

POROUS POWER TECHNOLOGIES, LLC

WRITTEN CONSENT OF THE BOARD OF MANAGERS

October 7, 2014

The undersigned, all members of the Board of Managers (the "*Board*") of Porous Power Technologies, LLC, a Delaware limited liability company (the "*Company*"), hereby consent pursuant to Section 4.4(a) of the Company's Second Amended and Restated Limited Liability Company Agreement (the "*Agreement*") to the adoption of the following resolutions, which resolutions shall take effect with the same force and effect as if they had been adopted at a meeting of the Board duly called and held at which a quorum was present and acting throughout:

WHEREAS, the Company is unable to pay its debts as they become due and the Board has diligently explored all reasonable options and has been unable to obtain additional capital to fund the ongoing operations of the Company; and

WHEREAS, the Board believes that it is in the best interests of the Company and its members to dissolve the Company and liquidate it under Chapter 11 of the United States Bankruptcy Code; now, therefore, be it

BE IT RESOLVED, that the Company shall be dissolved, and its affairs shall be wound up and terminated in accordance with Article VI of the Agreement and that Michael Pender is hereby appointed as the liquidator thereunder (the "*Liquidator*") to liquidate the Company in a n orderly manner and to wind up its business and affairs; and it is

RESOLVED FURTHER, that in order to liquidate the Company in an orderly manner, the Liquidator is hereby authorized and directed to prepare and file a petition on behalf of the Company under Chapter 11 of the United States Bankruptcy Code to liquidate the Company and to prepare and file all other schedules and papers required in connection with the filing of such petition in the United States Bankruptcy Court for the Eastern District of Pennsylvania, and to submit a plan of reorganization after prior consultation with the Board, and to do any other acts and take any other steps, in the name and on behalf of the Company, necessary and appropriate to complete the orderly liquidation of the Company and the winding-up of its business and affairs in accordance with such plan of reorganization as described herein; and it is

RESOLVED, FURTHER, that the Company engage the law firm of Brian J. Smith & Associates, P.C. of Ambler, Pennsylvania, to advise the Company in connection with the liquidation and winding up of the Company and the filing of a petition seeking the liquidation of the Company under Chapter 11 of Bankruptcy Code and the payment of the retainer and other legal fees and costs required in connection therewith is hereby approved; and it is

RESOLVED, FURTHER, that the Board hereby authorizes and approves the termination of the Porous Power Technologies 401(k) Plan (the "*Plan*"), effective immediately, and all Plan participants shall be notified of the Plan termination and given the required tax notice and election forms for them to receive their distribution from the Plan in accordance with the terms of the Plan as soon as possible after said Plan termination date; and it is

RESOLVED, FURTHER, that Michael Pender is hereby authorized and directed (i) to execute any Plan amendment needed to effect or to facilitate the termination of the Plan and to execute any additional Plan amendments, as necessary, to effect such termination or to preserve the tax qualification of the Plan at all times prior to and through to the date of its termination; (ii) to prepare and submit with the assistance of its third party administrator, recordkeeper, other service provider to the Plan, advisors, consultants and counsel any notice, determination letter request or other government filings, whether or not related to the Plan termination, to the extent said notice, request or filings is or are determined by them to be necessary or advisable, with the Internal Revenue Service (IRS), the Department of Labor (DOL) or any other government agency; and (iii) to prepare any other documents or paperwork, and take any further actions in connection therewith, that is necessary to effect the termination of the Plan, distribute all remaining assets in the Plan to Plan participants pursuant to the Plan termination, and to pay all remaining expenses of terminating the Plan; and it is

RESOLVED FURTHER, that all prior acts or actions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions are in all respects confirmed, approved and ratified.

[The next page is the signature page]

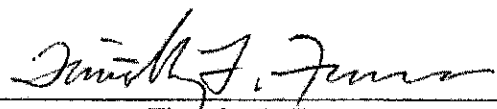
IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date set forth above, and direct that this Written Consent be filed with the minutes or proceedings of the Board.

Patrick Jeambar

Paul H. Stenson

Kari Kohonen

Brad Reed

 10/7/14
Timothy L. Feaver

Kirby W. Beard

Bernard T. Perry

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