

DANA CORPORATION
MINUTES OF MEETING OF BOARD OF DIRECTORS

A meeting of the Board of Directors of DANA CORPORATION was held at 4100 Bennett Road, Toledo, Ohio, on Friday, May 16, 1969, at 10:00 o'clock a.m., pursuant to due notice of the meeting.

Present:

Messrs.	J. E. Martin
	W. W. Knight, Jr.
	J. R. Miller
	D. H. Teetor
	R. C. McPherson
	R. H. Davies
	G. B. Mitchell

constituting a majority of the Board.

Mr. Martin, Chairman of the Board, presided as Chairman of the meeting; Mr. L. L. Dodge, Secretary, acted as Secretary of the meeting.

/ On motion duly made and seconded, it was unanimously

RESOLVED, that THE TOLEDO TRUST COMPANY, Toledo, Ohio,
as a designated depository of this Corporation, be and it is
hereby requested, authorized and directed until otherwise
ordered:

1. Funds deposited in this Corporation's name in its Dana Corporation, Victor Seal Division, Chicago, Illinois, GENERAL ACCOUNT, shall be subject to withdrawal on the check, draft, note or order of this Corporation signed by any two of the following:

Officers:

Chairman of the Board
Vice Chairman of the Board
President
Any Vice President
Treasurer
Any Assistant Treasurer
Secretary
Any Assistant Secretary
Controller

Employees:

R. T. Glowacki
B. H. Browne
R. V. Brink
J. A. Johnson
J. J. McNellis

2. To pay such checks, drafts, notes or orders, and to receive the same for credit of or in payment from the payee or any other holder, when so signed, without inquiry as to the circumstances of their issue or the disposition of the proceeds, whether drawn to the individual order of or tendered in payment of individual obligations of the said above named persons or other officers of this Corporation, or otherwise.

3. All previous authorizations for the signing and honoring of checks, drafts, or other orders for the payment of money drawn on said THE TOLEDO TRUST COMPANY by this Corporation are hereby continued in full force and effect as amplified hereby.

1. Funds deposited in this Corporation's name in its Dana Corporation, Victor Seal Division, Chicago, Illinois, GENERAL ACCOUNT, shall be subject to withdrawal on the check, draft, note or order of this Corporation signed by any two of the following:

Officers:

Chairman of the Board
Vice Chairman of the Board
President
Any Vice President
Treasurer
Any Assistant Treasurer
Secretary
Any Assistant Secretary
Controller

Employees:

R. T. Glowacki
B. H. Browne
R. V. Brink
J. A. Johnson
J. J. McNellis

2. To pay such checks, drafts, notes or orders, and to receive the same for credit of or in payment from the payee or any other holder, when so signed, without inquiry as to the circumstances of their issue or the disposition of the proceeds, whether drawn to the individual order of or tendered in payment of individual obligations of the said above named persons or other officers of this Corporation, or otherwise.

3. All previous authorizations for the signing and honoring of checks, drafts, or other orders for the payment of money drawn on said THE TOLEDO TRUST COMPANY by this Corporation are hereby continued in full force and effect as amplified hereby.

On motion duly made and seconded, it was unanimously

RESOLVED, that CHURUBUSCO STATE BANK, Churubusco, Indiana, be designated a depository of this Corporation, and it is hereby requested, authorized and directed, until otherwise ordered:

1. Funds deposited in this Corporation's name in its Victor Oil Seal Division, Churubusco Plant, PAYROLL ACCOUNT NO. 2 and PAYROLL ACCOUNT NO. 3, shall be subject to withdrawal on the check, draft, note or order of this Corporation signed by any one of the following:

Officers:

Chairman of the Board
Vice Chairman of the Board
President
Any Vice President
Treasurer
Any Assistant Treasurer
Secretary
Any Assistant Secretary
Controller

Employee:

J. A. Johnson

or funds deposited in such PAYROLL ACCOUNTS shall also be subject to withdrawal on the check, draft, note or order of this Corporation, bearing or purporting to bear the facsimile signature of any one of its above named officers or employee, regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such facsimile signature resembles the facsimile specimens from time to time filed with CHURUBUSCO STATE BANK by the Secretary or Treasurer or other officer of this Corporation.

2. To pay such checks, drafts, notes or orders, and to receive the same for the credit of or in payment from the payee or any other holder, when so signed, without inquiry as to the circumstances of their issue or the disposition of the proceeds, whether drawn to the individual order of, or tendered in payment of individual obligations of the said above named persons or other officers of this Corporation, or otherwise.

There being no further business to come before the meeting, on

motion duly made and seconded, the meeting adjourned.

[Signature]
Secretary of the Meeting

Approved:

J. E. Martin
Chairman of the Meeting