

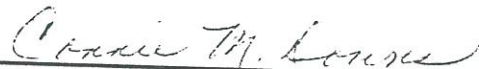
WHEREAS The Honorable Gordon D. Giffin has served the Corporation as a Director from the private sector since December 1993; and

WHEREAS his valuable counsel and guidance to the Corporation and his dedication to the objectives of the Corporation have earned him the esteem and respect of his fellow directors and of the Corporation's Management and staff; and

WHEREAS Mr. Giffin has left the Corporation Board effective July 1997;

THEREFORE BE IT RESOLVED that this Board notes with deep regret the departure of Mr. Giffin and expresses to him the appreciation and gratitude of his colleagues and their high regard for him as a friend and associate.

Approved by the Board of Directors
on September 16, 1997



Connie M. Downs
Corporate Secretary