

APPENDIX 1E

RESOLUTION OF SELLER'S BOARD OF DIRECTORS APPROVING ACQUISITION

Whereas the Board has received plans, procedures and schedules ("Plans") for the possible acquisition by YYYYYY ("Buyer") of the Company's assets ("Transaction"), as set forth in Exhibit A to this consent,

Whereas the Board has had time to consider its actions regarding the Transaction, including reasonable prior notice of meetings, prior distribution of materials and time to review materials,

Whereas the Board has had several meetings to discuss the Transaction,

Whereas management of the Company has reported in detail on the Transaction, including its background,

Whereas the Board has met with management of Buyer as it deems appropriate to discuss the Transaction,

Whereas independent advisors have reviewed the Transaction with the Board and carefully explained to, and discussed with, its special features,

Whereas detailed financial statements, especially valuation and fairness of price, have been distributed to and discussed with the Board,

Whereas an outside opinion on fairness of price (fairness opinion) of the Transaction has been obtained,

Whereas the Board has exercised its duty of care,

Whereas the Board has informed itself prior to making any decision of all material information reasonably available to it,

Whereas the Board has acted with requisite care in discharging its duties, including informing itself of alternatives,

Whereas the Board has exercised its duty of loyalty,

Whereas the Board has affirmatively protected the interests of the Company, and refrained from conduct that would injure the Company or its shareholders or deprive them of a profit or advantage,

Whereas only those members of the Board who are disinterested in the Transaction have participated in the discussions and review of the Plans and Transaction,

Whereas the Board has acted in good faith in the performance of its duties,

Whereas there is a plausible business purpose for the Board's decision as reflected in this resolution,

Whereas the Board has acted on an informed basis, in good faith and in the honest belief its action was taken in the best interests of the Company,

Now therefore be it resolved that the Transaction is hereby approved by the Board, and

Further resolved that the officers of the Company be, and each hereby is, authorized and directed, for and on behalf of the Company, to take such further action, to assist the Board, and to execute such additional documents as each may deem necessary or appropriate to carry out the foregoing resolutions.