PLAINTIFF'S EXHIBIT

DC-89

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF SMITH & KANZLER COMPANY

The undersigned, being all of the Directors of SMITH & KANZLER COMPANY, a New Jersey 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 25th day of October, A.D. 1967, at 2:30 p.m., or any adjournment or adjournments thereof, at the office of the corporation, 5750 West Roosevelt Road, Chicago, Illinois, for the purposes of considering:

(a) The resignation of George E. Victor as Director, effective October 25, 1967;

(b) To elect a Director pursuant to Article III, Section 3 of the Bylaws; and

(c) Proposed changes in authorizations on file with various banks.

DATED: October 25, 1967

G. E. Victor

Wayne D. Neathery

Robert M. Burns

Being all of the Directors of said Corporation

P-57
8/22/90 SN

CLX00003563

DEA 057219

MINUTES OF: A special meeting of the Board of Directors of SMITH COMPANY, a New Jersey corporation, held at the office of said Com 5750 West Roosevelt Road, in the City of Chicago, in the County of and State of Illinois, on the 25th day of October, A.D. 1967, at 2:3 pursuant to waiver of notice by all the Directors of the Company.

The following Directors, constituting a majority of the Boar Directors, were present in person at the meeting:

Wayne D. Neathery
Robert M. Burns

The meeting was called to order by Mr. Robert M. Burns, w acted as Chairman of the meeting. Mr. Stanley W. Gustafson, Secr of the corporation, recorded the proceedings.

The Secretary reported that a quorum was present at the mee therefore, the meeting was legally constituted for the transaction of

The Chairman presented to the meeting a letter from Mr. Ge Victor, addressed to the Board of Directors, in which Mr. Victor tend resignation as a Director effective October 25, 1967.

Upon motion duly made, seconded, and unanimously approv it was

RESOLVED that the resignation of Mr. George E. Victor as a Director be, and hereby is, accepted.

FURTHER RESOLVED that the letter of resignation from Mr. Victor be made a part of the minutes of this meeting.

The Chairman stated that the next order of business was to Director pursuant to Article III, Section 3 of the Bylaws. Thereupon McPherson was nominated to serve as Director until the next annual of shareholders, or until a respective successor is elected and shall qualified.

No further nominations having been made, the nominations closed and the vote taken. The vote having been taken and counted. Chairman announced that Mr. Rene C. McPherson had been duly elec Director of the Corporation pursuant to Article III, Section 3 of the B by unanimous vote.

The Chairman stated that due to certain personnel changes i advisable to consider changes in authorized signatures on file with banks for the following accounts:

Fidelity Union Trust Company
"Regular Account" - Manual signature
"Payroll Account" - Manual signature

CLX00003564

The Chairman then presented a list of recommended changes.

Upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the list of recommended changes in authorized signatures presented to this meeting for the following accounts:

Fidelity Union Trust Company

"Regular Account"	- Manual signature
"Payroll Account"	- Manual signature

be, and it hereby is, approved.

FURTHER RESOLVED that the printed resolutions of the banks involved in the form attached hereto and made a part hereof be, and they hereby are, adopted as resolutions of this Board.

The Chairman stated that the Corporation had formerly used the Central Home Trust Company, Elizabeth, New Jersey, for payroll purposes but had since switched to Fidelity Union Trust Company and, therefore, it was advisable to withdraw authorizations to the Central Home Trust Company, and close the account.

Upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the authorized signatures for the payroll account with Central Home Trust Company be withdrawn and the account closed.

There being no further business, the meeting was adjourned.

Secretary

APPROVED:

DIRECTORS

CLX00003565

DEA 057221

WAshington 5-2100

ITH & KANZLER COMPANY

facturers of Asbestos Products and Spraycraft Materials

1414 EAST LINDEN AVENUE, LINDEN, N. J. 07036

October 25, 1967

Board of Directors
Smith & Kanzler Company
1414 East Linden Avenue
Linden, New Jersey 07036

Gentlemen:

I hereby resign as a Director of the Smith & Kanzler Company.

Very truly yours,

GEV-ls

CLX00003567