KBB RESOURCES BERHAD (Company No.583565-U) CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2011

	As at 30.09.11 (Unaudited) RM'000	As at 31.12.10 (Audited) RM'000
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	87,571	103,107
Intangible Assets	202	250
Other Investments	2,000	2,000
	89,773	105,357
Current Assets		
Inventories	35,218	31,243
Trade Receivables	45,811	46,275
Other Receivables, Deposits and Prepayments	995	883
Tax Recoverable	1,134	1,078
Fixed Deposit with Licensed Banks	-	25
Cash and Bank Balances	2,160	690
_	85,318	80,194
TOTAL ASSETS	175,091	185,551
EQUITY AND LIABILITIES		
Share Capital	60,000	60,000
Exchange Translation Reserve	(4,405)	(4,509)
Accumulated Losses	(21,021)	(10,750)
Total Equity	34,574	44,741
Non-Current Liabilities		
Borrowings	22,418	22,521
Deferred Tax Liabilities	1,441	1,441
	23,859	23,962
Current Liabilities		
Trade Payables	9,783	9,845
Other Payables and Accruals	4,150	5,072
Borrowings	102,418	101,698
Provision for Taxation	307	233
_	116,658	116,848
Total Liabilities	140,517	140,810
TOTAL EQUITY AND LIABILITIES	175,091	185,551
Net Assets Per Ordinary Share Attributable to Ordinary Equity Shareholders (RM)	0.29	0.37

Note:-

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.

KBB RESOURCES BERHAD (Company No.583565-U) CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 SEPTEMBER 2011

	Current Year Quarter	Individual Quarter Preceding Year Corresponding Quarter	Current Year to Date	Cumulative Quarter Preceding Year Corresponding Period
	30.09.11 (Unaudited) RM'000	30.09.10 (Unaudited) RM'000	30.09.11 (Unaudited) RM'000	30.09.10 (Unaudited) RM'000
Revenue	20,181	31,402	65,072	131,913
Cost of Sales	(16,746)	(37,386)	(56,398)	(145,954)
Gross Profit/(Loss)	3,435	(5,984)	8,674	(14,041)
Other Income	236	479	322	504
Administrative Expenses	(7,813)	(1,038)	(11,628)	(13,602)
Selling and Distribution Expenses	(1,955)	(2,367)	(6,963)	(7,135)
Operating Profit/(Loss)	(6,097)	(8,910)	(9,595)	(34,274)
Finance Costs	(139)	(752)	(460)	(4,107)
Loss Before Taxation	(6,236)	(9,662)	(10,055)	(38,381)
Taxation	(16)	(176)	(216)	(618)
Loss for the Period	(6,252)	(9,838)	(10,271)	(38,999)
Earnings Per Share - Basic (sen) - Diluted (sen)	(5.21)	(8.20)	(8.56)	(32.50)

Note:-

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.

KBB RESOURCES BERHAD (Company No.583565-U) CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 SEPTEMBER 2011

		Non- Distributable	Distributable	
	Share Capital	Exchange Translation Reserve	Accumulated Losses	Total Equity
	(Unaudited) RM'000	(Unaudited) RM'000	(Unaudited) RM'000	(Unaudited) RM'000
Balance as at 1 January 2011	60,000	(4,509)	(10,750)	44,741
Foreign Currency Translation	-	104	-	104
Loss for the Period	-	-	(10,271)	(10,271)
Balance as at 30 Sept. 2011	60,000	(4,405)	(21,021)	34,574

		Non- Distributable	Distributable	
	Share Capital	Exchange Translation Reserve	Retained Profits / (Loss)	Total Equity
Balance as at 1 January 2010	(Unaudited) RM'000 60,000	(Unaudited) RM'000 (3,412)	(Unaudited) RM'000 34,504	(Unaudited) RM'000 91,092
Foreign Currency Translation	-	(1,323)	5 4 ,504 -	(1,323)
Loss for the Period	-	-	(38,999)	(38,999)
Balance as at 30 Sept. 2010	60,000	(4,735)	(4,495)	50,770

Note:

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.

