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CYPOST CORP  
Form PRE 14A  
January 02, 2002

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the registrant  |

Filed by a party other than the registrant  |

Check the appropriate box:

- |                                     |  |                          |   |
|-------------------------------------|--|--------------------------|---|
| <input checked="" type="checkbox"/> | Preliminary proxy statement.                 | <input type="checkbox"/> | Confidential for use of the commission only (as permitted by Rule 14a-6(e)(2)). |
| <input type="checkbox"/>            | Definitive proxy statement.                  |                          |   |
| <input type="checkbox"/>            | Definitive additional materials.             |                          |   |
| <input type="checkbox"/>            | Soliciting material pursuant to Rule 14a-12. |                          |   |

CYPOST CORPORATION  
(Name of Registrant as Specified in Its Charter)

(Name of Person(S) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee: (check the appropriate box):

- |                                     |   |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | No fee required.  |
| <input type="checkbox"/>            | Fee computed on table below per Exchange Act Rule 14a-6(i)(1) and 0-11.   |
| (1)                                 | Title of each class of securities to which transaction applies:   |
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| (3)                                 | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):   |
| (4)                                 | Proposed maximum aggregate value of transaction:  |
| (5)                                 | Total fee paid:   |
| <input type="checkbox"/>            | Fee paid previously with preliminary materials:   |
| <input type="checkbox"/>            | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-1(a)(2) and identify the filing for which the offsetting fee was paid previously, identify the previous filing by registration statement number, or the form or schedule and the date its filing. |

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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CYPOST CORPORATION  
1281 WEST GEORGIA STREET, SUITE 900  
VANCOUVER, BRITISH COLUMBIA

January \_\_\_\_, 2002

To Our Stockholders:

You are cordially invited to attend the 2001 Annual Meeting of Stockholders of CyPost Corporation (the "Company"). The Annual Meeting will be held at 2:00 p.m., local time, on January 29, 2002, at the offices of Kaplan Gottbetter & Levenson, LLP, 630 Third Avenue, New York, NY 10017.

The Notice of Meeting and Proxy Statement on the following pages describe the matters to be presented at the Annual Meeting.

Included with the Proxy Statement are copies of the Company's Annual Report on Form 10-KSB, excluding exhibits, for the fiscal year ended December 31, 2000 (the "Form 10-KSB") and Quarterly Report on Form 10-QSB, excluding exhibits, for the fiscal quarter ended September 30, 2001 (the Form 10-QSB). We encourage you to read the Form 10-KSB and Form 10-QSB. They include information on the Company's operations, markets, products and services, as well as the Company's December 31, 2001 audited financial statements (see Form 10KSB) and September 30, 2001 reviewed financial statements (see Form 10-QSB).

It is important that your shares be represented at this meeting to assure the presence of a quorum. Whether or not you plan to attend the meeting, we hope that you will have your stock represented by completing, signing, dating and returning your proxy in the enclosed envelope as soon as possible. Unless revoked by you prior to the time it is voted, your stock will be voted in accordance with the instructions you have given in your proxy. Returning the proxy does not deprive you of your right to attend the meeting and to vote your shares in person for the matters acted upon at the meeting.

We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Sandra Lynn Warren  
Sandra Lynn Warren  
President, Treasurer, Secretary and Director

CYPOST CORPORATION  
1281 WEST GEORGIA STREET, SUITE 900  
VANCOUVER, BRITISH COLUMBIA V6E3J7

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders (the "Meeting") of CyPost Corporation, a

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Delaware corporation (the "Company"), will be held at the offices of Kaplan Gottbetter & Levenson, LLP, 630 Third Avenue, New York, NY 10017 on January 29, 2002, at 2:00 p.m. local time, for the following purposes:

- (1) To elect three (3) directors to serve until the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified;
- (2) To approve an amendment to the Companys Certificate of Incorporation increasing the number of authorized shares of the Companys common stock from 30,000,000 to 200,000,000 shares;
- (3) To approve an amendment to the Companys Certificate of Incorporation granting the Companys board of directors the authority to adopt one or more shareholder rights plans, rights agreements or other forms of poison pills in the future without further shareholder approval.
- (4) To ratify the appointment of Good Swartz Brown & Berns LLP as independent auditors for the year ending December 31, 2001;
- (5) To approve an amendment to the Companys By-Laws providing for the board of directors to consist of a minimum of three (3) persons and a maximum of seven (7) persons; and
- (6) To transact such other business as may properly come before the Meeting.

