EXHIBIT 20

OCT 28 1972

ENERGY SYSTEMS
an AYDIN company

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To Mr. P. Park | At Monsanto / Legal

Subject Hold-harmless Signature | Date 10/25/72

Enclosed is copy of the minutes extract relating to the election of Officers on 5 May 1972.

If this does not clarify matters, please call me —

PLEASE REPLY TO → Signed [signature]

PENGAD-Bayonne, N.J.
DEFENDANT'S DEPOSITION EXHIBIT
Papageorge 20
12-17-91 TRR

Date | Signed

SEND PARTS 1 AND 2 INTACT
PART 2 WILL BE RETURNED WITH REPLY.

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MINUTES of the Annual Meeting of the Board of Directors of Aydin Corporation held at 100 West Tenth Street, Wilmington, Delaware, at 2:45 P.M. on May 5, 1972.

The meeting was called to order by Mr. Ayhan Hakimoglu, who asked Andrew N. Grass, Jr. to act as Secretary of the meeting.

The following directors were present in person or participated by conference telephone whereby all persons participating could hear each other:

Ayhan Hakimoglu	In Person
George G. Hoberg	" "
Dr. Nev A. Gokcen	By Telephone
Howard H. Stern	" "

Mr. Hakimoglu reported that Dr. Frederick G. Allen was unable to participate. Also present was Jack B. Friedman who represented counsel to the Corporation, Windels, Merritt & Ingraham, Ronald Brackett who represented counsel to The Protective Committee for the Reconstitution of Aydin Corporation, and David N. Dry, Vice-President of the Corporation.

The Chairman reported that the plurality of the votes cast at the 1972 Annual Meeting of Stockholders were for The Protective Committee for the Reconstitution of Aydin Corporation. In addition he reported that the stockholders had also nominated and elected George G. Hoberg to fill an existing vacancy on the Board as a fifth director, all five directors to serve until the next annual meeting and until their successors shall have been duly elected and qualified.

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Mr. Stern questioned the legality of the election of Mr. Hoberg. Mr. Grass responded that it was the opinion of counsel that the election of Mr. Hoberg was valid.

The Board then discussed amendments to the By-laws to provide for a Chairman of the Board of Directors who would be the Chief Executive Officer of the Corporation. Upon motion duly made and seconded, it was unanimously

RESOLVED, that Article V, Sections 1 and 2 of the By-laws be, and they hereby are amended to read as follows:

"OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a Chairman of the Board, a president, a vice-president, a secretary and a treasurer. The board of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a Chairman of the Board, a president, one or more vice-presidents, a secretary and a treasurer."

FURTHER RESOLVED, that there be added to the By-laws an Article V, Section 5A which shall read as follows:

"THE CHAIRMAN OF THE BOARD

Section 5A. The Chairman of the Board shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have the general direction and supervision over the business and affairs of the Corporation. He shall preside at all meetings of the stockholders and of the Board of Directors

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and sahll be an ex officio member of all committees and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall participate in determining the policies to be followed by the Corporation and shall perform such other duties as the Board of Directors shall from time to time request."

FURTHER RESOLVED, that Article V, Section 6 of the By-laws be, and they hereby are amended to read as follows:

"THE PRESIDENT

Section 6. The President shall undertake such duties as may be delegated to him by the Chairman of the Board and shall also have such other powers and duties as the Board of Directors may from time to time determine."

The Chairman stated that the meeting would proceed with the election of officers. Whereupon, upon motion duly made and seconded, the following officers were elected to serve at the pleasure of the Board of Directors with the salaries as indicated:

Name	Position	Salary
Ayhan Hakimoglu	Chairman of the Board	$50,000 per
George G. Hoberg	President	$40,000 per
Waldo Torluemke	Vice-President	Per existing employment c
David N. Dry	Vice-President	$30,000 per
Thomas J. Cowgill	Vice-President	$30,000 per

On motion duly made, seconded and unanimously approved, it was further

RESOLVED, that until further action by the Board of Directors the following persons are to

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serve, without additional compensation, in the positions set opposite their respective names:

Ayhan Hakimoglu	Acting Treasurer
Andrew N. Grass, Jr.	Acting Secretary
David N. Dry	Assistant Secretary
James P. Conroy	Assistant Secretary

The Chairman then noted that at the next meeting of the Board there should be a discussion with regard to scheduling regular meetings of the Board.

The Board next considered a press release and letter to shareholders reporting on the results of the stockholders meeting. It was agreed that the release or letter would be prepared and signed by both Ayhan Hakimoglu and George G. Hoberg and forwarded to shareholders next week.

Mr. Grass and Mr. Hoberg congratulated the new Board and Mr. Hoberg stated that he looks forward to working in harmony with the new Board for the common good of the Corporation Mr. Howard Stern noted that he was pleased to see that a compromise was worked out for the benefit of the Corporation.

Mr. Hakimoglu thanked the Board, whereupon, upon motion duly made, seconded, and unanimously approved, the meeting was adjourned.

Secretary of the Meeting

The undersigned, being all of the duly elected and qualified directors of Aydin Corporation, do hereby waive

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meeting of directors held in Wilmington, Delaware on May 5, 1972 and hereby approve and consent to the actions taken at such meeting as reflected in the foregoing minutes.

Ayhan Hakimoglu

George G. Hoberg

Dr. Rev A. Gokcen

Dr. Frederick G. Allen

Howard H. Stern

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