PLAINTIFF'S EXHIBIT

DC-33

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF VICTOR MANUFACTURING & GASKET COMPANY

The undersigned, being all of the Directors of the VICTOR MANUFACTURING & GASKET COMPANY, an Illinois 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 22nd day of June, A. D. 1964, at 1:30 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) A proposed Agreement for the purchase of the assets of Smith & Kanzler Corporation, Linden, New Jersey;

(b) The election of Mr. Raymond I. Geraldson as Assistant Secretary of this corporation;

(c) A temporary increase from $2,000,000 to $3,000,000 in the authorization to borrow from banks or trust companies;

(d) Authorization to form a wholly-owned subsidiary in the State of New Jersey to own the assets to be acquired from Smith & Kanzler Corporation;

(e) Authorization to acquire capital stock from, and to lend money to, the New Jersey subsidiary to be formed; and

(f) Such other matters as may properly come before the meeting.

DATED: June 22, 1964.

Being all of the Directors of said Corporation.

EXHIBIT A

MINUTES OF: A special meeting of the Board of Directors of VICTOR MANUFACTURING & GASKET COMPANY, an Illinois 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 22nd day of June, A. D. 1964, at 1:30 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:

George E. Victor
Orrin W. Clifton
William F. Victor
August A. Frymark
Wayne D. Neathery

The meeting was called to order by Mr. George E. Victor, President, who acted as Chairman of the meeting. Mr. Wayne D. Neathery, Secretary of the corporation, acted as Secretary of the meeting and recorded the proceedings.

The Secretary reported that a majority of the Directors were present in person at the meeting; and, therefore, the meeting was legally constituted for the transaction of business.

The Chairman stated that negotiations with the officers of Smith and Kanzler Corporation, Linden, New Jersey, have continued pursuant to the authorization given by this Board at its June 10th meeting. Mr. Raymond I. Geraldson of the firm Seyfarth, Shaw, Fairweather & Geraldson has assisted in the negotiations. It is anticipated that Mr. Geraldson will be present if it becomes necessary to sign various documents relating to this transaction. Proper execution of the documents that may be required would be facilitated if Mr. Geraldson were made an officer of this Company.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that Mr. Raymond I. Geraldson be, and he hereby is, elected to the office of Assistant Secretary of this Company to serve for the remainder of this year or until his successor is duly elected and qualified.

The Chairman then presented to the meeting a proposed Agreement covering the terms of purchase of the assets of Smith and Kanzler Corporation and the real property leased by that company.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that Mr. Wayne D. Neathery, Vice President of Finance, and Mr. Raymond I. Geraldson, Assistant Secretary, be, and they hereby are, authorized to execute

EXHIBIT A

on behalf of and in the name of this corporation an Agreement in the form presented to this meeting, or any reasonable modification thereof, whereby this Company shall agree 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 Messrs. Neathery and Geraldson be, and they hereby are, authorized to execute any additional documents that may reasonably be required in connection with the transaction referred to above.

The Chairman then expressed the opinion that it would be in the best interests of this Company to have a wholly-owned subsidiary corporation in the State of New Jersey to which the assets of Smith and Kanzler Corporation could be transferred.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the officers of this Company be, and they hereby are, authorized and directed to cause a corporation to be formed under the laws of the State of New Jersey; such corporation to be known as Smith & Kanzler Company.

FURTHER RESOLVED that the officers of this Company be, and they hereby are, authorized to acquire all of the capital stock of Smith & Kanzler Company and to pay therefor the sum of Two Million Dollars ($2,000,000).

FURTHER RESOLVED that the officers of this Company be, and they hereby are, authorized to lend to Smith & Kanzler Company such additional amount as it may require for a period of one (1) year; such loan to be interest-bearing at the rate of five and one-half per cent (5-1/2%) per annum and not to exceed One Million Five Hundred Thousand Dollars ($1,500,000).

The Chairman stated that this Board at its meeting on June 10, 1964, authorized the officers of this Company to negotiate with financing institutions for the funds required to consummate the purchase of assets from Smith and Kanzler Corporation and the real property leased by it. Negotiations are being conducted with The Prudential Insurance Company of America, and it is anticipated that the term borrowing from Prudential will be increased prior to October 1, 1964. Continental Illinois National Bank and Trust Company of Chicago has expressed

Exhibit A

its willingness to increase the line of credit of this Company from $2,000,000 to $3,000,000 from about July 1st to October 1, 1964. The present authorization of the officers of this Company to borrow from banks or trust companies was established at $2,000,000 by the Board of Directors of this Company on March 17, 1964.

After discussion, upon motion duly made, seconded, and unanimously approved, it was

RESOLVED that the officers of this corporation be, and they hereby are, authorized and directed to borrow, in behalf of this corporation, from such banks or trust companies as they may in their judgment determine, an amount not exceeding Three Million Dollars ($3,000,000) on a short-term basis for such period of time and upon such terms and rate of interest as may to them in their discretion seem advisable, and to execute notes in respect thereto in the name of the corporation for the payment of the amount so borrowed.

FURTHER RESOLVED that the authority of the officers of this corporation to borrow up to Three Million Dollars ($3,000,000) on a short-term basis shall automatically be reduced to Two Million Dollars ($2,000,000) on October 1, 1964.

There being no further business, the meeting thereupon adjourned.

Secretary

APPROVED:

DIRECTORS

EXHIBIT A