

LEGENDARY KOKOWEEF CAVERNS INC.

CORPORATE OFFICES

806 FAIR OAKS AVENUE

P. O. BOX 1202

SOUTH PASADENA, CALIFORNIA 91030

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MARCH 7, 1982

February 8, 1982

To Our Shareholders:

Notice is hereby given that the annual meeting of the shareholders of Legendary Kokoweef Caverns, Inc. will be held at the Elks' Lodge #1739, 11412 Stewart Street, El Monte, California (off Peck Road, north of the San Bernardino Freeway), on Sunday, March 7, 1982, at 1:30 p.m. to elect a board of directors to serve for the ensuing year, and to transact such other business as may properly come before the meeting.

Only shareholders of record at the close of business on January 31, 1982 are entitled to notice of and to vote at the meeting.

Noteholders of record are invited by resolution of the Board of Directors to attend, participate in but not vote on matters that properly come before the meeting. However, no participation or discussion will be allowed on business relating to the nomination and election of the Board of Directors.

By order of the Board of Directors

Jerry Houchens, Secretary

If you do not expect to attend the meeting in person, please date, sign and return the enclosed proxy so that your shares will be voted.

The proxy accompanying this statement is solicited by the management of the Company. The person giving the proxy may revoke it at any time before it is exercised. A proxy may be revoked by filing with the Secretary of the Company either an instrument revoking it or a duly executed proxy bearing a later date. A proxy will be suspended if the person executing it is present at the meeting and elects to vote in person

By order of the Board of Directors

Jerry Houchens, Secretary

February 8, 1982 (cut on dotted line and return lower portion)

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CORPORATE OFFICES**

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P. O. BOX 1202
SOUTH PASADENA, CALIFORNIA 91030

PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

MARCH 7, 1982

Peter J. Tripodes, George W. Fox, Larry Hahn, Patricia Harzke, Sidney Dickie, Richard Arnold and Jesse Fox or any four of the seven are hereby authorized to vote all of the Common Shares of Legendary Kokoweef Caverns, Inc., which the undersigned is entitled to vote at the annual meeting of shareholders of said corporation which will be held at the Elks' Lodge #1739, 11412 Stewart Street, El Monte, California, Sunday, March 7, 1982 at 1:30 p.m. and at any adjournment or adjournments thereof, on all matters set forth in the Notice of Meeting dated February 8, 1982 as follows:

- 1) To vote for the election of directors
- 2) and in their discretion on any other matter or matters which may properly come before said meeting or any adjournment thereof.

Signature of shareholder(s)

Date

Please sign exactly as your name or names appear on the stock certificate or certificates, if shares are held in joint tenancy, either joint tenant may sign.....then mail immediately.