Holders of Common Stock \$.001 par value, of record, at the close of business on December 31, 2001 are entitled to notice of and to vote at the Meeting, and at any continuation or adjournment thereof. A complete list of such stockholders will be open to the examination of any stockholder at the Company's principal executive offices at 1281 West Georgia Street, Suite 900, Vancouver, British Columbia V6E3J7 for a period of 10 days prior to the Meeting and on the day of the Meeting.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU MAY HOLD. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE. THE PROMPT RETURN OF PROXIES WILL ENSURE A QUORUM AND SAVE THE COMPANY THE EXPENSE OF FURTHER SOLICITATION. EACH PROXY GRANTED MAY BE REVOKED BY THE STOCKHOLDER GRANTING SUCH PROXY AT ANY TIME BEFORE IT IS VOTED. IF YOU RECEIVE MORE THAN ONE PROXY CARD BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH SUCH PROXY CARD SHOULD BE SIGNED AND RETURNED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

By Order of the Board of Directors  
/s/ Sandra Lynn Warren  
Sandra Lynn Warren  
President, Treasurer, Secretary and Director

Vancouver, British Columbia  
January \_\_, 2002

CYPOST CORPORATION  
1281 WEST GEORGIA STREET , SUITE 900  
VANCOUVER, BRITISH COLUMBIA V6E3J7

### PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of CyPost Corporation (the "Company") of proxies to be voted at the Annual Meeting of Stockholders of the Company to be held on January 29, 2002 (the "Meeting") at 2:00 p.m. , local time, and at any continuation or adjournment thereof. Holders of record of common stock, \$.001 par value ("Common Stock") as of the close of business on December 31, 2001, will be

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entitled to notice of and to vote at the Meeting and any continuation or adjournment thereof. As of that date, there were \_\_\_\_\_ shares of Common Stock issued and outstanding and entitled to vote. This Proxy Statement, the accompanying proxy, the Companys Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 and the Companys Quarterly Report on Form 10-QSB for the fiscal quarter ended September 30, 2001 were first mailed to stockholders on or about January \_\_\_, 2002.

Each share of Common Stock is entitled to one vote on any matter presented at the Meeting. Shares of Common Stock may not be voted cumulatively. If proxies in the accompanying form are properly executed and returned, the shares of Common Stock represented thereby will be voted in the manner specified therein. If not otherwise specified, the shares of Common Stock represented by the proxies will be voted (i) FOR the election of the three (3) nominees named below as Directors, (ii) FOR the approval of a proposal to amend the Companys Certificate of Incorporation to increase the number of authorized shares of common stock to 200,000,000; (iii) FOR the approval of a proposal to amend the Companys Certificate of Incorporation granting the Companys board of directors the authority to adopt one or more shareholder rights plans, rights agreements or other forms of poison pills in the future without further shareholder approval; (iv) FOR the ratification of the appointment of Good Swartz Brown & Berns LLP as independent auditors for the year ending December 31, 2001, (v) FOR the approval of a proposal to amend the Companys By-Laws to require that the board of directors consist of a minimum of three (3) and a maximum of seven (7) directors, and (vi) in the discretion of the person named in the enclosed form of proxy, on any other proposals which may properly come before the Meeting or any continuation or adjournment thereof. Any Stockholder who has submitted a proxy may revoke it at any time before it is voted, by written notice addressed to and received by the Secretary of the Company, by submitting a duly executed proxy bearing a later date or by electing to vote in person at the Meeting. The mere presence at the Meeting of the person executing a proxy does not, however, revoke the proxy.

