

BOARD OF DIRECTORS

Board of Directors

RESOLUTION

APPOINTING VICTOR M. FORTUNO

VICE PRESIDENT for LEGAL AFFAIRS

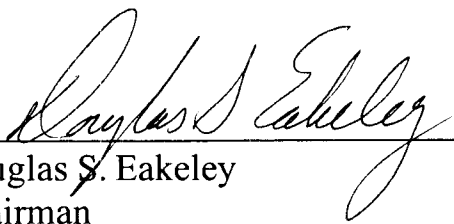
[Resolution # 99-012]

WHEREAS the Board of Directors (hereinafter "Board") has established the Office of *Vice President for Legal Affairs*, and

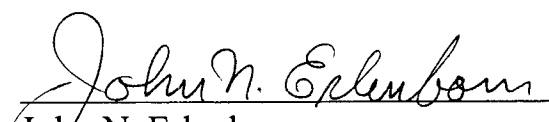
WHEREAS the President of the Corporation has recommended and submitted to the Board the name of Victor M. Fortuno for appointment to that position.

NOW, THEREFORE, BE IT RESOLVED that, pursuant to the Corporation's bylaws, the Board hereby appoints Victor M. Fortuno to the office of *Vice President for Legal Affairs*, effective September 18, 1999.

**Adopted by the Board of Directors
on September 18, 1999**



Douglas S. Eakeley
Chairman



John N. Erlenborn
Vice Chairman