PLAINTIFF'S EXHIBIT

DC-32

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF VICTOR MANUFACTURING & GASKET COMPANY

The undersigned, being all of the Directors of the VICTOR MANUFACTURING & GASKET COMPANY, an Illinois corporation, hereby waive all notice, whether provided by statute or otherwise, and consent to the holding of a special meeting of the Board of Directors of said corporation on the 10th day of June, A. D. 1964, at 9:30 A.M., or any adjournment or adjournments thereof, at the office of the corporation, 5750 West Roosevelt Road, Chicago, Illinois, for the purpose of considering the acquisition of Smith & Kanzler Corporation, Linden, New Jersey, and such other matters as may properly come before the meeting.

DATED: June 10, 1964.

Being all of the Directors of said Corporation.