MEETING OF THE BOARD OF DIRECTORS OF FRICTION MATERIALS STANDARDS INSTITUTE, INC.

December 19, 1974

A meeting of the Board of Directors of the Corporation was duly convened and held on December 19, 1974.

A quorum being present and voting, on motion duly made, the following resolution was adopted:

WHEREAS, Friction Materials Standards Institute, Inc., (hereinafter called the Employer) did heretofore as of November 1, 1973, enter into a retirement plan known as Connecticut General Corporate Employees Retirement Plan Number 2-B for the benefit of those Employees eligible to qualify for coverage under the terms thereof and

WHEREAS, under the Employees Retirement Income Security Act of 1974 the above plan is considered "Employee Pension Benefit Plan" and

WHEREAS, such plans are required to contain provisions with respect to the naming of a fiduciary and certain other provisions as of January 1, 1975, and

WHEREAS, the Employer believes that the above plan meets the requirements of the Act with a possible exception of naming a fiduciary pursuant to Section 402 (a) of the Act and

WHEREAS, the Employer intends to comply with the requirements of the Act without in any way affecting the qualification of the plan

NOW BE IT RESOLVED that the Plan Administrator is hereby named as fiduciary for purposes of Section 402 (a) of the Act. The Plan Administrator is Edward W. Drislane.

It is intended that the Plan Administrator shall have the authority to control and manage the operation and administration of the plan, and that the fiduciary shall advise the persons responsible for investments of the plan, if other than the fiduciary, as to long and short term needs for liquidity (e.g. to pay benefits) in order that the investment policy may be established in accordance with those needs.

There being no further business, upon motion duly made, the meeting adjourned.

Edward W. Dislane

Secretary