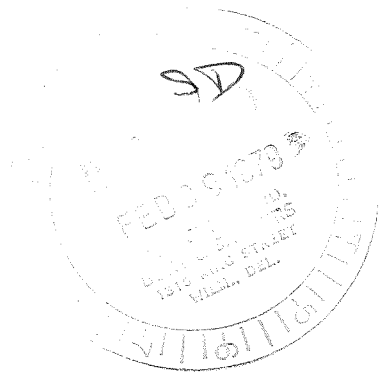


*Doc. #55-*

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN AND FOR NEW CASTLE COUNTY

William B. Weinberger, :  
Plaintiff, :  
:  
vs. : Civil Action No. 5642  
:  
UOP Inc., et al. :  
Defendants. :



AFFIDAVIT OF MERL B. PEEK

State of Illinois )  
                              ) ss.  
County of Cook     )

Merl B. Peek of Barrington, Illinois, being first duly sworn, deposes and says that:

He is the duly elected Secretary of UOP Inc., and was serving in that capacity prior to and during the Annual Meeting of Stockholders of UOP Inc., which was held on May 26, 1978 ("Meeting"), for the purpose, among other things, of considering the merger of Sigco Incorporated (a wholly-owned subsidiary of The Signal Companies, Inc. ("Signal") into UOP Inc., ("Merger")) and he has personal knowledge of the matters set forth herein;

He had responsibility for forwarding Notice of Meeting, Proxy Statement and Proxy to each holder of shares of Common Stock of UOP Inc. entitled to vote at the Meeting and for tabulating the proxies and ballots received from each holder, said proxies and ballots at all times being maintained under his care and custody;

Of the total number of issued and outstanding shares of Common Stock of UOP Inc., entitled to vote at the meeting, 5,688,302 shares were held by stockholders other than Signal. Of those shares, 2,479,650 did not vote by proxy or otherwise. Of those shares which did vote, the tabulation of proxies and ballots was as follows:

In favor of the Merger	2,953,812
In opposition to the Merger	254,840

Since the stockholders of UOP Inc. approved the Merger at the Meeting, as of the date of this affidavit, 5,540,709 shares of Common Stock of UOP Inc. have been surrendered to Signal in return for payment of \$21 per share leaving 147,593 shares yet to be surrendered.

*Merl B. Peek*  
Merl B. Peek

Subscribed and sworn to before me this 31st day of January, 1979.

(SEAL)

*Karen H. Hirsch*  
Notary Public

My commission expires on October 28, 1980.