KBB RESOURCES BERHAD (Company No.583565-U) CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 SETEMBER 2011

	Current Year to Date 30.09.11 (Unaudited) RM'000	Preceding Year Corresponding Period 30.09.10 (Unaudited) RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from Operations	63,415	132,449
Payment to Suppliers and Employees	(65,307)	(118,971)
Income Tax Paid	(134)	(1,233)
Interest Paid	(313)	(4,107)
Net Cash (used in)/from Operating Activities	(2,339)	8138
CASH FLOWS FROM INVESTING ACTIVITIES	4.022	250
Proceeds from Disposal of Property, Plant and Equipment Purchase of Property, Plant and Equipment	4,022 (159)	350 (7,248)
Net Cash from/(used in) Investing Activities	3,863	(6,898)
Thet Cash Holls (used in) investing Activities	3,003	(0,070)
CASH FLOWS FROM FINANCING ACTIVITIES Bankers Acceptance	_	(4,470)
Islamic Acceptance Bills	_	8
Proceeds from Hire Purchase Payables	287	287
Repayment of Hire Purchase Payables	(585)	(295)
Repayment of Term Loan	_	(157)
Net Cash used in Financing Activities	(298)	(4,627)
Net Increase/(Decrease) in Cash and Cash Equivalents	1,226	(3,387)
Effects of Foreign Exchange Rates Changes	(164)	1,108
Cash and Cash Equivalents at Beginning	(5,153)	(2,372)
Cash and Cash Equivalents at End	(4,091)	(4,651)
Represented by:-		25
Fixed Deposits with Licensed Banks	2 160	25 274
Cash and Bank Balances Bank Overdrafts	2,160 (6,251)	374 (5,050)
Dank Overthand	(4,091)	(4,651)
	(4,071)	(4,031)

Note:

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

A1) Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with Financial Reporting Standard ("FRS") 134: "Interim Financial Reporting" and Chapter 9 Part K Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying notes attached to the interim financial statements. The interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of KBB Resources Berhad ("KBB" or the "Company") and its whollyowned subsidiary companies (hereinafter referred to as the "Group") since the financial year ended 31 December 2010.

A2) Changes in Accounting Policies

The accounting policies adopted by the Group in the interim financial statements are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2010 except for the adoption of new and revised Financial Reporting Standards ("FRS"), Amendments to FRSs and Interpretations effective for financial periods beginning on or after 1st July 2010 and 1st January 2011 as disclosed below:-

On 1st January 2010, the Group adopted the following FRS:-

*FRS 4 Insurance Contracts

Amendment to FRS 7 Improving Disclosure about Financial Instruments

FRS 8 Operating Segments

Amendment to FRS 101 Presentation of Financial Statements

FRS 123 Borrowing Costs

FRS 139 Financial Instruments: Recognition and Measurement

Amendment to FRS 1 and First-time Adoption of Financial Reporting Standards

FRS 127 and Consolidated and Separate Financial Statements:

Cost of an Investment in a Subsidiary, Jointly

Controlled Entity on Associate

Controlled Entity or Associate

Amendment to FRS 2 Share-based Payment: Vesting Conditions and

Cancellations

Amendment to FRS 5 Non-Current Assets Held for Sale and Discontinued

Operations

Amendment to FRS 7 Financial Instruments: Disclosures

Amendment to FRS 8 Operating Segments
Amendment to FRS 107 Statement of Cash Flows

Amendment to FRS 108 Accounting Policies, Changes in Accounting Estimates

and Errors

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

A2) Changes in Accounting Policies (continue)

