

RESOLUTION OF BOARD OF DIRECTORS
OF CARBOLA CHEMICAL CO., INC.

Be it resolved that, the Board of Directors recommends to the shareholders of the corporation that the corporation be authorized to sell approximately 346 acres of land, including all of the mines, mills, plant, offices, buildings and improvements to Whittaker, Clark & Daniels, Inc. or its designee, upon the terms contained in the purchase option dated August 22, 1980 between this corporation and Whittaker, Clark & Daniels, Inc. and upon the basic terms outlined in the draft agreement attached to these minutes or upon such other terms as the Board of Directors may fix. The purchase price shall be not less than \$375,000.

Be it further resolved that the president of the corporation is authorized to execute all documents necessary to accomplish the above transaction, which represents disposition of substantially all of the assets of this corporation.

CERTIFICATION

I hereby certify that the above is a true and complete copy of a resolution adopted by the Board of Directors of Carbola-Chemical Co., Inc. at a special meeting duly called and held on November 12, 1980 at the corporate offices at Natural Bridge, New York.


Edward R. Smith, Secretary

PLAINTIFF'S
EXHIBIT
WCD-67

NOTIFICATION OF SALE, TRANSFER OR ASSIGNMENT IN BULK
(to be filed in triplicate)

READ INSTRUCTIONS ON REVERSE BEFORE MAKING ENTRIES BELOW

The following information should be submitted by registered mail at least ten (10) days before taking possession of or paying for the property. Mail this notice to the NEW YORK STATE SALES TAX BUREAU, AUDIT AND REVIEW UNIT, STATE CAMPUS, ALBANY, N.Y. 12227.

Section I - Mailing Address of Purchaser, Seller and Escrow Agent (if any)

PURCHASER Clark Minerals, Inc. c/o Wittaker, Clark & Daniels, Inc.			SELLER Carbola Chemical Co., Inc.			ESCROW AGENT Bond, Schoeneck & King		
1000 Coolidge						1 Lincoln Center		
South Plainfield, NJ			Natural Bridge, NY			Syracuse, NY 13202		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE

Section II - Vendor Identification

PURCHASER'S CERTIFICATE OF AUTHORITY IDENTIFICATION NO.	SELLER'S CERTIFICATE OF AUTHORITY IDENTIFICATION NO.
	160995910
PURCHASER'S NAME Clark Minerals, Inc.	SELLER'S NAME Carbola Chemical Co., Inc.
	BUSINESS OR TRADE NAME Carbola Chemical Co., Inc.
BUSINESS LOCATION c/o Whittaker, Clark & Daniels, Inc., 1000 Coolidge, Plainfield, NJ	BUSINESS LOCATION Natural Bridge, NY

Section III - Details of Sale

SCHEDULED DATE OF SALE 12/19/80	TOTAL SALES PRICE OF BUSINESS OR PROPERTY \$415,000.00	SALES PRICE OF FURNITURE, FIXTURES, ETC.	AMOUNT OF ESCROW FUND
LOCATION OF PROPERTY WHEN TRANSFERRED Town of Diana, County of Lewis		TYPE OF BUSINESS OR PROPERTY SOLD Falc Mining and Mill Operation	
NAME OF BANK IN WHICH ESCROW FUND IS DEPOSITED Lincoln First Bank, NA		ACCOUNT IDENTIFICATION (NAME AND NUMBER) 101008712	
ADDRESS Lincoln Center, Syracuse, NY			

TERMS AND CONDITIONS OF SALE

Miscellaneous furniture, equipment and personal property is being transferred as part of the conveyance of 350 acres of land, which includes mine; mill and office space. Inventory not included. Mining business has not operated for over one year. This is not a sale of the entire business assets.

Section 1141 (c) Article 28 of the New York State Sales and Use Tax Law provides in part as follows:

"Whenever a person required to collect tax shall make a sale, transfer, or assignment in bulk of any part or the whole of his business assets, otherwise than in the ordinary course of business, the purchaser, transferee or assignee shall at least ten days before taking possession of the subject of said sale, transfer or assignment, or paying therefor, notify the tax commission by registered mail of the proposed sale and of the price, terms and conditions thereof whether or not the seller, transferor or assignor, has represented to, or informed the purchaser, transferee or assignee that he owes any tax pursuant to this article, and whether or not the purchaser, transferee, or assignee has knowledge that such taxes are owing, and whether any such taxes are in fact owing."

John H. Bennett
SIGNATURE

President, Clark Minerals 12-20-80
TITLE (IF OTHER THAN PURCHASER, PLEASE IDENTIFY) DATE