

**RESOLUTIONS OF THE DIRECTORS OF
«CORPORATION»
(the "Corporation")**

APPOINTMENT OF EXECUTIVE COMMITTEE

BE IT RESOLVED THAT:

1. The Board shall elect annually from among its members an Executive Committee to be known as the _____ Committee to be composed of _____ directors, of whom a majority shall not be officers or employees of the Corporation or an affiliate of the Corporation. _____ members of the Committee shall constitute a quorum.

2. Any member of the Committee may be removed or replaced at any time by the Board and upon their ceasing to be a director of the Corporation, shall cease to be a member of the Committee. Each member of the Committee shall hold office as such until the next annual meeting of the shareholders at his election.

3. The Committee shall:

[List the duties to be performed by the Committee]

4. The Board may refer to the Committee such other matters and questions relating to the financial position of the Corporation as the Board may from time to time see fit.

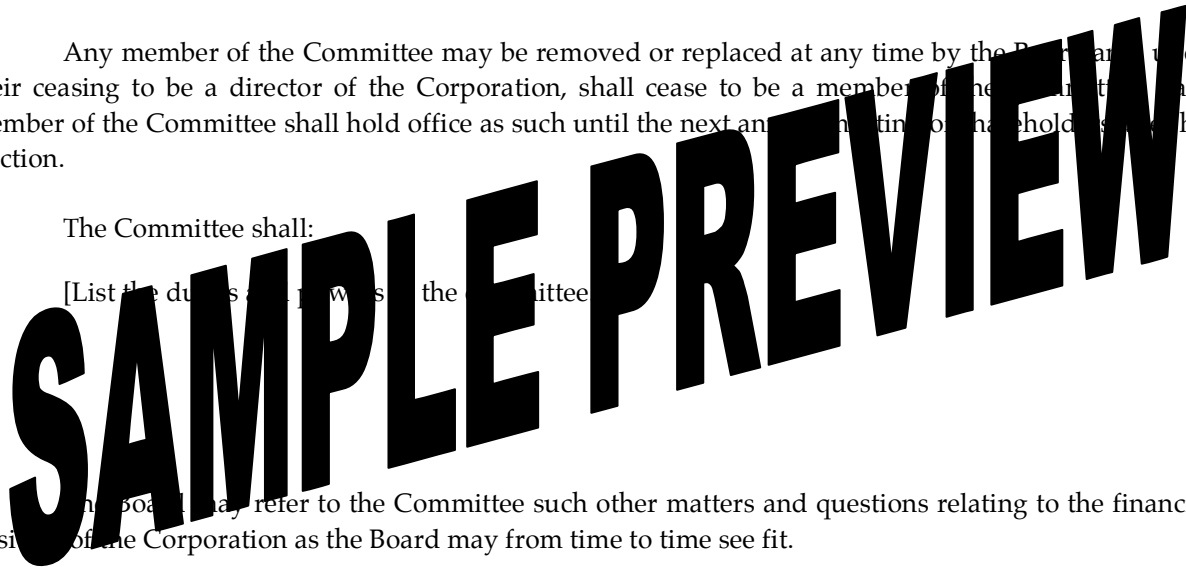
5. The members of the Committee shall, for the purpose of performing their duties, have the right to inspect all accounts and records of the Corporation and to discuss the same and any other matters relating to the financial position of the Corporation with the officers and auditors of the Corporation.

6. For purposes of all meetings of the Committee, the Committee shall choose one of its own members to be the Chairman and one of its members to be the Secretary of the Committee.

7. The times of and places where meetings of the Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Committee; provided that notice of every such meeting shall be given to the auditors of the Corporation and that meetings shall be convened whenever requested by the auditors in accordance with the Act.

8. The following persons be appointed as members of the Committee:

[List the names of the persons being appointed to the committee.]



THIS IS A 2-PAGE FORM.