

**MINUTES OF THE BOARD OF DIRECTORS OF
THE CANOPY GROUP, INC.**

AT A MEETING HELD

DECEMBER 17, 2004

A special meeting of the board of directors of The Canopy Group, Inc., a Utah corporation (the "Company"), was held on December 17, 2004 at ScenicView's administrative offices located at the ScenicView Campus, 5485 North 250 West, Provo, Utah, 84604. The meeting commenced at approximately 10:00 a.m.

Call to Order

Attending the meeting in person or by telephone were all of the sitting directors namely: Raymond Noorda, Lewena Noorda and Ralph Yarro. Mr. Yarro was present in person at the ScenicView Campus. Anthony Kaye and Brandon Tidwell (attorneys from Ballard Spahr Andrews & Ingersoll, LLP) were also present in person at the ScenicView Campus at the invitation of a majority of the board of directors. Mr. and Mrs. Noorda attended via teleconference. James Stewart (attorney from Ballard Spahr Andrews & Ingersoll, LLP) and Val Kreidel also attended the meeting via teleconference at the invitation of a majority of the board of directors.

Mrs. Noorda acted as Chairman of the meeting and Mr. Tidwell kept minutes of the meeting. Mrs. Noorda stated that the meeting was being held pursuant to written notice delivered on December 9, 2004 to each member of the board of directors. Mrs. Noorda stated that a quorum of the directors was present and called the meeting to order. After confirming all in attendance could hear each another, Mrs. Noorda proceeded to the business of the meeting.

Items of Business

Mrs. Noorda stated that the board of directors had six items of business to consider, each as more fully set forth in the agenda and the written resolutions distributed to each of the directors and attached hereto as Exhibit A and Exhibit B, respectively. Mrs. Noorda requested that each director please take some time to review the agenda, resolutions, and draft complaint in preparation for acting on the following matters:

1. Approval of option grants.
2. The termination of Ralph J. Yarro III.
3. The termination of Brent D. Christensen.

4. The termination of Darcy G. Mott.
5. The election of William Mustard as the new President and Chief Executive Officer of the Company.
6. Enabling Resolutions.

Time was allotted for the directors to review the distributed materials. During such time and while reviewing the materials, Mr. Yarro expressed his appreciation for Mr. and Mrs. Noorda and that he was disappointed and saddened by their dissatisfaction with him.

After confirming that none of the directors desired any additional time to review the distributed materials, Mrs. Noorda moved for the adoption and approval of each of the resolutions attached hereto as Exhibit B. After such motion, duly seconded by Mr. Noorda, Mrs. Noorda called for a vote on the proposed resolutions.

Mr. and Mrs. Noorda voted for the adoption of the resolutions.

Mr. Yarro expressed his concern that he was without personal legal representation at the meeting, but wanted to do what the Noordas desired and offered to abstain from voting. Mr. Kaye and Mr. Stewart stated that none of the attorneys present could advise Mr. Yarro on how to conduct himself with regard to the proposed resolutions. Mr. Yarro took time to consider the issue and then voted against adoption of the resolutions. As Mr. Yarro's vote was self-interested, such vote was void and the resolutions passed based solely on the affirmative votes of Mr. and Mrs. Noorda.

Adjournment

There being no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.