RESOLUTIONS

OF THE EXECUTIVE COMMITTEE OF

DANA CORPORATION

WHEREAS, this Corporation is the owner and holder in Toledo, Ohio of all of the capital stock of its subsidiary, The Victor Manufacturing & Gasket Company, an Illinois corporation; and

WHEREAS, in substance The Victor Manufacturing & Gasket Company has been operating as a division of this Corporation and it is desired to have The Victor Manufacturing & Gasket Company transfer all of its assets to this Corporation, have this Corporation assume all of the liabilities of The Victor Manufacturing & Gasket Company and surrender all of its stock in The Victor Manufacturing & Gasket Company in order that the business thereof may be conducted solely as a division of this Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that the President or any Vice President of this Corporation be authorized and directed to vote all of the outstanding shares of capital stock of The Victor Manufacturing & Gasket Company, all of which are owned by this Corporation, in favor of such plan for the distribution to this Corporation of all of the assets of The Victor Manufacturing & Gasket Company in complete cancellation or redemption of all of said capital stock pursuant to Section 332 of the Internal Revenue Code of 1954, as amended, and for the dissolution of The Victor Manufacturing & Gasket Company in accordance with the laws of Illinois; and

FURTHER RESOLVED, that concurrently with the distribution of all of the assets of The Victor Manufacturing & Gasket Company to this Corporation as above provided, this Corporation assume all of the contracts, debts and other obligations of The Victor Manufacturing & Gasket Company; and

