C O P Y

PLAINTIFF'S EXHIBIT

DC-76

<u>WAIVER OF NOTICE OF</u>
<u>A SPECIAL MEETING OF</u>
<u>THE BOARD OF DIRECTORS OF</u>
<u>SMITH & KANZLER COMPANY</u>

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 **21st** day of **December, A.D. 1966**, at 2:45 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 O. W. Clifton as Director and President, effective 12/31/66;

(b) To elect a Director pursuant to Article III, Section 3 of the Bylaws;

(c) The resignation of F. B. Tuttle as Secretary, effective 12/30/66;

(d) The resignation of W. D. Neathery as Treasurer, effective 12/31/66;

(e) The resignation of R. M. Burns as Executive Vice President, effective 12/31/66;

(f) To elect officers to fill vacant offices;

(g) A proposal to eliminate the office of Executive Vice President;

(h) Proposed changes in authorizations on file with various banks;

(i) A proposal to eliminate existing incentive bonus plan; and

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

DATED: December 21, 1966

C O P Y

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 21st day of December, A.D. 1966, at 2:45 p.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. Wayne D. Neathery, Assistant 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 from Mr. O. W. Clifton, addressed to the Board of Directors, in which Mr. Clifton tendered his resignation as Director and President of the corporation, effective December 31, 1966.

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

> RESOLVED that the resignation of Mr. O. W. Clifton as Director and President be, and it hereby is, accepted.
>
> FURTHER RESOLVED that the letter of resignation from Mr. Clifton 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. Robert M. Burns 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. Robert M. Burns had been duly elected a Director of the Corporation pursuant to Article III, Section 3 of the Bylaws, by unanimous vote.

The Chairman presented to the meeting a letter from Mr. F. B. Tuttle, addressed to the Board of Directors, in which Mr. Tuttle tendered his resignation as Secretary, effective December 30, 1966.

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

RESOLVED that the resignation of Mr. F. B. Tuttle as Secretary be, and it hereby is, accepted.

FURTHER RESOLVED that the letter of resignation from Mr. Tuttle be made a part of the minutes of this meeting.

The Chairman presented to the meeting a letter from Mr. W. D. Neathery, addressed to the Board of Directors, in which Mr. Neathery tendered his resignation as Treasurer, effective December 31, 1966.

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

RESOLVED that the resignation of Mr. W. D. Neathery as Treasurer be, and it hereby is, accepted.

FURTHER RESOLVED that the letter of resignation from Mr. Neathery be made a part of the minutes of this meeting.

The Chairman presented to the meeting a letter from Mr. R. M. Burns, addressed to the Board of Directors, in which Mr. Burns tendered his resignation as Executive Vice President, effective December 31, 1966.

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

RESOLVED that the resignation of Mr. R. M. Burns as Executive Vice President be, and it hereby is accepted.

FURTHER RESOLVED that the letter of resignation from Mr. Burns be made a part of the minutes of this meeting.

The Chairman announced that the next order of business was the election of officers to fill offices vacated by resignation. Thereupon the following persons were nominated for the offices of the company set opposite their names:

Robert M. Burns - President
Stanley W. Gustafson - Secretary
Stanley W. Gustafson - Treasurer

COPY

No further nominations having been made, the nominations were closed and the Directors proceeded to vote on the nominees. All of the Directors present at the meeting having voted and the votes having been counted, the Chairman announced that the aforesaid nominees had been duly elected to the offices set opposite their respective names by the affirmative vote of all of the Directors, to serve for the term provided in the Bylaws.

The Chairman presented a proposal to eliminate the office of Executive Vice President.

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

> RESOLVED that the office of Executive Vice President be, and hereby is, abolished.

The Chairman stated that changes in officers during the past several months made it advisable to consider changes in authorized signatures on file with various banks for the following accounts:

<u>Fidelity Union Trust Company</u>

"Regular Account"	- Manual signature
"Authority to sign notes"	- Manual signature

The Chairman then presented a list of recommended changes.

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

> RESOLVED that the list of recommended changes in authorized signatures presented to this meeting for the following accounts:

<u>Fidelity Union Trust Company</u>

"Regular Account"	- Manual signature
"Authority to sign notes"	- 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 presented a proposal to eliminate the existing Incentive Bonus Plan which has been ineffective since its adoption.

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

RESOLVED that the existing Incentive Bonus Plan be, and hereby is, abolished.

There being no further business, the meeting thereupon adjourned.

Secretary

APPROVED:

DIRECTORS

C O P Y

December 8, 1966

Board of Directors
Smith & Kanzler Company
5750 West Roosevelt Road
Chicago, Illinois 60650

Gentlemen:

I hereby resign as President and Director of Smith & Kanzler Company effective December 31, 1966.

Very truly yours,

OWC/khg

November 16, 1966

Board of Directors
Smith & Kanzler Company
5750 West Roosevelt Road
Chicago, Illinois 60650

Gentlemen:

I hereby resign as Secretary of Smith & Kanzler Company effective December 30, 1966.

Very truly yours,

FBT-ls

December 21, 1966

Board of Directors
Smith & Kanzler Company
5750 West Roosevelt Road
Chicago, Illinois 60650

Gentlemen:

I hereby resign as Treasurer of Smith & Kanzler Company effective December 31, 1966.

Very truly yours,

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WDN:LMW

December 21, 1966

Board of Directors
Smith & Kanzler Company
5750 West Roosevelt Road
Chicago, Illinois 60650

Gentlemen:

I hereby resign as Executive Vice President of Smith & Kanzler Company effective December 31, 1966.

Very truly yours,

RMB:LMW

SMITH & KANZLER COMPANY

1. Elect Director to replace Mr. Clifton
2. Issue qualifying share to new Director and notify The Corporation Trust Company.
3. Elect new President and Secretary. (and Treasurer?)
4. Amend by-laws to change fiscal year - next annual meeting.
5. Amend Incentive Bonus Plan.
6. Review bank authorizations.

WDN:LMW

12/15/66