Amendment to FRS 110	Event after the Reporting Period
Amendment to FRS 116	Property, Plant and Equipment
Amendment to FRS 117	Leases
Amendment to FRS 118	Revenue
Amendment to FRS 119	Employee Benefits
* Amendment to FRS 120	Accounting for Government Grants and Disclosure of
	Government Assistance
Amendment to FRS 123	Borrowings Costs
* Amendment to FRS 128	Investment in Associates
* Amendment to FRS 129	Financial Reporting in Hyperinflationary Economies
* Amendment to FRS 131	Interests in Joint Ventures
Amendment to FRS 132	Financial Instruments: Presentation
Amendment to FRS 134	Interim Financial Reporting
Amendment to FRS 136	Impairment of Assets
Amendment to FRS 138	Intangible Assets
Amendment to FRS 139,	Financial Instruments: Recognition and Measurement,
FRS 7 and	Disclosures and Reassessment of Embedded Derivatives
IC Interpretation 9	
* Amendment to FRS 140	Investment Property
Amendment to FRSs	Improvement to FRSs (2009)
* IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
* IC Interpretation 11	FRS 2 – Group and Treasury Share Transactions
* IC Interpretation 13	Customer Loyalty Programmes
* IC Interpretation 14	FRS 119 – The Limit on a Defined Benefit Asset,
	Minimum Funding Requirements and their Interaction
Amendment to FRS 132	Financial Instruments: Presentation (The amendments in
	Paragraphs 11, 16 and 97E of the Standard, relating to
	Classification of Rights Issues)
FRS 1 (revised)	First-time Adoption of Financial Reporting Standards
FRS 3 (revised)	Business Combinations
FRS 127 (revised)	Consolidated and Separate Financial Statements
* IC Interpretation 12	Service Concession Arrangements
* IC Interpretation 15	Agreements for the Construction of Real Estate
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
* IC Interpretation 17	Distributions of Non-cash Assets to Owners
Amendment to FRS 2	Share-based payment: Vesting Conditions and
	Cancellation
Amendment to FRS 5	Non-current Assets Held for Sale and Discontinued
	Operations

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

A2) Changes in Accounting Policies (continued)

Amendment to FRS 138 Intangible Assets

Amendment to FRS 139 Financial Instruments: Recognition and Measurement

* Amendment to Reassessment of Embedded Derivatives

IC Interpretation 9

The adoption of the above new / revised FRSs does not have significant financial impact on the interim financial statements of the Group.

A3) Seasonal or Cyclical Factors

The Group's performance is not significantly affected by any seasonal or cyclical factors.

A4) Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and financial year-to-date.

A5) Material Changes in Estimates

There was no material changes in estimates of amount reported in prior interim period or financial period that have a material effect in the current quarter and financial year-to-date.

A6) Debt and Equity Securities

There were no issuances, repurchases, and repayments of long term debt and equity issued during the current quarter and financial year-to-date.

A7) Dividend Paid

There was no dividend paid in the current quarter and financial year-to-date.

^{*} Not applicable to the Group.

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

A8) Segmental Information

The Group is principally engaged in the manufacturing and marketing of all types of rice, sago sticks (vermicelli) and other related products. Business segmental information has therefore not been prepared as the Group's revenue, operating profit, assets employed, liabilities, capital expenditure, depreciation and non-cash expenses are mainly confined to one business segment.

The segmental information is therefore presented in respect of the Group's geographical segments. The Group operates in two principal geographical areas namely Malaysia and Indonesia. The segmental information for the past three months ended 30 September 2011 were as follows:

	Revenue	Total Assets	Capital Expenditure
	RM'000	RM'000	RM'000
Malaysia	65,072	161,834	159
Indonesia	-	13,257	-
	65,072	175,091	159

A9) Valuation of Property, Plant and Equipment

The Group did not carry out any valuation on its property, plant and equipment. The property, plant and equipment of the Group are stated at cost less accumulated depreciation and any accumulated impairment losses.

A10) Events Subsequent to the Balance Sheet Date

KBB Resources Berhad ("KBB") had on 14 November 2011 entered into a Memorandum of Understanding ("MOU") with Hunan Province AFF Food Science and Technology Co. Ltd ("AFF") for the following objectives:-

- i) AFF shall assist KBB to develop products catering to the market in the People's Republic of China;
- ii) AFF shall be appointed as the sole marketing representative of KBB's products in the People's Republic of China;
- iii) KBB shall be appointed as the sole marketing representative of AFF's products in Malaysia; and
- iv) KBB shall collaborate with AFF to develop a new range of AFF's products which are halal compliant for the Middle East market and KBB shall undertake the production and manufacture of this new range of products by setting up a new manufacturing line.

PART A: EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD ("FRS") 134: INTERIM FINANCIAL REPORTING

A10) Events Subsequent to the Balance Sheet Date (continued)

AFF is a company organised under the laws of the People's Republic of China which is principally involved in the production of natural food seasoning flavours and blend seasonings in Hunan Province, People's Republic of China.

The MOU is valid until finalisation and execution of the respective formal agreements within a period of nine (9) months from the date of signing of MOU or such other further period as AFF and KBB may mutually agree in writing or until earlier termination by mutual agreement between AFF and KBB in writing.

