PLAINTIFF'S EXHIBIT

DC-40

CERTIFICATE OF EXTRACT FROM MINUTES OF THE BOARD OF DIRECTORS OF SMITH & KANZLER COMPANY

I, WAYNE D. NEATHERY, do hereby certify that I am the duly elected and qualified Secretary of Smith & Kanzler Company, a corporation created and existing under and by virtue of the laws of the State of New Jersey, and that the following is a true and correct copy of the resolutions duly adopted by the unanimous vote of a majority of this corporation's Directors present at a special meeting of the Board of Directors thereof, at which a quorum of the said Board was present throughout the said meeting, convened and held in accordance with the law and by-laws of said corporation at 5750 West Roosevelt Road, in the City of Chicago, in the County of Cook and State of Illinois, on the 30th day of June, 1964, and that said resolutions are now in full force and effect:

> RESOLVED that the officers of this Company be, and they hereby are, authorized and directed to accept on behalf of and in the name of this corporation an assignment by Victor Manufacturing & Gasket Company of an Agreement by the terms of which that company is obligated to purchase substantially all of the assets (other than cash) of Smith and Kanzler Corporation, Linden, New Jersey, together with the real property now leased by Smith and Kanzler Corporation from Adele Realty Corp., for a total price of Two Million Six Hundred Thousand Dollars ($2,600,000) plus the uncollected amounts owed to Smith and Kanzler Corporation by its customers and the agreed value of the physical inventory of finished goods and raw materials.
>
> FURTHER RESOLVED that the officers of this Company be, and they hereby are, authorized and directed to acquire on behalf of and in the name of this corporation the assets referred to in the aforementioned Agreement and to make payment therefor in accordance with the terms of the Agreement.
>
> FURTHER RESOLVED that a copy of the aforementioned Agreement shall be kept in the files of the Corporate Secretary.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal to be hereunto affixed this 30th day of June, 1964.

_____
Secretary

(CORPORATE SEAL)