

SHARES  
10,000  
Class A  
Common

NUMBER  
A-1



# THE CANOPY GROUP, INC.

, a Utah corporation

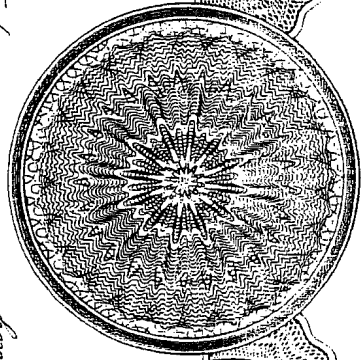
AUTHORIZED TO ISSUE CLASS A VOTING COMMON STOCK 25,000 SHARES

NO PAR VALUE PER SHARE

This Certifies that Ralph Yarro is the  
registered holder of Ten Thousand Class A Common Shares

*transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.*

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 16th day of November A.D. 2000



*Joyce Willey*  
Secretary

*[Signature]*  
President

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 (THE "ACT"). THE SHARES MAY NOT BE SOLD OR OFFERED FOR SALE IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES UNDER SUCH ACT, (B) A 'NO ACTION' LETTER OF THE SECURITIES AND EXCHANGE COMMISSION WITH RESPECT TO SUCH SALE OR OFFER OR (C) SATISFACTORY ASSURANCES TO THE CORPORATION THAT REGISTRATION UNDER SUCH ACT IS NOT REQUIRED WITH RESPECT TO SUCH SALE OR OFFER.

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO CERTAIN REPURCHASE RIGHTS AND RIGHTS OF FIRST REFUSAL GRANTED TO THE CORPORATION AND ACCORDINGLY MAY NOT BE SOLD, ASSIGNED, TRANSFERRED, ENCUMBERED, OR IN ANY MANNER DISPOSED OF EXCEPT IN CONFORMITY WITH THE TERMS OF A WRITTEN AGREEMENT DATED NOVEMBER 16, 2000 BETWEEN THE CORPORATION AND THE REGISTERED HOLDER OF THE SHARES (OR THE PREDECESSOR IN INTEREST TO THE SHARES). A COPY OF SUCH AGREEMENT IS MAINTAINED AT THE CORPORATION'S PRINCIPAL CORPORATE OFFICES.

The Shares represented by this certificate are subject to all the terms of an Agreement dated as of November 8, 2000, between the corporation and its Shareholders, a copy of which is on file at the office of the corporation. Such Agreement, among other things, limits the right of the owner to sell, assign, transfer, pledge or encumber the Shares represented hereby and provides that the owner is subject to certain restrictions as to the governance of the corporation under conditions set forth in the Agreement.

10,000  
Class A Common

THE CANOPY GROUP, INC.  
(a Utah Corporation)

Ralph Yarro

November 16, 2000

*For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto \_\_\_\_\_*

*\_\_\_\_\_ Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint*

*\_\_\_\_\_ Attorney to transfer the said Shares on the books of the within named corporation with full power of substitution in the premises.*

*Dated \_\_\_\_\_*

*In presence of \_\_\_\_\_*

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE. IN EVERY PARTICULAR WITHOUT ALTERATION, ENLARGEMENT OR ANY CHANGE WHATSOEVER.