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March 23, 1989

MAR 29 1989

Board of Directors: R. A. Hornack
M. R. Hornack
R. J. Snyder
R. L. Jackson
J. J. McCarthy
C. S. Sheldon, Esq.

At our stockholders' meeting on February 9, 1989, the above list of Directors was proposed and approved unanimously by the stockholders. It was also discussed at that time that we would ask Carey S. Sheldon, Esq., in addition to being a member of the Board of Directors, to assume the responsibilities of Corporate Secretary and to outline the responsibilities of the Secretary as defined by the Corporate By-laws.

Effective April 1, 1989, Carey S. Sheldon, Esq. has agreed to assume the duties and responsibilities as Vygen Corporation Secretary. An outline of those duties is attached hereto and we look forward to his participation in the continued success of our company.

Sincerely,

VYGEN CORPORATION

A handwritten signature in cursive script that reads 'Ronald A. Hornack'.

Ronald A. Hornack
President

RAH/ikb

VYGEN CORPORATION SECRETARY
DUTIES AND RESPONSIBILITIES

1. Plan and arrange all shareholders' and board of directors' meetings.
2. Advise the company and its officers on appropriate legal procedures, responsibilities and litigation concerns.
3. Be available to represent the company at all private or public meetings and converences with township, county, and state officials.
4. Modify and review, as directed, corporate policy manuals and employee handbooks.
5. Be available to give advice and direction on employment practices and industrial relations, recognizing the goal of the company is to maintain a union-free facility.
6. Certify that all corporate requirements for legally operating the plant facilities within the State of Ohio are appropriately complied with.
7. Work with plant engineers and technicians to understand and evaluate Ohio and U.S. EPA legal responsibilities with respect to remedial cleanup plans for the Fields Brook Superfund Site.
8. Serve as the company's statutory agent in the State of Ohio.
9. Be available for any special projects assigned by the company's president or its board.