The expense of printing and mailing proxy material will be borne by the Company. In addition to the solicitation of proxies by mail, solicitation may be made by directors, officers, and other employees of the Company by personal interview, telephone, or facsimile. No additional compensation will be paid for such solicitation. The Company will request brokers and nominees who hold shares of Common Stock in their names to furnish proxy material to beneficial owners of the shares.

The presence, in person or by proxy, of holders of shares of Common Stock having a majority of the votes entitled to be cast at the Meeting shall constitute a quorum. The affirmative vote by the holders of a plurality of the shares of Common Stock cast at the Meeting is required for the election of Directors, provided a quorum is present in person or by proxy. Provided a quorum is present in person or by proxy, all actions proposed herein, other than the election of Directors, may be taken upon the affirmative vote of Stockholders possessing a majority of the shares present or represented and entitled to vote at the Meeting. Abstentions and broker non-votes are included in the shares present at the Meeting for purposes of determining whether a quorum is present. Abstentions are counted as a vote against for purposes of determining whether a proposal is approved. Broker non-votes are not counted as shares present and entitled to be voted with respect to the matter on which the broker has expressly not voted. Thus, broker non-votes will not affect the outcome of any of the matters being voted upon at the meeting. Generally, broker non-votes occur when shares held by a broker for a beneficial owner are not voted with respect to a particular proposal because (i) the broker has not received voting instructions from the beneficial owner, and (ii) the broker lacks discretionary voting power to vote such shares.

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This Proxy Statement, together with the related Proxy Card, Notice of Annual Meeting, the Company's Annual Report on Form 10-KSB, excluding exhibits, for the fiscal year ended December 31, 2000 (including audited financial statements for the fiscal year ended December 31, 2000) and the Company's Quarterly Report on Form 10-QSB, excluding exhibits, for the fiscal quarter ended September 30, 2001 (including reviewed financial statements for the quarter ended September 30, 2001) are being mailed to all Stockholders of record as of the close of business on December 31, 2001. All of these materials are referred to as the "Proxy Materials". In addition, the Company has provided brokers, dealers, banks, voting trustees and their nominees, at the Company's expense, with additional copies of the Proxy Materials so that such record holders could mail such materials to beneficial owners on or about January 10, 2002.

PROPOSAL NO.1  
ELECTION OF DIRECTORS

At the Meeting, three (3) directors are to be elected (which number shall constitute the entire Board of Directors of the Company) to hold office until the next Annual Meeting of Stockholders and until their successors shall have been duly elected and qualified, or until their earlier resignation or removal.

It is the intention of the persons named in the enclosed form of proxy to vote the stock represented thereby, unless otherwise specified in the proxy, for the election as Directors of the persons whose names and biographies appear below. Two of the three nominees, James T. Johnson and Sandra Lynn Warren are incumbent directors. Javan Khazali is also being nominated for election to the board. In the event any of the nominees should become unavailable or unable to serve as a Director, it is intended that votes will be cast for a substitute nominee designated by the Board of Directors. The Board of Directors has no reason to believe that the nominees named will be unable to serve if elected. Each nominee has consented to being named in this Proxy Statement and to serve if elected.

REQUIRED VOTE

Directors are elected by a plurality of votes cast. Votes withheld and broker non-votes are not counted towards a nominee's total.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR  
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THE ELECTION OF EACH OF THE NOMINATED DIRECTORS.

The principal occupations and business experience, for at least the past five years, of each nominated Director is as follows:

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JAMES T. JOHNSTON  
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Mr. Johnston, 60, joined our Board of Directors on January 17, 2000. Mr. Johnston is, and has been, a licensed pilot for Canadian Airlines, now known as Air Canada, for 35 years and an airline captain for 29 years. Mr. Johnston has been active in representing the airline pilot's union in a number of capacities and has been involved in several high-level contract negotiations.

