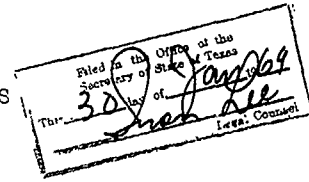


PLAINTIFF'S
EXHIBIT
TIC-40

STATEMENT OF
CANCELLATION OF TREASURY SHARES



TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:

Pursuant to the provisions of Article 4.11 of the Texas Business Corporation Act, the undersigned corporation submits the following statement of cancellation by resolution of its Board of Directors of shares of the corporation re-acquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is J. T. THORPE COMPANY.
2. A resolution was duly adopted by the Board of Directors on the 20th day of November, 1968, authorizing the cancellation of 830 treasury shares, itemized as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Stock	830

The amount of stated capital represented by the shares to be cancelled is Eleven Thousand Sixty and No/100 Dollars (\$11,060.00).

3. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation, is 7,170, itemized as follows:

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares</u>
Common Stock	\$10 00	4,570
Common Stock	\$16.87	2,600

4. The amount of the stated capital of the corporation, after giving effect to such cancellation, is Eighty-Nine Thousand Five Hundred Fifty and No/100 Dollars (\$89,550.00)

X'

[Handwritten signature]

Dated the 26th day of January, 1969.

J. T. THORPE COMPANY

By [Signature] President

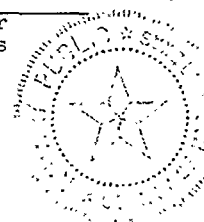
and S. Hopkins Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

I, John J. King, a Notary Public, do hereby certify that on this 26th day of January, A.D. 1969, personally appeared before me FRANK C. SHELDEN, JR., who, being by me first duly sworn, declared that he is the President of J. T. Thorpe Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

John J. King
Notary Public in and for
Harris County, Texas



X2-