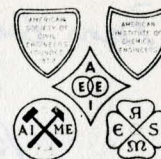


UNITED ENGINEERING TRUSTEES, INC.

ENGINEERING SOCIETIES LIBRARY  
ENGINEERING FOUNDATION  
UNITED ENGINEERING CENTER  
345 EAST 47TH STREET, NEW YORK 17, N. Y.  
PLAZA 2-6800



STEVEN W. MARRAS  
SECRETARY AND GENERAL MANAGER

November 14, 1962

TO THE AIEE AND IRE

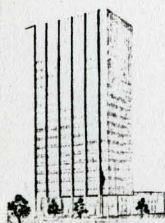
Gentlemen:

1. With respect to the merger agreement dated March 8, 1962, between your organizations, we agree that in the event of its consummation the continuing corporation which we understand will be IEEE, shall have no obligation to lease and/or occupy any area or space in the United Engineering Center building at 345 East 47th Street, New York City, other than that presently occupied by AIEE or an area not larger than said area presently so occupied by AIEE.
2. It is agreed by you, however, that the continuing corporation will maintain its principal offices at our building at 345 East 47th Street, New York City.
3. After your merger we shall submit to our Board of Trustees for its consideration a proposal to amend our By-Laws to expressly provide that none of the Founder Societies shall have any obligation to lease or occupy any area or space in the said Center other than that presently occupied by such Society or an area elsewhere in said Center not larger than said area presently so occupied by such Founder Society or we will submit for consideration to the Founder Societies the advisability of having the Founders' Agreement dated February 28, 1958, as amended, to be further amended to expressly provide for the above understanding.
4. As of the date hereof eight members of our fifteen man Board have indicated by letter their approval of the above paragraph "1", and that they will submit the matters referred to in paragraph "3" to our Board, and they have authorized our Secretary to send this memorandum to you.
5. We shall bring up for consideration at our next Board meeting, which is scheduled for December 13, 1962, approval of the matters set out in paragraph "1" hereof, and to ratify the act of the Secretary in sending out this memorandum to your organizations.

Very truly yours,

UNITED ENGINEERING TRUSTEES, INC.

By



*United Engineering Center  
"for the advancement of America's engineering leadership"  
at United Nations Plaza and 47th Street, New York City*

OWNED AND OPERATED BY UNITED ENGINEERING TRUSTEES, INC.

10.56.506