

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Patrick E. Haggerty, Haraden Pratt, and Theodore A. Hunter with full power in each to act in the absence of the other and with full power of substitution in each of them, to be my lawful attorney, substitute and proxy for me, and in my name to attend and vote at a special meeting of the members of the Institute of Radio Engineers, Incorporated, to be held on the 10th day of July, 1962, and at any adjourned meeting thereof, as fully and with the same effect as I might or could were I personally present at such meeting; and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

10,54.491

1. IN FAVOR OF "AGAINST" a resolution approving the merger of the Institute of Radio Engineers, Incorporated, ~~into~~ ^{with} the American Institute of Electrical Engineers upon the terms of the Merger Agreement entered into between said corporations as of March 8, 1962.

2. IN FAVOR OF AGAINST a resolution in the form set out in the Notice of Meeting modifying the nomination and election procedures provided in the Constitution while the proposed merger is pending.

3. Upon such other business as may properly come before said meeting, or any adjournment thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____ 1962.

(L.S.)

IF NO SPECIFIC INSTRUCTIONS ARE GIVEN WITH RESPECT TO ANY OF THE ABOVE-NUMBERED PROPOSALS, THE VOTE REPRESENTED BY THIS PROXY WILL BE CAST IN FAVOR OF PROPOSALS #1 AND #2, AND THE PERSONS NAMED WILL HAVE DISCRETIONARY AUTHORITY AS TO ALL OTHER MATTERS TO CAST THE VOTE REPRESENTED BY THIS PROXY IN ACCORDANCE WITH THEIR JUDGMENT.

*Original signed, CK as attested
initialed H.P.*

2-3/24/62