PLAINTIFF'S EXHIBIT
DC-67

DANA CORPORATION

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

A meeting of the Board of Directors of DANA CORPORATION was held at The Toledo Club, Toledo, Ohio, on Thursday, June 9, 1966, at 12:00 o'clock noon, pursuant to waiver of notice of the meeting signed by all of the Director:

Present:

Messrs. J. E. Martin
J. R. Miller
T. J. Dolan
W. W. Knight, Jr.
R. C. McPherson

constituting a majority of the Board.

Mr. Martin, President, presided as Chairman of the meeting; Mr. W. J. Hoshal, Assistant Secretary, acted as Secretary of the meeting.

Mr. Martin stated that he and other Officers of Dana Corporation had conducted negotiations with the Officers and principal shareholders of Victor Manufacturing & Gasket Company of Chicago, Illinois, an Illinois corporation, for the purchase, by this Corporation, from the shareholders of Victor Manufacturing & Gasket Company of all of the outstanding capital stock of said Company, consisting of 33,566 shares of common stock with a par value of $10.00 per share and 18,000 shares of preferred stock with a par value of $100.00 per share for an aggregate amount of $24,000,000, of which $7,200,000 is to be paid upon delivery of the stock and the balance to be paid in installments at agreed upon intervals over a period ending on September 1, 1968, together with interest on unpaid installments at the rate of 5-1/2% per annum.

After a detailed discussion of the desirability of this acquisition, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the President be authorized to enter into an Agreement with the shareholders of Victor Manufacturing & Gasket Company, or their designated representative, for the purchase of all or substantially all of the issued and outstanding shares of common and preferred stock of Victor Manufacturing & Gasket Company for a consideration not to exceed $24,000,000, payable in an amount not to exceed $7,200,000 in cash upon delivery of the stock and the balance to be paid in installments, approved by the President, over a period ending on September 1, 1968, together with interest on unpaid installments at the rate of 5-1/2% per annum, such Agreement to have such other terms and provisions as the President may approve with the advice of counsel; and be it further

RESOLVED, that the President and other Officers of this Corporation be and they hereby are authorized and directed to take all such further action, and to make, execute and deliver all such further documents, as they, with the advice of counsel, may deem necessary or desirable in order to carry out the intent and purpose of the foregoing resolution.

On motion duly made and seconded, the meeting adjourned.

Secretary of the Meeting

Approved:

F. J. Martin

Chairman of the Meeting