

accepted by the board of directors at a meeting held on November 21, 1956, subject to the approval of the holders of two-thirds in interest of the common stock of this corporation.

"On motion duly made and seconded, the following resolution was then adopted, the holders of 63,377 shares out of the corporation's total 65,000 shares of common stock outstanding voting in the affirmative and the holder of five shares, viz. Diana D. Zucchelli by her proxy, Frederick L. Harson, in the negative:

"RESOLVED: That said plan of liquidation be and hereby is adopted; that the action of the board of directors of this corporation at its meeting on November 21, 1956, in accepting said offer subject to the approval of the holders of two-thirds in interest of the common stock of this corporation be and hereby is approved; and that this corporation sell all its property and assets, including its good will, to Franklin Process Company in accordance with and subject to the provisions of said offer.

"On motion duly made and seconded, the following resolution was then adopted, the holders of 63,377 shares out of the corporation's total 65,000 shares of common stock outstanding voting in the affirmative and the holder of five shares, viz. Diana D. Zucchelli by her proxy, Frederick L. Harson, in the negative:

"RESOLVED: That the board of directors be and hereby is authorized to waive the condition in Article I of said offer of Franklin Process Company dated November 5, 1956, if it deem it advisable to do so.

"Mr. Walter A. Edwards then stated that at a meeting of the board of directors of this corporation held on November 21, 1956, the following resolutions had been adopted:

"RESOLVED: That the President and Treasurer be and hereby are authorized and directed in the name and behalf of the corpora-

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