SANDRA LYNN WARREN  
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Mrs. Warren, 35, has been with the Company for more than three years and joined our Board of Directors on October 12, 2001. On October 30, 2001, Mrs. Warren was appointed as our president, treasurer and principal financial officer. She has a diverse background in office and administrative management. Mrs. Warren has worked in administration and accounting in a variety of industries including print media, hospitality and group insurance. Mrs. Warren's responsibilities include handling internal accounting matters, overseeing our SEC filings, interacting with our legal counsel and independent accountants, and serving as our contact person for dealings involving the listing and sale of our stock.

JAVAN KHAZALI  
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Mr. Khazali, 38, joined the Company in July of 2001 as Vice President of Administration. With extensive experience in the services sector, Mr. Khazali is responsible for the development and continuing management of our business and training programs, including human resources. Prior to joining us, he held various management positions including (i) Operation Manager for 10 high-end chain restaurants in the U.S. and Canada, (ii) Director of Operations for nine restaurants where he was responsible for supervision of 300 plus employees, and (iii) most recently as Managing Partner of two local restaurants where he was responsible for supervision of 45 employees. Mr. Khazali is an active philanthropist, supporting local community initiatives including Family Services, and Face the World Foundation, and resides in the Greater Vancouver area.

### COMPENSATION OF DIRECTORS

Except as set forth herein, during the fiscal year ended December 31, 2000, members of the Company's Board received no compensation for serving as Board members. On August 1, 2000, directors Carl Whitehead, Robert Sendoh and Tom Johnston each received 75,000 restricted shares of our common stock in consideration of their services as directors.

### COMMITTEES AND MEETINGS OF THE BOARD

The Company's Board of Directors has the authority to designate from among its members an executive committee and one or more other committees. During the fiscal year ended December 31, 2000 (Fiscal 2000), no such committees were in existence. During Fiscal 2000, there were nine (9) meetings of the Board of Directors. Each meeting was attended by all directors serving as such at the time of the respective meetings. The Board of Directors also acted by unanimous written consent on numerous other occasions.

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### EXECUTIVE OFFICERS AND DIRECTORS

The following table identifies the current executive officers, directors and director nominees of the Company:

| Name               | Age | Capacities in Which Served  |
|--------------------|-----|---|
| James T. Johnson   | 60  | Chairman  |
| Robert Sendoh      | 51  | Director  |
| Sandra Lynn Warren | 35  | President, Treasurer, Secretary, Chief Financial Officer and Director |

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Javan Khazali

38 Vice President - Administration

None of the Company's executive officers is related to any other executive officer or to any Director of the Company. Executive officers of the Company are elected by the Board of Directors and serve until their successors are duly elected and qualified.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table provides certain summary information concerning compensation paid by the Company during each of the fiscal years ended December 31, 2000, December 31, 1999 and December 31, 1998, to all persons that served as the Company's chief executive officer at any time during the fiscal year ended December 31, 2000. No executive officers received compensation in excess of \$100,000 during the fiscal year ended December 31, 2000.

| Name and Principal<br>Position                                | Annual Compensation  |          |       |                       | Long-Term Compensation |                            |           |
|---|----------------------|----------|-------|-----------------------|------------------------|----------------------------|-----------|
|   | Fiscal Year<br>Ended | Salary   | Bonus | Other<br>Compensation | Options/<br>SARs       | Restricted<br>Stock Awards | LT<br>Pay |
| Robert Sendoh, Chief<br>Executive Officer,<br>Chairman (1)    | 2000                 | \$44,115 | 0     | 0                     | 0                      | 75,000 (3)                 |           |
|   | 1999                 | 82,795   | 0     | 0                     | 0                      | 0                          |           |
|   | 1998                 | 0        | 0     | 0                     | 0                      | 0                          |           |
| Steven M. Berry, Chief<br>Executive Officer,<br>President (2) | 2000                 | \$5,207  | 0     | 0                     | 0                      | 0                          |           |
|   | 1999                 | 120,000  | 0     | 0                     | 0                      | 600,000 (4)                |           |
|   | 1998                 | 0        | 0     | 0                     | 0                      | 0                          |           |