MINUTES OF: The regular annual meeting of the shareholders of the VICTOR MANUFACTURING & GASKET COMPANY, an Illinois corporation, held at the offices 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 March, A.D. 1967, at 10:00 in the forenoon of said day, pursuant to the notice thereof formally given.

The meeting was called to order by Mr. George E. Victor, Chairman of the Board. The shareholders elected Mr. George E. Victor to serve as Chairman of the regular annual meeting of the shareholders. Mr. Stanley W. Gustafson served as Secretary of the meeting and recorded the proceedings.

The Secretary presented and read the notice of the meeting, together with proof that notice had been given as required by law and the bylaws of the corporation. A copy of such notice and the proof of the mailing of such notice were ordered to be inserted in the minute book of the corporation immediately preceding the minutes of this meeting.

The Chairman announced that the Secretary had made, at least ten days before the meeting, a complete list of the shareholders entitled to vote at the meeting; with the address of and the number of shares held by each, which list, for a period of ten days prior to the meeting, had been kept on file at the registered office of the corporation, subject to inspection by any shareholder at any time during usual business hours. The Chairman produced such list, and such list was kept open at the meeting subject to the inspection of any shareholder during the entire meeting.

The following shareholder was represented by its president:

Name of Shareholder	Name of Proxy	Number of Shares	
		Preferred	Common
Dana Corporation	J. R. Miller	-0-	33,566

The Secretary reported that 33,566 shares of stock of the corporation were represented out of a total of 33,566 shares of stock of the corporation outstanding and entitled to vote at the meeting; therefore the meeting was legally constituted for the transaction of business.

The Secretary reported that shares standing in the name of another corporation may be voted by such officer, agent, or proxy as the bylaws of such corporation may prescribe.

A certificate of the bylaws of Dana Corporation authorizing certain officers to vote the shares standing in the name of Dana Corporation pursuant to the bylaws of Dana Corporation was ordered to be filed with the Secretary.

The minutes of the last annual meeting of the shareholders were approved without formal reading at the meeting.

PLAINTIFF'S EXHIBIT

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The Chairman then stated that the next order of business would be the election of three (3) Directors of the corporation to hold office until the next annual meeting of shareholders or until their respective successors shall be elected and have qualified. The Chairman called for the nomination of Directors. Thereupon the following persons were nominated for Directors of the corporation, to serve until the next annual meeting of shareholders or until their respective successors are elected and shall have qualified:

J. R. Miller
George E. Victor
Wayne D. Neathery

No further nominations having been made, the nominations were closed. The Chairman stated that every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are to be elected, or to cumulate said shares and give one candidate as many votes as the number of Directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

The shareholders proceeded to vote on the nominees. The vote having been taken and counted, the nominees were found to have received the number of votes set opposite their respective names:

Name	Number of Votes
J. R. Miller	33,566
George E. Victor	33,566
Wayne D. Neathery	33,566

The following persons, having received the highest number of votes, were declared by the Chairman to be the duly elected Directors of the corporation, to serve until the next annual meeting of shareholders or until their respective successors are elected and shall have qualified:

J. R. Miller
George E. Victor
Wayne D. Neathery

The Chairman then stated that the Board of Directors of the Corporation, at a special meeting of the Board, had adopted a resolution to recommend to the shareholders of this company that the VICTOR MANUFACTURING & GASKET COMPANY be voluntarily dissolved on or before August 31, 1967. After discussion, upon motion duly made and seconded, it was

RESOLVED that this corporation shall be dissolved voluntarily pursuant to Section 76 of the Business Corporation Act of the State of Illinois as soon as practicable after the transfer of all of the corporation's property and business to its sole shareholder, Dana Corporation, a Virginia corporation, of Toledo, Ohio, and the cessation of its carrying on business as provided in the plan of complete liquidation pursuant to Section 332 (b), and the basis of property received determined pursuant to Section 334 (b)(2), of the Internal Revenue Code of 1954, as amended; and be it

FURTHER RESOLVED that the officers of this corporation be, and they hereby are, authorized and directed to take all such steps, and to make, execute, and deliver all such contracts, documents, deeds, bills of sale and other instruments as they may deem necessary or desirable to transfer all of the assets of this corporation to Dana Corporation in complete cancellation and redemption of the capital stock of this corporation, and to effect a voluntary dissolution of this corporation in accordance with the laws of the State of Illinois; and be it

FURTHER RESOLVED that the following plan for the complete liquidation of the corporation be, and it hereby is, adopted:

1. Victor Manufacturing & Gasket Company shall be completely liquidated in the manner hereinafter set forth.

2. All assets of the corporation, including the net proceeds of any sales of the corporation's properties and assets, after payment of, or the making of suitable provisions for, debts, liabilities and expenses of the corporation, shall be distributed to the corporation's sole shareholder, Dana Corporation, a Virginia corporation, in complete cancellation and redemption of all the corporation's outstanding stock, such distribution to be made on or before August 31, 1967.

3. As soon as practicable after the transfer of all of the corporation's property and business and the cessation of its carrying on business, this corporation shall be dissolved and its corporate existence terminated in accordance with the laws

of the State of Illinois.

There being no further business to come before the meeting, on motion duly made, seconded, and carried, the meeting adjourned.

S. H. Gustafson

Secretary

APPROVED:

Chairman