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 29th day of April, A. D. 1966, at 10:00 A.M., pursuant to waiver of notice by all the Directors of the Company.

The following Directors, constituting all of the Board of Directors, were present in person at the meeting:

George E. Victor
Orrin W. Clifton
Wayne D. Neathery

The meeting was called to order by Mr. George E. Victor, who acted as Chairman of the meeting. Mr. F. B. Tuttle, Secretary of the corporation, acted as Secretary of the meeting and recorded the proceedings.

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

The Chairman presented to the meeting a letter of resignation from Mr. Albert E. Binger whereby he resigned as Vice President & General Manager of the Company effective April 29, 1966.

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

RESOLVED that the resignation of Mr. Albert E. Binger as Vice President & General Manager of SMITH & KANZLER COMPANY, effective April 29, 1966, be accepted and that his letter of resignation be made a part of the minutes of this meeting.

A discussion was had on the subject of the creation of a new officership called Vice President - Sales.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that, in addition to the offices provided for by the By-Laws of this corporation, the following office is hereby created, the authority and duties of which are herein set forth:

Vice President - Sales. The Vice President - Sales shall have charge of the sales activities of the corporation, and shall perform such other duties as the Board of Directors shall prescribe.

PLAINTIFF'S EXHIBIT

DC-66

The Chairman then announced that the next order of business was the election of a Vice President - Sales.

Thereupon the following person was nominated for officer of the Company, to serve the term provided in the By-Laws:

Albert E. Binger. . .Vice President - Sales

No further nominations being made, the nominations were closed and the Directors proceeded to vote on the nominee. All of the Directors present at the meeting having voted and the votes having been counted, the Chairman announced that the aforesaid nominee had been duly elected to the office set opposite his name by the affirmative vote of all the Directors present at the meeting, to serve for the term provided in the By-Laws.

The Chairman recommended that appropriate changes in authorized signatures be made at the Fidelity Union Trust Company in both the Payroll Account and the Regular Account to reflect the resignations of certain personnel and the realignment of offices.

After discussion, upon motion duly made, seconded, and unanimously approved, the following resolutions were adopted:

Resolution with respect to Regular Account
at Fidelity Union Trust Company, Newark, New Jersey

RESOLVED that Wayne D. Neathery, the Treasurer of Smith & Kanzler Company, is authorized and instructed to continue a deposit account for and in the name of this corporation with the FIDELITY UNION TRUST COMPANY in the City of Newark, to deposit therein funds of this corporation to be withdrawn until further notice in writing to said Trust Company only by check signed in the name of this corporation by Wayne D. Neathery, Treasurer; or Joseph J. Curley; or J. Andrew Johnson; or by promissory note, draft or bill of exchange made payable at the said Trust Company, when signed in like manner and by the same officers.

Resolution with respect to Payroll Account
at Fidelity Union Trust Company, Newark, New Jersey

RESOLVED that Wayne D. Neathery, the Treasurer of Smith & Kanzler Company, is authorized and instructed to continue a deposit account for and in the name of this corporation with the FIDELITY UNION TRUST COMPANY in the City of Newark, to deposit therein funds of this corporation to be withdrawn until further notice in writing to said Trust Company only by check signed in the name of this corporation by

Joseph J. Curley; or J. Andrew Johnson; or by promissory note, draft or bill of exchange made payable at the said Trust Company, when signed in like manner and by the same officers.

There being no further business, the meeting thereupon adjourned.

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Secretary

APPROVED:

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_____ DIRECTORS

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