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CORRPRO COMPANIES INC /OH/

Form 8-A12B/A

April 05, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A-1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CORRPRO COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Ohio

34-1422570

(State of incorporation
or organization

(IRS Employer Identification No.)

1090 Enterprise Drive, Medina, Ohio

44256

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to
Section 12 (b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box: []

If this form relates to the registration of a class of securities pursuant to
Section 12 (g) of the Exchange Act and is effective pursuant to General
Instruction A(d), check the following box []

If this form relates to the a class of debt

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be
so registered

Name of each exchange on
which each class is
to be registered

Preferred Share Purchase Rights

American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Securities To Be Registered.

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On July 23, 1997, the Board of Directors of Corrpro Companies, Inc. (the "Company") declared a dividend of one preferred share purchase right (a "Right") for each outstanding Common Share, without par value (the "Common Shares"), of the Company. The dividend was paid on August 7, 1997 to the shareholders of record on that date. Each Right had entitled the registered holder thereof to purchase from the Company one one-hundredth of a Series A Junior Participating Preferred Share, without par value ("Preferred Share"), of the Company at a price of \$75.00 per one one-hundredth of a Preferred Share, subject to adjustment, upon the occurrence of certain change-of-control transactions. The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and ComputerShare Investor Services LLC, as successor Rights Agent (the "Rights Agent").

Pursuant to the terms of a Securities Purchase Agreement, dated as of December 15, 2003, by and between the Company and CorrPro Investments, LLC, relating to a series of transactions to which the Company is a party, the Company and the Rights Agent have amended the Rights Agreement, effective March 30, 2004 (the "Closing Date"), accelerating the termination date thereof to the Closing Date. Accordingly, the Rights have been terminated, as of the Closing Date, in accordance with the Rights Agreement, as amended.

Item 2. Exhibits.

1.1 Amendment No. 2 to Rights Agreement dated as of March 30, 2004, by and between the Company and ComputerShare Investor Services, LLC, as successor Rights Agent to National City Bank.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CORRPRO COMPANIES, INC.

By: /s/ John D. Moran

Name: John D. Moran
Title: Senior Vice President, Secretary
and General Counsel

Dated: April 2, 2004

EXHIBIT LIST

- 1.1 Amendment No. 2 to Rights Agreement dated as of March 30, 2004, by and between the Company and ComputerShare Investor Services, LLC, as successor Rights Agent to National City Bank.