The MOU is not expected to have any material effects on the issued and paid up share capital, net assets and earnings of the Company for the financial year ending 31 December 2011.

None of the directors, major shareholders of KBB and/or persons connected to them has any interest, direct or indirect in the MOU.

The Board of Director of KBB, having taken into consideration all aspects of the MOU, is of the opinion that the MOU is in the best interest of KBB Group.

There were no other material events subsequent to the reporting period that have not been reflected in the interim financial statements as at the date of this report.

A11) Changes in the Composition of the Group

There were no changes in the composition of the Group during the current quarter and financial year-to-date.

A12) Changes in Contingent Liabilities or Contingent Assets

There were no material contingent liabilities or contingent assets to be disclosed as at the date of the interim financial statements.

A13) Capital Commitments

There was no capital commitment in the current quarter under review.

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1) Review of Performance

The Group recorded revenue of approximately RM20.18 million in the current individual quarter ended 30th September 2011 compared with the revenue of approximately RM31.40 million in the corresponding individual quarter of the preceding year. The Group recorded lower revenue for the period under review mainly due to rationalisation and consolidation of its business operations.

The Group recorded loss before tax of approximately RM6.24 million in the current individual quarter compared with the loss before tax of approximately RM9.66 million in the corresponding individual quarter of the preceding year. As a result of the Group's effort on cost cutting measures and improving in operation efficiency and productivity, the Group has improved its profitability from gross loss to gross profit and recorded a loss in the current individual quarter. The loss was mainly due to the following provision:-

- 1. Provision for impairment losses of Doubtful Debts in subsidiaries for Kilang Bihun Bersatu Sdn Bhd and King Bihun Bersatu (East Malysia) Sdn Bhd amounting to RM1.799 million and RM0.321 million respectively.
- 2. Impairment losses of Property, Plant and Machinery in PT Bersatu International Food Industries, Indonesia amounting to RM4.023 million.

B2) Material Change in the Profit before Taxation of Current Quarter Compared with the Immediate Preceding Quarter

	Current Year Quarter	Immediate Preceding Quarter	%
	30.09.11	30.06.11	+/-
	RM'000	RM'000	
Revenue	20,181	21,203	(4.82)
Loss Before Taxation	(6,236)	(2,287)	(172.67)

As a result of rationalisation and consolidation of business operations, the Group recorded lower revenue of approximately RM20.18 million in the current quarter compared with the revenue of approximately RM21.20 million in the preceding quarter.

The Group recorded loss before tax of approximately RM6.24 million in the current quarter compared with loss before tax of approximately RM2.29 million in the immediate preceding quarter. The reasons for the loss were mainly due to the reason elaborated in Note B1 above.

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B3) Current Year Prospects

The Group will continue to rationalize and consolidate its business operation, moving forward, the Group will continue its effort at cost cutting measures, improving in operation efficiency and productivity, improving in inventory control and credit control as well as focus on product development and quality improvement in the rice and sago sticks (vermicelli) operation in order to remain competitive in the market.

The Group is reorganizing its business to strengthen focus on its core business, integrated vermicelli manufacturing and sago product manufacturing within domestic market. With the large customer base and a team of dedicated employees, the Group anticipates sustaining an improved performance in the next quarter of the financial year.

As part of the future expansion plan and business collaboration with Hunan Province AFF Food Science and Technology Co. Ltd ("AFF"), the Group will develop more new products to existing market and penetrate their existing products to new market i.e. the People's Republic of China.

B4) Variance between Actual Profit and Forecast Profit

The Group did not issue any profit forecast or profit guarantee during the current quarter under review.

B5) Taxation

	Current Year	Current Year-to-
	Quarter	Date
	30.09.11	30.09.11
	RM'000	RM'000
Income Tax	(16)	(216)
Deferred Tax	-	-
	(16)	(216)

B6) Unquoted Investments and Properties

There were no sales and purchases of unquoted investments and properties for the current quarter.

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B7) Quoted Securities

There were no purchases or disposals of quoted securities for the current quarter.

