

S. A. FURBACHER
PRESIDENT

30 PERIMETER PARK • ATLANTA, GEORGIA 30341

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June 13, 1977

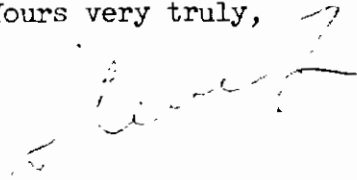
Mr. G. J. Coffey and
Admiral Elmo R. Zumwalt, Jr.

Gentlemen:

I have discussed what form the minutes of the Audit Committee meeting should take with counsel and with Mr. Berman. Their conclusion is that we should keep minutes of the group among ourselves. They need not be particularly formal, but might just be notes. They seem to think this would suffice in case anyone would want to ever ask what we did at these meetings.

Toward that end, I've created the attached outline of some of the things that occurred to me as being useful to put into writing. I would encourage you to make corrections or additions. After I get this back from you, I'll start a file of minutes and will forward the copies of the corrected notes to each of you for your own file, just in case we're ever questioned about our activities.

Yours very truly,



SAF/dw
Enclosure

AUDIT COMMITTEE MEETING
TRANSWAY INTERNATIONAL CORPORATION

MAY 25, 1977
2:30 p.m. to 4:30 p.m.

MEETING NOTES

PRESENT:

Marvin Baris	Coopers & Lybrand
John A. Fazio	Coopers & Lybrand
Larry Berman	Transway International Corporation
Jack M. Forehand	Transway International Corporation
G. Russell Moir	Transway International Corporation
G. J. Coffey	Board of Directors -- Audit Committee
S. A. Furbacher	Board of Directors -- Audit Committee Chairman
E. R. Zumwalt, Jr.	Board of Directors -- Audit Committee

- I. Reviewed "Blue Book" of March 23, 1977 of Coopers & Lybrand and their summary of the audit for the year 1976.
- II. Questioned "Illegal Payments" matter -- there were none.
- III. Questioned "Conflict of Interest" -- none
- IV. Discussed Plan for 1977 audit, scope, etc.
- V. Discussed rotation outside auditor team -- they are in process of evolving to new manager on our account.
- VI. Numerous questions re such matters as quarterly activity of auditors, internal audit, I.R.S. audits, etc.
- VII. Audit Committee of Board to get copies of their "control letters" for each Transway operation.
- VIII. Scheduled quarterly meeting of audit committee. Next meetings tentatively set for August 26 and November 22, 1977.

Management then left room.

- I. Discussed with outside auditor such matters as cooperation they received from management, quality of our internal audit program, and other matters. Auditors were satisfied that company management had been cooperative, reasonable, and fair.