileged during the often difficult holiday season (occasionally Easter). Although no actual coinage is accepted by HO, your pull tabs provide for thoughtful acknowledgement to the seasonally-downtrodden and impoverished masses. The organization's annual fund-raiser event, again, made possible by your generous contributions of pull-tabs provides a much needed virtual support network for our beneficiaries. Please do not send cash. The phrase "fund-raiser event," though similar to the phrase "fund-raiser event," is used herein to describe our fund-raiser event, which bears scant similarity to fund-raiser events where cash (colloquially) is exchanged not for philanthropic purposes, but, rather, out of guilt, which provides the giver a false sense of well-being. As always, admittance to the event is free of charge.
- "Funds" and "thoughtful acknowledgement," *ut sup.* fn. 1, might be better understood in the context of the Fourier Series: $f(x) = \sin x + \ln x$
- Holiday Organization is forbidden to discuss the events surrounding the particulars of Mr. Estrada's estrangement. (California Civil Case number CGT45987-8.)
- N.B. that mares eat oats and does eat oats and little lambs eat ivy.
- Complying with long-time HO donor Mrs. Barber, and her request that Organization officers provide written proof of fitness for duty, a standard metabolic panel (SST), prostate-specific antigen panel (GEL), and urinalysis (URN). It has been confirmed that the Board's vitality has been confirmed as vital among all subjects.