APPENDIX II

RESOLUTION ON THE APPOINTMENT OF THE UNIVERSITY OF PENNSYLVANIA AS SUCCESSOR TRUSTEE TO THE TRUSTEES OF THE MOORE SCHOOL OF ELECTRICAL ENGINEERING UNDER THE WILL OF ALFRED FITLER MOORE

Intention:

The Trustees for the Moore School of Electrical Engineering ("Moore Trustees") are trustees of a trust which was established under the Will of Alfred Fitler Moore to found and operate a School of Electrical Engineering. The Moore School of Electrical Engineering was established as part of the University of Pennsylvania, with the approval of the Orphans' Court, by an agreement dated June 4, 1923, between the Moore Trustees and The Trustees of the University of Pennsylvania ("University"). Since 1923 the agreement has been modified several times, most recently in September, 1975, to reflect the ever-increasing integration of the Moore School into the University. The Moore Trustees and the University intend to enter into a new agreement, a draft copy of which is attached, pursuant to which the Moore Trustees acknowledge their intention to petition the Orphans' Court to accept their resignations and discharge them as trustees, and to appoint the University as successor trustee. Under the terms of the new agreement, the University would hold and administer the principal and income of the Trust currently held by the Moore Trustees, in accordance with the terms of the Will of Alfred Fitler Moore, as such terms may be modified by a decree of the Orphans' Court, and as described in more detail in the attached draft agreement.

RESOLVED, that the Trustees of the University of Pennsylvania hereby approve the appointment of the University as successor trustee of the Trust under the Will of Alfred Fitler Moore, subject to Orphans' Court approval.

FURTHER RESOLVED, that the Trustees hereby authorize the Senior Vice-President, or other appropriate officers of the University, to take such actions or enter into such agreements, including an agreement substantially in the form of the draft attached hereto, as are necessary or appropriate to effectuate such appointment as successor trustee and hereby further approve, confirm, and ratify all other actions taken by such officers or their designees in connection with or which are necessary or convenient to the accomplishment of such appointment.
AGREEMENT

Between the Trustees for The Moore School of Electrical Engineering under the Will of Alfred Fitler Moore, deceased, and The Trustees of the University of Pennsylvania

THIS AGREEMENT, made this day of 1989, by and between HARRY J. WOLL, WM. RICHARD GORDON, HENRY M. CHANCE, II, J. CHUAN CHU, EDWARD P. RYAN, CHARLES H. WEAVER and JUAN J. AMODEI, Trustees for The Moore School of Electrical Engineering under the Will of Alfred Fitler Moore, deceased, hereinafter referred to as the "Trustees," and THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, hereinafter referred to as the "University."

WITNESSETH

WHEREAS, the Trustees are the trustees of a trust under the Will of Alfred Fitler Moore, deceased, (hereunder referred to as the "Trust") which was established to found and operate a School of Electrical Engineering; and

WHEREAS, "The Moore School of Electrical Engineering" was established with the approval of the Orphans' Court of Philadelphia County by Agreement dated June 4, 1923, between the then-acting trustees of the Trust and the University; and
WHEREAS, the said Agreement of June 4, 1923, has been heretofore modified by Agreements dated June 18, 1925, July 16, 1926, June 16, 1930, December 2, 1964 and September 3, 1975; and

WHEREAS, among the assets of the Trust are three parcels of real estate located in the Valley Forge area which are hereinafter respectively referred to as the "Bracken Site", the "Lower Nike Site" and the "Upper Nike Site"; and

WHEREAS, the Trustees intend to petition the Orphans' Court Division of the Court of Common Pleas of Philadelphia County to accept their resignations and discharge them as Trustees and to appoint the University as successor Trustee; and

WHEREAS, the parties desire to set forth the terms of their agreement in this instrument.

NOW THEREFORE, subject to the approval of the Orphans' Court Division of the Court of Common Pleas of Philadelphia County, the parties agree as follows:

1. The Trustees will file their Account for audit by the Orphans' Court Division of the Court of Common Pleas of Philadelphia County and in connection with the audit of that Account will petition the Court to accept their resignations as Trustees, to discharge them as Trustees, and to appoint the University as successor Trustee for The Moore School of Electrical Engineering under the Will of Alfred Fitler Moore, deceased.

2. The University will hold and administer the principal and income of the Trust, except as hereinafter provided, in accordance with the applicable provisions of the Will of
Alfred Fitler Moore, deceased, as heretofore or hereafter modified by decree of the Orphans' Court Division of the Court of Common Pleas of Philadelphia County.

3. The University, as Trustee, may commingle the principal of the Trust for investment purposes with other endowment funds held by it either in trust or in its corporate capacity, but will always identify on its records the share of the commingled funds which is the principal of the Trust and the income earned on such principal.

4. The Moore School of Electrical Engineering will continue as a separately identified element of the School of Engineering and Applied Science of the University of Pennsylvania, with responsibility for instruction and research in the science of Electrical Engineering and its cognate branches, as determined by the University and the faculty of the School of Engineering and Applied Science. The Moore School will comprise, for the time being, the Departments of Electrical Engineering, Computer and Information Science, and Systems within the School of Engineering and Applied Science. The quarters to be occupied by The Moore School may be changed and adjusted from time to time by the School of Engineering and Applied Science of the University as the occasion may require.

5. The University, as Trustee, will sell the Bracken Site and the Lower Nike Site at such time or times and in such manner as it, in the exercise of reasonable fiduciary judgment, deems appropriate and apply the proceeds to endow the chairships
of the three Moore School of Electrical Engineering Departments with $1.5 million each and designate them as:

Alfred Fitler Moore Professor of Electrical Engineering
Joseph Moore Professor of Systems
Cecelia Fitler Moore Professor of Computer and Information Science

If the net proceeds of the sales of the Bracken Site and the Lower Nike Site exceed $4.5 million, the amount in excess of $4.5 million will be retained as part of the principal of the Trust. If the net proceeds are less than $4.5 million, the additional amount necessary to complete the endowment of the chairships provided by this Article shall be contributed from other principal assets of the Trust.

6. There shall at all times be a Trustee of the University who represents the interests of the School of Engineering and Applied Science of the University of Pennsylvania. Dr. Harry J. Woll, the Chairman of the Trustees, has been elected a Trustee of the University and is such a representative, but he will be required to retire when he reaches age 70 on August 25, 1990. Dr. Juan J. Amodei, one of the Trustees, will be elected as a term Trustee of the University in September, 1990 to be such a representative.

7. This Agreement shall become effective upon the approval of it by the Orphans' Court Division of the Court of Common Pleas of Philadelphia County.