PLAINTIFF'S EXHIBIT

DC-61

PROXY FOR REGULAR ANNUAL MEETING OF THE SHAREHOLDERS OF SMITH & KANZLER COMPANY

KNOW ALL MEN BY THESE PRESENTS, That the Victor Manufacturing & Gasket Company, a corporation created and existing under the laws of the State of Illinois and having its principal place of business in the City of Chicago, in the County of Cook and State of Illinois (pursuant to duly adopted preambles and resolutions of the Board of Directors of said Company), does hereby name and appoint GEORGE E. VICTOR its true and lawful attorney for it and in its name at the regular annual meeting of the shareholders of Smith & Kanzler Company, to be held at the principal office of said corporation, at 5750 West Roosevelt Road, Chicago, Illinois, on the 15th day of March, A. D. 1966, at 8:40 in the forenoon of said day and at any and all adjournments of said meeting; to vote upon all the stock of said Smith & Kanzler Company owned or held or standing in its name, or upon which for any reason it shall or might be entitled to vote, upon any and all questions and business that may come before said meeting, and also the election of a Board of Directors, and the transaction of such other and further business as may regularly come before the meeting; with full power and authority to act for it and in its name at said meeting or meetings, as fully as it could do if personally present and acting.

IN WITNESS WHEREOF, said Victor Manufacturing & Gasket Company has caused this instrument to be signed in its name and on its behalf by its President and its corporate seal to be affixed, attested by its Secretary, this 23rd day of February, A. D. 1966.

VICTOR MANUFACTURING & GASKET COMPANY

By _____
Its President

ATTEST:

_____
Its Secretary