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PLAINTIFF'S EXHIBIT

DC-88

**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

Being all of the Directors
of said Corporation

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MINUTES OF: A special meeting of the Board of Directors of SMITH & KANZLER COMPANY, a New Jersey corporation, held at the office of said Company, 5750 West Roosevelt Road, in the City of Chicago, in the County of Cook and State of Illinois, on the 25th day of October, A.D. 1967, at 2:30 p.m., pursuant to waiver of notice by all the Directors of the Company.

The following Directors, constituting a majority of the Board of 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, who acted as Chairman of the meeting. Mr. Stanley W. Gustafson, Secretary of the corporation, recorded the proceedings.

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

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

Upon motion duly made, seconded, and unanimously approved, 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 elect a Director pursuant to Article III, Section 3 of the Bylaws. Thereupon Mr. Rene C. McPherson was nominated to serve as Director until the next annual meeting of shareholders, or until a respective successor is elected and shall have qualified.

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

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

Fidelity Union Trust Company
"Regular Account"
"Payroll Account"

- Manual signature
- Manual signature

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The Chairman then presented a list of recommended changes.

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

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.

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

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