B8) Corporate Proposals

KBB Resources Berhad ("the Company") is required to comply with the following condition precedence based on the Debt Restructuring Agreement ("DRA") signed between the Company, Malaysian Trustees Berhad ("Trustee") and the respective financiers of the Company ("Lenders") on 4 July 2011 with regard to the debt restructuring scheme of the Company:-

- i) to submit all necessary applications and documents to the relevant authority within 30 days from the date of execution of the DRA; and
- ii) the Company having paid all fees or charges payable or agreed to be paid for or inconnection with the proposed restructuring scheme.

In relation to the above, the Company has on 9 September 2011 written to the Trustees to seek approvalfrom majority Lenders for an extension of time to submit neccessary applications and documents to the relevant authorities of which Trustees has on 28 September 2011 reverted to the Company indicating that the majority Lenders are agreeable to provide an extension up to 4 November 2011 provided that the Company will service the monthly interest due on 1 October 2011 as stated in the DRA.

After which, the Company had also written to the Trustee on 30 September 2011 to request for the first interest installment to commenced upon the implementation of the restructuring scheme due to certain issues highlighted by the Due Deligence Working Group. The Trustee has on 24 October 2011 reverted to the Company stating that the lenders are not agreeable to the extention of time on the interest repayment and the Company is required to remit the first interest installment within 7 days from 24 October 2011.

Subsequently, the Company had on 28 October 2011 wrote to the Trustee to propose for 50% interest payment while the remaining 50% balance to be accrued and payable upon the implementation of the restructuring scheme.

The above proposal is still pending for acceptance by the lenders.

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B9) Borrowings and Debts Securities

The Groups' borrowings as at 30th September 2011 are as follows:-

	Secured RM'000	Unsecured RM'000	Total RM'000
Short Term Borrowings:-			
Bank Overdrafts	1,072	5,179	6,251
Bankers Acceptance	7,937	60,041	67,978
Islamic Acceptance Bills	-	17,009	17,009
Hire Purchase Payables	-	368	368
Revolving Credit	-	2,400	2,400
Short Term Loan	-	6,322	6,322
Term Loans	214	1,876	2,090
_	9,223	93,195	102,418
Long Term Borrowings:-			
Hire Purchase Payables	-	87	87
Term Loans	930	21,401	22,331
	930	21,488	22,418
Total	10,153	114,683	124,836

Included in the Group's borrowings is foreign currency borrowings denominated in Indonesian Rupiah amounting IDR18.108 billion, equivalent to approximately RM6.32 million. The above borrowings by the Company and Corporate Guarantee given by the Company, in respect of credit facilities will be addressed by the Company pursuant to the Corporate Debts Restructuring Scheme excluding for the foreign loan.

B10) Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk as at the date of the interim financial statements.

B11) Material Litigation

There were no material litigations against the Group or taken by the Group as at the date of the interim financial statements.

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B12) Earnings per Share

The basic earnings per share of the Group are calculated by dividing the profit attributable to shareholders by the weighted average number of ordinary shares in issue during the financial period calculated as follows:-

	Current Year Quarter 30.09.11 RM'000	Individual Quarter Preceding Year Corresponding Quarter 30.09.10 RM'000	Current Year to Date 30.09.11 RM'000	Cumulative Period Preceding Year Corresponding Period 30.09.10 RM'000
Loss for the Period (RM'000)	(6,252)	(9,838)	(10,271)	(38,999)
Weighted Average Number of Ordinary Shares of RM0.50	120.000	120,000	100.000	120 000
each ('000)	120,000	120,000	120,000	120,000
Earnings Per Share - Basic (sen)	(5.21)	(8.20)	(8.56)	(32.50)
- Diluted (sen)	-	-	_	-

Diluted earnings per share have not been computed as the effect of the share options under ESOS is anti-dilutive in nature.

B13) Realiased and Unrealised Loss

	30.09.2011 RM'000	31.12.2010 RM'000
Total retained earnings of the Company and its subsidiaries:-		
- Realised	(42,012)	(27,459)
- Unrealised	(1,441)	(1,441)
-	(43,453)	(28,900)
Consolidation adjustments	22,432	18,150
Total accumulated losses of the Group as per consolidated accounts	(21,021)	(10,750)

PART B: EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B14) Audit Report Qualifications

The auditors' report on the preceding audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2010 did not contain any qualification except for opening balances of inventories accordance to ISA 510.

B15) Authorization for Issue

The interim financial report was authorized for issue by the Board of Directors in accordance with a resolution of the Board.